

ADCARE HEALTH SYSTEMS INC  
Form 10-Q  
November 14, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2008

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-131542

**AdCare Health Systems, Inc.**

*(Exact name of registrant as specified in its charter)*

Ohio

31-1332119

*(State or Other Jurisdiction*

*(IRS Employer Identification Number)*

*of Incorporation)*

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5057 Troy Rd, Springfield, OH 45502-9032

*(Address of principal executive offices)*

(937) 964-8974

*(Registrant's telephone number)*

NA

*(Former name, former address, or former fiscal year, if changed since last report)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
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(Do not check if a smaller reporting company)

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

The number of shares of the registrant's common stock outstanding as of November 14, 2008: 3,786,129.



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**AdCare Health Systems, Inc.**

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## Item 1. Financial Statements

**ADCARE HEALTH SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	September 30, 2008 (Unaudited)	December 31, 2007
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 1,961,314	\$ 926,625
Certificate of deposit, restricted	-	209,637
Accounts receivable:		
Long-term care resident receivables, net	1,761,038	2,115,364
Management, consulting and development receivables, net	294,763	259,778
Advances and receivables from affiliates	20,000	27,558
Prepaid expenses and other	472,696	453,219
Total current assets	4,509,811	3,992,181
Restricted Cash	1,105,973	973,975
Property and Equipment, Net	16,806,150	14,425,868
Note Receivable, Net	-	221,413
License, Net	1,189,307	1,189,307
Goodwill	2,638,193	2,638,193
Other Assets	1,108,491	1,050,506
Total assets	\$ 27,357,925	\$ 24,491,443
<b><u>LIABILITIES AND STOCKHOLDERS EQUITY</u></b>		
Current Liabilities:		
Current portion of notes payable and other debt	\$ 604,893	\$ 773,279
Current portion of notes payable to stockholder	9,432	9,026
Accounts payable	1,205,740	1,416,313
Accrued expenses	2,549,187	2,060,222

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Forward purchase contract	900,000	900,000
Total current liabilities	5,269,252	5,158,840
Notes Payable and Other Debt, Net of Current Portion	16,886,455	12,813,338
Notes Payable to Stockholder, Net of Current Portion	38,313	810,084
Other Liabilities	489,689	559,509
Deferred Tax Liability	31,925	-
Minority Interest in Equity of Consolidated Entities	240,853	255,070
Total liabilities	22,956,487	19,596,841
Stockholders' equity:		
Preferred stock, no par value; 500,000 shares authorized; no shares issued or outstanding	-	-
Common stock and additional paid-in capital, no par value; 14,500,000 shares authorized; 3,786,129 shares issued and outstanding	14,351,387	14,063,956
Accumulated deficit	(9,949,949)	(9,169,354)
Total stockholders' equity	4,401,438	4,894,602
Total liabilities and stockholders' equity	\$ 27,357,925	\$ 24,491,443

See notes to consolidated financial statements

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**ADCARE HEALTH SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three-Months Ended		Nine-Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
<b>Revenues:</b>				
Patient care revenues	\$ 5,731,938	\$5,468,027	\$16,874,113	\$16,292,143
Management, consulting and development fee revenue	453,822	438,299	1,320,725	1,310,908
Total revenue	6,185,760	5,906,326	18,194,838	17,603,051
<b>Expenses:</b>				
Payroll and related payroll costs	4,162,908	3,746,406	11,447,782	11,088,853
Other operating expenses	2,086,919	1,855,225	6,223,303	5,559,608
Depreciation and amortization	222,500	170,103	655,519	510,191
Total expenses	6,472,327	5,771,734	18,326,604	17,158,652
(Loss) Income from Operations	(286,567)	134,592	(131,766)	444,399
<b>Other Income (Expense):</b>				
Interest income	6,381	13,586	20,609	46,894
Interest expense, others	(352,931)	(303,433)	(972,641)	(873,377)
Interest expense, related parties	(14,598)	(16,023)	(43,044)	(51,706)
Minority interest in earnings of consolidated entities	(6,093)	(4,548)	(35,782)	(68,556)
Other expense	-	(37,014)	-	(37,014)
	(367,241)	(347,432)	(1,030,858)	(983,759)
Gain on Acquisition	-	-	413,954	-
(Loss ) From Continuing Operations Before				
Income Taxes	(653,808)	(212,840)	(748,670)	(539,360)
Income Tax Expense	(10,641)	-	(31,925)	-

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Loss From Continuing Operations	(664,449)	(212,840)	(780,595)	(539,360)
Discontinued Operations:				
Income from discontinued operations	-	608,625	-	587,485
Net (Loss) Income	\$ (664,449)	\$ 395,785	\$ (780,595)	\$ 48,125
Net (Loss) Income Per Share, Basic:				
Continuing operations	\$ (0.18)	\$ (0.06)	\$ (0.21)	\$ (0.14)
		0.16		
Discontinued operations	-	-	-	0.16
	\$ (0.18)	\$ 0.10	\$ (0.21)	\$ 0.02
Weighted Average Common Shares Outstanding,				
Basic	3,786,129	3,786,129	3,786,129	3,786,129
Diluted	3,786,129	3,786,129	3,786,129	3,786,129

See notes to consolidated financial statements.



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**ADCARE HEALTH SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	Nine-Months Ended September 30,	
	2008	2007
Cash flows from operating activities:		
Net Loss (Income)	\$ (780,595)	\$ 48,125
Add back: loss from discontinued operations	-	(587,485)
Net loss from continuing operations	\$ (780,595)	\$ (539,360)
Adjustments to reconcile net loss from continuing operations to net cash provided by (used in) operating activities:		
Depreciation and amortization	655,519	632,126
Warrants issued for services	75,462	30,175
Stock option compensation expense	243,948	16,142
Minority interest	29,131	68,556
Note receivable forgiveness exchanged for rent	9,000	27,000
Gain on acquisition	(413,952)	-
Changes in certain assets and liabilities net of acquisition:		
Accounts receivable	321,298	(224,897)
Prepaid expenses and other	(24,680)	(190,396)
Other assets	(121,132)	(155,834)
Accounts payable and accrued expenses	208,151	(59,595)
Income tax liability	31,925	-
Other liabilities	(88,319)	(153,257)
Net cash provided by (used in) operating activities of continuing operations	145,756	(548,810)
Net cash provided by operating activities of discontinued operations	-	302,080
Net cash provided by (used in) operating activities	145,756	(246,730)
Cash flows from investing activities:		
Distribution to minority shareholders	(50,000)	-
Proceeds from the sale of assets net of associated costs	2,500	(56,530)
Purchase of minority interest	-	(11,382)
Purchase of property plant and equipment	(286,689)	(987,581)
Net cash used in investing activities of continuing operations	(334,189)	(1,055,493)

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Net cash provided by investing activities of discontinued operations:

Proceeds from sale of assets net of associated costs	-	591,329
Net cash used in investing activities	(334,189)	(464,164)

See notes to consolidated financial statements.

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**ADCARE HEALTH SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(Unaudited)

	Nine-Months Ended September 30,	
	2008	2007
Cash flows from financing activities:		
Decrease (Increase) in restricted cash	77,639	(42,402)
Restricted cash received upon acquisition of assets	19,813	-
Proceeds from notes payable	2,287,127	54,000
Cash received upon exercise of warrants	-	20,000
Repayment of notes payable to stockholder	(760,000)	(7,446)
Prepaid Financing Costs	159,130	-
Repayment on notes payable	(560,587)	(268,135)
Net cash provided by (used in) financing activities of continuing operations	1,223,122	(243,983)
Net cash used in financing activities of discontinued operations:		
Repayment on notes payable of discontinued operations	-	(12,734)
Net cash provided by (used in) financing activities	1,223,122	(256,717)
Net Increase (Decrease) in Cash	1,034,689	(967,611)
Cash, Beginning	926,625	2,136,414
Cash, Ending	\$ 1,961,314	\$ 1,168,803
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the year for interest	\$ 855,030	\$ 803,149
Supplemental Disclosure of Non-Cash Activities:		
Rent in exchange of note receivable repayment	\$ 9,000	\$ 27,000
Repayment of existing mortgage at closing of discontinued operations	\$ -	\$ 609,839
Acquisition of assets in exchange for note forgiveness	\$ 2,740,584	\$ -

See notes to consolidated financial statements.



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**ADCARE HEALTH SYSTEMS, INC. AND SUBSIDIARIES**

Notes to Unaudited

Consolidated Financial Statements

**NOTE 1.**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for 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 footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of the management of AdCare Health Systems, Inc., all adjustments considered for a fair presentation are included and are of a normal recurring nature. Operating results for the nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

For further information, refer to the consolidated financial statements and footnotes thereto included in AdCare Health Systems, Inc.'s annual report on Form 10-KSB, filed March 31, 2008.

***Principles of Consolidation***

The consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States. These statements include the accounts of AdCare and its controlled subsidiaries. All inter-company accounts and transactions were eliminated in the consolidation.

Arrangements with other business enterprises are evaluated, and those in which AdCare is determined to have controlling financial interest are consolidated. In January 2003, the Financial Accounting Standards Board (FASB)

issued FASB Interpretation No. 46, *Consolidation of Variable Interest Entities (FIN 46)*, and amended it by issuing FIN 46R in December 2003. FIN 46R addresses the consolidation of business enterprises to which the usual condition of consolidation (ownership of a majority voting interest) does not apply. This interpretation focuses on controlling financial interests that may be achieved through arrangements that do not involve voting interests. It concludes that, in absence of clear control through voting interests, a company's exposure (variable interest) to the economic risks and potential rewards from the variable interest entity's assets and activities are the best evidence of control. If an enterprise holds a majority of the variable interests of an entity, it would be considered the primary beneficiary. The primary beneficiary is required to consolidate the assets, liabilities and results of operations of the variable interest entity in its financial statements.

AdCare has evaluated its relationship with Hearth & Home of Van Wert, LLC, and Community's Hearth & Home, Ltd., and has determined that these entities are variable interest entities and that AdCare holds variable interests in these entities. Furthermore, the Company determined that it is the primary beneficiary of these variable interests and that the entities are required to be consolidated in accordance with FIN 46R.

The Company considered many factors in connection with the evaluation of the application of the criteria in FIN 46R in determining if it is appropriate to consolidate the entities. All the entities were organized by AdCare for the purpose of developing, owning and operating a long-term care facility, which would be managed by AdCare. With one exception, all the entities are controlled by stockholders of AdCare. AdCare was instrumental in securing and has guaranteed the financing used to develop the property and operate the business. AdCare manages all aspects of the operations. These entities are thinly capitalized and highly leveraged. The Company considered all these factors and evaluated the Company's exposure to economic risks and potential rewards for all entities in which it had a potential variable interest.

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**NOTE 1.**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

*Use of Estimates*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported results of operations during the reporting period. Actual results could differ materially from those estimates.

*Patient Care Receivables and Revenues*

Patient care accounts receivable and revenues for the Company are recorded in the month that services are provided. For private patients, accounts receivable with invoice dates greater than 30 days are considered delinquent but are not charged interest. The Company provides services to certain patients under contractual arrangements with the Medicare and Medicaid programs. Amounts paid under these contractual arrangements are subject to review and final determination by the appropriate government authority or its agent. In the opinion of management, an adequate provision was made in the consolidated financial statements for any adjustments resulting from the respective government authorities' review.

Contractual adjustments for the Medicare and Medicaid programs are recognized in the month that the related revenues are recorded. These contractual adjustments represent the difference between established rates and the amounts estimated to be reimbursable by Medicare and Medicaid. Differences between these estimates and amounts subsequently determined are recorded as additions to or deductions from contractual adjustments in the period such determination is made. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates could change by a material amount in the near term.

*Management, Consulting and Development Fee Receivables and Revenue*

Management, consulting and development fee receivables and revenue are recorded in the month that services are provided. Services provided to unrelated parties are charged interest on past due amounts.

### *Earnings per Share*

Financial Accounting Standards Board Statement No. 128, *Earnings per Share* (SFAS 128) requires the presentation of basic and diluted earnings per share. Basic earnings per share exclude any dilutive effects of options, warrants and convertible securities and is computed using the weighted average number of common shares outstanding. Diluted earnings per share reflects the potential dilution if securities or other contracts to issue common units were exercised or converted into common units. The total number of shares that could potentially dilute earnings per share in the future, but which were not included in the calculation of diluted earnings per share because to do so would have been antidilutive, was 3,070,841 and 2,046,799 for the nine months ended September 30, 2008 and September 30, 2007, respectively.

### *Licenses*

The Company has capitalized the cost of acquiring operating licenses in connection with the acquisitions of The Pavilion and Greenfield. In accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS 142), the licenses are tested for impairment annually.



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**NOTE 1.**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

***Income Taxes***

The Company and its subsidiaries file a consolidated federal income tax return. No tax provision was recorded for the income incurred for the nine months ended September 30, 2008 as we recorded a 100% valuation allowance against our otherwise recognizable deferred tax assets due to the uncertainty surrounding the timing of ultimate realization of the benefits of our net operating loss carry forwards in future periods. Income taxes are allocated to each company based on earnings of each company.

Deferred income taxes are recognized for the tax consequences in future years of temporary differences between the financial reporting and tax basis of assets and liabilities of each period-end based on enacted tax laws and statutory tax rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense represents the taxes currently payable and the net change during the period in deferred tax assets and liabilities. The Company is currently recognizing a deferred tax liability related to tax amortization of purchased goodwill. As a result of the indefinite life of the asset, the difference between financial reporting and tax basis can not be netted against the Company's deferred tax assets.

***Recent Accounting Pronouncements***

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles ( FAS 162 ). FAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements that are presented in conformity with generally accepted accounting principles in the United States. FAS 162 is effective 60 days following the SEC's approval of Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present fairly in conformity with generally accepted accounting principles . FAS 162 is not expected to have a material impact on the Company's financial statements.

In March 2008, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities Including an Amendment of FASB Statement No. 133* ( SFAS 161 ). This standard changes the disclosure requirements for derivative instruments

and hedging activities. Entities are required to provide enhanced disclosure about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application permitted. The Company is currently evaluating the impact of adopting SFAS 161, if any, on our consolidated financial statements.

On February 15, 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115* ( FASB 159 ). This standard permits an entity to measure financial instruments and certain other items at estimated fair value. Most of the provisions of SFAS No. 159 are elective; however, the amendment to FASB No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, applies to all entities that own trading and available-for-sale securities. The fair value option created by SFAS 159 permits an entity to measure eligible items at fair value as of specified election dates. The fair value option (a) may generally be applied instrument by instrument, (b) is irrevocable unless a new election date occurs, and (c) must be applied to the entire instrument and not to only a portion of the instrument. SFAS 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity (i) makes that choice in the first 120 days of that year, (ii) has not yet issued financial statements for any interim period of such year, and (iii) elects to apply the provisions of FASB 157. The Company is currently evaluating the impact of adopting SFAS 159, if any, on our consolidated financial statements.

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**NOTE 1.**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

In September 2006, the FASB issued SFAS No. 157 ( SFAS 157 ), *Fair Value Measurements* . This statement establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair-value measurements. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date . For the Company, SFAS 157 is effective for the fiscal year beginning January 1, 2008. The adoption of this standard did not have a material impact on the Company's financial condition, results of operations, or liquidity.

In February 2008, the Financial Accounting Standards Board ( FASB ) issued FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157 , which provides a one-year deferral of the effective date of SFAS 157 for non-financial assets and non-financial liabilities, except for those that are recognized or disclosed in the financial statements at fair value at least annually. Therefore, the Company has adopted the provisions of SFAS 157 only with respect to financial assets and liabilities, as well as any other assets and liabilities carried at fair value. SFAS 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined under SFAS 157 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under SFAS 157 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes how to measure fair value based on a three-level hierarchy of inputs, of which the first two are considered observable and the last unobservable.

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

The adoption of this statement did not have a material impact on the Company's consolidated results of operations or financial condition (see note 7).

***Reclassification***

Certain reclassifications have been made to the 2007 financial information to conform to the 2008 presentation.

**NOTE 2.**

**LIQUIDITY AND PROFITABILITY**

The Company incurred a net loss from continuing operations of approximately \$749,000 and \$539,000 for the nine months ended September 30, 2008 and 2007, respectively, and has negative working capital of approximately \$759,000 at September 30, 2008. The Company's ability to achieve sustained profitable operations is dependent on continued growth in revenue and controlling costs. The increase in the Company's negative net working capital is due primarily to the current maturity of the \$900,000 Forward Purchase Contract. The Company plans to satisfy this obligation by using proceeds from the refinancing of the Hearth & Care of Greenfield, which closed in July 2008.

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**NOTE 2.**

**LIQUIDITY AND PROFITABILITY (continued)**

Management's plans with the objective of improving liquidity and profitability in future years encompass the following:

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refinancing debt where possible to obtain more favorable terms.

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increase facility occupancy, add additional management contracts and expand our home health operations.

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engaged GCC Capital Group and GCC Financial Advisors to assist the Company in identifying, evaluating and securing alternative capital, financing and investment sources to fund the Company's strategic business plan.

Management believes that the actions that will be taken by the Company provide the opportunity for the Company to improve liquidity and achieve profitability. However, there can be no assurance that such events will occur.

These financial statements do not contain any adjustments which might result based on the outcome of these uncertainties.

**NOTE 3.**

**SEGMENTS**

For the nine months ended September 30, 2008 and 2007, the Company operated in two segments: management and facility based care and home based care. The management and facility based care segment provides services to individuals needing long term care in a nursing home or assisted living setting and management of those facilities.

The home based care segment provides home health care services to patients while they are living in their own homes. All the Company's revenues and assets are within the State of Ohio.

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(Amounts in 000 \$)

	Manage- ment and Facility <u>Based Care</u>	Home Based <u>Care</u>	Total <u>Segments</u>	Discon- tinued <u>operations</u>	Cor- porate <u>operate</u>	<u>Total</u>
Three-months ended September 30, 2008:						
Net Revenue	6,013	631	6,644	-	(458)	6,186
Net Income (Loss)	(669)	5	(664)	-	-	(664)
Capital Spending	61	-	61	-	-	61
Three-months ended September 30, 2007:						
Net Revenue	5,483	837	6,320	-	(414)	5,906
Net Income (Loss)	(288)	75	(213)	609	-	396
Capital Spending	418	-	418	-	-	418
Nine-months ended September 30, 2008:						
Net Revenue	17,640	1,905	19,545	-	(1,350)	18,195
Net Income (Loss)	(851)	70	(781)	-	-	(781)
Total Assets	24,997	2,361	27,358	-	-	27,358
Capital Spending	287	-	287	-	-	287
Nine-months ended September 30, 2007:						
Net Revenue	16,345	2,497	18,842	-	(1,239)	17,603
Net Income (Loss)	(724)	185	(539)	587	-	48
Total Assets	22,149	2,479	24,628	-	-	24,628
Capital Spending	983	4	987	-	-	987

**Table of Contents****NOTE 4.****INCENTIVE STOCK OPTIONS**

The Company has a stock option plan. Options are available to officers, directors, consultants and employees of the Company. The Board of Directors will select from eligible persons those to whom awards shall be granted, as well as determine the size of the awards.

In August, 2004, the Company granted 114,200 options to officers, directors and employees of the Company. The total number of shares, which are available under the plan, is 120,000 with an option price of \$2.50 per share. Each stock option granted under the plan shall expire not more than 5 years from the date that the option is granted.

In May, 2007, the Company granted 199,000 options to officers, directors and employees of the Company under a 2005 shareholder approved plan. The total number of shares, which are available under the plan, is 200,000 with an option price of \$1.50 per share. Each stock option granted under the plan shall expire not more than 5 years from the date that the option is granted.

A summary of the status of the Company's employee stock options as of September 30, 2008 is presented below:

	September 30, <u>2008</u>	Weighted Average Exercise <u>Price</u>
Beginning	294,200	\$1.82
Granted	-	-
Forfeited	(7,680)	1.50
Exercised	-	-
Ending	286,520	\$1.82
Options exercisable	172,400	\$2.05

The weighted-average remaining contractual term of stock options outstanding and stock options exercisable at September 30, 2008 was approximately 2 years. The options outstanding and stock options exercisable had no aggregate intrinsic value at September 30, 2008.

**NOTE 5.****PROPERTY AND EQUIPMENT**

	<u>Estimated Useful Lives (Years)</u>	<u>September 30, 2008</u>	<u>December 31, 2007</u>
Buildings and improvements	5 to 40	\$15,717,206	\$13,315,045
Equipment	2-10	2,741,193	2,551,873
Land	-	2,917,636	2,580,201
Furniture and fixtures	2-5	627,134	622,889
Construction in process	-	34,360	16,042
		22,037,529	19,086,050
Less: accumulated depreciation		_5,231,379	4,660,182
		_ \$16,806,150	\$14,425,868

For the period ended September 30, 2008 and 2007 depreciation expense was approximately \$655,500 and \$696,000, respectively.



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**NOTE 6.**

**MANAGEMENT WARRANTS**

On August 15, 2008, shareholders approved the issuance of warrants to purchase up to 1,092,305 shares of the Company's common stock to certain officers and directors of the Company. The issuance of 1,102,710 warrants was authorized by the Board of Directors of the Company on November 16, 2007 subject to shareholder approval. The warrants vest equally over five years beginning January 1, 2008. The exercise price of the warrants is \$1.21 for those vested during 2008 and \$2.25 for those vesting in 2009. For those warrants vesting in 2010 through 2012, the exercise price will be the greater of (i) the average closing price of the Company's common stock on AMEX during the month of January each year; or (ii) \$3.00.

**NOTE 7.**

**CONTINGENCIES**

Certain claims and suits arising in the ordinary course of business in managing certain nursing facilities were filed or are pending against the Company. Management provides for loss contingencies where the possibility of a loss is probable. As of September 30, 2008, no estimated loss liabilities due to litigation were recorded. Management believes that the liability, if any, which may result would not have a material adverse effect on the financial position or results of operations of the Company. The Company carries liability insurance that is available to fund certain defined losses, should any arise, net of a deductible amount.

**NOTE 8.**

**DISCONTINUED OPERATIONS**

On September 6, 2007, the Company completed the disposition of assets held by Hearth & Home of Marion, a wholly owned subsidiary of the company.

**NOTE 9.**

**FAIR VALUE MEASUREMENTS**

As of September 30, 2008, the Company has a forward purchase contract requiring the Company to offer to purchase the remaining minority interest of one of its subsidiaries. The liability is recorded at the greater of the interest holders cash basis or fair value. When valuing the forward purchase contract, the Company assessed the value of the subsidiary by applying the discounted cash flow method and net asset value method of its subsidiary. After determining the value of the subsidiary, the Company multiplied the subsidiary's fair value by the remaining minority interest. Since the inputs (such as the business assets and liabilities) of the subsidiary can be corroborated by observable market data consisting of similar businesses in the same industry, the Company has categorized these inputs as Level 2 inputs. There were no changes in fair value during the quarter ended September 30, 2008.

**NOTE 10.**

**DEBT**

On June 26, 2008, financing was obtained to replace the bonds in place at Community's Hearth & Home. The new financing is through HUD with the following terms: principal amount of \$4,006,500, interest rate of 6.65%, and a repayment term of 35 years.

On July 29, 2008, financing was obtained to replace the construction loan in place at Hearth & Care at Greenfield. The new financing is through HUD with the following terms: principal amount of \$2,524,800, interest rate of 6.5%, and a repayment term of 30 years.

On July 24, 2008 an existing loan for Assured Home Health was refinanced with Huntington National Bank with the following terms: principal amount \$760,000, interest rate of prime plus 1.5% (currently 6.5%), and a repayment term of 5 years.

**Table of Contents****NOTE 11.****SENIOR LIVING FACILITY ACQUISITION**

On March 7, 2008, the Company entered into an agreement to acquire 99% of The New Lincoln, Ltd. effective April 1, 2008. The sole asset of The New Lincoln, Ltd. is the New Lincoln Lodge Retirement Residence which is a 49 unit senior living residence located in Columbus, Ohio. The Company completed the transaction on May 15, 2008.

The consideration paid by the Company to NLL was approximately \$2,392,000 consisting of \$12,500 in cash, the residual value of the Company's note receivable of approximately \$218,000, 1% ownership of NLL which the Company has valued at approximately \$6,600, liabilities assumed of approximately \$2,144,000 and 25,000 warrants to purchase the Company's stock at a price equal to the stock price of \$1.21. Preliminarily, the Company has estimated the value of these warrants to be approximately \$10,500 using the Black-Scholes option-pricing model.

Additionally, the Company granted an option and right of first refusal to the seller. The terms of the agreement include an option to purchase the NLL for a period of two years ending on April 1, 2010 at a price equal to \$2,750,000 plus any capital expenditures, cash loans, and refinancing charges made to refinance the property. The Company also granted a right of first refusal for an additional three years ending on April 1, 2013 in the event the seller does not exercise its option to purchase by April 1, 2010. The right of first refusal grants the seller the opportunity to meet any offer to purchase the property for a period of sixty days from the time the offer is made. The Company has treated this option and right of first refusal as a contingent liability but has not recorded a liability due to the low probability that the option or right of first refusal will be exercised.

Following is a condensed balance sheet showing assets acquired and liabilities assumed as of the date of acquisition:

	April 1, 2008
Cash	\$ 19,813
Prepaid expenses and other	12,246
Restricted cash	36,677
Property, Plant & Equipment	2,740,000
Assets Acquired	2,808,736
Current portion of notes payable and other debt	\$(86,499)
Accounts payable and accrued expenses	(88,740)

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Notes payable and other debt, net of current portion	(1,968,343)
Liabilities Assumed	\$(2,143,582)
Net assets acquired	\$ 665,154

**Table of Contents****NOTE 11.****SENIOR LIVING FACILITY ACQUISITION** (continued)

The following unaudited pro forma summary presents consolidated financial information for the year ended December 31, 2007 as if the acquisition had occurred on January 1, 2007. The unaudited pro forma summary presents consolidated financial information for the three months ended March 31, 2008 as if the acquisition had occurred on January 1, 2008.

	March 31, 2008	December 31, 2007
Revenue	\$ 6,151,710	\$ 24,245,000
Expenses	6,304,851	25,200,655
Income Before Discontinued Operations, Income Taxes and Gain	(153,141)	(955,655)
Income Tax Benefit	-	178,415
Income Tax Expense	(10,642)	-
Gain on Acquisition	413,593	419,552
Income (Loss) from continuing operations	249,810	(357,688)
Discontinued Operations:		
Income from discontinued operations (including gain on disposal)	-	587,039
Provision for income taxes	-	(178,415)
	-	408,624
Net Income	\$ 249,810	\$ 50,936
Net Income Per Share, Basic and Diluted:		
Continuing operations	\$ 0.07	\$ (0.09)
Discontinued operations	-	0.11
	\$ 0.07	\$ 0.02
Weighted Average Common Shares Outstanding,		
Basic	3,786,129	3,786,129
Diluted	3,786,129	3,786,129

**NOTE 12.**

## **SUBSEQUENT EVENTS**

On October 17, 2008, financing was obtained to replace the existing loan in place for the corporate office. The new financing is through Huntington National Bank with the following terms: principal amount of \$300,000, variable interest rate of 7.36%, and a repayment term of 8 years. This transaction did not result in the recognition of a material gain or loss as a result of debt extinguishment.

In October 2003, the Company amended the agreement with certain minority interest holders in one of its subsidiaries.

The amendment contained forward purchase contracts which were accounted for as a liability. The forward purchase contract matured in October, 2008, at which time the Company offered to purchase the interests of the minority holders. The fair value of this contract was \$900,000 as of December 31, 2007. The Company extended offers to the partners of the subsidiary and have either acquired their unit or agreed to acquire their unit in exchange for cash and notes payable. Currently, final arrangements with the few remaining partners have not been solidified.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### **Special Note Regarding Forward Looking Statements**

Certain statements in this report constitute forward-looking statements. These forward-looking statements involve known or unknown risks, uncertainties and other factors that may cause the actual results, performance, or achievements of AdCare to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Specifically, the actions of competitors and customers and our ability to execute our business plan, and our ability to increase revenues is dependent upon our ability to continue to expand our current business and to expand into new markets, general economic conditions, and other factors. You can identify forward-looking statements by terminology such as may, will, should, expects, intends, plans, anticipate, estimates, predicts, potential, continues, or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise.

### ***Overview***

We are a Springfield, Ohio based developer, owner and manager of retirement communities, assisted living facilities, nursing homes, and provide home health care services in the state of Ohio. We currently manage sixteen facilities, comprised of six skilled nursing centers, seven assisted living residences and three independent living/senior housing facilities, totaling over 850 beds.

We have an ownership interest in eight of the facilities we manage, comprised of 100% ownership of two of the skilled nursing centers and one assisted living facility, 99% ownership in one independent living facility as well as a 50% ownership of four of the assisted living facilities. The assisted living facilities that we own operate under the name Hearth & Home, with the tag line Home is where the hearth is... We also maintain a development/consulting initiative which is strategic in providing potential management opportunities to our core long-term care business. AdCare Health Systems, Inc.® and Hearth & Home® are registered trademarks. All of our properties are located within the State of Ohio.

On May 15, 2008, we completed our acquisition of the New Lincoln Lodge. This acquisition was effective April 1, 2008. Consequently, many of the expense areas in our income statement have increased. The New Lincoln Lodge is a 49 unit senior living facility located in Columbus, Ohio. For further information on this acquisition, please review our 8-K filed on May 19, 2008 and amended on July 29, 2008.

On June 26, 2008 we completed the refinancing of our three assisted living properties known as Community's Hearth & Home. This refinancing replaced our adjustable rate demand taxable notes, series 2002 Bonds in the original principal amount of \$4,200,000 obtained in 2002. Interest on the note was indexed at the seven day LIBOR rate. We refinanced this debt with two HUD insured loans at a fixed interest rate of 6.65% with a 35 year amortization. The new financing consists of two loans, one for the two Springfield, Ohio properties and one for the Urbana, Ohio property. The loans are in the amount of \$1,863,800 and \$2,142,700, respectively, and total \$4,006,500. As a result of this refinancing, in June 2008, we recognized the balance of the unamortized financing costs of approximately \$106,000 from the 2002 Bond financing. Additionally, Huntington National Bank released the balance of cash previously pledged to secure a letter of credit related to the 2002 financing.



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### *Segments*

Our business operates in two segments: (1) management and facility-based care and (2) home-based care. In our management and facility-based care segment, we derive revenues from three primary sources. We operate and have ownership interests in eight facilities for which we collect fees from the residents of those facilities. Profits/losses are generated to the extent that the monthly patient fees exceed the costs associated with operating those facilities. We also manage assisted living facilities and nursing homes owned by third parties. With respect to these facilities, we receive a management fee based on the revenue generated by the facilities. Within our management facility-based care segment, we provide development, consulting and accounting services to third parties. In these instances, we receive a fee for providing those services. These fees vary from project to project, with the development fee in most cases being based on a percentage of the total cost to develop the project.

#### *Management and Facility Based Care Segment*

We have implemented changes at our skilled nursing centers to improve occupancy and revenue. We have recently completed renovations at all three facilities with additional renovations planned during 2008 and 2009. We continue to focus our attention towards providing care to more patients covered by Medicare where our profit margins are typically higher than those of Medicaid. For the quarter ended September 30, 2008, compared to the quarter ended September 30, 2007, overall occupancy in our skilled nursing centers increased 1.6% and occupancy in our assisted living centers decreased 2.7%.

#### *Home Based Care Segment*

Our home health division has reduced and, in most cases, eliminated services to patients where our reimbursement provided very little profit margin. This has resulted in a lower number of patient visits and lower revenue. The majority of the reduced revenue has been offset by lower payroll and related expenses. The benefits of this change have been offset by overall lower visits than anticipated. We are in the process of utilizing our home health services in our assisted living and independent living properties creating cross selling opportunities which will further enhance our revenue. These needs have previously been satisfied by other home health agencies.

### **Consolidated Results of Operations**

**Three months ended September 30, 2008 and September 30, 2007**

#### ***Revenue***

	<u>September 30,</u> <u>2008</u>	<u>September 30,</u> <u>2007</u>	<u>Increase</u>	<u>%</u>	<u>Change</u>
Patient care revenue	\$5,731,938	\$5,468,027	\$263,911		4.8%
Management, consulting and development fee revenue	453,822	438,299	15,523		3.5%
	\$6,185,760	\$5,906,326	\$279,434		4.7%

For the periods compared, patient care revenue increased approximately \$264,000 or 4.8%. Average occupancy in our skilled nursing centers increased 1.6% and occupancy in our assisted living centers decreased 2.7%. Charges for private paying residents at our assisted living and skilled nursing facilities increased approximately 5% beginning January 1, 2008. Home health revenue declined primarily as a result of reducing services provided to payers that are not profitable or only marginally profitable as well as overall lower visits being provided to other payers. Payroll and related payroll costs were reduced accordingly to partially offset the reduced revenue. Additionally, patient care revenue increased due to the acquisition of the New Lincoln Lodge effective April 1, 2008 which resulted in an additional \$57,000 in revenue for the quarter. Management, consulting and development fee revenue increased approximately \$15,500 or 3.5% as a result of higher management fees on our managed only properties.

**Table of Contents*****Operating Expenses***

	<u>September 30,</u> <u>2008</u>	<u>September 30,</u> <u>2007</u>	<u>Increase</u>	<u>%</u> <u>Change</u>
Payroll and related payroll costs	\$4,162,908	\$3,746,406	\$416,502	11.1%
Other operating expenses	2,086,919	1,855,225	231,694	12.5%
Depreciation and amortization	222,500	170,103	52,397	30.8%
	\$6,472,327	\$5,771,734	\$700,593	12.1%

Operating expenses for the three months ended September 30, 2008 increased by approximately \$701,000 or 12.1%.

Payroll and related payroll costs for the three months ended September 30, 2008 increased by approximately \$417,000 or 11.1%. The acquisition of New Lincoln Lodge contributed approximately \$57,500 to the increased payroll and related costs. Increased administrative staff expense and higher payroll expense at our assisted living centers was partially offset by lower payroll expense at our home health agency and skilled nursing centers. Payroll expense at our home health agency was lower as a result of discontinuing services provided to payers that are not profitable or only marginally profitable. These savings were partially offset by employee wages which have increased approximately 3% as a result of annual wage increases. Administrative staff has increased in the areas of management information systems and human resources in order to satisfy the increasing demands on these departments. Additionally, we accrued approximately \$162,000 in payroll expense related to the retirement benefits of our previous Chief Operating Officer who retired on September 30, 2008. Additionally, we incurred approximately \$223,000 in non-cash expenses related to the warrants approved by shareholders at our August 15, 2008, shareholder meeting.

Other operating expenses increased approximately \$232,000 or 12.5%. Approximately \$62,000 of the increase is the result of the acquisition of the New Lincoln Lodge. The increase is also due to increased supply usage by \$132,700 as a result of higher occupancy in our assisted living facilities, inflationary increases in supply costs, therapy services and pharmacy supplies provided to residents of our skilled nursing centers. These increases are somewhat offset by increased patient care revenue. Expenses for our financial advisor also contributed approximately \$37,000 to the increase.

Depreciation and amortization expense increased by approximately \$52,000 or 30.8% due to depreciation related to the assets acquired in the New Lincoln Lodge transaction of \$18,200 and as a result of additional assets placed into service and their related depreciation expense of \$34,200.

***(Loss) Income from Operations***

Loss from operations for the three months ended September 30, 2008 was approximately \$287,000. When compared to the three months ended September 30, 2007 income from operations of approximately \$135,000, this represents a decrease of approximately \$422,000. This is primarily due to \$223,000 of non-cash expenses related to the issuance

of new warrants for officers and directors as well as \$162,000 in accrued expenses related to the retirement of our Chief Operating Officer.

***Other Income and Expense***

For the three months ended September 30, 2008 compared to the three months ended September 30, 2007, interest income decreased \$7,200 as a result of less interest earned on bank accounts. Interest expense for the three months ended September 30, 2008 compared to the three months ended September 30, 2007, increased \$49,500 or 16.3% primarily as a result of New Lincoln Lodge's interest expense somewhat offset by lower interest expense on our variable rate loans.

**Table of Contents*****Summary***

Loss from continuing operations before income taxes for the three months ended September 30, 2008 was approximately \$654,000 compared to a net loss of \$212,800 for the three months ended September 30, 2007, an increase of approximately \$441,200 primarily as a result of non-cash expenses related to the issuance of new warrants and accrued expenses related to the retirement of our Chief Operating Officer.

Income tax expense approximated \$10,600 recognized for three months ended September 30, 2008 is related to the amortization of purchased goodwill under Internal Revenue Code section 197.

Net loss for the three months ended September 30, 2008, was approximately \$664,400 compared to a net income for the three months ended September 30, 2007, of \$395,800. During September 2007, we completed the disposition of our assets held in discontinued operations and consequently recognized a one time gain resulting in income from discontinued operations of approximately \$609,000.

**Consolidated Results of Operations****Nine months ended September 30, 2008 and September 30, 2007*****Revenue***

	<u>September 30,</u> <u>2008</u>	<u>September 30,</u> <u>2007</u>	<u>Increase</u>	<u>%</u>	<u>Change</u>
Patient care revenue	\$16,874,113	\$16,292,143	\$581,970		3.6%
Management, consulting and development fee revenue	1,320,725	1,310,908	9,817		0.7%
	\$18,194,838	\$17,603,051	\$591,787		3.4%

For the period ended September 30, 2008, patient care revenue increased approximately \$582,000 or 3.6%. Average occupancy levels in our skilled nursing centers increased by 6.1% while our assisted living centers decreased 9.2%.

Charges for privately paying residents at our assisted living and skilled nursing facilities were increased approximately 5% effective January 1, 2008. Home health revenue declined approximately \$592,000 as a result of reducing services provided to payers that are not profitable or only marginally profitable. Payroll and related payroll costs were reduced accordingly to partially offset the reduced revenue. This decline in revenue was somewhat offset by higher overall revenue in our assisted living and skilled nursing centers. Additionally, patient care revenue increased approximately \$315,000 due to the acquisition of the New Lincoln Lodge effective April 1, 2008.

Management, consulting and development fee revenue increased approximately \$9,800 or .7% as a result of higher management fees on our managed properties offset by lower development fees.

***Operating Expenses***

	<u>September 30,</u> <u>2008</u>	<u>September 30,</u> <u>2007</u>	<u>Increase</u>	<u>%</u> <u>Change</u>
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Payroll and related payroll costs	\$ 11,447,782	\$ 11,088,853	\$358,929	3.2%
Other operating expenses	6,223,303	5,559,608	663,695	11.9%
Depreciation and amortization	655,519	510,191	145,328	28.5%
	\$18,326,604	\$17,158,652	\$1,167,952	6.8%

Operating expenses for the nine months ended September 30, 2008 increased approximately \$1,168,000 or 6.8%. Payroll and related payroll costs for the nine months ended September 30, 2008 increased approximately \$359,000 or 3.2%. Payroll expense at our home health agency decreased approximately \$518,000 as a result of discontinuing services provided to payers that are not profitable or only marginally profitable. These reduced costs were more than offset by the following increases:

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Employee wages which have increased approximately 3% as a result of annual wage increases;

\$118,000 primarily as a result of our acquisition of the New Lincoln Lodge;

Administrative staff has increased in the areas of management information systems, human resources and accounting in order to satisfy the increasing demands on these departments as a result of being a public company;

Accrued expenses of \$162,000 related to the retirement benefits of our Chief Operating Officer;

Additionally, we recognized approximately \$223,000 in non-cash warrant expense related to the new warrants issued to officers and directors.

Other operating expenses increased approximately \$664,000 or 11.9%. Approximately \$148,000 of the increase is the result of the acquisition of the New Lincoln Lodge, approximately \$261,000 is the result of increased supply usage as a result of higher occupancy in our assisted living facilities, inflationary increases in supply costs, therapy services and pharmacy supplies provided to residents of our skilled nursing centers which are somewhat offset by increased patient care revenue, and approximately \$178,000 of the increase is the result of increased expenses related to our public company status. Monthly expenses for our financial advisors and public relations consultants also contributed to the increase by approximately \$26,000 as a result of non-cash warrant compensation expense. Additionally, there were cash expenses to our financial advisor in the amount of \$70,000.

Depreciation and amortization expense increased approximately \$145,000 or 28.5% due to depreciation related to the assets acquired in the New Lincoln Lodge transaction (\$36,300) and as a result of additional assets placed into service and their related depreciation expense (\$109,000).

***(Loss) Income from Operations***

Loss from operations for the nine months ended September 30, 2008 was approximately \$132,000. When compared to the nine months ended September 30, 2007 income from operations of approximately \$444,000, this represents a decrease of approximately \$576,000. Approximately \$223,000 of this decrease is the result of non-cash expenses related to the new warrants and \$162,000 is the result of accrued expenses related to the retirement benefits of our Chief Operating Officer.

***Other Income and Expense***

For the nine months ended September 30, 2008 compared to the nine months ended September 30, 2007, interest income decreased approximately \$26,300 as a result of less interest earned on bank accounts due to lower balances.

Interest expense-others for the nine months ended September 30, 2008 compared to the nine months ended September 30, 2007, increased approximately \$99,300 or 11.4% as a result of lower interest paid on our variable rate loans partially offset by New Lincoln Lodge's interest expense and the recognition of the balance of the unamortized financing costs associated with our 2002 financing of Community's Hearth of \$106,000 which was a result of refinancing the related debt.

As a result of our acquisition of the New Lincoln Lodge, we recognized a gain of approximately \$414,000 in June, 2008.

*Summary*

Loss from continuing operations before income taxes for the nine months ended September 30, 2008 was approximately \$749,000 compared to a net loss of approximately \$539,000 for the nine months ended September 30, 2007, an increase of approximately \$210,000 or 39%. This is primarily the result of the gain we recognized upon our acquisition of the New Lincoln Lodge of approximately \$414,000 offset by additional expenses for officers and directors warrants (an increase of \$223,000), expenses related to the recognition of unamortized financing costs associated with refinancing of four of our properties (an increase of \$156,000), accrued expenses related to the retirement of our Chief Operating Officer (\$162,000) and increased expenses for public relations, investment banker consulting, board activities, accounting and SEC reporting costs (an increase of \$187,000).



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Income tax expense of \$31,900 recognized for the nine months ended September 30, 2008 is related to the amortization of purchased goodwill under Internal Revenue Code section 197.

Net loss for the nine months ended September 30, 2008, was approximately \$781,000 compared to a net income for the nine months ended September 30, 2007, of approximately \$48,000. During September 2007, we completed the disposition of our assets held in discontinued operations and consequently recognized a one time gain resulting in income from discontinued operations of approximately \$609,000.

### **Liquidity and Capital Resources**

As a newer public company, we have incurred legal, accounting and other expenses that we did not incur as a private company related to the Securities Exchange Commission's reporting requirements under the Securities Exchange Act of 1934, as amended, and compliance with the various provisions of the Sarbanes-Oxley Act of 2002. In addition, there are increased expenses for investor relations, legal and board activities that we did not have before becoming a public company.

We have obtained directors and officer's liability insurance and key man life insurance which we did not have in the past and as a result we have incurred additional costs. We expect to fund these additional costs using cash flows from expanded operations and financing activities and additional indebtedness such as a new line of credit.

#### ***Overview***

We had negative net working capital as of September 30, 2008 of approximately \$759,000 as compared to negative net working capital of approximately \$1,167,000 for the year ended December 31, 2007, an improvement of approximately \$408,000. Our negative net working capital is primarily the result of our forward purchase contract which matured in October, 2008, and will be satisfied using cash on hand and by incurring additional debt for a portion of the contract.

We had a forward purchase contract to acquire the outstanding limited liability company interests in Hearth & Home of Van Wert by October 2008. The fair value of this contract was \$900,000 as of December 31, 2007. We extended offers to the partners of the subsidiary and have either acquired their unit or agreed to acquire their unit in exchange for cash and a note payable. Currently, final arrangements with the few remaining partners have not been solidified. We satisfied the majority of this contract with proceeds from refinancing our Hearth & Care of Greenfield property which returned cash to the Company that was invested to complete the construction and remodel project. On July 29, 2008, the refinance of the Hearth & Care of Greenfield property was completed and consequently the company received approximately \$800,000 in cash.

On November 14, 2008, we established a \$100,000 line of credit with Huntington National Bank to assist with cash flow. We anticipate that our cash flow from our subsidiaries will continue to be sufficient to fund their operating cash needs. We have established a \$150,000 line of credit using funds from our non-qualified deferred compensation plan. Members of this plan, which is only available to a select group of senior management, authorized the transfer of funds to establish the line of credit with interest accruing at 8%. As of September 30, 2008, all \$150,000 was being used in the operations of the Company.

We plan to improve liquidity by 1) refinancing debt where possible to obtain more favorable terms, 2) increasing facility occupancy, add additional management contracts and expand our home health operations and 3) engaged GCC Capital Group and GCC Financial Advisors to assist the Company in identifying, evaluating and securing alternative capital, financing and investment sources to fund the Company's strategic business plan.

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### ***Notes Payable and Other Debt***

On June 26, 2008 we completed the refinancing of three assisted living properties known as Community's Hearth & Home. This refinancing replaced our adjustable rate demand taxable notes, series 2002 Bonds in the original principal amount of \$4,200,000 obtained in 2002. Interest on the note was indexed at the LIBOR rate. We refinanced this debt with two HUD insured loans at a fixed interest rate of 6.65% with a 35 year amortization. The new financing consists of two loans, one for the two Springfield, Ohio properties and one for the Urbana, Ohio property. The loans are in the amount of \$1,863,800 and \$2,142,700, respectively, and total \$4,006,500. As a result of this refinancing, in June 2008, we recognized the balance of the unamortized financing costs of approximately \$106,000 from the 2002 Bond financing. Additionally, Huntington National Bank released the balance of cash previously pledged to secure a letter of credit related to the 2002 financing.

On July 24, 2008, we completed refinancing our Assured Health Care loan in the original amount of approximately \$820,000. This refinancing replaced \$760,000 of our note payable to a stockholder leaving \$60,000 still payable to the stockholder. Payments begin at \$8,000 per month until our loan from the previous owner of the company is completely repaid at which time the payments increase to \$17,000 per month. Interest on the loan accrues at the Lender's Prime Commercial Rate plus 1.5% or 6.5% at the time of the loan closing. The loan matures in 2013.

On July 29, 2008, we completed refinancing our Hearth & Care of Greenfield skilled nursing facility located in Greenfield, Ohio. This refinancing replaced our existing note payable in the amount of \$1,412,000 and returned over \$800,000 to the Company for cash utilized to complete the room additions and renovations of the property. Our new financing is a HUD insured loan at a fixed interest rate of 6.5% with a 30 year amortization. As a result of this refinancing, in July, 2008, we recognized approximately \$51,000 in expenses related to financing costs of the refinanced debt. As a result of this refinancing, the restricted certificate of deposit in the amount of approximately \$217,000 was released and liquidated. Proceeds were used to repay a loan in the amount of \$190,000 with the balance of the proceeds being used to supplement operating cash flow.

On October 17, 2008, we completed refinancing our corporate office building located in Springfield, Ohio. This refinancing replaces two loans totaling approximately \$230,000 at the time of the refinancing. Our new financing is traditional bank mortgage debt in the amount of \$300,000. Repayment terms include level principal payments with a nine year amortization and variable interest indexed to the LIBOR rate plus 3% or 7.359% at the time of the loan closing. Approximately \$70,000 in loan proceeds will be used for renovations to the office building.

### ***Cash Flow***

Our cash requirements are satisfied primarily with cash generated from operating activities and financing activities such as equity offerings and additional indebtedness. Our cash flow is dependent on our ability to collect accounts receivable in a timely manner. The majority of our revenue is from Medicaid and Medicare programs. These are reliable payment sources which make our likelihood of collection very high. However, the time it takes to receive payment on a claim from these sources can take up to several months. On average, accounts receivable were outstanding nearly 31 days before collection as of September 30, 2008 and nearly 37 days as of December 31, 2007

which has helped improve cash flow. The status of accounts receivable collections is monitored very closely by our senior management.

**Nine months ended September 30, 2008**

Net cash provided by operating activities for the nine months ended September 30, 2008 was approximately \$146,000 consisting primarily of decreases in accounts receivable as a result of improved collections, an increase in accounts payable offset by increased and prepaid expenses; all primarily the result of routine operating activity. Other Assets decreased approximately \$121,000 as a result of the Company's withdrawal from the non-qualified deferred compensation plan as well as adjustments to the value of the securities held in that plan.

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Net cash used in investing activities for the nine months ended September 30, 2008 was approximately \$334,000. This is primarily a result of purchases of additional equipment as well as a \$50,000 distribution to the minority owner of Community s Hearth & Home.

Net cash provided by financing activities was approximately \$1,223,000 for the nine months ended September 30, 2008. Proceeds from notes payable were the result of refinancing debt at our Hearth & Care of Greenfield skilled nursing facility as well as debt at our Assured Health Care home health company. Proceeds from the Assured Home Health refinancing resulted in a repayment on notes payable to a stockholder of \$760,000. Other offsetting activity was in routine principal payments on new and existing loans.

### **Nine months ended September 30, 2007**

Net cash used in operating activities for the nine months ended September 30, 2007 was approximately \$247,000 and consisted primarily of increases in accounts receivable, other assets and other liabilities. The growth in accounts receivable was due to slower collections at two of our skilled nursing facilities. Accounts receivable increased at our home health agency due to increased utilization of services. Other assets increased approximately \$156,000 primarily due to accumulated payments for the annual repayment on the bonds used to finance three of our assisted living properties. Other liabilities increased approximately \$153,000 due in part to prepayment on certain resident accounts and increases in value of the non-qualified pension plan. Net cash provided by operating activities of discontinued operations was approximately \$302,000 as a result of the sale of the assets of Hearth & Home of Marion resulting in the recognition of deposits on the land contract.

Net cash used in investing activities for the nine months ended September 30, 2007 was approximately \$464,000. This is the result of proceeds from the sale of assets at Hearth & Home of Marion partially offset by purchases of property, plant and equipment. These purchases occurred primarily at our Hearth & Care of Greenfield property.

Net cash used in financing activities was approximately \$257,000 for the nine months ended September 30, 2007. This is primarily the result of routine repayments on notes payable offset by proceeds from notes payable for additional equipment purchases and by cash received upon the exercise of warrants. Additionally, the increase in restricted cash was the result of additional cash deposits to HUD escrowed reserves for the payment of property taxes and liability insurance as well as reserves for equipment replacements.

#### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission ( SEC ) and that such information is accumulated and communicated to our management, including our chief executive officer and

chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

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**Part II. Other Information**

Item 1. Legal Proceedings

There are no material pending legal proceedings to which AdCare Health Systems, Inc and Subsidiaries is a party or to which any property is subject.

Item 4. Submission of Matters to a Vote of Securities Holders

On Friday, August 15, 2008, at a Special Meeting of Shareholders, shareholders approved the issuance of warrants, which vest over a period of five years, to officers and directors of the Company to purchase an aggregate of 1,092,305 shares of the Company's common stock as described in the Company's definitive proxy statement filed with the SEC on July 24, 2008 and incorporated herein by reference.

Item 6. Exhibits and Reports on Form 8-K

a.

The following Exhibits are attached:

<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act
31.2	Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act
32.1	Certification of CEO pursuant to Section 906 of the Sarbanes-Oxley Act
32.2	Certification of CFO pursuant to Section 906 of the Sarbanes-Oxley Act
99.1	Press release dated November 14, 2008

b.

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The Company filed the following Reports on Form 8-K during the three months ended September 30, 2008:

<b>Date</b>	<b>Description</b>
July 3, 2008	Press release announcing the refinance of three assisted living properties
July 29, 2008	First amendment to Form 8-K originally filed May 19, 2008, to include required financial information for the New Lincoln Lodge acquisition
August 20, 2008	Financial Statements and Exhibits, Departure of Certain Officers, Compensatory Arrangements of Certain Officers



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**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant has duly caused the report to be signed on its behalf by the undersigned, thereunto duly authorized.

AdCare Health Systems, Inc.

(Registrant)

Date: November 14, 2008

/s/ Gary L. Wade

Chief Executive Officer

Date: November 14, 2008

/s/ Scott Cunningham

Chief Financial Officer

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Exhibit 31.1

**CERTIFICATIONS**

I, Gary L. Wade certify, that:

1.

I have reviewed this quarterly report on Form 10-Q of AdCare Health Systems, Inc.;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.

The registrant other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15 d-15(f)) for the registrant and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b.

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c.

Evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d.

Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5.

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a.

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2008

By /s/Gary L. Wade  
President and Chief Executive Officer

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Exhibit 31.2

**CERTIFICATIONS**

I, Scott Cunningham, certify, that:

1.

I have reviewed this quarterly report on Form 10-QSB of AdCare Health Systems, Inc.;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.

The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15 d-15(f)) for the registrant and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b.

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c.

Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d.

Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5.

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a.

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2008

By /s/Scott Cunningham  
Chief Financial Officer

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Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADDED BY

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of AdCare Health Systems, Inc. (the Company) on Form 10-Q for the period ended September 30, 2008 as filed with the Securities and Exchange Commission (the Report), I, Gary L. Wade, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as added by § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: November 14, 2008

By: /s/ Gary L. Wade  
Gary L. Wade, Chief Executive Officer

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Exhibit 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADDED BY

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of AdCare Health Systems, Inc. (the Company) on Form 10-Q for the period ended September 30, 2008 as filed with the Securities and Exchange Commission (the Report), I, Scott Cunningham, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as added by § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: November 14, 2008

By: /s/ Scott Cunningham  
Scott Cunningham, Chief Financial Officer

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Exhibit 99.1

Press Release

**AdCare Health Systems, Inc. Reports 2008 Third Quarter**

**Earning Results**

SPRINGFIELD, Ohio, November 14, 2008 /PRNewswire-FirstCall/ AdCare Health Systems, Inc. (NYSE Alternext US: ADK), an Ohio based long term care, home health care and management company, today reported financial results for the third quarter of 2008.

Revenues for the quarter ended September 30, 2008 were \$6,185,760 as compared to \$5,906,326 for the same quarter in 2007, an increase of \$279,434. The increase was mostly due to improved occupancy at the skilled nursing centers and increased rentals at the assisted living communities.

The loss from continuing operations for the quarter ended September 30, 2008 was \$664,449 as compared to a loss of \$212,838 for the same quarter in 2007, an increase of \$451,611. This increase in loss was due primarily to an accrual of \$162,000 in payroll expenses related to the retirement of the Company's former Chief Operating Officer and \$223,000 in non-cash charges related to the new warrants issued to Officers and Directors which were approved by shareholders. Basic and diluted net loss from continuing operations per share for the quarter ended September 30, 2008 was (\$0.18) as compared to a basic and diluted net loss from continuing operations per share of (\$0.06) for the same quarter ended September 30, 2007.

Revenues for the nine-months ended September 30, 2008 were \$18,194,838 as compared to \$17,603,051 for the same period in 2007, an increase of \$591,787. The loss from continuing operations for the nine-months ended September 30, 2008 was \$780,595 as compared to a loss of \$539,360 for the same period in 2007, an increase in the loss of \$241,235. Basic and diluted net loss from continuing operations per share for the nine-months ended September 30, 2008 was (\$0.21) as compared to a basic and diluted net loss from continuing operations per share of (\$0.14) for the same nine-month period ended September 30, 2007.

During the third quarter, the Company completed the renovation of Hearth & Care of Greenfield, a 50-bed single story nursing home facility located in Greenfield, Ohio. With the addition of 10 private bedrooms and other improvements totaling 10,550 square feet, the Company was also able to refinance the facility and increase cash-on-hand and improve the balance sheet flexibility by recovering \$800,000 previously invested in the renovation of the property.



Red Mortgage Capital, Inc., an FHA/MAP lender, processed and funded the \$2,524,800 232/223(f) refinancing at an annual interest rate of 6.50% for a period of 30 years. The Company now has long term, fixed rate HUD financing in place on seven of the eight properties in which the Company has ownership interests. The Company plans to start the process of refinancing its remaining property in the near future.

David A. Tenwick, Chairman of AdCare, stated that the Company is now listed on the New York Stock Exchange Alternext US as a result of the New York and American Stock Exchange merger. We are excited about the change and believe the new listing can help us in the implementation of our acquisition strategy and improve our access to the capital markets. We need to grow in order to defray the cost of being a small public company in today's market. We have also re-engaged our Investment Banking Firm, GCC-Prospect Corp., to assist us in the process of evaluating several potential acquisitions and exploring other business opportunities, including new long term care management contracts and leases, which can help us to execute our growth strategy.

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About AdCare Health Systems, Inc.

AdCare Health Systems, Inc. (NYSE Alternext US: ADK) develops, owns and manages assisted living facilities, nursing homes and retirement communities and provides home health care services. Prior to becoming a publicly trading company in November of 2006, AdCare operated as a private company for 18 years. AdCare's 920 employees provide high-quality care for patients and residents residing in the 16 facilities that they manage, seven of which are assisted living facilities, six skilled nursing centers and three independent senior living communities. The Company has ownership interests in eight of those facilities. In the ever-expanding marketplace of long term care, AdCare's mission is to provide quality healthcare services to the elderly.

Safe Harbor Statement

Statements contained in this press release that are not historical facts may be forward-looking statements within the meaning of federal law. Such forward-looking statements reflect management's beliefs and assumptions and are based on information currently available to management. The forward-looking statements involve known and unknown risks, results, performance or achievements of the Company to differ materially from those expressed or implied in such statements. Such factors are identified in the public filings made by the Company with the Securities and Exchange Commission and include the Company's ability to secure lines of credit and/or an acquisition credit facility, find suitable acquisition properties at favorable terms, changes in the health care industry because of political and economic influences, changes in regulations governing the industry, changes in reimbursement levels including those under the Medicare and Medicaid programs and changes in the competitive marketplace. There can be no assurance that such factors or other factors will not affect the accuracy of such forward-looking statements.

Contact:

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**ADCARE HEALTH SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	September 30, 2008 (Unaudited)	December 31, 2007
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 1,961,314	\$ 926,625
Certificate of deposit, restricted	-	209,637
Accounts receivable:		
Long-term care resident receivables, net	1,761,038	2,115,364
Management, consulting and development receivables, net	294,763	259,778
Advances and receivables from affiliates	20,000	27,558
Prepaid expenses and other	472,696	453,219
Total current assets	4,509,811	3,992,181
Restricted Cash	1,105,973	973,975
Property and Equipment, Net	16,806,150	14,425,868
Note Receivable, Net	-	221,413
License, Net	1,189,307	1,189,307
Goodwill	2,638,193	2,638,193
Other Assets	1,108,491	1,050,506
Total assets	\$ 27,357,925	\$ 24,491,443
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Current Liabilities:		
Current portion of notes payable and other debt	\$ 604,893	\$ 773,279
Current portion of notes payable to stockholder	9,432	9,026
Accounts payable	1,205,740	1,416,313
Accrued expenses	2,549,187	2,060,222
Forward purchase contract	900,000	900,000
Total current liabilities	5,269,252	5,158,840
Notes Payable and Other Debt, Net of Current Portion	16,886,455	12,813,338
Notes Payable to Stockholder, Net of Current Portion	38,313	810,084

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Other Liabilities	489,689	559,509
Deferred Tax Liability	31,925	-
Minority Interest in Equity of Consolidated Entities	240,853	255,070
Total liabilities	22,956,487	19,596,841
Stockholders' equity:		
Preferred stock, no par value; 500,000 shares authorized; no shares issued or outstanding	-	-
Common stock and additional paid-in capital, no par value; 14,500,000 shares authorized; 3,786,129 shares issued and outstanding	14,351,387	14,063,956
Accumulated deficit	(9,949,949)	(9,169,354)
Total stockholders' equity	4,401,438	4,894,602
Total liabilities and stockholders' equity	\$ 27,357,925	\$ 24,491,443

See notes to consolidated financial statements

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**ADCARE HEALTH SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three-Months Ended		Nine-Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
<b>Revenues:</b>				
Patient care revenues	\$ 5,731,938	\$5,468,027	\$16,874,113	\$16,292,143
Management, consulting and development fee revenue	453,822	438,299	1,320,725	1,310,908
Total revenue	6,185,760	5,906,326	18,194,838	17,603,051
<b>Expenses:</b>				
Payroll and related payroll costs	4,162,908	3,746,406	11,447,782	11,088,853
Other operating expenses	2,086,919	1,855,225	6,223,303	5,559,608
Depreciation and amortization	222,500	170,103	655,519	510,191
Total expenses	6,472,327	5,771,734	18,326,604	17,158,652
(Loss) Income from Operations	(286,567)	134,592	(131,766)	444,399
<b>Other Income (Expense):</b>				
Interest income	6,381	13,586	20,609	46,894
Interest expense, others	(352,931)	(303,431)	(972,641)	(873,377)
Interest expense, related parties	(14,598)	(16,023)	(43,044)	(51,706)
Minority interest in earnings of consolidated entities	(6,093)	(4,548)	(35,782)	(68,556)
Other expense	-	(37,014)	-	(37,014)
	(367,241)	(347,430)	(1,030,858)	(983,759)
Gain on Acquisition	-	-	413,954	-
(Loss ) From Continuing Operations Before				
Income Taxes	(653,808)	(212,838)	(748,670)	(539,360)

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Income Tax Expense	(10,641)	-	(31,925)	-
Loss From Continuing Operations	(664,449)	(212,838)	(780,595)	(539,360)
Discontinued Operations:				
Income from discontinued operations	-	608,625	-	587,485
Net (Loss) Income	\$ (664,449)	\$ 395,787	\$ (780,595)	\$ 48,125
Net (Loss) Income Per Share, Basic:				
Continuing operations	\$ (0.18)	\$ (0.06)	\$ (0.21)	\$ (0.14)
Discontinued operations	-	0.16	-	0.16
	\$ (0.18)	\$ 0.10	\$ (0.21)	\$ 0.02
Weighted Average Common Shares Outstanding,				
Basic	3,786,129	3,786,129	3,786,129	3,786,129
Diluted	3,786,129	3,786,129	3,786,129	3,786,129

See notes to consolidated financial statements.