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 7, 2014 (May 7, 2014)

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 7, 2014, Brookdale Senior Living Inc. (the "Company") issued a press release announcing its first quarter 2014 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 2014 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 7, 2014
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 7, 2014	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 7, 2014.
99.2	Supplemental Information.

FOR IMMEDIATE RELEASE

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

Brookdale Announces First Quarter 2014 Results

Nashville, Tenn. May 7, 2014 – Brookdale Senior Living Inc. (NYSE: BKD) ("Brookdale" or the "Company") today reported financial and operating results for the first quarter of 2014. Highlights were:

- Cash From Facility Operations ("CFFO") increased by 13.3% to $79.2 million, or $0.64 per share, versus the first quarter of 2013, excluding integration, transaction-related and electronic medical records ("EMR") roll-out costs in both periods.
- Adjusted EBITDA for the first quarter was $119.8 million, a 6.6% increase from the first quarter of 2013, excluding integration, transaction-related and EMR roll-out costs in both periods.
- First quarter senior housing same community Facility Operating Income grew by 3.5% over the first quarter of 2013, as same community revenue grew by 2.9% and same community expenses grew by 2.5%.
- First quarter average occupancy increased 10 basis points from the first quarter of 2013 and average monthly revenue per unit for the senior housing portfolio improved by 2.7% from the prior year quarter.
- Announced transformational merger with Emeritus Corporation and complementary transactions with HCP to form two joint ventures and restructure Emeritus' lease portfolio after the merger.

Andy Smith, Brookdale's CEO, said, "We produced a solid start to 2014 with first quarter results that are in line with our financial guidance for the full year, even as the severe weather impacted many of our markets. For the third consecutive quarter, we produced double digit year over year growth in CFFO, as strong rate growth and moderate cost increases combined to mitigate the impact of the weather on our financial results. We remain focused on improving our business, while we work to transform Brookdale into the only national senior living solutions provider through the Emeritus merger."

Financial Results

Total revenue for the first quarter was $747.3 million, an increase of $35.0 million, or 4.9%, from the first quarter of 2013. First quarter 2014 total revenue is comprised of resident fee revenue of $650.3 million, which increased $25.9 million, or 4.2%, from the first quarter of 2013, management fee revenue of $7.4 million, which decreased $0.2 million, or 2.7%, from the first quarter of 2013, and managed community reimbursed costs of $89.6 million, which increased $9.3 million, or 11.6%.

Resident fee revenue for the first quarter increased primarily as a result of an increase in the average monthly revenue per unit compared to the prior year period, an increase in occupancy and the inclusion of revenue from communities acquired since the end of the first quarter of 2013. Average monthly revenue per unit for the senior housing portfolio was $4,491 in the first quarter, an increase of $116, or 2.7%, over the first quarter of 2013. Average occupancy for all consolidated communities for the first quarter of 2014 was 88.6%, compared to 88.5% for the first quarter of 2013 and 89.0% for the fourth quarter of 2013. 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 86.3%, compared to 84.9% for the first quarter of 2013 and 86.1% for the fourth quarter of 2013.

Facility operating expenses for the first quarter were $429.9 million, an increase of $16.9 million, or 4.1%, from the first quarter of 2013. Operating margins were 33.9% for the first quarter of 2014, level with the first quarter of 2013.

General and administrative expenses for the first quarter were $55.5 million. Excluding integration, transaction-related and EMR roll-out costs of $11.8 million and $2.1 million in the first quarters of 2014 and 2013, respectively, and non-cash stock-based compensation expense from both periods, general and administrative expenses were $36.2 million in the first quarter of 2014 versus $37.6 million for the prior year same period. General and administrative expenses, excluding these items, were 4.4% of resident fee revenue (including resident fee revenues under management of $168.6 million) in the first quarter of 2014.

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 CFFO include integration, transaction-related and EMR roll-out costs of $11.8 million for the three months ended March 31, 2014 and $2.1 million for the three months ended March 31, 2013. Brookdale also uses Facility Operating Income to assess the performance of its communities.

For the quarter ended March 31, 2014, Facility Operating Income was $213.2 million, an increase of $9.0 million, or 4.4%, over the first quarter of 2013, and Adjusted EBITDA, excluding integration, transaction-related and EMR roll-out costs in 2014 and 2013, was $119.8 million, an increase of $7.4 million, or 6.6%, over the first quarter of 2013.

CFFO was $67.5 million for the first quarter of 2014, or $0.54 per share. CFFO, excluding integration, transaction-related and EMR roll-out costs for both periods, was $79.2 million for the first quarter of 2014, or $0.64 per share, an increase of $9.3 million, or 13.3%, over CFFO of $69.9 million, or $0.57 per share, for the first quarter of 2013.

Net Loss

Net loss for the first quarter of 2014 was $(2.3) million, or $(0.02) per share, versus net income of $3.6 million, or $0.03 per basic and diluted share, in the first quarter of 2013.

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, Brookdale Ancillary Services, 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 $586.9 million for the first quarter of 2014, an increase of 4.0% from the first quarter of 2013. Revenue was positively impacted by a 10 basis point increase in occupancy and a 2.7% increase in rate over the first quarter of 2013. We also added approximately 625 units since the first quarter last year through organic growth and acquisition. Facility operating expenses were $379.2 million for the first quarter of 2014, an increase of 3.6% from the first quarter of 2013. Operating income for the senior housing portfolio for the first quarter of 2014 increased by $9.4 million, or 4.8%, to $207.7 million from the first quarter of 2013.

Same community results for the consolidated senior housing portfolio for the three months ended March 31, 2014 showed revenues grew 2.9% over the corresponding period in 2013, as revenue per unit increased by 2.7% and occupancy grew by 10 basis points. Same community expenses increased by 2.5% over the first quarter of 2013. Same community Facility Operating Income for the senior housing portfolio increased by 3.5% over the first quarter of 2013.

Brookdale Ancillary Services (formerly called Innovative Senior Care)

Revenue for the Company's ancillary services segment increased $3.2 million, or 5.3%, to $63.4 million for the first quarter of 2014. In comparison to the first quarter of 2013, a volume increase in home health was offset by a reduction in volume in outpatient therapy and a reduction in Medicare reimbursement rates. Ancillary services operating expenses increased $3.6 million, or 7.6%, primarily due to an increase in expenses incurred in connection with the continued expansion of the Company's ancillary services programs. As a result, ancillary services operating income for the first quarter of 2014 was $12.8 million, a decrease of $0.3 million, or 2.6%, versus the first quarter of 2013.

By the end of the first quarter, the Company's ancillary services programs provided outpatient therapy services to approximately 38,000 units and the Company's home health agencies were serving approximately 34,500 units across the consolidated Brookdale portfolio. Including non-consolidated communities, the Company's outpatient therapy and home health operations serve approximately 52,100 and 47,300 units, respectively. The Company had 11 markets where hospice services were provided during the first quarter, with three more markets waiting for hospice licensure approval.

Emeritus Merger

On February 20, 2014, Brookdale and Emeritus Corporation announced the signing of a definitive merger agreement to create the first national senior living solutions company. Under the agreement, Emeritus shareholders will receive 0.95 shares of Brookdale common stock in exchange for each share of their Emeritus common stock. At the time of the announcement, the transaction value totaled $2.8 billion, with the inclusion of $1.4 billion of Emeritus mortgage debt. The transaction will expand Brookdale's unit capacity by more than two-thirds to a total of approximately 112,700 units in 1,161 communities in 46 states. The portfolio will be located in 330 markets, where 80% of the U. S. population is located. The transaction is expected to have a neutral impact on Brookdale's Cash From Facility Operations in the first year of combined operations, which, after giving effect to the transactions with HCP, Inc. described below, will grow to exceed $0.50 per share of accretion for the third year. The transaction is expected to close in the third quarter of 2014.

HCP Transaction

On April 23, 2014, Brookdale and HCP, Inc. announced an agreement to create a new strategic joint venture to own and operate entry fee CCRCs ("CCRC JV") and to restructure certain leases between HCP and Emeritus Corporation. The closing of these transactions is conditioned upon the closing of the pending merger between Brookdale and Emeritus. The CCRC JV will initially be seeded with a 14-campus portfolio, encompassing approximately 7,000 units across a diversified care mix of 67% independent living, 18% skilled nursing, 11% assisted living and 4% memory care. Brookdale and HCP will own 51% and 49%, respectively, of the CCRC JV based on each company's respective contributions at closing. Brookdale and HCP will contribute their respective interests in certain entry fee CCRCs, and HCP will provide capital for the acquisition of four entry fee CCRCs currently managed by Brookdale. Brookdale will continue to manage all properties under a long-term management agreement.

Additionally, all triple-net leases between HCP and Emeritus covering 202 senior housing properties will be amended contemporaneously, resulting in two portfolios: (i) RIDEA Portfolio – 49 non-stabilized properties will be contributed by HCP into a RIDEA joint venture, with Brookdale managing the communities and acquiring a 20% ownership interest; and (ii) NNN–leased Portfolio – Brookdale and HCP will amend the triple-net master leases for the remaining 153 properties. These leases will have an average initial term of 15 years, plus two 10-year extension options and provide total base rent in 2014 of $158 million, unchanged from the existing rent, but contain reduced future rent payments and escalations compared to those currently in-place. HCP will make available up to $100 million for capital improvements through 2017 to upgrade the portfolio. As part of this transaction, all existing Emeritus purchase options encompassing 49 HCP properties will be cancelled at closing.

Liquidity

Brookdale had $45.7 million of unrestricted cash and cash equivalents and $89.2 million of restricted cash on its balance sheet at the end of the first quarter. As of March 31, 2014, the

Company had $250.0 million of availability on its secured line of credit (of which $25.0 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, 2014. Letters of credit totaling $71.7 million had been issued under these facilities as of that date.

Debt Transaction

Subsequent to the end of the quarter, the Company obtained $146.0 million in loans secured by first mortgages with a fixed rate of 4.77% for seven years. Proceeds of the loans were used to refinance a $140.0 million loan that was scheduled to mature in November 2014. The Company now has no mortgage debt maturities (excluding scheduled principal amortization) in 2014 or 2015 and only $33.0 million of mortgage debt maturities in 2016.

2014 Outlook

For the full year 2014, the Company continues to expect Cash From Facility Operations to range between $2.68 and $2.75 per share, excluding integration, transaction-related and EMR roll-out costs. These estimates do not include the impact on operating results from the Emeritus merger, the recently announced HCP transactions, or possible future mergers, acquisitions or dispositions.

Supplemental Information

The Company will shortly post on the Investor Relations section of the Company's website at www.brookdale.com supplemental information relating to the Company's first quarter 2014 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, 2014 on Thursday, May 8, 2014 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.brookdale.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 22, 2014 by dialing (855) 859-2056 (from within the U.S.) or (404) 537-3406 (from outside of the U.S.) and referencing access code "40857484". A copy of this earnings release is posted on the Investor Relations page of the Brookdale website (www.brookdale.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 647 communities in 36 states and the ability to serve approximately 66,000 residents. Through its ancillary services programs, 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 (including statements with respect to the merger with Emeritus and the transactions with HCP) 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 growth strategies and our expectations regarding their effect on our results; our expectations regarding the economy, the senior living industry, occupancy, revenue, cash flow, operating income, expenses, capital expenditures, Program Max opportunities, cost savings, the demand for senior housing, the home resale market, expansion, development and construction 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, renovate, 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; our ability to increase revenues, earnings, Adjusted EBITDA, Cash From Facility Operations, and/or Facility Operating Income; and our expectations regarding the merger with Emeritus and the transactions with HCP. 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 expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained and actual results and performance could differ materially from those projected. Factors which could have a material adverse effect on our operations and future prospects or which could cause events or circumstances to differ from the 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 communities; 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; risks relating to the merger with Emeritus and the transactions with HCP, including in respect of the satisfaction of closing conditions to such transactions; unanticipated difficulties and/or expenditures relating to such transactions; the risk that regulatory approvals required for such transactions are not obtained or are obtained subject to conditions that are not anticipated; uncertainties as to the timing of such transactions; litigation relating to such transactions; the impact of such transactions on each company's relationships with residents, employees and third parties; and the inability to obtain, or delays in obtaining, cost savings and synergies from such transactions; as well as 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.

Additional Information and Where to Find It

In connection with the merger with Emeritus, the Company plans to file with the SEC a Registration Statement on Form S-4 that will include a joint proxy statement of the Company and Emeritus that also constitutes a prospectus of the Company, as well as other relevant documents concerning the proposed transaction. STOCKHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. A free copy of the joint proxy statement/prospectus and other filings containing information about the Company and Emeritus may be obtained at the SEC's Internet site (http://www.sec.gov). You will also be able to obtain these documents, free of charge, from the Company at www.brookdale.com under the heading "About Brookdale / Investor Relations" or from Emeritus at www.emeritus.com under the heading "Investor Relations."

The Company and Emeritus and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the Company's and Emeritus' stockholders in connection with the Merger. Information about the directors and executive officers of the Company and their ownership of Company Common Stock is set forth in the Annual Report on Form 10-K/A, as filed with the SEC on April 30, 2014. Information about the directors and executive officers of Emeritus and their ownership of Emeritus Common Stock is set forth in Emeritus' Annual Report on Form 10-K/A, as filed with the SEC on April 30, 2014. Additional information regarding the interests of those participants and other persons who may be deemed participants in the Merger may be obtained by reading the joint proxy statement regarding the Merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph. This press release shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Consolidated Statements of Operations
(*in thousands, except per share data*)

	Three Months Ended March 31, 2014		Three Months Ended March 31, 2013	
evenue				
Resident fees	$	650,310	$	624,370
Management fees		7,402		7,609
Reimbursed costs incurred on behalf of managed communities		89,563		80,287
Total revenue		747,275		712,266
xpense				
Facility operating expense (excluding depreciation and amortization of $62,695 and $57,255, respectively)		429,870		413,003
General and administrative expense (including non-cash stock-based compensation expense of $7,572 and $6,894, respectively)		55,509		46,611
Facility lease expense		69,869		69,019
Depreciation and amortization		70,316		64,659
Costs incurred on behalf of managed communities		89,563		80,287
Total operating expense		715,127		673,579
Income from operations		32,148		38,687
terest income		321		303
terest expense:				
Debt		(29,998)		(30,971)
Amortization of deferred financing costs and debt discount		(4,018)		(4,569)
Change in fair value of derivatives		(847)		135
uity in earnings of unconsolidated ventures		636		115
her non-operating income		465		1,006
oss) income before income taxes		(1,293)		4,706
ovision for income taxes		(1,006)		(1,148)
Net (loss) income	$	(2,299)	$	3,558
Basic (loss) earnings per share	$	(0.02)	$	0.03
Weighted average shares used in computing basic (loss) earnings per share		124,478		122,823
Diluted (loss) earnings per share	$	(0.02)	$	0.03
Weighted average shares used in computing diluted (loss) earnings per share		124,478		124,391

Consolidated Balance Sheets
(in thousands)

	March 31, 2014	December 31, 2013
Cash and cash equivalents	$ 45,701	$ 58,511
Cash and escrow deposits - restricted	33,953	38,191
Accounts receivable, net	107,568	104,262
Other current assets	100,160	93,898
Total current assets	287,382	294,862
Property, plant, and equipment and leasehold intangibles, net	3,886,391	3,895,475
Other assets, net	545,835	547,420
Total assets	$ 4,719,608	$ 4,737,757
Current liabilities	$ 710,117	$ 870,844
Long-term debt, less current portion	2,569,162	2,434,624
Other liabilities	413,660	411,352
Total liabilities	3,692,939	3,716,820
Stockholders' equity	1,026,669	1,020,937
Total liabilities and stockholders' equity	$ 4,719,608	$ 4,737,757

Consolidated Statements of Cash Flows
(in thousands)

	Three Months Ended March 31, 2014	2013
Cash Flows from Operating Activities		
Net (loss) income	$ (2,299)	$ 3,558
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	74,334	69,228
Equity in earnings of unconsolidated ventures	(636)	(115)
Distributions from unconsolidated ventures from cumulative share of net earnings	245	668
Amortization of deferred gain	(1,093)	(1,093)
Amortization of entrance fees	(7,202)	(7,133)
Proceeds from deferred entrance fee revenue	9,035	9,237
Deferred income tax provision	598	-
Change in deferred lease liability	(223)	748
Change in fair value of derivatives	847	(135)
Loss (gain) on sale of assets	76	(926)
Non-cash stock-based compensation	7,572	6,894
Changes in operating assets and liabilities:		
Accounts receivable, net	(2,499)	(9,064)
Prepaid expenses and other assets, net	(5,816)	9,140
Accounts payable and accrued expenses	(27,561)	(10,871)
Tenant refundable fees and security deposits	(615)	(335)
Deferred revenue	7,933	(5,316)
Net cash provided by operating activities	52,696	64,485
Cash Flows from Investing Activities		
Decrease (increase) in lease security deposits and lease acquisition deposits, net	7	(1,952)
Decrease in cash and escrow deposits — restricted	6,627	826
Additions to property, plant, and equipment and leasehold intangibles, net	(59,717)	(51,614)
Acquisition of assets, net of related payables and cash received	(515)	(2)
Payments on (issuance of) notes receivable, net	76	(17)
Investment in unconsolidated ventures	-	(5,843)
Proceeds from sale of assets, net	-	440
Net cash used in investing activities	(53,522)	(58,162)
Cash Flows from Financing Activities		
Proceeds from debt	20,516	8,955
Repayment of debt and capital lease obligations	(22,401)	(17,707)
Proceeds from line of credit	70,000	105,000
Repayment of line of credit	(75,000)	(140,000)
Payment of financing costs, net of related payables	(2,905)	(2,200)
Refundable entrance fees:		
Proceeds from refundable entrance fees	5,924	7,636
Refunds of entrance fees	(8,446)	(9,320)
Other	328	315
Net cash used in financing activities	(11,984)	(47,321)
Net decrease in cash and cash equivalents	(12,810)	(40,998)
Cash and cash equivalents at beginning of period	58,511	69,240
Cash and cash equivalents at end of period	$ 45,701	$ 28,242

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 (loss) income for the three months March 31, 2014 and 2013 (*in thousands*):

	Three Months Ended March 31[1],	
	2014	**2013**
Net (loss) income	$ (2,299)	$ 3,558
Provision for income taxes	1,006	1,148
Equity in earnings of unconsolidated ventures	(636)	(115)
Other non-operating income	(465)	(1,006)
Interest expense:		
Debt	23,844	24,448
Capitalized lease obligation	6,154	6,523
Amortization of deferred financing costs and debt discount	4,018	4,569
Change in fair value of derivatives	847	(135)
Interest income	(321)	(303)
Income from operations	32,148	38,687
Depreciation and amortization	70,316	64,659
Straight-line lease expense	(223)	748
Amortization of deferred gain	(1,093)	(1,093)
Amortization of entrance fees	(7,202)	(7,133)
Non-cash stock-based compensation expense	7,572	6,894
Entrance fee receipts[2]	14,959	16,873
Entrance fee disbursements	(8,446)	(9,320)
Adjusted EBITDA	$ 108,031	$ 110,315

(1) The calculation of Adjusted EBITDA includes integration, transaction-related and EMR roll-out costs of $11.8 million and $2.1 million for the three months ended March 31, 2014 and 2013, respectively.

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

<u>*Cash From Facility Operations*</u>

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, 2014 and 2013 (*in thousands*):

	Three Months Ended March 31(1),	
	2014	**2013**
Net cash provided by operating activities	$ 52,696	$ 64,485
Changes in operating assets and liabilities	28,558	16,446
Refundable entrance fees received(2)	5,924	7,636
Entrance fee refunds disbursed	(8,446)	(9,320)
Recurring capital expenditures, net	(9,369)	(9,324)
Lease financing debt amortization with fair market value or no purchase options	(3,897)	(3,371)
Distributions from unconsolidated ventures from cumulative share of net earnings	(245)	(668)
CFFO from unconsolidated ventures	2,241	1,958
Cash From Facility Operations	$ 67,462	$ 67,842

(1) The calculation of Cash From Facility Operations includes integration, transaction-related and EMR roll-out costs of $11.8 million and $2.1 million for the three months ended March 31, 2014 and 2013, respectively.

(2) Total entrance fee receipts for the three months ended March 31, 2014 and 2013 were $15.0 million and $16.9 million, respectively, including $9.0 million and $9.2 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 (loss) income for the three months ended March 31, 2014 and 2013 (*in thousands*):

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Net (loss) income	$ (2,299)	$ 3,558
Provision for income taxes	1,006	1,148
Equity in earnings of unconsolidated ventures	(636)	(115)
Other non-operating income	(465)	(1,006)
Interest expense:		
Debt	23,844	24,448
Capitalized lease obligation	6,154	6,523
Amortization of deferred financing costs and debt discount	4,018	4,569
Change in fair value of derivatives	847	(135)
Interest income	(321)	(303)
Income from operations	32,148	38,687
Depreciation and amortization	70,316	64,659
Facility lease expense	69,869	69,019
General and administrative (including non-cash stock-based compensation expense)	55,509	46,611
Amortization of entrance fees	(7,202)	(7,133)
Management fees	(7,402)	(7,609)
Facility Operating Income	$ 213,238	$ 204,234

Brookdale Senior Living Inc.
Corporate Overview - selected financial information
As of March 31, 2014

Corporate Overview

Brookdale Senior Living Inc. ("Brookdale") 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, 2014, the Company operates independent living, assisted living, and dementia-care communities and continuing care retirement centers, with 647 communities in 36 states and the ability to serve approximately 66,000 residents. Through Brookdale Ancillary Services, 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 2014 Resident and Management Fees**	**Percentage of Q1 2014 Facility Operating Income**
Owned	226	23,523	42.2%	41.7%
Leased	329	25,805	47.0%	49.5%
Brookdale Ancillary Services	N/A	N/A	9.7%	5.6%
Managed	92	16,996	1.1%	3.2%
Total	647	66,324	100.0%	100.0%
Operating Type - By Segment				
Retirement Centers	74	14,256	20.1%	24.7%
Assisted Living	440	22,483	42.2%	46.1%
CCRCs - Rental	26	6,527	14.9%	11.8%
CCRCs - Entry Fee	15	6,062	12.0%	8.6%
Brookdale Ancillary Services	N/A	N/A	9.7%	5.6%
Management Services	92	16,996	1.1%	3.2%
Total	647	66,324	100.0%	100.0%

CFFO Per Share

($ except where indicated)	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year(1)	FY 2014 Q1
Reported CFFO	$ 0.55	$ 0.58	$ 0.57	$ 0.68	$ 2.38	$ 0.54
Add: integration, transaction-related and EMR roll-out costs	0.02	0.03	0.04	0.03	0.12	0.10
Adjusted CFFO	$ 0.57	$ 0.61	$ 0.61	$ 0.71	$ 2.50	$ 0.64
Weighted average shares (000's)	122,823	123,405	124,128	124,308		124,478
Period end outstanding shares (excluding unvested restricted shares) (000's)	123,040	124,061	124,285	124,354		124,816

(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, 2014

Senior Housing Operating Information

	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1 (1)
Retirement Centers						
Number of communities (period end)	76	76	76	76	76	74
Total average units(2)	14,429	14,429	14,444	14,454	14,439	14,161
Weighted average unit occupancy	89.5%	89.4%	90.2%	90.1%	89.8%	89.3%
Senior Housing average monthly revenue per unit(3)	$ 3,328	$ 3,362	$ 3,408	$ 3,426	$ 3,381	$ 3,490
Assisted Living						
Number of communities (period end)	431	432	432	438	438	440
Total average units(2)	21,556	21,499	21,513	22,149	21,679	22,435
Weighted average unit occupancy	89.1%	89.4%	90.0%	90.1%	89.7%	89.6%
Senior Housing average monthly revenue per unit(3)	$ 4,523	$ 4,519	$ 4,518	$ 4,480	$ 4,510	$ 4,599
CCRCs - Rental						
Number of communities (period end)	27	27	27	26	26	26
Total average units(2)	6,687	6,684	6,687	6,617	6,669	6,457
Weighted average unit occupancy	87.6%	86.2%	86.7%	86.8%	86.8%	86.6%
Senior Housing average monthly revenue per unit(3)	$ 5,709	$ 5,649	$ 5,759	$ 5,742	$ 5,715	$ 5,839
CCRCs - Entry Fee						
Number of communities (period end)	14	14	14	14	14	15
Total average units(2)	5,281	5,295	5,308	5,329	5,303	5,527
Weighted average unit occupancy	84.6%	83.8%	84.1%	84.3%	84.2%	84.7%
Senior Housing average monthly revenue per unit(3)	$ 5,011	$ 5,025	$ 4,994	$ 5,023	$ 5,013	$ 5,124
Senior Housing Totals						
Number of communities (period end)	548	549	549	554	554	555
Total average units(2)	47,953	47,907	47,952	48,549	48,090	48,580
Weighted average unit occupancy	88.5%	88.3%	89.0%	89.0%	88.7%	88.6%
Senior Housing average monthly revenue per unit(3)	$ 4,375	$ 4,373	$ 4,397	$ 4,387	$ 4,383	$ 4,491
Management Services						
Number of communities (period end)	101	101	102	95	95	92
Total average units(2)	18,114	18,310	18,291	17,618	18,083	17,140
Weighted average occupancy	84.9%	84.9%	85.7%	86.1%	85.4%	86.3%
Average monthly revenue per unit(3)	$ 3,460	$ 3,505	$ 3,499	$ 3,588	$ 3,512	$ 3,706

Brookdale Ancillary Services Operating Information

	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2014 Q1
Brookdale Ancillary Services					
Brookdale units served:					
Outpatient Therapy consolidated	38,017	38,075	38,253	38,308	37,974
Home Health consolidated	32,389	32,864	33,940	33,894	34,518
Outpatient Therapy non-consolidated	13,502	14,177	14,733	14,017	14,138
Home Health non-consolidated	13,326	13,232	13,601	12,884	12,819
Total Brookdale units served:					
Outpatient Therapy	51,519	52,252	52,986	52,325	52,112
Home Health	45,715	46,096	47,541	46,778	47,337
Outpatient Therapy treatment codes	821,308	840,076	818,758	844,987	812,632
Home Health average census	4,289	4,366	4,574	4,762	5,084

(1) During the three months ended March 31, 2014, two communities moved between segments to more accurately reflect the underlying product offering of each segment. The movement did not change the Company's reportable segments, but it did impact the operating information reported within the Retirement Centers and Assisted Living segments. 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 and Brookdale Ancillary Services segment revenue, divided by average occupied units.

Brookdale Senior Living Inc.
Senior Housing Data by Ownership Type
As of March 31, 2014

Senior Housing Operating Information

	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3 (1)	FY 2013 Q4	FY 2014 Q1
Owned Properties					
Number of communities (period end)	219	220	220	225	226
Total average units(2)	22,243	22,153	22,190	22,754	22,775
Weighted average unit occupancy	88.8%	88.7%	89.1%	89.2%	88.5%
Senior Housing average monthly revenue per unit(3)	$ 4,416	$ 4,416	$ 4,438	$ 4,402	$ 4,516
Leased Properties with Bargain Purchase Options					
Number of communities (period end)	9	9	9	9	9
Total average units(2)	2,949	2,945	2,944	2,943	2,929
Weighted average unit occupancy	88.2%	88.0%	88.6%	88.5%	89.0%
Senior Housing average monthly revenue per unit(3)	$ 3,891	$ 3,896	$ 3,929	$ 4,001	$ 4,072
Leased Properties with Fair Market Value Purchase Options					
Number of communities (period end)	74	74	75	75	75
Total average units(2)	3,364	3,364	3,413	3,438	3,462
Weighted average unit occupancy	90.8%	90.6%	90.9%	90.9%	90.7%
Senior Housing average monthly revenue per unit(3)	$ 4,675	$ 4,638	$ 4,645	$ 4,637	$ 4,677
Leased Properties without Purchase Options					
Number of communities (period end)	246	246	245	245	245
Total average units(2)	19,397	19,445	19,405	19,414	19,414
Weighted average unit occupancy	87.9%	87.6%	88.5%	88.6%	88.2%
Senior Housing average monthly revenue per unit(3)	$ 4,344	$ 4,348	$ 4,381	$ 4,377	$ 4,491
Senior Housing Totals					
Number of communities (period end)	548	549	549	554	555
Total average units(2)	47,953	47,907	47,952	48,549	48,580
Weighted average unit occupancy	88.5%	88.3%	89.0%	89.0%	88.6%
Senior Housing average monthly revenue per unit(3)	$ 4,375	$ 4,373	$ 4,397	$ 4,387	$ 4,491

(1) During the three months ended September 30, 2013, the Company amended a lease agreement for one community and, in connection therewith, obtained a fair market value purchase option. The results of operations of the community are included within Leased Properties with Fair Market Value Purchase Options beginning in the third quarter of FY 2013. 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 and Brookdale Ancillary Services segment revenue, divided by average occupied units.

Brookdale Senior Living Inc.
Segment Financial Data
As of March 31, 2014

Financial Data
($ in 000s)

Retirement Centers	**FY 2013**					**FY 2014**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1 (1)**
Revenue	128,922	130,170	133,272	133,920	526,284	132,349
Expenses	75,588	75,993	76,452	75,969	304,002	76,119
Segment Operating Income	53,334	54,177	56,820	57,951	222,282	56,230
Segment Operating Margin	*41.4%*	*41.6%*	*42.6%*	*43.3%*	*42.2%*	*42.5%*

Assisted Living	**FY 2013**					**FY 2014**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1 (1)**
Revenue	260,615	260,497	262,524	268,232	1,051,868	277,431
Expenses	164,330	164,316	165,774	167,770	662,190	172,439
Segment Operating Income	96,285	96,181	96,750	100,462	389,678	104,992
Segment Operating Margin	*36.9%*	*36.9%*	*36.9%*	*37.5%*	*37.0%*	*37.8%*

CCRCs - Rental	**FY 2013**					**FY 2014**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	100,327	97,562	100,076	99,010	396,975	97,944
Expenses	71,250	71,995	73,063	71,641	287,949	71,114
Segment Operating Income	29,077	25,567	27,013	27,369	109,026	26,830
Segment Operating Margin	*29.0%*	*26.2%*	*27.0%*	*27.6%*	*27.5%*	*27.4%*

CCRCs - Entry Fee	**FY 2013**					**FY 2014**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	74,308	74,016	74,110	75,322	297,756	79,169
Expenses	54,737	56,244	55,892	54,490	221,363	59,534
Segment Operating Income	19,571	17,772	18,218	20,832	76,393	19,635
Segment Operating Margin	*26.3%*	*24.0%*	*24.6%*	*27.7%*	*25.7%*	*24.8%*
Bridge to Cash Basis for CCRCs - Entry Fee segment						
Revenue	74,308	74,016	74,110	75,322	297,756	79,169
Less: revenue amortization (non-cash)	(7,133)	(7,032)	(7,013)	(7,831)	(29,009)	(7,202)
Add: net entrance fees (cash)	7,553	16,422	11,370	21,661	57,006	6,513
Adjusted revenue	74,728	83,406	78,467	89,152	325,753	78,480
Expenses	54,737	56,244	55,892	54,490	221,363	59,534
Adjusted Segment Operating Income	19,991	27,162	22,575	34,662	104,390	18,946
Adjusted Segment Operating Margin	*26.8%*	*32.6%*	*28.8%*	*38.9%*	*32.0%*	*24.1%*

Total Senior Housing	**FY 2013**					**FY 2014**
(GAAP Basis)	**Q1**	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	564,172	562,245	569,982	576,484	2,272,883	586,893
Expenses	365,905	368,548	371,181	369,870	1,475,504	379,206
Operating Income	198,267	193,697	198,801	206,614	797,379	207,687
Operating Margin	*35.1%*	*34.5%*	*34.9%*	*35.8%*	*35.1%*	*35.4%*
G&A Allocation (2)	25,526	23,224	22,647	24,658	96,055	24,396
G&A Allocation as a % of revenue	*4.5%*	*4.1%*	*4.0%*	*4.3%*	*4.2%*	*4.2%*
Adjusted Operating Income	172,741	170,473	176,154	181,956	701,324	183,291
Adjusted Operating Margin	*30.6%*	*30.3%*	*30.9%*	*31.6%*	*30.9%*	*31.2%*

Brookdale Senior Living Inc.
Segment Financial Data
As of March 31, 2014

Financial Data (continued)
($ in 000s)

Brookdale Ancillary Services	**FY 2013**					**FY 2014**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	60,198	58,693	61,162	62,097	242,150	63,417
Expenses	47,098	47,479	49,398	52,466	196,441	50,664
Segment Operating Income	13,100	11,214	11,764	9,631	45,709	12,753
Segment Operating Margin	*21.8%*	*19.1%*	*19.2%*	*15.5%*	*18.9%*	*20.1%*
G&A Allocation (2)	6,055	6,005	5,516	5,806	23,382	5,642
G&A Allocation as a % of revenue	*10.1%*	*10.2%*	*9.0%*	*9.3%*	*9.7%*	*8.9%*
Adjusted Segment Operating Income	7,045	5,209	6,248	3,825	22,327	7,111
Adjusted Segment Operating Margin	*11.7%*	*8.9%*	*10.2%*	*6.2%*	*9.2%*	*11.2%*

Total Senior Housing and Brookdale Ancillary Services	**FY 2013**					**FY 2014**
(GAAP Basis)	**Q1**	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	624,370	620,938	631,144	638,581	2,515,033	650,310
Expenses	413,003	416,027	420,579	422,336	1,671,945	429,870
Operating Income	211,367	204,911	210,565	216,245	843,088	220,440
Operating Margin	*33.9%*	*33.0%*	*33.4%*	*33.9%*	*33.5%*	*33.9%*
G&A Allocation (2)	31,581	29,229	28,163	30,464	119,437	30,038
G&A Allocation as a % of revenue	*5.1%*	*4.7%*	*4.5%*	*4.8%*	*4.7%*	*4.6%*
Adjusted Operating Income	179,786	175,682	182,402	185,781	723,651	190,402
Adjusted Operating Margin	*28.8%*	*28.3%*	*28.9%*	*29.1%*	*28.8%*	*29.3%*

Management Services	**FY 2013**					**FY 2014**
	Q1	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue (Management Fees)	7,609	7,744	7,622	8,150	31,125	7,402
Expenses (G&A Allocation) (2)	6,031	6,192	6,106	6,334	24,663	6,116
Segment Operating Income	1,578	1,552	1,516	1,816	6,462	1,286
Segment Operating Margin	*20.7%*	*20.0%*	*19.9%*	*22.3%*	*20.8%*	*17.4%*

Total Senior Housing, Brookdale Ancillary and Management Services	**FY 2013**					**FY 2014**
(GAAP Basis)	**Q1**	**Q2**	**Q3**	**Q4**	**Full Year**	**Q1**
Revenue	631,979	628,682	638,766	646,731	2,546,158	657,712
Expenses	413,003	416,027	420,579	422,336	1,671,945	429,870
Operating Income	218,976	212,655	218,187	224,395	874,213	227,842
Operating Margin	*34.6%*	*33.8%*	*34.2%*	*34.7%*	*34.3%*	*34.6%*
G&A Allocation (2)	37,612	35,421	34,269	36,798	144,100	36,154
G&A Allocation as a % of revenue	*6.0%*	*5.6%*	*5.4%*	*5.7%*	*5.7%*	*5.5%*
Adjusted Operating Income	181,364	177,234	183,918	187,597	730,113	191,688
Adjusted Operating Margin	*28.7%*	*28.2%*	*28.8%*	*29.0%*	*28.7%*	*29.1%*

(1) During the three months ended March 31, 2014, two communities moved between segments to more accurately reflect the underlying product offering of each segment. The movement did not change the Company's reportable segments, but it did impact the revenue and expenses reported within the Retirement Centers and Assisted Living segments. Prior quarters have not been recast.
(2) 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, 2014

Financial Data
($ in 000s)

Owned Properties	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Revenue	266,322	265,139	267,922	273,439	1,072,822	277,700
Expenses	175,672	176,623	178,382	178,941	709,618	182,706
Segment Operating Income	90,650	88,516	89,540	94,498	363,204	94,994
Segment Operating Margin	*34.0%*	*33.4%*	*33.4%*	*34.6%*	*33.9%*	*34.2%*
Bridge to Cash Basis for CCRCs - Entry Fee						
Revenue	266,322	265,139	267,922	273,439	1,072,822	277,700
Less: revenue amortization (non-cash)	(4,664)	(4,821)	(4,660)	(5,404)	(19,549)	(4,635)
Add: net entrance fees (cash)	5,449	10,936	8,014	13,694	38,093	4,079
Adjusted revenue	267,107	271,254	271,276	281,729	1,091,366	277,144
Expenses	175,672	176,623	178,382	178,941	709,618	182,706
Adjusted Segment Operating Income	91,435	94,631	92,894	102,788	381,748	94,438
Adjusted Segment Operating Margin	*34.2%*	*34.9%*	*34.2%*	*36.5%*	*35.0%*	*34.1%*

Leased Properties with Bargain Purchase Options	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Revenue	32,254	32,096	32,667	33,177	130,194	33,805
Expenses	20,766	21,308	21,230	21,518	84,822	21,806
Segment Operating Income	11,488	10,788	11,437	11,659	45,372	11,999
Segment Operating Margin	*35.6%*	*33.6%*	*35.0%*	*35.1%*	*34.8%*	*35.5%*

Leased Properties with Fair Market Value Purchase Options	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3 (1)	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Revenue	42,842	42,408	43,235	43,474	171,959	44,058
Expenses	26,940	27,011	27,228	27,293	108,472	27,691
Segment Operating Income	15,902	15,397	16,007	16,181	63,487	16,367
Segment Operating Margin	*37.1%*	*36.3%*	*37.0%*	*37.2%*	*36.9%*	*37.1%*

Leased Properties without Purchase Options	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3 (1)	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Revenue	222,754	222,602	226,158	226,394	897,908	231,330
Expenses	142,527	143,606	144,341	142,118	572,592	147,003
Segment Operating Income	80,227	78,996	81,817	84,276	325,316	84,327
Segment Operating Margin	*36.0%*	*35.5%*	*36.2%*	*37.2%*	*36.2%*	*36.5%*

Total Senior Housing *(GAAP Basis)*	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Revenue	564,172	562,245	569,982	576,484	2,272,883	586,893
Expenses	365,905	368,548	371,181	369,870	1,475,504	379,206
Operating Income	198,267	193,697	198,801	206,614	797,379	207,687
Operating Margin	*35.1%*	*34.5%*	*34.9%*	*35.8%*	*35.1%*	*35.4%*

(1) During the three months ended September 30, 2013, the Company amended a lease agreement for one community and, in connection therewith, obtained a fair market value purchase option. The results of operations of the community are included within Leased Properties with Fair Market Value Purchase Options beginning in the third quarter of FY 2013. Prior quarters have not been recast.

Brookdale Senior Living Inc.
Same Community and Capital Expenditure Information
As of March 31, 2014

Same Community Information

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

	Senior Housing Three Months Ended March 31,		
	2014	**2013**	% Change
Revenue	$ 536,516	$ 521,569	2.9%
Operating Expense	352,608	343,941	2.5%
Facility Operating Income	$ 183,908	$ 177,628	3.5%
Facility Operating Margin	34.3%	34.1%	0.2%
# Communities	523	523	
Avg. Period Occupancy	88.7%	88.6%	0.1%
Avg. Mo. Revenue/Unit	$ 4,535	$ 4,414	2.7%

	Brookdale Ancillary Services Three Months Ended March 31,		
	2014	**2013**	% Change
Revenue	$ 38,168	$ 38,992	-2.1%
Operating Expense	30,344	30,163	0.6%
Facility Operating Income	$ 7,824	$ 8,829	-11.4%
Facility Operating Margin	20.5%	22.6%	-2.1%
# Units served (1)	29,476	29,476	

(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)

	Three Months Ended March 31,	
Type	**2014**	**2013**
Recurring	$ 9,369	$ 9,324
Corporate (2)	4,386	4,046
EBITDA-enhancing / Major Projects (3)	22,881	21,173
Program Max / Development, net (4)	11,465	14,636
Net Total Capital Expenditures (5)	$ 48,101	$ 49,179

(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 frastructure 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 lessor funding received of $11.6 million and $2.4 million for the three months ended March 31, 2014 and 2013, respectively.
(5) Approximately $10.0 million and $10.3 million of expense was recognized during the three months ended March 31, 2014 and 2013, 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, 2014
($ in 000s)

Debt Maturities and Scheduled Principal Repayments

	Maturities						
	Mortgage Debt (1)	weighted rate (2)	**Line of Credit**	weighted rate (2)	**Capital Leases**	weighted rate (2)	**Total Debt**
2014	$ 24,630	3.85%	$ -	-	$ 24,906	7.99%	$ 49,536
2015	28,176	4.09%	-	-	34,491	8.08%	62,667
2016	60,124	4.60%	-	-	29,861	8.32%	89,985
2017	359,729	5.30%	-	-	61,256	8.15%	420,985
2018	785,062	3.41%	25,000	3.75%	24,172	8.48%	834,234
Thereafter	1,058,659	3.95%	-	-	118,341	7.98%	1,177,000
Total	$ 2,316,380	3.99%	$ 25,000	3.75%	$ 293,027	8.10%	$ 2,634,407

Coverage Ratios

	Three months ended March 31, 2014				
	Units	FOI	Adj. FOI **	Interest/Cash Lease Payments	Coverage
Owned communities	23,523	$ 99,816	$ 82,674	$ 23,844	3.5x
Leased communities *	25,805	$ 118,545	$ 99,421	$ 81,236	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,	
	2014	2013
Scheduled debt amortization	$ 13,842	$ 10,361
Lease financing debt amortization - FMV or no purchase option (3)	3,897	3,371
Lease financing debt amortization - bargain purchase option	4,662	3,975
Total debt amortization	$ 22,401	$ 17,707

Line Availability

($000s)	03/31/13	06/30/13	09/30/13	12/31/13	03/31/14
Total line commitment	$ 230,000	$ 250,000	$ 250,000	$ 250,000	$ 250,000
Line availability (6)	$ 198,563	$ 225,331	$ 238,565	$ 250,000	$ 250,000
Ending line balance	45,000	70,000	45,000	30,000	25,000
Available to draw	$ 153,563	$ 155,331	$ 193,565	$ 220,000	$ 225,000
Cash and cash equivalents	28,242	30,946	42,690	58,511	45,701
Total liquidity (available to draw + cash)	$ 181,805	$ 186,277	$ 236,255	$ 278,511	$ 270,701
Total letters of credit outstanding	$ 77,952	$ 75,031	$ 71,762	$ 72,464	$ 71,675

Leverage Ratios

	Balance	**Annualized Leverage**
Debt (1)	$ 2,316,380	
Capital leases	293,027	
Total Debt	$ 2,609,407	**6.0x**
Plus: Line of credit (cash borrowings)	25,000	
Less: Unrestricted cash	(45,701)	
Subtotal	$ 2,588,706	**6.0x**
2014 YTD annualized Adjusted EBITDA	$ 432,124	
Annual cash lease expense multiplied by 8	2,277,920	

Total adjusted debt	$ 4,866,626	**6.8x**
2014 YTD annualized Adjusted EBITDAR	$ 716,864	

Debt Structure

	Balance	Weighted rate (2)
Fixed rate debt (1)	$ 1,364,497	4.84%
Variable rate debt (1)	951,883	2.78%
Capital leases	293,027	8.10%
Line of credit (cash borrowings)	25,000	3.75%
Total debt	$ 2,634,407	

	Balance	% of total
Variable rate debt with interest rate swaps (1) (4)	$ 26,853	2.8%
Variable rate debt with interest rate caps (1) (5)	692,915	72.8%
Variable rate debt - unhedged (1)	232,115	24.4%
Total variable rate debt (1)	$ 951,883	100.0%

(1) Includes mortgage debt 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) Payments are included in CFFO.
(4) Weighted swap rate for stated reporting period is 5.49%.
(5) Weighted cap rate for stated reporting period of 4.69% is materially above current market rates, therefore caps have no impact on consolidated interest expense for given period.
(6) 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, 2014

CFFO Calculation
($ in 000s)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Net cash provided by operating activities (includes non-refundable entrance fees)	$ 52,696	$ 64,485
Changes in operating assets and liabilities (eliminates cash flow effect)	28,558	16,446
Add: Refundable entrance fees received	5,924	7,636
Less: Entrance fee refunds disbursed	(8,446)	(9,320)
Less: Recurring capital expenditures, net	(9,369)	(9,324)
Less: Lease financing debt amortization with fair market value or no purchase options	(3,897)	(3,371)
Less: Distributions from unconsolidated ventures from cumulative share of net earnings	(245)	(668)
Add: CFFO from unconsolidated ventures	2,241	1,958
Cash From Facility Operations	$ 67,462	$ 67,842
Add: Integration, transaction-related and EMR roll-out costs	11,783	2,105
Adjusted Cash From Facility Operations	$ 79,245	$ 69,947

Revenue Reconciliation (1)
($ in 000s except average monthly revenue per quarter)

	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Revenue reconciliation excl. entrance fee amortization						
Average monthly revenue per quarter	4,375	4,373	4,397	4,387	4,383	4,491
Average monthly units (excluding equity homes) available	47,956	47,929	47,953	48,548	48,097	48,562
Average occupancy for the quarter	88.5%	88.3%	89.0%	89.0%	88.7%	88.6%
Senior Housing resident fee revenue	$ 557,039	$ 555,213	$ 562,969	$ 568,653	$ 2,243,874	$ 579,691
Add: Brookdale Ancillary Services segment revenue	60,198	58,693	61,162	62,097	242,150	63,417
Add: management fee revenue	7,609	7,744	7,622	8,150	31,125	7,402
Total revenues excluding entrance fee amortization	$ 624,846	$ 621,650	$ 631,753	$ 638,900	$ 2,517,149	$ 650,510

CFFO Reconciliation to the Income Statement

	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Resident and management fee revenue	$ 631,979	$ 628,682	$ 638,766	$ 646,731	$ 2,546,158	$ 657,712
Less: Entrance fee amortization	(7,133)	(7,032)	(7,013)	(7,831)	(29,009)	(7,202)
Adjusted revenues	624,846	621,650	631,753	638,900	2,517,149	650,510
Less: Facility operating expenses	(413,003)	(416,027)	(420,579)	(422,336)	(1,671,945)	(429,870)
Add: Change in future service obligation	-	-	-	(1,917)	(1,917)	-
Adjusted facility operating expenses	(413,003)	(416,027)	(420,579)	(424,253)	(1,673,862)	(429,870)
Less: G&A including non-cash stock-based compensation expense	(46,611)	(46,035)	(45,824)	(46,078)	(184,548)	(55,509)
Add: G&A non-cash stock-based compensation expense	6,894	6,988	6,894	5,202	25,978	7,572
Net G&A	(39,717)	(39,047)	(38,930)	(40,876)	(158,570)	(47,937)
Less: Facility lease expense	(69,019)	(68,777)	(69,232)	(69,701)	(276,729)	(69,869)
Add: Straight-line lease expense	748	684	818	347	2,597	(223)
Less: Amortization of deferred gain	(1,093)	(1,093)	(1,093)	(1,093)	(4,372)	(1,093)
Net lease expense	(69,364)	(69,186)	(69,507)	(70,447)	(278,504)	(71,185)
Add: Entrance fee receipts	16,873	23,878	19,098	32,482	92,331	14,959
Less: Entrance fee disbursements	(9,320)	(7,456)	(7,728)	(10,821)	(35,325)	(8,446)
Net entrance fees	7,553	16,422	11,370	21,661	57,006	6,513
Adjusted EBITDA	**110,315**	**113,812**	**114,107**	**124,985**	**463,219**	**108,031**
Less: Recurring capital expenditures, net	(9,324)	(10,664)	(12,127)	(10,786)	(42,901)	(9,369)
Less: Interest expense, net	(30,668)	(29,591)	(29,170)	(30,557)	(119,986)	(29,677)

	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2013 Full Year	FY 2014 Q1
Less: Lease financing debt amortization with fair market value or no purchase options	(3,371)	(3,444)	(3,518)	(3,594)	(13,927)	(3,897)
Add: CFFO from unconsolidated ventures	1,958	2,099	1,922	1,825	7,804	2,241
Less: Other	(1,068)	(1,060)	(655)	2,597	(186)	133
Reported CFFO	**$ 67,842**	**$ 71,152**	**$ 70,559**	**$ 84,470**	**$ 294,023**	**$ 67,462**
Add: integration, transaction-related and EMR roll-out costs	2,105	3,626	4,661	4,078	14,470	11,783
Adjusted CFFO	**$ 69,947**	**$ 74,778**	**$ 75,220**	**$ 88,548**	**$ 308,493**	**$ 79,245**

CFFO Per Share

($ except where indicated)	FY 2013					FY 2014
	Q1	**Q2**	**Q3**	**Q4**	**Full Year(2)**	**Q1**
Reported CFFO	$ 0.55	$ 0.58	$ 0.57	$ 0.68	$ 2.38	$ 0.54
Add: integration, transaction-related and EMR roll-out costs	0.02	0.03	0.04	0.03	0.12	0.10
Adjusted CFFO	$ 0.57	$ 0.61	$ 0.61	$ 0.71	$ 2.50	$ 0.64
Shares used in calculation of CFFO (000's)	122,823	123,405	124,128	124,308		124,478

(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, 2014

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

	FY 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2014 Q1
# Closings	91	128	100	130	95
# of Refunds	87	88	86	103	76
Resale Receipts:					
Proceeds from non-refundable entrance fees (1)	9,237	12,124	9,223	13,607	9,035
Proceeds from refundable entrance fees (2)	7,636	11,754	9,875	18,875	5,924
Total Cash Proceeds	16,873	23,878	19,098	32,482	14,959
Refunds of entrance fees (3)	(9,320)	(7,456)	(7,728)	(10,821)	(8,446)
Net Resale Cash Flow	7,553	16,422	11,370	21,661	6,513
MyChoice proceeds included in refundable resale receipts above	1,768	4,041	3,205	10,008	282
Average Resale $ (excluding MyChoice proceeds)	165,989	154,977	158,930	172,877	154,495
Average Refund $ (excluding MyChoice refunds)	(98,540)	(80,773)	(86,372)	(94,621)	(99,816)

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

Gross Value @ Average Resale Price of $155,000	92,070
Refund Attachments	(17,209)
Net Cash Value	74,861

Income Statement Impact ($ in 000's)

On Brookdale'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 2013 Q1	FY 2013 Q2	FY 2013 Q3	FY 2013 Q4	FY 2014 Q1
Amortization of entrance fees (incl. gains on terminations)	(7,133)	(7,032)	(7,013)	(7,831)	(7,202)

Principles of Entry Fee Accounting

Certain of Brookdale'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. Brookdale 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 not amortized and is generally refundable within a certain number of months or days following contract termination or upon the sale of the unit.

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, 2014
($ in 000s)

Cash Flow Statements

	Q1 2013	Q2 2013	Q3 2013	Q4 2013	FY 2013	Q1 2014
Cash Flows from Operating Activities						
Net income (loss)	$ 3,558	$ (5,200)	$ (967)	$ (975)	$ (3,584)	$ (2,299)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:						
Loss on extinguishment of debt	-	893	53	319	1,265	-
Depreciation and amortization	69,228	71,602	72,744	72,237	285,811	74,334
Asset impairment	-	2,154	504	10,233	12,891	-
Equity in earnings of unconsolidated ventures	(115)	(445)	(431)	(493)	(1,484)	(636)
Distributions from unconsolidated ventures from cumulative share of net earnings	668	773	648	602	2,691	245
Amortization of deferred gain	(1,093)	(1,093)	(1,093)	(1,093)	(4,372)	(1,093)
Amortization of entrance fees	(7,133)	(7,032)	(7,013)	(7,831)	(29,009)	(7,202)
Proceeds from deferred entrance fee revenue	9,237	12,124	9,223	13,607	44,191	9,035
Deferred income tax (benefit) provision	-	-	-	(183)	(183)	598
Change in deferred lease liability	748	684	818	347	2,597	(223)
Change in fair value of derivatives	(135)	(1,836)	1,377	(386)	(980)	847
(Gain) loss on sale of assets	(926)	24	26	(96)	(972)	76
Change in future service obligation	-	-	-	(1,917)	(1,917)	-
Non-cash stock-based compensation	6,894	6,988	6,894	5,202	25,978	7,572
Changes in operating assets and liabilities:						
Accounts receivable, net	(9,064)	1,736	(2,154)	4,033	(5,449)	(2,499)
Prepaid expenses and other assets, net	9,140	(12,679)	734	10,288	7,483	(5,816)
Accounts payable and accrued expenses	(10,871)	12,926	18,540	13,242	33,837	(27,561)
Tenant refundable fees and security deposits	(335)	(258)	(235)	36	(792)	(615)
Deferred revenue	(5,316)	(1,018)	4,579	(126)	(1,881)	7,933
Net cash provided by operating activities	64,485	80,343	104,247	117,046	366,121	52,696
Cash Flows from Investing Activities						
(Increase) decrease in lease security deposits and lease acquisition deposits, net	(1,952)	(1,066)	972	(5)	(2,051)	7
Decrease (increase) in cash and escrow deposits — restricted	826	2,195	(537)	8,242	10,726	6,627
Additions to property, plant and equipment and leasehold intangibles, net	(51,614)	(48,677)	(61,231)	(96,005)	(257,527)	(59,717)
Acquisition of assets, net of related payables and cash received	(2)	(4,833)	(2,559)	(27,292)	(34,686)	(515)
(Issuance of) payment on notes receivable, net	(17)	(47)	159	73	168	76
Investment in unconsolidated ventures	(5,843)	(2,149)	(9,180)	-	(17,172)	-
Distributions received from unconsolidated ventures	-	-	100	1,500	1,600	-
Proceeds from sale of assets, net	440	7,114	-	26,582	34,136	-
Net cash used in investing activities	(58,162)	(47,463)	(72,276)	(86,905)	(264,806)	(53,522)
Cash Flows from Financing Activities						
Proceeds from debt	8,955	418,667	170,230	65,082	662,934	20,516
Repayment of debt and capital lease obligations	(17,707)	(470,825)	(163,209)	(72,392)	(724,133)	(22,401)
Proceeds from line of credit	105,000	85,000	130,000	105,000	425,000	70,000
Repayment of line of credit	(140,000)	(60,000)	(155,000)	(120,000)	(475,000)	(75,000)
Payment of financing costs, net of related payables	(2,200)	(5,695)	(3,299)	(382)	(11,576)	(2,905)
Refundable entrance fees:						
Proceeds from refundable entrance fees	7,636	11,754	9,875	18,875	48,140	5,924
Refunds of entrance fees	(9,320)	(7,456)	(7,728)	(10,821)	(35,325)	(8,446)

Cash portion of loss on extinguishment of debt	-	(453)	(49)	-	(502)	-
Purchase of derivatives	-	(1,489)	(1,374)	-	(2,863)	-
Other	315	321	327	318	1,281	328
Net cash used in financing activities	(47,321)	(30,176)	(20,227)	(14,320)	(112,044)	(11,984)
Net (decrease) increase in cash and cash equivalents	(40,998)	2,704	11,744	15,821	(10,729)	(12,810)
Cash and cash equivalents at beginning of period	69,240	28,242	30,946	42,690	69,240	58,511
Cash and cash equivalents at end of period	$ 28,242	$ 30,946	$ 42,690	$ 58,511	$ 58,511	$ 45,701