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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 1, 2013 (May 1, 2013)

Brookdale Senior Living Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-32641	20-3068069
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

111 Westwood Place, Suite 400, Brentwood, Tennessee	37027
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (615) 221-2250

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 2 — Financial Information

Item 2.02 Results of Operations and Financial Condition.

On May 1, 2013, Brookdale Senior Living Inc. (the "Company") issued a press release announcing its first quarter 2013 financial results and announcing a conference call to review these results. A copy of the press release is furnished herewith as Exhibit 99.1.

Supplemental information relating to the Company's first quarter 2013 results is furnished herewith as Exhibit 99.2.

The information furnished pursuant to this Current Report on Form 8-K (including the exhibits hereto) shall not be considered "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing by the Company under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth by specific reference in such filing that such information is to be considered "filed" or incorporated by reference therein.

Section 7 — Regulation FD

Item 7.01 Regulation FD Disclosure.

The information set forth in Item 2.02 of this report is incorporated herein by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated May 1, 2013

99.2 Supplemental Information

SIGNATURE

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

BROOKDALE SENIOR LIVING INC.

Date: May 1, 2013

By:	/s/ Chad C. White
Name:	Chad C. White
Title:	Vice President, Co-General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Exhibit
99.1	Press Release dated May 1, 2013.
99.2	Supplemental Information.

FOR IMMEDIATE RELEASE

Contact:
Brookdale Senior Living Inc.
Ross Roadman 615-564-8104

Brookdale Announces First Quarter 2013 Results

Nashville, Tenn. May 1, 2013 – Brookdale Senior Living Inc. (NYSE: BKD) (the "Company") today reported financial and operating results for the first quarter of 2013.

- Cash From Facility Operations ("CFFO") was $69.9 million, or $0.57 per share, a 19.6% increase compared to CFFO of $58.5 million, or $0.48 per share, for the first quarter of 2012, excluding $2.1 million and $3.9 million of integration, transaction-related and electronic medical records ("EMR") roll-out costs for the three months ended March 31, 2013 and 2012, respectively.
- Average occupancy was 88.5%, a 70 basis point increase from 87.8% in the first quarter of 2012 and down 20 basis points from the fourth quarter of 2012.
- Average monthly revenue per unit for the senior housing portfolio improved by 2.8% to $4,375 for the first quarter of 2013 from $4,257 for the first quarter of 2012.
- Same community Facility Operating Income for the senior housing portfolio grew by 6.1% compared to the prior year quarter as same community revenue grew by 3.6% and same community expenses grew by 2.4%, with margin improving to 34.5%, an 80 basis point increase.
- Adjusted EBITDA was $112.4 million, up 11.8% as compared to $100.5 million in the first quarter of 2012, excluding integration, transaction-related and EMR roll-out costs in both periods.
- Net income was $3.6 million for the first quarter of 2013 compared to a net loss of $10.5 million in the first quarter of 2012.

Andy Smith, Brookdale's CEO, said, "We are very pleased with our first quarter results. It's a solid start to the year. We are encouraged by the trends we continue to see driving organic growth. Occupancy was up 70 basis points over last year's first quarter and first quarter move-ins increased 7% from a year ago. Pricing growth remained steady as revenue per unit for our senior housing business increased 2.8% versus the prior year period. We also made significant progress in controlling our cost growth, demonstrating our business model's inherent leverage when occupancy and rate grow. With the senior living industry's largest and most comprehensive platform, we continue to be enthusiastic about our prospects for 2013, and we remain intently focused on creating value for our shareholders."

Mark Ohlendorf, Co-President and CFO of Brookdale, commented, "The Company's good first quarter results come from solid execution, a less volatile economy and, importantly, the investments we are making in our own assets. Upgrading, expanding and repositioning select communities in our portfolio remains our highest capital deployment priority and produces enhanced returns and CFFO. Our strong cash flow generation and access to capital provide us with the ability to redevelop and reposition our communities to take advantage of favorable industry dynamics as well as to meet the evolving needs of our residents and their families."

Financial Results

Total revenue for the first quarter was $712.3 million, an increase of $29.6 million, or 4.3%, from the first quarter of 2012. First quarter 2013 total revenue is comprised of resident fee revenue of $624.4 million, which increased $27.8 million, or 4.7%, from the first quarter of 2012, management fee revenue of $7.6 million, which increased $0.2 million, or 2.2%, from the first quarter of 2012, and managed community reimbursed costs of $80.3 million, which increased $1.6 million, or 2.0%.

Resident fee revenue increased primarily as a result of an increase in the average monthly revenue per unit compared to the prior year period and an increase in occupancy. Average monthly revenue per unit for the senior housing portfolio was $4,375 in the first quarter, an increase of $118, or 2.8%, over the first quarter of 2012. Average occupancy for all consolidated communities for the first quarter of 2013 was 88.5%, compared to 87.8% for the first quarter of 2012 and 88.7% for the fourth quarter of 2012. For the managed community portfolio, which includes a number of pre-stabilized communities in the initial fill-up phase, average occupancy for the first quarter was 84.9%, a 60 basis point increase from 84.3% in the first quarter of 2012 and a 50 basis point decrease from the fourth quarter of 2012.

Facility operating expenses for the first quarter were $413.0 million, an increase of $14.2 million, or 3.6%, from the first quarter of 2012. Costs incurred on behalf of managed communities increased $1.6 million, or 2.0%.

General and administrative expenses for the first quarter were $46.6 million. Excluding integration, transaction-related and EMR roll-out costs of $2.1 million and $3.9 million in the first quarters of 2013 and 2012, respectively, and non-cash stock-based compensation expense from both periods, general and administrative expenses were $37.6 million in the first quarter of 2013 versus $34.6 million for the prior year same period. Demonstrating the Company's efficient platform, general and administrative expenses were, excluding these items, 4.8% of resident fee revenue (including resident fee revenues under management) in the first quarter of 2013, up from 4.6% the prior year.

Non-GAAP Financial Measures

Brookdale's management utilizes Adjusted EBITDA and CFFO to evaluate the Company's performance and liquidity because these metrics exclude non-cash items such as depreciation and amortization, asset impairment charges, non-cash stock-based compensation expense, gain on facility lease termination and straight-line lease expense, net of deferred gain amortization. Adjusted EBITDA and Cash From Facility Operations include integration, transaction-related and EMR roll-out costs of $2.1 million and $3.9 million for the three months ended March 31, 2013 and 2012, respectively. Brookdale also uses Facility Operating Income to assess the performance of its communities.

For the quarter ended March 31, 2013, Facility Operating Income was $204.2 million, an increase of $12.5 million, or 6.5%, over the first quarter of 2012, and Adjusted EBITDA, excluding integration, transaction-related and EMR roll-out costs in 2013 and 2012, was $112.4 million, an increase of $11.9 million, or 11.8%, over the first quarter of 2012.

Cash From Facility Operations was $67.8 million for the first quarter of 2013, or $0.55 per share. CFFO, excluding integration, transaction-related and EMR roll-out costs for both periods, was $69.9 million for the first quarter of 2013, or $0.57 per share, an increase of $11.5 million, or 19.6%, over CFFO of $58.5 million, or $0.48 per share, for the first quarter of 2012.

Net Income

Net income for the first quarter of 2013 was $3.6 million, or $0.03 per basic and diluted common share. The net income for the quarter includes non-cash items for depreciation and amortization, non-cash stock-based compensation expense and straight-line lease expense, net of deferred gain amortization.

Operating Activities

The Company reports information on six segments. Four segments (Retirement Centers, Assisted Living, CCRCs – Rental and CCRCs – Entry Fee) constitute the Company's consolidated senior housing portfolio. The fifth segment, Innovative Senior Care, includes the Company's outpatient therapy, home health and hospice services. The sixth segment, Management Services, includes the services provided to unconsolidated communities that are operated under management agreements.

Senior Housing

Revenue for the consolidated senior housing portfolio was $564.2 million for the first quarter of 2013, an increase of 4.0% from the first quarter of 2012. Revenue was positively impacted by a 70 basis point increase in occupancy and a 2.8% increase in rate over the first quarter of 2012. Facility operating expenses increased by $9.6 million, or 2.7%, with operating margin increasing to 35.1% from 34.3% in the first quarter of 2012. Operating income for the senior housing portfolio for the first quarter of 2013 increased by $11.9 million, or 6.4%, from the first quarter of 2012.

Same community results for the consolidated senior housing portfolio for the three months ended March 31, 2013 showed revenues grew 3.6% over the corresponding period in 2012 as revenue per unit increased by 2.6% and occupancy grew by 90 basis points. Same community expenses grew by 2.4% over the first quarter of 2012. Same community Facility Operating Income for the senior housing portfolio increased by 6.1% over the first quarter of 2012.

Innovative Senior Care

Revenue for the Company's ISC segment increased $6.3 million, or 11.8%, to $60.2 million, for the first quarter of 2013, primarily due to the roll-out of the Company's ancillary services programs to additional units. In comparison to the first quarter of 2012, a volume increase in home health was partially offset by a reduction in volume in outpatient therapy. ISC operating expenses increased $4.6 million, or 10.9%, primarily due to an increase in expenses incurred in connection with the continued expansion of the Company's ancillary services programs. As a result, ISC operating income was $13.1 million, an increase of $1.7 million, or 14.9%, versus the first quarter of 2012.

By the end of the first quarter, the Company's ancillary services programs provided outpatient therapy services to approximately 38,000 Brookdale units and the Company's home health agencies were serving approximately 32,400 units across the consolidated Brookdale portfolio. Including non-consolidated communities served by ISC, the Company's outpatient therapy and home health operations serve approximately 51,500 and 45,700 units, respectively. The Company had six markets where hospice services were provided during the first quarter.

Liquidity

Brookdale had $28.2 million of unrestricted cash and cash equivalents and $105.0 million of restricted cash on its balance sheet at the end of the first quarter. As of March 31, 2013, the Company had an available secured line of credit with a $230.0 million commitment and $198.6 million of availability (of which $45.0 million had been drawn as of that date). The Company also had secured and unsecured letter of credit facilities of up to $92.5 million in the aggregate as of March 31, 2013, with issued letters of credit totaling $78.0 million.

Transactions

During the first quarter, two communities were acquired by a joint venture in which the Company has a minority interest. The communities will be managed by the Company. The Company also sold two communities for an aggregate selling price of $7.2 million. The results of operations of the disposed communities were previously reported in the Assisted Living segment. Management contracts for three newly-opened communities began in the first quarter.

During April, the Company completed refinancings of several mortgage loans totaling $339.3 million, which primarily had maturities in 2013. In their place, the Company obtained mortgage loans totaling $312.0 million to repay the loans, with the remainder paid in cash. Additionally, four communities became unencumbered and were added to the Company's line of credit borrowing capacity, increasing it by $25.7 million.

2013 Outlook

For the full year 2013, the Company continues to expect Cash From Facility Operations to range between $2.30 and $2.40 per share, excluding integration, transaction-related and EMR roll-out costs. These estimates do not include the impact on operating results from possible future acquisitions or dispositions.

Supplemental Information

The Company will shortly post on the Investor Relations section of the Company's website at www.brookdaleliving.com supplemental information relating to the Company's first quarter 2013 results. This information will also be furnished in a Form 8-K to be filed with the SEC.

Earnings Conference Call

Brookdale's management will conduct a conference call to review the financial results of its first quarter ended March 31, 2013 on Thursday, May 2, 2013 at 9:00 AM ET. The conference call can be accessed by dialing (866) 900-2996 (from within the U.S.) or (706) 643-2685 (from outside of the U.S.) ten minutes prior to the scheduled start and referencing the "Brookdale Senior Living First Quarter Earnings Call."

A webcast of the conference call will be available to the public on a listen-only basis at www.brookdaleliving.com. Please allow extra time prior to the call to visit the site and download the necessary software required to listen to the internet broadcast. A replay of the webcast will be available through the website for three months following the call.

For those who cannot listen to the live call, a replay will be available until 11:59 PM ET on May 16, 2013 by dialing (855) 859-2056 (from within the U.S.) or (404) 537-3406 (from outside of the U.S.) and referencing access code "55622995". A copy of this earnings release is posted on the Investor Relations page of the Brookdale website (www.brookdaleliving.com).

About Brookdale Senior Living

Brookdale Senior Living Inc. is a leading owner and operator of senior living communities throughout the United States. The Company is committed to providing senior living solutions within properties that are designed, purpose-built and operated to provide the highest-quality service, care and living accommodations for residents. Currently Brookdale operates independent living, assisted living, and dementia-care communities and continuing care retirement centers, with 650 communities in 36 states and the ability to serve approximately 67,000 residents. Through its Innovative Senior Care program, the Company also offers a range of outpatient therapy, home health, personalized living and hospice services.

Safe Harbor

Certain items in this press release and the associated earnings conference call may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those forward-looking statements are subject to various risks and uncertainties and include all statements that are not historical statements of fact and those regarding our intent, belief or expectations, including, but not limited to, statements relating to our operational initiatives and our expectations regarding their effect on our results; our expectations regarding the economy, occupancy, revenue, cash flow, expenses, capital expenditures, Program Max opportunities, cost savings, the demand for senior housing, the home resale market, expansion and development activity, acquisition opportunities, asset dispositions, our share repurchase program, taxes, capital deployment, returns on invested capital and CFFO; our expectations regarding returns to shareholders and our growth prospects; our expectations concerning the future performance of recently acquired communities and the effects of acquisitions on our financial results; our ability to secure financing or repay, replace or extend existing debt at or prior to maturity; our ability to remain in compliance with all of our debt and lease agreements (including the financial covenants contained therein); our expectations regarding liquidity and leverage; our expectations regarding financings and refinancings of assets (including the timing thereof) and their effect on our results; our expectations regarding changes in government reimbursement programs and their effect on our results; our plans to generate growth organically through occupancy improvements, increases in annual rental rates and the achievement of operating efficiencies and cost savings; our plans to expand our offering of ancillary services (therapy, home health and hospice); our plans to expand, redevelop and reposition existing communities; our plans to acquire additional communities, asset portfolios, operating companies and home health agencies; the expected project costs for our expansion, redevelopment and repositioning program; our expected levels of expenditures and reimbursements (and the timing thereof); our expectations regarding our sales, marketing and branding initiatives and their impact on our results; our expectations for the performance of our entrance fee communities; our ability to anticipate, manage and address industry trends and their effect on our business; our expectations regarding the payment of dividends; and our ability to increase revenues, earnings, Adjusted EBITDA, Cash From Facility Operations, and/or Facility Operating Income. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "may," "will," "should," "potential," "intend," "expect," "endeavor," "seek," "anticipate," "estimate," "overestimate," "underestimate," "believe," "could," "would," "project," "predict," "continue," "plan" or other similar words or expressions. Forward-looking statements are based on certain assumptions or estimates, discuss future expectations, describe future plans and strategies, contain projections of results of operations or of financial condition, or state other forward-looking information. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, actual results and performance could differ materially from those set forth in the forward-looking statements. Factors which could have a material adverse effect on our operations and future prospects or which could cause events or circumstances to differ from these forward-looking statements include, but are not limited to, the risk associated with the current global economic situation and its impact upon capital markets and liquidity; changes in governmental reimbursement programs; our inability to extend (or refinance) debt (including our credit and letter of credit facilities) as it matures; the risk that we may not be able to satisfy the conditions precedent to exercising the extension options associated with certain of our debt agreements; events which adversely affect the ability of seniors to afford our monthly resident fees or entrance fees; the conditions of housing markets in certain geographic areas; our ability to generate sufficient cash flow to cover required interest and long-term operating lease payments; the effect of our indebtedness and long-term operating leases on our liquidity; the risk of loss of property pursuant to our mortgage debt and long-term lease obligations; the possibilities that changes in the capital markets, including changes in interest rates and/or credit spreads, or other factors could make financing more expensive or unavailable to us; our determination from time to time to purchase any shares under the repurchase program; our ability to fund any repurchases; our ability to effectively manage our growth; our ability to maintain consistent quality control; delays in obtaining regulatory approvals; the risk that we may not be able to expand, redevelop and reposition our communities in accordance with our plans; our ability to complete acquisitions and integrate them into our operations; competition for the acquisition of assets; our ability to obtain additional capital on terms acceptable to us; a decrease in the overall demand for senior housing; our vulnerability to economic downturns; acts of nature in certain geographic areas; terminations of our resident agreements and vacancies in the living spaces we lease; early terminations or non-renewal of management agreements; increased competition for skilled personnel; increased union activity; departure of our key officers; increases in market interest rates; environmental contamination at any of our facilities; failure to comply with existing environmental laws; an adverse determination or resolution of complaints filed against us; the cost and difficulty of complying with increasing and evolving regulation; and other risks detailed from time to time in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in such SEC filings. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our management's views as of the date of this press release and/or the associated earnings conference call. The factors discussed above and the other factors noted in our SEC filings from time to time could cause our actual results to differ significantly from those contained in any forward-looking statement. We cannot guarantee future results, levels of activity, performance or achievements and we expressly disclaim any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

Condensed Consolidated Statements of Operations

(*Unaudited, in thousands, except per share data*)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Revenue		
Resident fees	$ 624,370	$ 596,549
Management fees	7,609	7,444
Reimbursed costs incurred on behalf of managed communities	80,287	78,715
Total revenue	712,266	682,708
Expense		
Facility operating expense (excluding depreciation and amortization of $57,255 and $57,936, respectively)	413,003	398,769
General and administrative expense (including non-cash stock-based compensation expense of $6,894 and $6,435, respectively)	46,611	44,973
Facility lease expense	69,019	71,445
Depreciation and amortization	64,659	63,344
Asset impairment	-	1,083
Loss on acquisition	-	636
Gain on facility lease termination	-	(2,780)
Costs incurred on behalf of managed communities	80,287	78,715
Total operating expense	673,579	656,185
Income from operations	38,687	26,523
Interest income	303	852
Interest expense:		
Debt	(30,971)	(32,050)
Amortization of deferred financing costs and debt discount	(4,569)	(4,473)
Change in fair value of derivatives and amortization	135	(233)
Loss on extinguishment of debt	-	(221)
Equity in earnings of unconsolidated ventures	115	99
Other non-operating income (loss)	1,006	(111)
Income (loss) before income taxes	4,706	(9,614)
Provision for income taxes	(1,148)	(930)
Net income (loss)	$ 3,558	$ (10,544)
Basic earnings (loss) per share	$ 0.03	$ (0.09)
Weighted average shares used in computing basic earnings (loss) per share	122,823	121,145
Diluted earnings (loss) per share	$ 0.03	$ (0.09)
Weighted average shares used in computing diluted earnings (loss) per share	124,391	121,145

Condensed Consolidated Balance Sheets
(*in thousands*)

	March 31, 2013	December 31, 2012
	(unaudited)	*(audited)*
Cash and cash equivalents	$ 28,242	$ 69,240
Cash and escrow deposits - restricted	42,666	43,096
Accounts receivable, net	109,178	100,401
Other current assets	103,276	96,301
Total current assets	283,362	309,038
Property, plant, and equipment and leasehold intangibles, net	3,853,423	3,879,977
Other assets, net	484,123	476,963
Total assets	$ 4,620,908	$ 4,665,978
Current liabilities	$ 911,345	$ 1,130,898
Long-term debt, less current portion	2,331,085	2,169,826
Other liabilities	370,609	368,268
Total liabilities	3,613,039	3,668,992
Stockholders' equity	1,007,869	996,986
Total liabilities and stockholders' equity	$ 4,620,908	$ 4,665,978

Condensed Consolidated Statements of Cash Flows

(Unaudited, in thousands)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Cash Flows from Operating Activities		
Net income (loss)	$ 3,558	$ (10,544)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Loss on extinguishment of debt	-	221
Depreciation and amortization	69,228	67,817
Asset impairment	-	1,083
Equity in earnings of unconsolidated ventures	(115)	(99)
Distributions from unconsolidated ventures from cumulative share of net earnings	668	206
Amortization of deferred gain	(1,093)	(1,093)
Amortization of entrance fees	(7,133)	(6,066)
Proceeds from deferred entrance fee revenue	9,237	7,000
Deferred income tax benefit	-	(135)
Change in deferred lease liability	748	1,642
Change in fair value of derivatives and amortization	(135)	233
(Gain) loss on sale of assets	(926)	114
Loss on acquisition	-	636
Gain on facility lease termination	-	(2,780)
Non-cash stock-based compensation	6,894	6,435
Changes in operating assets and liabilities:		
Accounts receivable, net	(9,064)	(5,317)
Prepaid expenses and other assets, net	9,140	(1,681)
Accounts payable and accrued expenses	(10,871)	(23,705)
Tenant refundable fees and security deposits	(335)	(442)
Deferred revenue	(5,316)	12,168
Net cash provided by operating activities	64,485	45,693
Cash Flows from Investing Activities		
Increase in lease security deposits and lease acquisition deposits, net	(1,952)	(2,217)
Decrease in cash and escrow deposits — restricted	826	8,442
Purchase of marketable securities — restricted	-	(761)
Additions to property, plant, and equipment and leasehold intangibles, net of related payables	(51,614)	(41,533)
Acquisition of assets, net of related payables and cash received	(2)	(104,984)
Issuance of notes receivable, net	(17)	(439)
Investment in unconsolidated ventures	(5,843)	-
Distributions received from unconsolidated ventures	-	100
Proceeds from sale of assets, net	440	-
Net cash used in investing activities	(58,162)	(141,392)
Cash Flows from Financing Activities		
Proceeds from debt	8,955	175,838
Repayment of debt and capital lease obligations	(17,707)	(86,068)
Proceeds from line of credit	105,000	130,000
Repayment of line of credit	(140,000)	(110,000)
Payment of financing costs, net of related payables	(2,200)	(2,378)
Refundable entrance fees:		
Proceeds from refundable entrance fees	7,636	7,989
Refunds of entrance fees	(9,320)	(8,102)
Cash portion of loss on extinguishment of debt	-	(118)
Recouponing and payment of swap termination	-	(99)
Other	315	(86)
Net cash (used in) provided by financing activities	(47,321)	106,976
Net (decrease) increase in cash and cash equivalents	(40,998)	11,277
Cash and cash equivalents at beginning of period	69,240	30,836
Cash and cash equivalents at end of period	$ 28,242	$ 42,113

Non-GAAP Financial Measures

Adjusted EBITDA

Adjusted EBITDA is a measure of operating performance that is not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). Adjusted EBITDA should not be considered in isolation or as a substitute for net income, income from operations or cash flows provided by or used in operations, as determined in accordance with GAAP. Adjusted EBITDA is a key measure of the Company's operating performance used by management to focus on operating performance and management without mixing in items of income and expense that relate to long-term contracts and the financing and capitalization of the business. We define Adjusted EBITDA as net income (loss) before provision (benefit) for income taxes, non-operating (income) expense items, (gain) loss on sale or acquisition of communities (including gain (loss) on facility lease termination), depreciation and amortization (including non-cash impairment charges), straight-line lease expense (income), amortization of deferred gain, amortization of deferred entrance fees, non-cash stock-based compensation expense, and change in future service obligation and including entrance fee receipts and refunds (excluding (i) first generation entrance fee receipts from the sale of units at a recently opened entrance fee CCRC prior to stabilization and (ii) first generation entrance fee refunds not replaced by second generation entrance fee receipts at the recently opened community prior to stabilization).

We believe Adjusted EBITDA is useful to investors in evaluating our performance, results of operations and financial position for the following reasons:

- It is helpful in identifying trends in our day-to-day performance because the items excluded have little or no significance to our day-to-day operations;
- It provides an assessment of controllable expenses and affords management the ability to make decisions which are expected to facilitate meeting current financial goals as well as achieve optimal financial performance; and
- It is an indication to determine if adjustments to current spending decisions are needed.

The table below reconciles Adjusted EBITDA from net income (loss) for the three months ended March 31, 2013 and 2012 (*in thousands*):

	Three Months Ended March 31[1],	
	2013	2012
Net income (loss)	$ 3,558	$ (10,544)
Provision for income taxes	1,148	930
Equity in earnings of unconsolidated ventures	(115)	(99)
Loss on extinguishment of debt	-	221
Other non-operating (income) loss	(1,006)	111
Interest expense:		
Debt	24,448	24,340
Capitalized lease obligation	6,523	7,710
Amortization of deferred financing costs and debt discount	4,569	4,473
Change in fair value of derivatives and amortization	(135)	233
Interest income	(303)	(852)
Income from operations	38,687	26,523
Gain on facility lease termination	-	(2,780)
Loss on acquisition	-	636
Depreciation and amortization	64,659	63,344
Asset impairment	-	1,083
Straight-line lease expense	748	1,642
Amortization of deferred gain	(1,093)	(1,093)
Amortization of entrance fees	(7,133)	(6,066)
Non-cash stock-based compensation expense	6,894	6,435
Entrance fee receipts[2]	16,873	14,989
Entrance fee disbursements	(9,320)	(8,102)
Adjusted EBITDA	$ 110,315	$ 96,611

(1) The calculation of Adjusted EBITDA includes integration, transaction-related and EMR roll-out costs of $2.1 million and $3.9 million for the three months ended March 31, 2013 and 2012, respectively.

(2) Includes the receipt of refundable and non-refundable entrance fees.

Cash From Facility Operations

Cash From Facility Operations (CFFO) is a measurement of liquidity that is not calculated in accordance with GAAP and should not be considered in isolation as a substitute for cash flows provided by or used in operations, as determined in accordance with GAAP. We define CFFO as net cash provided by (used in) operating activities adjusted for changes in operating assets and liabilities, deferred interest and fees added to principal, refundable entrance fees received, first generation entrance fee receipts at a recently opened entrance fee CCRC prior to stabilization, entrance fee refunds disbursed adjusted for first generation entrance fee refunds not replaced by second generation entrance fee receipts at the recently opened community prior to stabilization, lease financing debt amortization with fair market value or no purchase options, gain (loss) on facility lease termination, recurring capital expenditures (net), distributions from unconsolidated ventures from cumulative share of net earnings, CFFO from unconsolidated ventures, and other. Recurring capital expenditures include routine expenditures capitalized in accordance with GAAP that are funded from current operations. Amounts excluded from recurring capital expenditures consist primarily of major projects, renovations, community repositionings, expansions, systems projects or other non-recurring or unusual capital items (including integration capital expenditures) or community purchases that are funded using lease or financing proceeds, available cash and/or proceeds from the sale of communities that are held for sale.

We believe CFFO is useful to investors in evaluating our liquidity for the following reasons:

- It provides an assessment of our ability to facilitate meeting current financial and liquidity goals.
- To assess our ability to:
  - (i) service our outstanding indebtedness;
  - (ii) pay dividends; and
  - (iii) make regular recurring capital expenditures to maintain and improve our facilities.

The table below reconciles CFFO from net cash provided by operating activities for the three months ended March 31, 2013 and 2012 (*in thousands*):

	Three Months Ended March 31[1],	
	2013	**2012**
Net cash provided by operating activities	$ 64,485	$ 45,693
Changes in operating assets and liabilities	16,446	18,977
Refundable entrance fees received[2]	7,636	7,989
Entrance fee refunds disbursed	(9,320)	(8,102)
Recurring capital expenditures, net	(9,324)	(8,064)
Lease financing debt amortization with fair market value or no purchase options	(3,371)	(2,929)
Distributions from unconsolidated ventures from cumulative share of net earnings	(668)	(206)
CFFO from unconsolidated ventures	1,958	1,228
Cash From Facility Operations	$ 67,842	$ 54,586

(1) The calculation of Cash From Facility Operations includes integration, transaction-related and EMR roll-out costs of $2.1 million and $3.9 million for the three months ended March 31, 2013 and 2012, respectively.
(2) Total entrance fee receipts for both the three months ended March 31, 2013 and 2012 were $16.9 million, and $15.0 million, respectively, including $9.2 million and $7.0 million, respectively, of non-refundable entrance fee receipts included in net cash provided by operating activities.

The calculation of CFFO per share is based on weighted average outstanding common shares for the period, excluding any unvested restricted shares. Annual CFFO per share for all periods is calculated as the sum of the quarterly amounts for the year.

Facility Operating Income

Facility Operating Income is not a measurement of operating performance calculated in accordance with GAAP and should not be considered in isolation as a substitute for net income, income from operations, or cash flows provided by or used in operations, as determined in accordance with GAAP. We define Facility Operating Income as net income (loss) before provision (benefit) for income taxes, non-operating (income) expense items, (gain) loss on sale or acquisition of communities (including gain (loss) on facility lease termination), depreciation and amortization (including non-cash impairment charges), facility lease expense, general and administrative expense, including non-cash stock-based compensation expense, change in future service obligation, amortization of deferred entrance fee revenue and management fees.

We believe Facility Operating Income is useful to investors in evaluating our facility operating performance for the following reasons:

- It is helpful in identifying trends in our day-to-day facility performance;
- It provides an assessment of our revenue generation and expense management; and
- It provides an indicator to determine if adjustments to current spending decisions are needed.

The table below reconciles Facility Operating Income from net income (loss) for the three months ended March 31, 2013 and 2012 (*in thousands*):

	Three Months Ended March 31,	
	2013	**2012**
Net income (loss)	$ 3,558	$ (10,544)
Provision for income taxes	1,148	930
Equity in earnings of unconsolidated ventures	(115)	(99)
Loss on extinguishment of debt	-	221
Other non-operating (income) loss	(1,006)	111
Interest expense:		
Debt	24,448	24,340
Capitalized lease obligation	6,523	7,710
Amortization of deferred financing costs and debt discount	4,569	4,473
Change in fair value of derivatives and amortization	(135)	233
Interest income	(303)	(852)
Income from operations	38,687	26,523
Gain on facility lease termination	-	(2,780)
Depreciation and amortization	64,659	63,344
Asset impairment	-	1,083
Loss on acquisition	-	636
Facility lease expense	69,019	71,445
General and administrative (including non-cash stock-based compensation expense)	46,611	44,973
Amortization of entrance fees	(7,133)	(6,066)
Management fees	(7,609)	(7,444)
Facility Operating Income	$ 204,234	$ 191,714

Brookdale Senior Living Inc.
Corporate Overview - selected financial information
As of March 31, 2013

Corporate Overview

Brookdale Senior Living Inc. ("BKD") is a leading owner and operator of senior living communities throughout the United States. The Company is committed to providing an exceptional living experience through properties that are designed, purpose-built and operated to provide the highest-quality service, care and living accommodations for residents. As of March 31, 2013, the Company operates independent living, assisted living, and dementia-care communities and continuing care retirement centers, with 649 communities in 36 states and the ability to serve approximately 67,000 residents. Through its Innovative Senior Care program, the Company also offers a range of outpatient therapy, home health and hospice services, primarily to residents of its communities.

Stock Listing

Common Stock
NYSE: BKD

Community Information

Ownership Type	Number of Communities	Number of Units	Percentage of Q1 2013 Resident and Management Fees	Percentage of Q1 2013 Facility Operating Income
Owned	219	22,914	42.1%	41.5%
Leased	329	25,710	47.2%	49.0%
Innovative Senior Care ("ISC")	N/A	N/A	9.5%	6.0%
Managed	101	18,284	1.2%	3.5%
Total	649	66,908	100.0%	100.0%
Operating Type - By Segment				
Retirement Centers	76	14,524	20.4%	24.3%
Assisted Living	431	21,489	41.2%	44.0%
CCRCs - Rental	27	6,745	15.9%	13.3%
CCRCs - Entry Fee	14	5,866	11.8%	8.9%
Innovative Senior Care ("ISC")	N/A	N/A	9.5%	6.0%
Managed	101	18,284	1.2%	3.5%
Total	649	66,908	100.0%	100.0%

CFFO Per Share

($ except where indicated)	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year(1)	FY 2013 Q1
Reported CFFO	$ 0.45	$ 0.51	$ 0.50	$ 0.50	$ 1.96	$ 0.55
Add: integration, transaction-related and EMR roll-out costs	0.03	0.06	0.04	0.06	0.19	0.02
Adjusted CFFO	$ 0.48	$ 0.57	$ 0.54	$ 0.56	$ 2.15	$ 0.57
Weighted average shares (000's)	121,145	121,708	122,493	122,608		122,823
Period end outstanding shares (excluding unvested restricted shares) (000's)	121,197	122,474	122,575	122,738		123,040

(1) Full year CFFO for all periods is calculated as the sum of the quarterly amounts for the year.

Investor Relations

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Note: See accompanying first quarter earnings release for non-GAAP financial measure definitions and reconciliations.

Brookdale Senior Living Inc.
Segment Operating Information
As of March 31, 2013

Senior Housing Operating Information

	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year	FY 2013 Q1
Retirement Centers						
Number of communities (period end)	76	76	76	76	76	76
Total average units(1)	14,452	14,451	14,445	14,433	14,445	14,429
Weighted average unit occupancy	88.8%	88.8%	89.1%	89.7%	89.1%	89.5%
Senior Housing average monthly revenue per unit(2)	$ 3,235	$ 3,268	$ 3,275	$ 3,276	$ 3,263	$ 3,328
Assisted Living						
Number of communities (period end)	434	434	434	433	433	431
Total average units(1)	21,635	21,637	21,652	21,577	21,625	21,556
Weighted average unit occupancy	88.5%	88.6%	89.1%	89.7%	88.9%	89.1%
Senior Housing average monthly revenue per unit(2)	$ 4,379	$ 4,390	$ 4,393	$ 4,401	$ 4,390	$ 4,523
CCRCs - Rental						
Number of communities (period end)	26	27	27	27	27	27
Total average units(1)	6,626	6,659	6,691	6,691	6,667	6,687
Weighted average unit occupancy	86.5%	85.8%	85.8%	87.0%	86.3%	87.6%
Senior Housing average monthly revenue per unit(2)	$ 5,536	$ 5,561	$ 5,619	$ 5,639	$ 5,588	$ 5,709
CCRCs - Entry Fee						
Number of communities (period end)	14	14	14	14	14	14
Total average units(1)	5,171	5,199	5,221	5,249	5,210	5,281
Weighted average unit occupancy	83.7%	83.4%	83.4%	84.1%	83.7%	84.6%
Senior Housing average monthly revenue per unit(2)	$ 5,055	$ 4,963	$ 4,975	$ 4,921	$ 4,978	$ 5,011
Senior Housing Totals						
Number of communities (period end)	550	551	551	550	550	548
Total average units(1)	47,884	47,946	48,009	47,950	47,947	47,953
Weighted average unit occupancy	87.8%	87.7%	88.0%	88.7%	88.0%	88.5%
Senior Housing average monthly revenue per unit(2)	$ 4,257	$ 4,266	$ 4,279	$ 4,282	$ 4,271	$ 4,375
Management Services - Total						
Number of communities (period end)	96	96	97	97	97	101
Total average units(1)	18,253	18,144	18,081	18,141	18,155	18,114
Weighted average occupancy	84.3%	84.0%	84.3%	85.4%	84.5%	84.9%
Average monthly revenue per unit(2)	$ 3,373	$ 3,369	$ 3,386	$ 3,399	$ 3,382	$ 3,460

Innovative Senior Care Operating Information

	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2013 Q1
Innovative Senior Care					
Brookdale units served:					
Outpatient Therapy consolidated	35,909	36,844	38,016	37,961	38,017
Home Health consolidated	32,655	31,944	32,650	32,242	32,389
Outpatient Therapy non-consolidated	9,685	9,861	12,540	13,448	13,502
Home Health non-consolidated	4,735	10,667	12,597	13,569	13,326
Total Brookdale units served:					
Outpatient Therapy	45,594	46,705	50,556	51,409	51,519
Home Health	37,390	42,611	45,247	45,811	45,715
Outpatient Therapy treatment codes	907,816	957,364	939,241	762,233	821,308
Home Health average census	3,448	3,554	3,651	4,187	4,289

(1) Total average units operated represent the average units operated during the period, excluding equity homes.
(2) Average monthly revenue per unit represents the average of the total monthly revenues, excluding amortization of entrance fees, divided by average occupied units.

Brookdale Senior Living Inc.
Senior Housing Data by Ownership Type
As of March 31, 2013

Senior Housing Operating Information

	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4 (1)	FY 2013 Q1
Owned Properties					
Number of communities (period end)	209	210	210	221	219
Total average units(2)	21,281	21,350	21,425	22,243	22,243
Weighted average unit occupancy	87.2%	87.4%	87.6%	89.0%	88.8%
Senior Housing average monthly revenue per unit(3)	$ 4,302	$ 4,297	$ 4,318	$ 4,323	$ 4,416
Leased Properties with Bargain Purchase Options					
Number of communities (period end)	18	18	18	9	9
Total average units(2)	3,263	3,263	3,261	2,948	2,949
Weighted average unit occupancy	88.4%	87.6%	88.0%	88.3%	88.2%
Senior Housing average monthly revenue per unit(3)	$ 3,878	$ 3,874	$ 3,903	$ 3,802	$ 3,891
Leased Properties with Fair Market Value Purchase Options					
Number of communities (period end)	77	77	77	74	74
Total average units(2)	3,929	3,927	3,927	3,364	3,364
Weighted average unit occupancy	91.1%	91.2%	92.0%	91.8%	90.8%
Senior Housing average monthly revenue per unit(3)	$ 4,384	$ 4,423	$ 4,482	$ 4,549	$ 4,675
Leased Properties without Purchase Options					
Number of communities (period end)	246	246	246	246	246
Total average units(2)	19,411	19,406	19,396	19,395	19,397
Weighted average unit occupancy	87.6%	87.3%	87.6%	87.9%	87.9%
Senior Housing average monthly revenue per unit(3)	$ 4,241	$ 4,264	$ 4,256	$ 4,256	$ 4,344
Senior Housing Totals					
Number of communities (period end)	550	551	551	550	548
Total average units(2)	47,884	47,946	48,009	47,950	47,953
Weighted average unit occupancy	87.8%	87.7%	88.0%	88.7%	88.5%
Senior Housing average monthly revenue per unit(3)	$ 4,257	$ 4,266	$ 4,279	$ 4,282	$ 4,375

(1) During the three months ended December 31, 2012, the Company acquired the underlying real estate interest in 12 communities that the Company previously leased. The results of operations of the previously leased communities are included within Owned Properties beginning in the fourth quarter of FY 2012. Prior quarters have not been recast.
(2) Total average units operated represent the average units operated during the period, excluding equity homes.
(3) Average monthly revenue per unit represents the average of the total monthly revenues, excluding amortization of entrance fees, divided by average occupied units.

Brookdale Senior Living Inc.
Segment Financial Data
As of March 31, 2013

Financial Data
($ in 000s)

Retirement Centers	FY 2012					FY 2013
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	124,512	125,813	126,401	127,176	503,902	128,922
Expenses	73,521	73,138	75,679	75,979	298,317	75,588
Segment Operating Income	50,991	52,675	50,722	51,197	205,585	53,334
Segment Operating Margin	*41.0%*	*41.9%*	*40.1%*	*40.3%*	*40.8%*	*41.4%*

Assisted Living	FY 2012					FY 2013
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	251,352	252,399	254,179	255,407	1,013,337	260,615
Expenses	160,789	162,233	163,017	166,114	652,153	164,330
Segment Operating Income	90,563	90,166	91,162	89,293	361,184	96,285
Segment Operating Margin	*36.0%*	*35.7%*	*35.9%*	*35.0%*	*35.6%*	*36.9%*

CCRCs - Rental	FY 2012					FY 2013
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	95,112	95,258	96,681	98,428	385,479	100,327
Expenses	67,093	68,494	71,581	72,248	279,416	71,250
Segment Operating Income	28,019	26,764	25,100	26,180	106,063	29,077
Segment Operating Margin	*29.5%*	*28.1%*	*26.0%*	*26.6%*	*27.5%*	*29.0%*

CCRCs - Entry Fee	FY 2012					FY 2013
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	71,719	70,858	71,413	71,711	285,701	74,308
Expenses	54,914	55,341	56,249	57,792	224,296	54,737
Segment Operating Income	16,805	15,517	15,164	13,919	61,405	19,571
Segment Operating Margin	*23.4%*	*21.9%*	*21.2%*	*19.4%*	*21.5%*	*26.3%*
Bridge to Cash Basis for CCRCs - Entry Fee segment						
Revenue	71,719	70,858	71,413	71,711	285,701	74,308
Less: revenue amortization (non-cash)	(6,066)	(6,310)	(6,459)	(6,527)	(25,362)	(7,133)
Add: net entrance fees (cash)	6,887	14,265	19,108	15,089	55,349	7,553
Adjusted revenue	72,540	78,813	84,062	80,273	315,688	74,728
Expenses	54,914	55,341	56,249	57,792	224,296	54,737
Adjusted Segment Operating Income	17,626	23,472	27,813	22,481	91,392	19,991
Adjusted Segment Operating Margin	*24.3%*	*29.8%*	*33.1%*	*28.0%*	*29.0%*	*26.8%*

Total Senior Housing	FY 2012					FY 2013
(GAAP Basis)	**Q1**	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	542,695	544,328	548,674	552,722	2,188,419	564,172
Expenses	356,317	359,206	366,526	372,133	1,454,182	365,905
Operating Income	186,378	185,122	182,148	180,589	734,237	198,267
Operating Margin	*34.3%*	*34.0%*	*33.2%*	*32.7%*	*33.6%*	*35.1%*
G&A Allocation (1)	22,751	20,876	21,402	20,374	85,403	25,526
G&A Allocation as a % of revenue	*4.2%*	*3.8%*	*3.9%*	*3.7%*	*3.9%*	*4.5%*
Adjusted Operating Income	163,627	164,246	160,746	160,215	648,834	172,741
Adjusted Operating Margin	*30.2%*	*30.2%*	*29.3%*	*29.0%*	*29.6%*	*30.6%*

Brookdale Senior Living Inc.
Segment Financial Data
As of March 31, 2013

Financial Data (continued)
($ in 000s)

Innovative Senior Care ("ISC")	**FY 2012**					**FY 2013**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	53,854	57,722	56,856	56,085	224,517	60,198
Expenses	42,452	44,309	44,941	45,035	176,737	47,098
Segment Operating Income	11,402	13,413	11,915	11,050	47,780	13,100
Segment Operating Margin	*21.2%*	*23.2%*	*21.0%*	*19.7%*	*21.3%*	*21.8%*
G&A Allocation (1)	5,954	5,453	5,467	5,358	22,232	6,055
G&A Allocation as a % of revenue	*11.1%*	*9.4%*	*9.6%*	*9.6%*	*9.9%*	*10.1%*
Adjusted Segment Operating Income	5,448	7,960	6,448	5,692	25,548	7,045
Adjusted Segment Operating Margin	*10.1%*	*13.8%*	*11.3%*	*10.1%*	*11.4%*	*11.7%*

Total Senior Housing and ISC	**FY 2012**					**FY 2013**
(GAAP Basis)	**Q1**	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	596,549	602,050	605,530	608,807	2,412,936	624,370
Expenses	398,769	403,515	411,467	417,168	1,630,919	413,003
Operating Income	197,780	198,535	194,063	191,639	782,017	211,367
Operating Margin	*33.2%*	*33.0%*	*32.0%*	*31.5%*	*32.4%*	*33.9%*
G&A Allocation (1)	28,705	26,329	26,869	25,732	107,635	31,581
G&A Allocation as a % of revenue	*4.8%*	*4.4%*	*4.4%*	*4.2%*	*4.5%*	*5.1%*
Adjusted Operating Income	169,075	172,206	167,194	165,907	674,382	179,786
Adjusted Operating Margin	*28.3%*	*28.6%*	*27.6%*	*27.3%*	*27.9%*	*28.8%*

Management Services	**FY 2012**					**FY 2013**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue (Management Fees)	7,444	7,499	7,407	8,436	30,786	7,609
Expenses (G&A Allocation) (1)	5,929	5,325	5,644	5,311	22,209	6,031
Segment Operating Income	1,515	2,174	1,763	3,125	8,577	1,578
Segment Operating Margin	*20.4%*	*29.0%*	*23.8%*	*37.0%*	*27.9%*	*20.7%*

Total Senior Housing, ISC and Management Services	**FY 2012**					**FY 2013**
(GAAP Basis)	**Q1**	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	603,993	609,549	612,937	617,243	2,443,722	631,979
Expenses	398,769	403,515	411,467	417,168	1,630,919	413,003
Operating Income	205,224	206,034	201,470	200,075	812,803	218,976
Operating Margin	*34.0%*	*33.8%*	*32.9%*	*32.4%*	*33.3%*	*34.6%*
G&A Allocation (1)	34,634	31,654	32,513	31,043	129,844	37,612
G&A Allocation as a % of revenue	*5.7%*	*5.2%*	*5.3%*	*5.0%*	*5.3%*	*6.0%*
Adjusted Operating Income	170,590	174,380	168,957	169,032	682,959	181,364
Adjusted Operating Margin	*28.2%*	*28.6%*	*27.6%*	*27.4%*	*27.9%*	*28.7%*

(1) Excludes non-cash stock-based compensation expense and integration, transaction-related and EMR roll-out costs.

Brookdale Senior Living Inc.
Senior Housing Data by Ownership Type
As of March 31, 2013

Financial Data
($ in 000s)

Owned Properties	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4 (1)	FY 2012 Full Year	FY 2013 Q1
Revenue	243,302	244,720	247,473	260,980	996,475	266,322
Expenses	163,822	165,862	171,356	177,350	678,390	175,672
Segment Operating Income	79,480	78,858	76,117	83,630	318,085	90,650
Segment Operating Margin	*32.7%*	*32.2%*	*30.8%*	*32.0%*	*31.9%*	*34.0%*
Bridge to Cash Basis for CCRCs - Entry Fee						
Revenue	243,302	244,720	247,473	260,980	996,475	266,322
Less: revenue amortization (non-cash)	(3,692)	(4,208)	(4,294)	(4,265)	(16,459)	(4,664)
Add: net entrance fees (cash)	5,802	10,487	14,234	11,481	42,004	5,449
Adjusted revenue	245,412	250,999	257,413	268,196	1,022,020	267,107
Expenses	163,822	165,862	171,356	177,350	678,390	175,672
Adjusted Segment Operating Income	81,590	85,137	86,057	90,846	343,630	91,435
Adjusted Segment Operating Margin	*33.2%*	*33.9%*	*33.4%*	*33.9%*	*33.6%*	*34.2%*

Leased Properties with Bargain Purchase Options	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year	FY 2013 Q1
Revenue	35,394	34,853	35,362	31,494	137,103	32,254
Expenses	23,287	23,433	24,264	21,334	92,318	20,766
Segment Operating Income	12,107	11,420	11,098	10,160	44,785	11,488
Segment Operating Margin	*34.2%*	*32.8%*	*31.4%*	*32.3%*	*32.7%*	*35.6%*

Leased Properties with Fair Market Value Purchase Options	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year	FY 2013 Q1
Revenue	47,104	47,534	48,560	42,140	185,338	42,842
Expenses	29,974	30,192	28,999	27,443	116,608	26,940
Segment Operating Income	17,130	17,342	19,561	14,697	68,730	15,902
Segment Operating Margin	*36.4%*	*36.5%*	*40.3%*	*34.9%*	*37.1%*	*37.1%*

Leased Properties without Purchase Options	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year	FY 2013 Q1
Revenue	216,895	217,221	217,279	218,108	869,503	222,754
Expenses	139,234	139,719	141,907	146,006	566,866	142,527
Segment Operating Income	77,661	77,502	75,372	72,102	302,637	80,227
Segment Operating Margin	*35.8%*	*35.7%*	*34.7%*	*33.1%*	*34.8%*	*36.0%*

Total Senior Housing *(GAAP Basis)*	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year	FY 2013 Q1
Revenue	542,695	544,328	548,674	552,722	2,188,419	564,172
Expenses	356,317	359,206	366,526	372,133	1,454,182	365,905
Operating Income	186,378	185,122	182,148	180,589	734,237	198,267
Operating Margin	*34.3%*	*34.0%*	*33.2%*	*32.7%*	*33.6%*	*35.1%*

(1) During the three months ended December 31, 2012, the Company acquired the underlying real estate interest in 12 communities that the Company previously leased. The results of operations of the previously leased communities are included within Owned Properties beginning in the fourth quarter of FY 2012. Prior quarters have not been recast.

Brookdale Senior Living Inc.
Same Community and Capital Expenditure Information
As of March 31, 2013

Same Community Information

($ in 000s, except Avg. Mo. Revenue/Unit)

	Senior Housing Three Months Ended March 31, 2013	2012	% Change
Revenue	$ 550,402	$ 531,052	3.6%
Operating Expense	360,667	352,234	2.4%
Facility Operating Income	$ 189,735	$ 178,818	6.1%
Facility Operating Margin	34.5%	33.7%	0.8%
# Communities	545	545	
Avg. Period Occupancy	88.6%	87.7%	0.9%
Avg. Mo. Revenue/Unit	$ 4,365	$ 4,254	2.6%

	Innovative Senior Care Three Months Ended March 31, 2013	2012	% Change
Revenue	$ 32,549	$ 37,457	-13.1%
Operating Expense	25,756	28,910	-10.9%
Facility Operating Income	$ 6,793	$ 8,547	-20.5%
Facility Operating Margin	20.9%	22.8%	-1.9%
# Units served (1)	27,707	27,707	

(1) Units are included in same store calculation where either the therapy or home health, whichever came later, has stabilized or produced revenue for twenty-four months.

Schedule of Capital Expenditures

($ in 000s)

Type	Three Months Ended March 31, 2013	2012
Recurring	$ 9,324	$ 8,564
Reimbursements	-	(500)
Net Recurring	9,324	8,064
Corporate (2)	4,046	6,705
EBITDA-enhancing / Major Projects (3)	21,173	13,673
Program Max / Development, net (4)	14,636	12,158
Net Total Capital Expenditures (5)	$ 49,179	$ 40,600

(2) Corporate includes capital expenditures for information technology systems and equipment and expenditures supporting the expansion of our support platform and ancillary services programs.
(3) Includes EBITDA-enhancing projects (primarily community renovations and apartment upgrades) and other major building infrastructure projects.
(4) Includes community expansions and major repositioning or upgrade projects. Also includes de novo community developments. Amounts shown are amounts invested, net of third party lender or lessor funding received of $2.4 million and $0.4 million for the three months ended March 31, 2013 and 2012, respectively.
(5) Approximately $10.3 million and $11.4 million of expense was recognized during the three months ended March 31, 2013 and 2012, respectively, for normal repairs and maintenance and capital spend under $1,500 per invoice, except for unit turnovers.

Brookdale Senior Living Inc.
Capital Structure - selected financial information
As of March 31, 2013
($ in 000s)

Debt Maturities and Scheduled Principal Repayments

Initial Maturities

	Mortgage Debt (1)	weighted rate (2)	Line of Credit	weighted rate (2)	Mort. Debt & Line	weighted rate (2)	Capital Leases	weighted rate (2)	Total Debt
2013	$ 271,100	2.11%	$ -	-	$ 271,100	2.11%	$ 23,371	8.27%	$ 294,471
2014	166,079	5.49%	-	-	166,079	5.49%	32,318	8.29%	198,397
2015	48,952	5.41%	-	-	48,952	5.41%	33,346	8.32%	82,298
2016	44,853	5.01%	-	-	44,853	5.01%	29,152	8.41%	74,005
2017	332,763	5.16%	-	-	332,763	5.16%	47,047	9.10%	379,810
Thereafter	1,417,504	3.83%	45,000	3.75%	1,462,504	3.83%	147,445	7.72%	1,609,949
Total	$ 2,281,251	4.00%	$ 45,000	3.75%	$ 2,326,251	3.99%	$ 312,679	8.16%	$2,638,930

Final Maturities (3)

	Mortgage Debt (1)	weighted rate (2)	Line of Credit	weighted rate (2)	Mort. Debt & Line	weighted rate (2)	Capital Leases	weighted rate (2)	Total Debt
2013	$ 172,777	1.62%	$ -	-	$ 172,777	1.62%	$ 23,371	8.27%	$ 196,148
2014	27,458	4.11%	-	-	27,458	4.11%	32,318	8.29%	59,776
2015	190,386	5.70%	-	-	190,386	5.70%	33,346	8.32%	223,732
2016	46,345	4.95%	-	-	46,345	4.95%	29,152	8.41%	75,497
2017	334,314	5.14%	-	-	334,314	5.14%	47,047	9.10%	381,361
Thereafter	1,509,971	3.77%	45,000	3.75%	1,554,971	3.77%	147,445	7.72%	1,702,416
Total	$ 2,281,251	4.00%	$ 45,000	3.75%	$ 2,326,251	3.99%	$ 312,679	8.16%	$2,638,930

Coverage Ratios

	Three months ended March 31, 2013				
	Units	FOI	Adj. FOI **	Interest/Cash Lease Payments	Coverage
Owned communities	22,914	$ 96,059	$ 79,591	$ 24,448	3.3x
Leased communities *	25,710	$ 114,305	$ 95,814	$ 79,259	1.2x

* The leased communities include the capital leases.
** Adjusted for 5% management fee and capital expenditures @ $350/unit.

Debt Amortization

	Three months ended March 31, 2013	2012
Scheduled debt amortization	$ 10,361	$ 11,596
Lease financing debt amortization - FMV or no purchase option (4)	3,371	2,929
Lease financing debt amortization - bargain purchase option	3,975	3,442
Total debt amortization	$ 17,707	$ 17,967

Line Availability

($000s)	12/31/11	03/31/12	06/30/12	09/30/12	12/31/12	03/31/13
Total line commitment	$ 230,000	$ 230,000	$ 230,000	$ 230,000	$ 230,000	$ 230,000
Line availability (7)	$ 194,165	$ 199,786	$ 201,659	$ 189,978	$ 191,436	$ 198,563
Ending line balance	65,000	85,000	75,000	80,000	80,000	45,000
Available to draw	$ 129,165	$ 114,786	$ 126,659	$ 109,978	$ 111,436	$ 153,563
Cash and cash equivalents	30,836	42,113	38,676	42,504	69,240	28,242
Total liquidity (available to draw + cash)	$ 160,001	$ 156,899	$ 165,335	$ 152,482	$ 180,676	$ 181,805
Total letters of credit outstanding	$ 78,104	$ 77,754	$ 78,324	$ 78,127	$ 78,112	$ 77,952

Leverage Ratios

		Balance	Annualized Leverage
Debt (1)	$	2,281,251	
Capital leases		312,679	
Total Debt	$	2,593,930	**5.9x**
Plus: Line of credit (cash borrowings)		45,000	
Less: Unrestricted cash		(28,242)	
Less: Cash held as collateral against existing debt		(9,755)	
Subtotal	$	2,600,933	**5.9x**
2013 YTD annualized Adjusted EBITDA	$	441,260	
Annual cash lease expense multiplied by 8		2,219,648	
Total adjusted debt	$	4,820,581	**6.7x**
2013 YTD annualized Adjusted EBITDAR	$	718,716	

Debt Structure

		Balance	Weighted rate (2)
Fixed rate debt (1)	$	1,442,905	4.89%
Variable rate debt (1)		838,346	2.46%
Capital leases		312,679	8.16%
Line of credit (cash borrowings)		45,000	3.75%
Total debt	$	2,638,930	

		Balance	% of total
Variable rate debt with interest rate swaps (1) (5)	$	27,268	3.2%
Variable rate debt with interest rate caps (1) (6)		575,631	68.7%
Variable rate debt - unhedged (1)		235,447	28.1%
Total variable rate debt (1)	$	838,346	100.0%

(1) Includes mortgage debt, bond and discount mortgage backed security financing and convertible notes, but excludes capital leases and line of credit.
(2) Pertaining to variable rate debt, reflects a) market rates for stated reporting period and b) applicable swap rates / cap rates for hedged debt.
(3) Assumes extension options are exercised.
(4) Payments are included in CFFO.
(5) Weighted swap rate for stated reporting period is 5.49%.
(6) Weighted cap rate for stated reporting period of 5.43% is materially above current market rates, therefore caps have no impact on consolidated interest expense for given period.
(7) The actual amount available to borrow under the line may vary from time to time as it is based on borrowing base calculations related to the value and performance of the communities securing the facility.

Brookdale Senior Living Inc.
CFFO Reconciliation
As of March 31, 2013

CFFO Calculation
($ in 000s)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Net cash provided by operating activities (includes non-refundable entrance fees)	$ 64,485	$ 45,693
Changes in operating assets and liabilities (eliminates cash flow effect)	16,446	18,977
Add: Refundable entrance fees received	7,636	7,989
Less: Entrance fee refunds disbursed	(9,320)	(8,102)
Less: Recurring capital expenditures, net	(9,324)	(8,064)
Less: Lease financing debt amortization with fair market value or no purchase options	(3,371)	(2,929)
Less: Distributions from unconsolidated ventures from cumulative share of net earnings	(668)	(206)
Add: CFFO from unconsolidated ventures	1,958	1,228
Cash From Facility Operations	$ 67,842	$ 54,586
Add: Integration, transaction-related and EMR roll-out costs	2,105	3,904
Adjusted Cash From Facility Operations	$ 69,947	$ 58,490

Revenue Reconciliation (1)

($ in 000s except average monthly revenue per quarter)	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year	FY 2013 Q1
Revenue reconciliation excl. entrance fee amortization						
Average monthly revenue per quarter	4,257	4,266	4,279	4,282	4,271	4,375
Average monthly units (excluding equity homes) available	47,858	47,935	47,998	47,935	47,959	47,956
Average occupancy for the quarter	87.8%	87.7%	88.0%	88.7%	88.0%	88.5%
Senior Housing Resident fee revenue	$ 536,629	$ 538,018	$ 542,215	$ 546,195	$ 2,163,057	$ 557,039
Add: ISC segment revenue	53,854	57,722	56,856	56,085	224,517	60,198
Add: management fee revenue	7,444	7,499	7,407	8,436	30,786	7,609
Total revenues excluding entrance fee amortization	$ 597,927	$ 603,239	$ 606,478	$ 610,716	$ 2,418,360	$ 624,846

CFFO Reconciliation to the Income Statement

	FY 2012 Q1	FY 2012 Q2	FY 2012 Q3	FY 2012 Q4	FY 2012 Full Year	FY 2013 Q1
Resident and management fee revenue	$ 603,993	$ 609,549	$ 612,937	$ 617,243	$ 2,443,722	$ 631,979
Less: Entrance fee amortization	(6,066)	(6,310)	(6,459)	(6,527)	(25,362)	(7,133)
Adjusted revenues	597,927	603,239	606,478	610,716	2,418,360	624,846
Less: Facility operating expenses	(398,769)	(403,515)	(411,467)	(417,168)	(1,630,919)	(413,003)
Add: Change in future service obligation	-	-	-	2,188	2,188	-
	(398,769)	(403,515)	(411,467)	(414,980)	(1,628,731)	(413,003)
Less: G&A including non-cash stock-based compensation expense	(44,973)	(46,071)	(43,158)	(44,627)	(178,829)	(46,611)
Add: G&A non-cash stock-based compensation expense	6,435	6,729	6,021	6,335	25,520	6,894
Net G&A	(38,538)	(39,342)	(37,137)	(38,292)	(153,309)	(39,717)
Less: Facility lease expense	(71,445)	(70,628)	(71,167)	(70,785)	(284,025)	(69,019)
Add: Straight-line lease expense	1,642	1,564	2,118	1,344	6,668	748
Less: Amortization of deferred gain	(1,093)	(1,093)	(1,093)	(1,093)	(4,372)	(1,093)
Net lease expense	(70,896)	(70,157)	(70,142)	(70,534)	(281,729)	(69,364)
Add: Entrance fee receipts	14,989	19,694	25,132	22,890	82,705	16,873
Less: Entrance fee disbursements	(8,102)	(5,429)	(6,024)	(7,801)	(27,356)	(9,320)
Net entrance fees	6,887	14,265	19,108	15,089	55,349	7,553
Adjusted EBITDA	**96,611**	**104,490**	**106,840**	**101,999**	**409,940**	**110,315**
Less: Recurring capital expenditures, net	(8,064)	(8,599)	(11,475)	(10,168)	(38,306)	(9,324)
Less: Interest expense, net	(31,198)	(31,739)	(31,586)	(29,803)	(124,326)	(30,668)
Less: Lease financing debt amortization with fair market value or no purchase options	(2,929)	(2,993)	(3,066)	(3,132)	(12,120)	(3,371)
Add: CFFO from unconsolidated ventures	1,228	1,310	1,559	1,279	5,376	1,958
Less: Other	(1,062)	(990)	(792)	1,238	(1,606)	(1,068)
Reported CFFO	**$ 54,586**	**$ 61,479**	**$ 61,480**	**$ 61,413**	**$ 238,958**	**$ 67,842**
Add: integration, transaction-related and EMR roll-out costs	3,904	7,688	4,624	7,249	23,465	2,105

Adjusted CFFO	**$ 58,490**	**$ 69,167**	**$ 66,104**	**$ 68,662**	**$ 262,423**	**$ 69,947**

CFFO Per Share

($ except where indicated)	FY 2012					FY 2013
	Q1	**Q2**	**Q3**	**Q4**	**Full Year(2)**	**Q1**
Reported CFFO	$ 0.45	$ 0.51	$ 0.50	$ 0.50	$ 1.96	$ 0.55
Add: integration, transaction-related and EMR roll-out costs	0.03	0.06	0.04	0.06	0.19	0.02
Adjusted CFFO	$ 0.48	$ 0.57	$ 0.54	$ 0.56	$ 2.15	$ 0.57
Shares used in calculation of CFFO (000's)	121,145	121,708	122,493	122,608		122,823

(1) Revenue excludes reimbursed costs incurred on behalf of managed communities.
(2) Full year CFFO for all periods is calculated as the sum of the quarterly amounts for the year.

Note: CFFO is a measurement of liquidity that is not calculated in accordance with GAAP and should not be considered in isolation as a substitute for any GAAP financial measure. CFFO is not a measure of financial performance under GAAP. We strongly urge you to review the reconciliation of CFFO to GAAP net cash provided by operating activities, along with our consolidated financial statements, included in the accompanying earnings release.

Brookdale Senior Living Inc.
Quarterly Entry Fee Information
As of March 31, 2013

Cash Basis ($ in 000's except average resale and refund)

	FY 2012				FY 2013
	Q1	**Q2**	**Q3**	**Q4**	**Q1**
# Closings	94	106	147	121	91
# of Refunds	92	62	66	79	87
Resale Receipts:					
Proceeds from non-refundable entrance fees (1)	7,000	10,377	12,926	9,802	9,237
Proceeds from refundable entrance fees (2)	7,989	9,317	12,206	13,088	7,636
Total Cash Proceeds	14,989	19,694	25,132	22,890	16,873
Refunds of entrance fees (3)	(8,102)	(5,429)	(6,024)	(7,801)	(9,320)
Net Resale Cash Flow	6,887	14,265	19,108	15,089	7,553
MyChoice proceeds included in refundable resale receipts above	2,363	3,602	2,466	4,881	1,768
Average Resale $ (excluding MyChoice proceeds)	134,319	151,811	154,190	148,835	165,989
Average Refund $ (excluding MyChoice refunds)	(84,283)	(77,500)	(87,273)	(95,025)	(98,540)

Value of Unsold Inventory ($ in 000's except average resale price)

Gross Value @ Average Resale Price of $155,000	101,990
Refund Attachments	(11,813)
Net Cash Value	90,177

Income Statement Impact ($ in 000's)

On BKD's income statement, non-refundable entrance fees are amortized into revenue based on the unamortized balance per contract divided by the actuarial life of the resident. The following are the non-cash amortized non-refundable entrance fees for each quarter:

	FY 2012				FY 2013
	Q1	**Q2**	**Q3**	**Q4**	**Q1**
Amortization of entrance fees (incl. gains on terminations)	(6,066)	(6,310)	(6,459)	(6,527)	(7,133)

Principles of Entry Fee Accounting

Certain of BKD's communities have residency agreements which require the resident to pay an upfront fee prior to occupying the community and in return for a reduced monthly service fee and certain healthcare benefits. BKD has a number of options for residents that give a choice of the amount of refundability of the upfront fee, the amount of entry fee for the unit and the amount of health care benefit in the community's various levels of care. The non-refundable portion of the entrance fee is recorded as deferred revenue and amortized over the estimated stay of the resident based on an actuarial valuation. The refundable portion of a resident's entrance fee is generally refundable within a certain time period following contract termination or in certain agreements, upon the resale of a comparable unit or 12 months after the resident vacates the unit and is not amortized.

BKD adopted the provisions of ASU 2012-01 as of January 1, 2013 and incorporated the provisions of this update to its consolidated financial statements through retrospective application to all periods presented. The prior period amortization of entrance fees have been revised to reflect this change in accounting. Refer to the Form 10-Q for the three months ended March 31, 2013 for further details.

Notes:
(1) From Statement of Cash Flows (Operating Activities section) with line description: Proceeds from deferred entrance fee revenue.
(2) From Statement of Cash Flows (Financing Activities section) with line description: Proceeds from refundable entrance fees (which includes MyChoice proceeds).
(3) From Statement of Cash Flows (Financing Activities section) with line description: Refunds of entrance fees.

Brookdale Senior Living Inc.
Quarterly Cash Flow Statements
As of March 31, 2013
($ in 000s)

Cash Flow Statements

	Q1 2012	Q2 2012	Q3 2012	Q4 2012	FY 2012	Q1 2013
Cash Flows from Operating Activities						
Net (loss) income	$ (10,544)	$ (19,015)	$ (12,216)	$ (24,692)	(66,467)	$ 3,558
Adjustments to reconcile net (loss) income to net cash provided by operating activities:						
Loss on extinguishment of debt	221	-	-	-	221	-
Depreciation and amortization	67,817	68,147	67,419	66,979	270,362	69,228
Asset impairment	1,083	7,246	-	19,348	27,677	-
Equity in (earnings) loss of unconsolidated ventures	(99)	61	249	3,277	3,488	(115)
Distributions from unconsolidated ventures from cumulative share of net earnings	206	809	420	72	1,507	668
Amortization of deferred gain	(1,093)	(1,093)	(1,093)	(1,093)	(4,372)	(1,093)
Amortization of entrance fees	(6,066)	(6,310)	(6,459)	(6,527)	(25,362)	(7,133)
Proceeds from deferred entrance fee revenue	7,000	10,377	12,926	9,802	40,105	9,237
Deferred income tax benefit	(135)	(169)	(131)	(90)	(525)	-
Change in deferred lease liability	1,642	1,564	2,118	1,344	6,668	748
Change in fair value of derivatives and amortization	233	278	(140)	(7)	364	(135)
Loss (gain) on sale of assets	114	58	73	87	332	(926)
Loss on acquisition	636	-	-	-	636	-
Gain on facility lease termination	(2,780)	-	-	(8,804)	(11,584)	-
Change in future service obligation	-	-	-	2,188	2,188	-
Non-cash stock-based compensation	6,435	6,729	6,021	6,335	25,520	6,894
Other	-	-	(487)	-	(487)	-
Changes in operating assets and liabilities:						
Accounts receivable, net	(5,317)	(3,484)	709	4,677	(3,415)	(9,064)
Prepaid expenses and other assets, net	(1,681)	7,622	(2,793)	5,539	8,687	9,140
Accounts payable and accrued expenses	(23,705)	14,410	17,352	(3,203)	4,854	(10,871)
Tenant refundable fees and security deposits	(442)	(675)	(439)	9	(1,547)	(335)
Deferred revenue	12,168	(3,701)	(4,098)	7,750	12,119	(5,316)
Net cash provided by operating activities	45,693	82,854	79,431	82,991	290,969	64,485
Cash Flows from Investing Activities						
Increase in lease security deposits and lease acquisition deposits, net	(2,217)	(4,119)	(431)	(1,232)	(7,999)	(1,952)
Decrease (increase) in cash and escrow deposits — restricted	8,442	(3,038)	(7,806)	(2,408)	(4,810)	826
Purchase of marketable securities — restricted	(761)	(341)	(351)	(104)	(1,557)	-
Sale of marketable securities — restricted	-	-	-	35,124	35,124	-
Additions to property, plant and equipment and leasehold intangibles, net of related payables	(41,533)	(50,433)	(59,415)	(57,031)	(208,412)	(51,614)
Acquisition of assets, net of related payables and cash received	(104,984)	(4,975)	(1,349)	(161,215)	(272,523)	(2)
Issuance of (payment on) notes receivable, net	(439)	-	(152)	722	131	(17)
Investment in unconsolidated ventures	-	(571)	-	(4,797)	(5,368)	(5,843)
Distributions received from unconsolidated ventures	100	84	72	94	350	-
Proceeds from sale of assets, net	-	325	-	8,918	9,243	440
Other	-	-	487	-	487	-
Net cash used in investing activities	(141,392)	(63,068)	(68,945)	(181,929)	(455,334)	(58,162)
Cash Flows from Financing Activities						
Proceeds from debt	175,838	17,178	591	178,684	372,291	8,955
Repayment of debt and capital lease obligations	(86,068)	(32,585)	(18,304)	(54,878)	(191,835)	(17,707)
Proceeds from line of credit	130,000	75,000	75,000	95,000	375,000	105,000
Repayment of line of credit	(110,000)	(85,000)	(70,000)	(95,000)	(360,000)	(140,000)
Payment of financing costs, net of related payables	(2,378)	(336)	(96)	(2,753)	(5,563)	(2,200)
Refundable entrance fees:						
Proceeds from refundable entrance fees	7,989	9,317	12,206	13,088	42,600	7,636
Refunds of entrance fees	(8,102)	(5,429)	(6,024)	(7,801)	(27,356)	(9,320)
Cash portion of loss on extinguishment of debt	(118)	-	-	-	(118)	-
Recouponing and payment of swap termination	(99)	(1,190)	-	(619)	(1,908)	-
Other	(86)	(178)	(31)	(47)	(342)	315
Net cash provided by (used in) financing activities	106,976	(23,223)	(6,658)	125,674	202,769	(47,321)
Net increase (decrease) in cash and cash equivalents	11,277	(3,437)	3,828	26,736	38,404	(40,998)
Cash and cash equivalents at beginning of period	30,836	42,113	38,676	42,504	30,836	69,240
Cash and cash equivalents at end of period	$ 42,113	$ 38,676	$ 42,504	$ 69,240	$ 69,240	$ 28,242