

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)

August 3, 2015 (August 3, 2015)

Brookdale Senior Living Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-32641

(Commission File Number)

20-3068069

(IRS Employer
Identification No.)

111 Westwood Place, Suite 400, Brentwood, Tennessee

(Address of principal executive offices)

37027

(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 August 3, 2015, Brookdale Senior Living Inc. (the "Company") issued a press release announcing its second quarter 2015 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 related to the Company's second quarter 2015 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 August 3, 2015 |
| 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: August 3, 2015

By: /s/ Chad C. White

Name: Chad C. White

Title: Senior Vice President, Co-General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release dated August 3, 2015
99.2	Supplemental Information



FOR IMMEDIATE RELEASE

Contact:
 Brookdale Senior Living Inc.
 Investors: Ross Roadman (615) 564-8104
 roadman@brookdale.com

Brookdale Announces Second Quarter 2015 Results

Nashville, Tenn. August 3, 2015 – Brookdale Senior Living Inc. (NYSE: BKD) ("Brookdale" or the "Company") today reported financial and operating results for the second quarter of 2015. Highlights included:

- Cash From Facility Operations ("CFFO") of \$0.60 per share for the second quarter of 2015, a decline from \$0.63 per share in the first quarter of 2015, excluding integration, transaction, transaction-related and electronic medical records ("EMR") roll-out costs in both periods.
- Adjusted EBITDA of \$230.1 million in the second quarter of 2015, a 0.3% decrease from the first quarter of 2015, excluding integration, transaction, transaction-related and EMR roll-out costs in both periods.
- Same Community average monthly revenue per unit growth of 2.8% compared with the second quarter of 2014, led by 3.8% growth in the legacy Brookdale portfolio.
- Average occupancy for all consolidated communities in the second quarter of 2015 of 86.5%, a decline of 90 basis points from the first quarter of 2015.

Andy Smith, Brookdale's CEO, said, "Our second quarter experience underscored our belief in the long-term growth potential of our company; however, our near-term operating performance was below our expectations. Our typical seasonal increase in occupancy occurred late in the quarter and was more muted than usual. This lower than expected occupancy was only partly offset by solid rate performance, effective expense management and growing cost synergies. Given our lower than expected occupancy level entering the third quarter, we are revising our 2015 CFFO guidance to a range of \$2.35 to \$2.45 per share, excluding integration, transaction, transaction-related and EMR roll-out costs."

Mr. Smith continued, "We have made solid progress integrating Emeritus into our platform over the past year. We remain very confident that we will achieve our longer-term expectations for the Emeritus merger. Nevertheless, the integration effort has been more challenging in certain respects than we originally anticipated. Our occupancy decline reflected an industry-wide trend and the consequences of these integration challenges. As we complete the fourth and final stage of our systems and process cutovers, we expect our sales and marketing efforts to continue to normalize as our teams focus less on integration and more on their day-to-day responsibilities."

We also expect to begin to realize growing and higher-than-anticipated cost synergies as we move forward."

Financial Results

The second quarter of 2015 represents the third full quarter of results that include the operations of Emeritus, which the Company acquired on July 31, 2014, as well as the impact from the transactions with HCP, Inc., which closed on August 29, 2014. Results beginning with the fourth quarter of 2014 reflect the full impact of those transactions, and results from the first and second quarters of 2014 reflect legacy Brookdale on a stand-alone basis (except for our Same Community results, which include results for the Emeritus Same Community group on a proforma basis).

Total revenue of \$1.2 billion for the second quarter of 2015 was relatively flat compared with the first quarter of 2015, with resident fees declining \$8.3 million. Average monthly revenue per unit for the consolidated senior housing portfolio was \$4,331 in the second quarter of 2015, an increase of \$26, or 0.6%, over the first quarter of 2015. Average occupancy for all consolidated communities for the second quarter of 2015 was 86.5%, compared to 87.4% for the first quarter of 2015. Total revenue for the second quarter of 2015 increased \$489.8 million, or 65.4%, from the second quarter of 2014, primarily due to the acquisition of Emeritus and new units added to existing communities, partially offset by the effect of the Company's contribution of entry fee CCRCs to a venture with HCP on August 29, 2014.

Facility operating expenses for the second quarter of 2015 were \$695.0 million, an increase of \$259.6 million, or 59.6%, from the second quarter of 2014, primarily due to the acquisition of Emeritus. Excluding management services in all periods, operating margin was 33.4% for the second quarter of 2015 versus 33.8% for the first quarter of 2015 and 33.4% for the second quarter of 2014. Net loss attributable to Brookdale common stockholders for the second quarter of 2015 was \$(84.5) million, or \$(0.46) per share, versus net loss attributable to Brookdale common stockholders of \$(3.3) million, or \$(0.03) per share, in the second 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 (loss) on facility lease termination and straight-line lease expense, net of deferred gain amortization. Adjusted EBITDA and CFFO included integration, transaction, transaction-related and EMR roll-out costs for the three months ended June 30, 2015, March 31, 2015 and June 30, 2014 of \$29.0 million, \$27.3 million and \$11.9 million, respectively. Brookdale also uses Facility Operating Income to assess the performance of its communities.

Facility Operating Income was \$348.1 million in the second quarter of 2015, a decline of \$6.5 million, or 1.8%, over the first quarter of 2015 and an increase of \$137.5 million, or 65.3%, over the second quarter of 2014. Adjusted EBITDA, excluding integration, transaction, transaction-related and EMR roll-out costs, was \$230.1 million for the second quarter of 2015, a decrease of

\$0.7 million, or 0.3%, over the first quarter of 2015 and an increase of \$98.8 million, or 75.3%, over the second quarter of 2014.

CFFO was \$80.9 million in the second quarter of 2015, or \$0.44 per share. Excluding integration, transaction, transaction-related and EMR roll-out costs, CFFO was \$109.9 million for the second quarter of 2015, a decline of \$5.5 million, or 4.7%, compared with the first quarter of 2015, and an increase of \$21.4 million, or 24.1%, compared with the second quarter of 2014.

Liquidity and Transactions

Brookdale had \$78.5 million of unrestricted cash and cash equivalents and \$85.0 million of restricted cash and escrow deposits as of June 30, 2015.

On June 30, 2015, Brookdale and HCP entered into a RIDEA joint venture, which acquired 35 senior housing communities for \$847 million. The Company contributed \$30.3 million in cash to the RIDEA joint venture. Brookdale owns a 10% ownership interest, and HCP owns a 90% ownership interest. The Company had operated these communities since its acquisition of Horizon Bay in 2011 and will continue to manage the communities under a long-term management agreement.

Outlook

For the full year 2015, the Company now expects CFFO per share in a range of \$2.35 to \$2.45, excluding integration, transaction, transaction-related and EMR roll-out costs. This guidance excludes the potential impact of any future acquisition or disposition activity.

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 second quarter 2015 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 second quarter ended June 30, 2015 on Tuesday, August 4, 2015 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 Second 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 August 17, 2015 by dialing (855) 859-2056 (from within the U.S.) or (404) 537-3406 (from

outside of the U.S.) and referencing access code "94707286". 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 the leading operator of senior living communities throughout the United States. The Company is committed to providing senior living solutions primarily 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 approximately 1,135 communities in 47 states and the ability to serve approximately 110,000 residents. Through its ancillary services program, the Company also offers a range of outpatient therapy, home health, personalized living and hospice services. Brookdale's stock is traded on the New York Stock Exchange under the ticker symbol BKD.

Safe Harbor

Certain statements 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 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, personalized living 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 (as such terms are defined herein); and our expectations regarding the integration of Emeritus and the transactions with HCP. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "may," "will," "should," "could," "would," "potential," "intend," "expect," "endeavor," "seek," "anticipate," "estimate," "overestimate," "underestimate," "believe," "project," "predict," "continue," "plan," "target," 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 integration of Emeritus and the transactions with HCP, including in respect of unanticipated difficulties and/or expenditures relating to such transactions; the impact of such transactions on the 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. 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
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Revenue				
Resident fees	\$ 1,043,978	\$ 653,517	\$ 2,096,210	\$ 1,303,827
Management fees	14,839	7,489	29,936	14,891
Reimbursed costs incurred on behalf of managed communities	179,367	87,387	359,919	176,950
Total revenue	1,238,184	748,393	2,486,065	1,495,668
Expense				
Facility operating expense (excluding depreciation and amortization of \$214,116, \$64,067, \$422,939 and \$126,728, respectively)	694,991	435,415	1,391,880	865,285
General and administrative expense (including non-cash stock-based compensation expense of \$6,851, \$7,729, \$15,724 and \$15,301, respectively)	89,545	47,008	179,075	91,673
Transaction costs	421	6,808	7,163	17,652
Facility lease expense	91,338	70,030	185,809	139,899
Depreciation and amortization	225,645	71,088	446,072	141,404
Loss on facility lease termination	-	-	76,143	-
Costs incurred on behalf of managed communities	179,367	87,387	359,919	176,950
Total operating expense	1,281,307	717,736	2,646,061	1,432,863
(Loss) income from operations	(43,123)	30,657	(159,996)	62,805
Interest income	382	285	809	606
Interest expense:				
Debt	(43,684)	(23,602)	(86,032)	(47,446)
Capital and financing lease obligations	(53,043)	(6,055)	(106,246)	(12,209)
Amortization of deferred financing costs and debt premium (discount)	162	(4,078)	(219)	(8,096)
Change in fair value of derivatives	(76)	(1,322)	(626)	(2,169)
Debt modification and extinguishment costs	-	(3,197)	(44)	(3,197)
Equity in (loss) earnings of unconsolidated ventures	(672)	1,523	812	2,159
Other non-operating income	2,654	3,456	5,145	3,921
Loss before income taxes	(137,400)	(2,333)	(346,397)	(3,626)
Benefit (provision) for income taxes	52,593	(962)	130,881	(1,968)
Net loss	(84,807)	(3,295)	(215,516)	(5,594)
Net loss attributable to noncontrolling interest	260	-	518	-
Net loss attributable to Brookdale Senior Living Inc. common stockholders	\$ (84,547)	\$ (3,295)	\$ (214,998)	\$ (5,594)
Basic and diluted net loss per share attributable to Brookdale Senior Living Inc. common stockholders	\$ (0.46)	\$ (0.03)	\$ (1.17)	\$ (0.04)
Weighted average shares used in computing basic and diluted net loss per share	184,266	125,058	183,974	124,770

Condensed Consolidated Balance Sheets
(in thousands)

	<u>June 30, 2015</u>	<u>December 31, 2014</u>
Cash and cash equivalents	\$ 78,496	\$ 104,083
Cash and escrow deposits - restricted	42,046	38,862
Accounts receivable, net	161,914	149,730
Other current assets	215,228	322,114
Total current assets	497,684	614,789
Property, plant and equipment and leasehold intangibles, net	8,341,286	8,389,505
Other assets, net	1,514,310	1,517,069
Total assets	<u>\$ 10,353,280</u>	<u>\$ 10,521,363</u>
Current liabilities	\$ 783,105	\$ 877,762
Long-term debt, less current portion	3,750,562	3,456,808
Capital and financing lease obligations, less current portion	2,527,132	2,536,883
Other liabilities	608,472	767,669
Total liabilities	7,669,271	7,639,122
Total Brookdale Senior Living Inc. stockholders' equity	2,684,010	2,881,724
Noncontrolling interest	(1)	517
Total equity	<u>2,684,009</u>	<u>2,882,241</u>
Total liabilities and equity	<u>\$ 10,353,280</u>	<u>\$ 10,521,363</u>

Condensed Consolidated Statements of Cash Flows
(in thousands)

	Six Months Ended June 30,	
	2015	2014
Cash Flows from Operating Activities		
Net loss	\$ (215,516)	\$ (5,594)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Debt modification and extinguishment costs	44	3,197
Depreciation and amortization, net	446,291	149,500
Equity in earnings of unconsolidated ventures	(812)	(2,159)
Distributions from unconsolidated ventures from cumulative share of net earnings	1,450	615
Amortization of deferred gain	(2,186)	(2,186)
Amortization of entrance fees	(1,697)	(14,749)
Proceeds from deferred entrance fee revenue	5,313	23,941
Deferred income tax (benefit) provision	(132,462)	593
Change in deferred lease liability	4,720	(440)
Change in fair value of derivatives	626	2,169
Non-cash stock-based compensation	15,724	15,301
Non-cash interest expense on financing lease obligations	11,516	-
Amortization of (above) below market rents, net	(3,799)	-
Other	(1,416)	115
Changes in operating assets and liabilities:		
Accounts receivable, net	(12,241)	1,415
Prepaid expenses and other assets, net	37,493	(14,185)
Accounts payable and accrued expenses	(49,536)	(13,316)
Tenant refundable fees and security deposits	(517)	(477)
Deferred revenue	7,829	474
Net cash provided by operating activities	<u>110,824</u>	<u>144,214</u>
Cash Flows from Investing Activities		
Decrease (increase) in lease security deposits and lease acquisition deposits, net	15,723	(66)
Decrease in cash and escrow deposits — restricted	10,206	588
Additions to property, plant, and equipment and leasehold intangibles, net	(178,348)	(133,429)
Acquisition of assets, net of related payables and cash received	(192,701)	(515)
Investment in unconsolidated ventures	(38,609)	-
Distributions from unconsolidated ventures	-	2,643
Proceeds from sale of assets, net	4,993	-
Other	2,239	2,640
Net cash used in investing activities	<u>(376,497)</u>	<u>(128,139)</u>
Cash Flows from Financing Activities		
Proceeds from debt	165,193	180,154
Repayment of debt and capital and financing lease obligations	(84,037)	(181,813)
Proceeds from line of credit	685,000	82,000
Repayment of line of credit	(515,000)	(100,000)
Payment of financing costs, net of related payables	(3,466)	(818)
Refundable entrance fees:		
Proceeds from refundable entrance fees	586	16,942
Refunds of entrance fees	(1,817)	(17,659)
Cash portion of loss on extinguishment of debt	(44)	(3,180)
Payment on lease termination	(7,750)	-
Other	1,421	722
Net cash provided by (used in) financing activities	<u>240,086</u>	<u>(23,652)</u>
Net decrease in cash and cash equivalents	(25,587)	(7,577)
Cash and cash equivalents at beginning of period	104,083	58,511
Cash and cash equivalents at end of period	<u>\$ 78,496</u>	<u>\$ 50,934</u>

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), net of amortization of (above) below market rents, amortization of deferred gain, amortization of deferred entrance fees, non-cash stock-based compensation expense, change in future service obligation, and Cash From Facility Operations from unconsolidated ventures 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 for the three months ended June 30, 2015, March 31, 2015 and June 30, 2014 (*in thousands*):

	Three Months Ended ⁽¹⁾		
	June 30, 2015	March 31, 2015	June 30, 2014 ⁽²⁾
Net loss	\$ (84,807)	\$ (130,709)	\$ (3,295)
(Benefit) provision for income taxes	(52,593)	(78,288)	962
Equity in loss (earnings) of unconsolidated ventures	672	(1,484)	(1,523)
Debt modification and extinguishment costs	-	44	3,197
Other non-operating income	(2,654)	(2,491)	(3,456)
Interest expense:			
Debt	43,684	42,348	23,602
Capital and financing lease obligations	53,043	53,203	6,055
Amortization of deferred financing costs and debt (premium) discount	(162)	381	4,078
Change in fair value of derivatives	76	550	1,322
Interest income	(382)	(427)	(285)
(Loss) income from operations	(43,123)	(116,873)	30,657
Depreciation and amortization	225,645	220,427	71,088
Loss on facility lease termination	-	76,143	-
Straight-line lease expense	1,919	2,801	(217)
Amortization of (above) below market lease, net	(1,840)	(1,959)	-
Amortization of deferred gain	(1,093)	(1,093)	(1,093)
Amortization of entrance fees	(930)	(767)	(7,547)
Non-cash stock-based compensation expense	6,851	8,873	7,729
Entrance fee receipts ⁽³⁾	3,408	2,491	25,924
Entrance fee disbursements	(988)	(829)	(9,213)
CFFO from unconsolidated ventures	11,177	14,213	1,996
Adjusted EBITDA	\$ 201,026	\$ 203,427	\$ 119,324

- (1) The calculation of Adjusted EBITDA includes integration, transaction, transaction-related and EMR roll-out costs of \$29.0 million, \$27.3 million and \$11.9 million for the three months ended June 30, 2015, March 31, 2015 and June 30, 2014, respectively. Integration, transaction-related and EMR roll-out costs include third party expenses directly related to the integration of Emeritus and corporate capital structure assessment activities (including shareholder relations advisory matters) as well as internal costs such as labor reflecting time spent by Company personnel on integration and transaction-related activity and severance costs. Transaction costs include third party costs directly related to the acquisition of Emeritus and other acquisition and community leasing activity and are primarily comprised of legal, finance, consulting, professional fees and other third party costs.
- (2) The definition of Adjusted EBITDA was changed in the first quarter of 2015 to include CFFO from unconsolidated ventures. Prior periods have been recast to conform to the new definition.
- (3) Includes the receipt of refundable and non-refundable entrance fees.

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.

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 communities.

The table below reconciles CFFO from net cash provided by operating activities for the three months ended June 30, 2015, March 31, 2015 and June 30, 2014 (*in thousands*):

	Three Months Ended ⁽¹⁾		
	June 30, 2015	March 31, 2015	June 30, 2014
Net cash provided by operating activities	\$ 100,767	\$ 10,057	\$ 91,518
Changes in operating assets and liabilities	547	16,425	(2,469)
Refundable entrance fees received	550	36	11,018
Entrance fee refunds disbursed	(988)	(829)	(9,213)
Recurring capital expenditures, net	(17,425)	(15,003)	(11,841)
Lease financing debt amortization with fair market value or no purchase options	(12,756)	(12,439)	(3,983)
Loss on facility lease termination	-	76,143	-
Distributions from unconsolidated ventures from cumulative share of net earnings	(950)	(500)	(370)
CFFO from unconsolidated ventures	11,177	14,213	1,996
Cash From Facility Operations	\$ 80,922	\$ 88,103	\$ 76,656

- (1) The calculation of Cash From Facility Operations includes integration, transaction, transaction-related and EMR roll-out costs of \$29.0 million, \$27.3 million and \$11.9 million for the three months ended June 30, 2015, March 31, 2015 and June 30, 2014, respectively. Integration, transaction-related and EMR roll-out costs include third party expenses directly related to the integration of Emeritus and corporate capital structure assessment activities (including shareholder relations advisory matters) as well as internal costs such as labor reflecting time spent by Company personnel on integration and transaction-related activity and severance costs. Transaction costs include third party costs directly related to the acquisition of Emeritus and other acquisition and community leasing activity and are primarily comprised of legal, finance, consulting, professional fees and other third party costs.

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, transaction costs, 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 for the three months ended June 30, 2015, March 31, 2015 and June 30, 2014 (*in thousands*):

	Three Months Ended		
	June 30, 2015	March 31, 2015	June 30, 2014
Net loss	\$ (84,807)	\$ (130,709)	\$ (3,295)
(Benefit) provision for income taxes	(52,593)	(78,288)	962
Equity in loss (earnings) of unconsolidated ventures	672	(1,484)	(1,523)
Debt modification and extinguishment costs	-	44	3,197
Other non-operating income	(2,654)	(2,491)	(3,456)
Interest expense:			
Debt	43,684	42,348	23,602
Capital and financing lease obligations	53,043	53,203	6,055
Amortization of deferred financing costs and debt (premium) discount	(162)	381	4,078
Change in fair value of derivatives	76	550	1,322
Interest income	(382)	(427)	(285)
(Loss) income from operations	(43,123)	(116,873)	30,657
Depreciation and amortization	225,645	220,427	71,088
Facility lease expense	91,338	94,471	70,030
General and administrative (including non-cash stock-based compensation expense)	89,545	89,530	47,008
Transaction costs	421	6,742	6,808
Loss on facility lease termination	-	76,143	-
Amortization of entrance fees	(930)	(767)	(7,547)
Management fees	(14,839)	(15,097)	(7,489)
Facility Operating Income	<u>\$ 348,057</u>	<u>\$ 354,576</u>	<u>\$ 210,555</u>

Brookdale Senior Living Inc.
Corporate Overview - selected financial information
As of June 30, 2015

Corporate Overview

Brookdale Senior Living Inc. ("Brookdale") is the leading operator of senior living communities throughout the United States. The Company is committed to providing senior living solutions primarily within properties that are designed, purpose-built and operated to provide the highest quality service, care and living accommodations for residents. As of June 30, 2015, the Company operates independent living, assisted living and dementia-care communities and continuing care retirement centers ("CCRCs"), with 1,136 communities in 47 states and the ability to serve approximately 110,000 residents. Through its ancillary services program, the Company also offers a range of outpatient therapy, home health, personalized living and hospice services.

Stock Listing

Common Stock
 NYSE: BKD

Community Information

Ownership Type	Number of Communities	Number of Units	Percentage of Q2 2015 Resident and Management Fees	Percentage of Q2 2015 Facility Operating Income	Percentage of YTD 2015 Resident and Management Fees	Percentage of YTD 2015 Facility Operating Income
Owned	424	37,349	38.9%	37.6%	38.8%	37.2%
Leased	553	45,337	48.7%	53.4%	48.9%	53.2%
Brookdale Ancillary Services Managed	N/A	N/A	11.0%	4.9%	10.9%	5.5%
	159	27,252	1.4%	4.1%	1.4%	4.1%
Total	1,136	109,938	100.0%	100.0%	100.0%	100.0%

Operating Type - By Segment

Retirement Centers	98	17,315	15.5%	19.8%	15.4%	19.4%
Assisted Living	833	54,693	57.8%	61.4%	57.8%	60.9%
CCRCs - Rental	46	10,678	14.3%	9.8%	14.5%	10.1%
Brookdale Ancillary Services	N/A	N/A	11.0%	4.9%	10.9%	5.5%
Management Services	159	27,252	1.4%	4.1%	1.4%	4.1%
Total	1,136	109,938	100.0%	100.0%	100.0%	100.0%

CFFO Per Share

(\$ except where indicated)

	FY 2014					FY 2015	
	Q1	Q2	Q3	Q4	Full Year⁽²⁾	Q1	Q2
Reported CFFO	\$ 0.54	\$ 0.61	\$ 0.14	\$ 0.28	\$ 1.57	\$ 0.48	\$ 0.44
Add: integration, transaction, transaction-related and EMR roll-out costs ⁽¹⁾	0.10	0.10	0.49	0.25	0.94	0.15	0.16
Adjusted CFFO	\$ 0.64	\$ 0.71	\$ 0.63	\$ 0.53	\$ 2.51	\$ 0.63	\$ 0.60

Weighted average shares (000's)	124,478	125,058	159,003	183,432		183,678	184,266
Period end outstanding shares (excluding unvested restricted shares) (000's)	124,816	125,408	183,410	183,486		184,143	184,500

(1) Integration, transaction-related and EMR roll-out costs include third party expenses directly related to the integration of Emeritus and corporate capital structure assessment activities (including shareholder relations advisory matters), as well as internal costs such as labor reflecting time spent by Company personnel on integration and transaction-related activity and severance costs. Transaction costs include third party costs directly related to the acquisition of Emeritus and other acquisition and community leasing activity and are primarily comprised of legal, finance, consulting, professional fees and other third party costs.

(2) 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 second quarter earnings release for non-GAAP financial measure definitions and reconciliations.

Brookdale Senior Living Inc.
Segment Financial Data
As of June 30, 2015

Financial Data and Operating Information

(\$ in 000s, except Senior Housing average monthly revenue per unit)

Retirement Centers	FY 2014 (1) (2)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (4)	Q2
Revenue	132,349	133,441	155,227	161,295	582,312	163,486	164,409
Expenses	76,119	76,550	88,022	92,738	333,429	92,962	92,365
Segment Operating Income	56,230	56,891	67,205	68,557	248,883	70,524	72,044
Segment Operating Margin	42.5%	42.6%	43.3%	42.5%	42.7%	43.1%	43.8%
Number of communities (period end)	74	74	100	99	99	99	98
Total average units(5)	14,161	14,162	16,594	17,315	15,558	17,369	17,279
Weighted average unit occupancy	89.3%	88.9%	89.8%	89.9%	89.5%	88.8%	88.4%
Senior Housing average monthly revenue per unit(6) \$	3,490	3,532	3,472	3,454	3,485	3,533	3,589
Assisted Living	FY 2014 (2)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (4)	Q2
Revenue	277,431	277,230	516,640	614,262	1,685,563	617,344	611,838
Expenses	172,439	172,984	328,486	403,165	1,077,074	393,838	388,479
Segment Operating Income	104,992	104,246	188,154	211,097	608,489	223,506	223,359
Segment Operating Margin	37.8%	37.6%	36.4%	34.4%	36.1%	36.2%	36.5%
Number of communities (period end)	440	440	841	838	838	837	833
Total average units(5)	22,435	22,463	45,260	55,241	36,350	55,073	54,700
Weighted average unit occupancy	89.6%	89.0%	88.8%	88.2%	88.7%	87.2%	86.4%
Senior Housing average monthly revenue per unit(6) \$	4,599	4,622	4,286	4,203	4,356	4,283	4,316
CCRCs - Rental	FY 2014 (1) (2) (3)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (4)	Q2
Revenue	97,944	98,212	144,074	152,943	493,173	155,991	151,561
Expenses	71,114	72,519	109,582	118,297	371,512	117,420	115,701
Segment Operating Income	26,830	25,693	34,492	34,646	121,661	38,571	35,860
Segment Operating Margin	27.4%	26.2%	23.9%	22.7%	24.7%	24.7%	23.7%
Number of communities (period end)	26	26	45	45	45	45	46
Total average units(5)	6,457	6,469	9,783	10,483	8,298	10,480	10,543
Weighted average unit occupancy	86.6%	85.9%	85.1%	85.9%	85.8%	86.0%	83.6%
Senior Housing average monthly revenue per unit(6) \$	5,839	5,894	5,740	5,637	5,757	5,744	5,697
CCRCs - Entry Fee	FY 2014 (2) (3)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2
Revenue	79,169	79,100	44,145	-	202,414	-	-
Expenses	59,534	60,733	33,714	-	153,981	-	-

Segment Operating Income	19,635	18,367	10,431	-	48,433	-	-
Segment Operating Margin	24.8%	23.2%	23.6%	-	23.9%	-	-
Number of communities (period end)	15	15	-	-	-	-	-
Total average units(5)	5,527	5,534	2,954	-	3,504	-	-
Weighted average unit occupancy	84.7%	84.7%	87.0%	-	85.2%	-	-
Senior Housing average monthly revenue per unit(6)	\$ 5,124	\$ 5,091	\$ 5,085	\$ -	\$ 5,103	\$ -	\$ -

Total Senior Housing	FY 2014 (2)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (4)	Q2
Revenue	586,893	587,983	860,086	928,500	2,963,462	936,821	927,808
Expenses	379,206	382,786	559,804	614,200	1,935,996	604,220	596,545
Operating Income	207,687	205,197	300,282	314,300	1,027,466	332,601	331,263
Operating Margin	35.4%	34.9%	34.9%	33.9%	34.7%	35.5%	35.7%
G&A Allocation(7)	24,396	22,589	33,912	35,365	116,262	42,093	37,399
Adjusted Operating Income	183,291	182,608	266,370	278,935	911,204	290,508	293,864
Adjusted Operating Margin	31.2%	31.1%	31.0%	30.0%	30.7%	31.0%	31.7%

Number of communities (period end)	555	555	986	982	982	981	977
Total average units(5)	48,580	48,628	74,591	83,039	63,710	82,922	82,522
Weighted average unit occupancy	88.6%	88.1%	88.5%	88.3%	88.3%	87.4%	86.5%
Senior Housing average monthly revenue per unit(6)	\$ 4,491	\$ 4,518	\$ 4,317	\$ 4,220	\$ 4,357	\$ 4,305	\$ 4,331

Brookdale Senior Living Inc.
Segment Financial Data
As of June 30, 2015

Financial Data and Operating Information (continued)

(\$ in 000s, except Senior Housing average monthly revenue per unit)

Brookdale Ancillary Services	FY 2014 (2)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2
Revenue	63,417	65,534	95,426	113,458	337,835	115,411	116,170
Expenses	50,664	52,629	77,280	93,799	274,372	92,669	98,446
Segment Operating Income	12,753	12,905	18,146	19,659	63,463	22,742	17,724
Segment Operating Margin	20.1%	19.7%	19.0%	17.3%	18.8%	19.7%	15.3%
G&A Allocation(7)	5,642	5,908	5,709	9,050	26,309	8,251	7,811
Adjusted Segment Operating Income	7,111	6,997	12,437	10,609	37,154	14,491	9,913
Adjusted Segment Operating Margin	11.2%	10.7%	13.0%	9.4%	11.0%	12.6%	8.5%
Brookdale units served:							
Outpatient Therapy consolidated	37,974	38,328	37,899	36,843		40,740	42,289
Home Health consolidated	34,518	35,061	33,254	37,006		44,239	44,928
Outpatient Therapy non-consolidated	14,138	13,942	18,716	17,164		18,920	19,096
Home Health non-consolidated	12,819	12,336	16,036	18,954		19,258	19,379
Total Brookdale units served:							
Outpatient Therapy	52,112	52,270	56,615	54,007		59,660	61,385
Home Health	47,337	47,397	49,290	55,960		63,497	64,307
Outpatient Therapy treatment codes	812,632	798,754	762,993	679,057		636,413	667,836
Home Health average census	5,084	5,257	10,314	12,723		13,767	13,884

Total Senior Housing and Brookdale Ancillary Services							
	FY 2014 (2)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (4)	Q2
Revenue	650,310	653,517	955,512	1,041,958	3,301,297	1,052,232	1,043,978
Expenses	429,870	435,415	637,084	707,999	2,210,368	696,889	694,991
Operating Income	220,440	218,102	318,428	333,959	1,090,929	355,343	348,987
Operating Margin	33.9%	33.4%	33.3%	32.1%	33.0%	33.8%	33.4%
G&A Allocation(7)	30,038	28,497	39,621	44,415	142,571	50,344	45,210
Adjusted Operating Income	190,402	189,605	278,807	289,544	948,358	304,999	303,777
Adjusted Operating Margin	29.3%	29.0%	29.2%	27.8%	28.7%	29.0%	29.1%

Management Services	FY 2014 (2)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (4)	Q2
Revenue (Management Fees)	7,402	7,489	10,428	16,920	42,239	15,097	14,839
Expenses (G&A Allocation)(7)	6,116	5,649	7,453	10,732	29,950	9,755	8,878
Segment Operating Income	1,286	1,840	2,975	6,188	12,289	5,342	5,961
Segment Operating Margin	17.4%	24.6%	28.5%	36.6%	29.1%	35.4%	40.2%

Number of communities (period end)	92	92	161	161	161	160	159
Total average units(5)	17,140	16,978	20,919	27,318	20,589	27,185	27,026
Weighted average occupancy	86.3%	86.8%	86.3%	86.4%	86.5%	86.5%	85.2%
Senior Housing average monthly revenue per unit(6) \$	\$ 3,706	\$ 3,701	\$ 3,949	\$ 4,236	\$ 3,943	\$ 4,277	\$ 4,238

Total Senior Housing, Brookdale Ancillary and Management Services							
	FY 2014 (2)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (4)	Q2
Revenue	657,712	661,006	965,940	1,058,878	3,343,536	1,067,329	1,058,817
Expenses	429,870	435,415	637,084	707,999	2,210,368	696,889	694,991
Operating Income	227,842	225,591	328,856	350,879	1,133,168	370,440	363,826
Operating Margin	34.6%	34.1%	34.0%	33.1%	33.9%	34.7%	34.4%
G&A Allocation (7)	36,154	34,146	47,074	55,147	172,521	60,099	54,088
Adjusted Operating Income	191,688	191,445	281,782	295,732	960,647	310,341	309,738
Adjusted Operating Margin	29.1%	29.0%	29.2%	27.9%	28.7%	29.1%	29.3%

Brookdale Senior Living Inc.
Segment Financial Data
As of June 30, 2015

Financial Data and Operating Information (continued)

(\$ in 000s, except Senior Housing average monthly revenue per unit)

(1) During the quarter ended December 31, 2014, one community was moved from the Retirement Centers segment to the CCRCs - Rental segment to more accurately reflect the underlying product offering of the community. The movement did not change the Company's reportable segments, but it did impact the financial data and operating information reported within the Retirement Centers and CCRCs - Rental segments. Prior quarters have not been recast.

(2) The third quarter of 2014 represents the first quarter of results that include the operations of Emeritus, which the Company acquired on July 31, 2014, as well as the impact from the transactions with HCP, Inc., which closed on August 29, 2014. Results from the third and fourth quarter of 2014 reflect the impact of those transactions, and results from the first and second quarter of 2014 reflect legacy Brookdale on a stand-alone basis.

(3) In connection with the transactions completed with HCP on August 29, 2014, the Company contributed all but two of its entry fee CCRCs to the entry fee CCRC venture with HCP, at which time the communities were deconsolidated. The results of the entry fee CCRCs contributed to the venture are reported in the Company's CCRCs - Entry Fee segment for the time periods prior to being contributed to the venture. The results of the two remaining entry fee CCRCs are reported in the Company's CCRCs - Rental segment beginning with the third quarter of 2014. The Company no longer reports operating results for a CCRCs – Entry Fee segment.

(4) Certain prior period expense amounts have been reclassified to conform to the current financial statement presentation, with no effect on the Company's consolidated financial position or results of operations.

(5) Total average units operated represents the average number of units operated during the period, excluding equity homes.

(6) Senior Housing average monthly revenue per unit represents the average of total monthly revenues, excluding amortization of entrance fees and Brookdale Ancillary Services segment revenue, divided by average occupied units.

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

Brookdale Senior Living Inc.
Senior Housing Data by Ownership Type
As of June 30, 2015

Financial Data and Operating Information

(\$ in 000s, except Senior Housing average monthly revenue per unit)

Owned Properties	FY 2014 (1)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (2)	Q2
Revenue	277,700	277,748	369,078	385,654	1,310,180	412,555	411,576
Expenses	182,706	184,773	247,359	260,901	875,739	276,225	274,608
Segment Operating Income	94,994	92,975	121,719	124,753	434,441	136,330	136,968
Segment Operating Margin	34.2%	33.5%	33.0%	32.3%	33.2%	33.0%	33.3%
Number of communities (period end)	226	226	403	399		422	424
Total average units(3)	22,775	22,799	32,079	34,904		36,923	37,182
Weighted average unit occupancy	88.5%	88.0%	88.2%	87.6%		86.5%	85.4%
Senior Housing average monthly revenue per unit(4)	\$ 4,516	\$ 4,532	\$ 4,302	\$ 4,202		\$ 4,305	\$ 4,319

Leased Properties with Purchase Options

	FY 2014 (1)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (2)	Q2
Revenue	77,863	77,418	87,008	86,441	328,730	82,064	79,516
Expenses	49,497	49,719	57,026	57,839	214,081	52,414	50,638
Segment Operating Income	28,366	27,699	29,982	28,602	114,649	29,650	28,878
Segment Operating Margin	36.4%	35.8%	34.5%	33.1%	34.9%	36.1%	36.3%
Number of communities (period end)	84	84	111	112		103	101
Total average units(3)	6,391	6,391	7,347	7,555		7,027	6,803
Weighted average unit occupancy	89.0%	88.4%	88.6%	88.5%		87.8%	86.7%
Senior Housing average monthly revenue per unit(4)	\$ 4,447	\$ 4,440	\$ 4,394	\$ 4,312		\$ 4,433	\$ 4,492

Leased Properties without Purchase Options

	FY 2014 (1)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (2)	Q2
Revenue	231,330	232,817	404,000	456,405	1,324,552	442,202	436,716
Expenses	147,003	148,294	255,419	295,460	846,176	275,581	271,299
Segment Operating Income	84,327	84,523	148,581	160,945	478,376	166,621	165,417
Segment Operating Margin	36.5%	36.3%	36.8%	35.3%	36.1%	37.7%	37.9%
Number of communities (period end)	245	245	472	471		456	452
Total average units(3)	19,414	19,438	35,165	40,580		38,972	38,537
Weighted average unit occupancy	88.2%	87.9%	88.6%	88.8%		88.2%	87.4%
Senior Housing average monthly revenue per unit(4)	\$ 4,491	\$ 4,533	\$ 4,314	\$ 4,218		\$ 4,282	\$ 4,313

Total Senior Housing	FY 2014 (1)					FY 2015	
	Q1	Q2	Q3	Q4	Full Year	Q1 (2)	Q2
Revenue	586,893	587,983	860,086	928,500	2,963,462	936,821	927,808
Expenses	379,206	382,786	559,804	614,200	1,935,996	604,220	596,545
Operating Income	207,687	205,197	300,282	314,300	1,027,466	332,601	331,263
Operating Margin	35.4%	34.9%	34.9%	33.9%	34.7%	35.5%	35.7%

Number of communities (period end)	555	555	986	982		981	977
Total average units(3)	48,580	48,628	74,591	83,039		82,922	82,522
Weighted average unit occupancy	88.6%	88.1%	88.5%	88.3%		87.4%	86.5%
Senior Housing average monthly revenue per unit(4)	\$ 4,491	\$ 4,518	\$ 4,317	\$ 4,220		\$ 4,305	\$ 4,331

(1) The third quarter of 2014 represents the first quarter of results that include the operations of Emeritus, which the Company acquired on July 31, 2014, as well as the impact from the transactions with HCP, Inc., which closed on August 29, 2014. Results from the third and fourth quarter of 2014 reflect the impact of those transactions, and results from the first and second quarter of 2014 reflect legacy Brookdale on a stand-alone basis.

(2) Certain prior period expense amounts have been reclassified to conform to the current financial statement presentation, with no effect on the Company's consolidated financial position or results of operations.

(3) Total average units operated represents the average number of units operated during the period, excluding equity homes.

(4) Senior Housing average monthly revenue per unit represents the average of total monthly revenues, excluding amortization of entrance fees and Brookdale Ancillary Services segment revenue, divided by average occupied units.

Brookdale Senior Living Inc.
Same Community and Capital Expenditure Information
As of June 30, 2015

Same Community Information

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

	Legacy Brookdale Senior Housing Three Months Ended June 30,			Legacy Brookdale Senior Housing Twelve Months Ended June 30,		
	2015	2014	% Change	2015	2014	% Change
Revenue	\$ 488,136	\$ 480,209	1.7%	\$ 1,899,011	\$ 1,853,185	2.5%
Operating Expense	313,598	306,215	2.4%	1,231,678	1,180,817	4.3%
Facility Operating Income	\$ 174,538	\$ 173,994	0.3%	\$ 667,333	\$ 672,368	-0.7%
Facility Operating Margin	35.8%	36.2%	-0.4%	35.1%	36.3%	-1.2%
# Communities	509	509		497	497	
Avg. Period Occupancy	86.8%	88.7%	-1.9%	88.0%	89.1%	-1.1%
Avg. Mo. Revenue/Unit	\$ 4,654	\$ 4,484	3.8%	\$ 4,596	\$ 4,429	3.8%

	Legacy Emeritus Senior Housing Three Months Ended June 30,			Legacy Emeritus Senior Housing Twelve Months Ended June 30,		
	2015	2014	% Change	2015	2014	% Change
Revenue	\$ 393,754	\$ 399,331	-1.4%	\$ 1,406,044	\$ 1,411,793	-0.4%
Operating Expense	254,916	263,791	-3.4%	921,301	936,523	-1.6%
Facility Operating Income	\$ 138,838	\$ 135,540	2.4%	\$ 484,743	\$ 475,270	2.0%
Facility Operating Margin	35.3%	33.9%	1.4%	34.5%	33.7%	0.8%
# Communities	437	437		396	396	
Avg. Period Occupancy	86.5%	89.1%	-2.6%	87.1%	88.6%	-1.5%
Avg. Mo. Revenue/Unit	\$ 3,964	\$ 3,903	1.6%	\$ 3,993	\$ 3,945	1.2%

	Combined Brookdale and Emeritus Senior Housing Three Months Ended June 30,			Combined Brookdale and Emeritus Senior Housing Twelve Months Ended June 30,		
	2015	2014	% Change	2015	2014	% Change
Revenue	\$ 881,890	\$ 879,540	0.3%	\$ 3,305,055	\$ 3,264,978	1.2%
Operating Expense	568,514	570,006	-0.3%	2,152,979	2,117,340	1.7%
Facility Operating Income	\$ 313,376	\$ 309,534	1.2%	\$ 1,152,076	\$ 1,147,638	0.4%
Facility Operating Margin	35.5%	35.2%	0.3%	34.9%	35.1%	-0.2%
# Communities	946	946		893	893	
Avg. Period Occupancy	86.7%	88.9%	-2.2%	87.6%	88.9%	-1.3%
Avg. Mo. Revenue/Unit	\$ 4,318	\$ 4,200	2.8%	\$ 4,319	\$ 4,206	2.7%

Same Community Information reflects historical results from operations for same store communities (utilizing the Company's methodology for determining same store communities).

Schedule of Capital Expenditures

(\$ in 000s)

Type	Three Months Ended June 30,	
	2015	2014
Recurring	\$ 19,527	\$ 11,841
Reimbursements	(2,102)	-
Net Recurring	17,425	11,841
EBITDA-enhancing / Major Projects (1)	35,235	25,139
Program Max, net (2)	1,621	18,282
Corporate, integration and other (3)	29,468	10,416
Net Total Capital Expenditures (4)	\$ 83,749	\$ 65,678

(1) Includes EBITDA-enhancing projects (primarily community renovations and apartment upgrades) and other major building infrastructure projects. Amounts shown are amounts invested, net of third party lessor funding received of \$6.1 million for the three months ended June 30, 2015.

(2) 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 \$7.2 million and \$8.0 million for the three months ended June 30, 2015 and 2014, respectively.

(3) Corporate, integration and other includes capital expenditures for information technology systems and equipment and expenditures supporting the expansion of our support platform and ancillary services programs.

(4) Approximately \$16.5 million and \$10.0 million of expense was recognized during the three months ended June 30, 2015 and 2014, 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 June 30, 2015
(\$ in 000s)

Debt Maturities and Scheduled Principal Repayments

	Maturities						Total Debt
	Mortgage Debt (1)	weighted rate (2)	Line of Credit	weighted rate (2)	Capital and Financing Leases	weighted rate (2)	
2015	\$ 103,181	4.67%	\$ -	-	\$ 28,889	8.02%	\$ 132,070
2016	68,477	4.98%	-	-	137,758	6.99%	206,235
2017	566,251	5.83%	-	-	89,163	8.62%	655,414
2018	1,308,811	4.57%	-	-	113,612	7.91%	1,422,423
2019	154,365	6.07%	-	-	123,522	8.61%	277,887
Thereafter	1,419,825	4.08%	270,000	3.77%	2,092,430	8.21%	3,782,255
Total	<u>\$ 3,620,910</u>	<u>4.65%</u>	<u>\$ 270,000</u>	<u>3.77%</u>	<u>\$ 2,585,374</u>	<u>8.16%</u>	<u>\$ 6,476,284</u>

Coverage Ratios

	Six months ended June 30, 2015 (3)				
		Senior Housing		Interest/Cash Lease	
	Units	FOI	Adj. FOI **	Payments	Coverage
Owned communities	37,349	\$ 273,298	\$ 225,556	\$ 86,032	2.6x
Leased communities *	45,337	\$ 390,566	\$ 330,608	\$ 306,999	1.1x

* Leased communities include capital leases.

** Adjusted for 5% management fee and capital expenditures @ \$350/unit.

Debt Amortization

	Six months ended June 30,	
	2015	2014
Scheduled debt amortization	\$ 44,684	\$ 24,497
Lease financing debt amortization - FMV or no purchase option (4)	25,195	7,880
Lease financing debt amortization - bargain purchase option	2,585	9,435
Total debt amortization	<u>\$ 72,464</u>	<u>\$ 41,812</u>

Line Availability

	06/30/14	09/30/14	12/31/14	03/31/15	06/30/15
Total line commitment	\$ 250,000	\$ 250,000	\$ 500,000	\$ 500,000	\$ 500,000
Line availability (6)	\$ 250,000	\$ 202,860	\$ 488,389	\$ 466,746	\$ 468,092
Ending line balance	12,000	-	100,000	300,000	270,000
Available to draw	\$ 238,000	\$ 202,860	\$ 388,389	\$ 166,746	\$ 198,092
Cash and cash equivalents	50,934	238,324	104,083	115,182	78,496
Total liquidity (available to draw + cash)	<u>\$ 288,934</u>	<u>\$ 441,184</u>	<u>\$ 492,472</u>	<u>\$ 281,928</u>	<u>\$ 276,588</u>
Total letters of credit outstanding	<u>\$ 71,650</u>	<u>\$ 74,488</u>	<u>\$ 72,730</u>	<u>\$ 83,935</u>	<u>\$ 83,685</u>

Leverage Ratios

	Annualized Leverage
Six months ended June 30, 2015 annualized Adjusted EBITDAR	\$ 1,295,708
Less: cash lease expense	(374,148)
Six months ended June 30, 2015 annualized Adjusted EBITDA	921,560
Less: cash capital and financing lease payments	(239,850)
Six months ended June 30, 2015 annualized Adjusted EBITDA after capital and financing lease payments	681,710
Debt (1)	3,620,910
Line of credit	270,000
Less: unrestricted cash	(78,496)
Less: cash held as collateral against existing debt	(2,962)
Total net debt	3,809,452
	5.3x
Plus: Six months ended June 30, 2015 annualized cash capital and financing lease payments multiplied by 8	1,918,800
	5.6x

Total net debt after capital and financing leases	5,728,252	6.2x
Six months ended June 30, 2015 annualized cash lease expense multiplied by 8	2,993,184	
Total adjusted net debt	<u>\$ 8,721,436</u>	6.7x

Debt Structure

	Balance	Weighted rate (2)
Fixed rate debt (1)	\$ 2,607,155	5.27%
Variable rate debt (1)	1,013,755	3.06%
Capital and financing leases	2,585,374	8.16%
Line of credit (cash borrowings)	270,000	3.77%
Total debt	<u>\$ 6,476,284</u>	
	Balance	% of total
Variable rate debt with interest rate caps (1) (5)	\$ 819,850	80.9%
Variable rate debt - unhedged (1)	193,905	19.1%
Total variable rate debt (1)	<u>\$ 1,013,755</u>	100.0%

(1) Includes mortgage debt and convertible notes, but excludes capital and financing leases and line of credit.

(2) Pertaining to variable rate debt, reflects a) market rates for stated reporting period and b) applicable cap rates for hedged debt.

(3) Senior housing FOI and adjusted FOI exclude Brookdale Ancillary Services segment operating income.

(4) Payments are included in CFFO.

(5) Weighted cap rate for stated reporting period of 4.31% 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 June 30, 2015

CFFO Calculation
(\$ in 000s)

	Three Months Ended June 30,	
	2015	2014
Net cash provided by operating activities (includes non-refundable entrance fees)	\$ 100,767	\$ 91,518
Changes in operating assets and liabilities (eliminates cash flow effect)	547	(2,469)
Add: Refundable entrance fees received	550	11,018
Less: Entrance fee refunds disbursed	(988)	(9,213)
Less: Recurring capital expenditures, net	(17,425)	(11,841)
Less: Lease financing debt amortization with fair market value or no purchase options	(12,756)	(3,983)
Less: Distributions from unconsolidated ventures from cumulative share of net earnings	(950)	(370)
Add: CFFO from unconsolidated ventures	11,177	1,996
Cash From Facility Operations	\$ 80,922	\$ 76,656
Add: Integration, transaction, transaction-related and EMR roll-out costs	29,027	11,941
Adjusted Cash From Facility Operations	\$ 109,949	\$ 88,597

Revenue Reconciliation (1)

(\$ in 000s except average monthly revenue per quarter)

	FY 2014					FY 2015		Q2 2015 CFFO Distribution		
	Q1	Q2	Q3	Q4	Full Year	Q1 (3)	Q2	Owned	Other (4)	Transaction/ Integration
Revenue reconciliation excl. entrance fee amortization										
Average monthly revenue per quarter	\$ 4,491	\$ 4,518	\$ 4,317	\$ 4,220	\$ 4,357	\$ 4,305	\$ 4,331	\$ 4,319	\$ 4,341	\$ -
Average monthly units (excluding equity homes) available	48,562	48,608	74,538	82,995	254,923	82,927	82,470	37,195	45,329	-
Average occupancy for the quarter	88.6%	88.1%	88.5%	88.3%	88.3%	87.4%	86.5%	85.4%	87.3%	-
Senior Housing resident fee revenue	\$ 579,691	\$ 580,436	\$ 854,329	\$ 927,786	\$ 2,942,242	\$ 936,054	\$ 926,878	\$ 411,576	\$ 515,302	\$ -
Add: Brookdale Ancillary Services segment revenue	63,417	65,534	95,426	113,458	337,835	115,411	116,170	-	116,170	-
Add: Management fee revenue	7,402	7,489	10,428	16,920	42,239	15,097	14,839	-	14,839	-
Total revenues excluding entrance fee amortization	\$ 650,510	\$ 653,459	\$ 960,183	\$ 1,058,164	\$ 3,322,316	\$ 1,066,562	\$ 1,057,887	\$ 411,576	\$ 646,311	\$ -

CFFO Reconciliation to the Income Statement

Resident and management fee revenue	\$ 657,712	\$ 661,006	\$ 965,940	\$ 1,058,878	\$ 3,343,536	\$ 1,067,329	\$ 1,058,817	\$ 411,576	\$ 647,241	\$ -
Less: Entrance fee amortization	(7,202)	(7,547)	(5,757)	(714)	(21,220)	(767)	(930)	-	(930)	-
Adjusted revenues	650,510	653,459	960,183	1,058,164	3,322,316	1,066,562	1,057,887	411,576	646,311	-
Less: Facility operating expenses	(429,870)	(435,415)	(637,084)	(707,999)	(2,210,368)	(696,889)	(694,991)	(274,608)	(420,383)	-
Add: Change in future service obligation	-	-	-	670	670	-	-	-	-	-
Adjusted facility operating expenses	(429,870)	(435,415)	(637,084)	(707,329)	(2,209,698)	(696,889)	(694,991)	(274,608)	(420,383)	-
Less: G&A including non-cash stock-based compensation expense	(44,665)	(47,008)	(90,020)	(98,574)	(280,267)	(89,530)	(89,545)	(18,691)	(42,248)	(28,606)
Less: Transaction costs	(10,844)	(6,808)	(41,572)	(7,725)	(66,949)	(6,742)	(421)	-	-	(421)

Add: G&A non-cash stock-based compensation expense	7,572	7,729	7,869	5,129	28,299	8,873	6,851	2,101	4,750	-
Net G&A (5)	(47,937)	(46,087)	(123,723)	(101,170)	(318,917)	(87,399)	(83,115)	(16,590)	(37,498)	(29,027)
Less: Facility lease expense	(69,869)	(70,030)	(91,462)	(92,469)	(323,830)	(94,471)	(91,338)	-	(91,338)	-
Add: Straight-line lease expense	(223)	(217)	2,840	(961)	1,439	2,801	1,919	-	1,919	-
Add: Amortization of (above) below market lease, net	-	-	(1,377)	(2,067)	(3,444)	(1,959)	(1,840)	-	(1,840)	-
Less: Amortization of deferred gain	(1,093)	(1,093)	(1,093)	(1,093)	(4,372)	(1,093)	(1,093)	-	(1,093)	-
Net lease expense	(71,185)	(71,340)	(91,092)	(96,590)	(330,207)	(94,722)	(92,352)	-	(92,352)	-
Add: Entrance fee receipts	14,959	25,924	9,576	2,587	53,046	2,491	3,408	-	3,408	-
Less: Entrance fee disbursements	(8,446)	(9,213)	(7,668)	(538)	(25,865)	(829)	(988)	-	(988)	-
Net entrance fees	6,513	16,711	1,908	2,049	27,181	1,662	2,420	-	2,420	-
Add: CFFO from unconsolidated ventures	2,241	1,996	9,435	11,662	25,334	14,213	11,177	-	11,177	-
Adjusted EBITDA	110,272	119,324	119,627	166,786	516,009	203,427	201,026	120,378	109,675	(29,027)
Less: Recurring capital expenditures, net	(9,369)	(11,841)	(13,199)	(16,353)	(50,762)	(15,003)	(17,425)	(9,009)	(8,416)	-
Less: Interest expense, net	(29,677)	(29,372)	(73,030)	(91,933)	(224,012)	(89,424)	(90,530)	(43,302)	(47,228)	-
Less: Lease financing debt amortization with fair market value or no purchase options	(3,897)	(3,983)	(10,710)	(10,028)	(28,618)	(12,439)	(12,756)	-	(12,756)	-
Less: Other	133	2,528	217	2,847	5,725	1,542	607	-	607	-
Reported CFFO	\$ 67,462	\$ 76,656	\$ 22,905	\$ 51,319	\$ 218,342	\$ 88,103	\$ 80,922	\$ 68,067	\$ 41,882	\$ (29,027)
Add: integration, transaction, transaction-related and EMR roll-out costs	11,783	11,941	76,649	46,023	146,396	27,300	29,027	-	-	29,027
Adjusted CFFO	\$ 79,245	\$ 88,597	\$ 99,554	\$ 97,342	\$ 364,738	\$ 115,403	\$ 109,949	\$ 68,067	\$ 41,882	\$ -

CFFO Per Share

(\$ except where indicated)	FY 2014					FY 2015		Q2 2015 Distribution		
	Q1	Q2	Q3	Q4	Full Year(2)	Q1	Q2	Owned	Other	Transaction/ Integration
Reported CFFO	\$ 0.54	\$ 0.61	\$ 0.14	\$ 0.28	\$ 1.57	\$ 0.48	\$ 0.44	\$ 0.37	\$ 0.23	\$ (0.16)
Add: integration, transaction, transaction-related and EMR roll-out costs	0.10	0.10	0.49	0.25	0.94	0.15	0.16	-	-	0.16
Adjusted CFFO	\$ 0.64	\$ 0.71	\$ 0.63	\$ 0.53	\$ 2.51	\$ 0.63	\$ 0.60	\$ 0.37	\$ 0.23	\$ -
Shares used in calculation of CFFO (000's)	124,478	125,058	159,003	183,432		183,678	184,266	184,266	184,266	184,266

(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.

(3) Certain prior period expense amounts have been reclassified to conform to the current financial statement presentation, with no effect on the Company's consolidated financial position or results of operations.

(4) Other includes financial data and operating information from leased communities, Brookdale Ancillary Services, and Management Services.

(5) Allocation of G&A to Owned and Other is based upon a percentage of revenue and excludes non-cash stock-based compensation expense and integration, transaction, transaction-related and EMR roll-out costs.

Note: CFFO is a measurement of liquidity that is not calculated in accordance with GAAP and should not be viewed in isolation or 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.
CFFO from Unconsolidated Ventures
As of June 30, 2015

CFFO from Unconsolidated Ventures reconciliation

(\$ in 000s)	Entrance Fee Ventures				Senior Housing Rental Ventures			
	FY 2014		FY 2015		FY 2014		FY 2015	
	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Resident revenue	\$ 33,257	\$ 85,546	\$ 87,473	\$ 85,179	\$ 80,862	\$ 125,970	\$ 127,513	\$ 126,435
Less: Entrance fee amortization	(638)	(554)	(1,141)	(1,482)	-	-	-	-
Adjusted revenues	32,619	84,992	86,332	83,697	80,862	125,970	127,513	126,435
Less: Facility operating expenses	(25,040)	(68,288)	(67,451)	(68,544)	(51,698)	(84,306)	(83,469)	(83,088)
Less: Management Fee Expense	(6,015)	(4,948)	(4,707)	(4,691)	(3,925)	(6,077)	(6,153)	(6,080)
Add: Entrance fee receipts	16,112	26,210	23,251	26,040	-	-	-	-
Less: Entrance fee disbursements	(4,780)	(13,888)	(9,181)	(13,042)	-	-	-	-
Net entrance fees	11,332	12,322	14,070	12,998	-	-	-	-
Adjusted EBITDA	12,896	24,078	28,244	23,460	25,239	35,587	37,891	37,261
Less: Recurring capital expenditures, net	(193)	(1,347)	(1,159)	(1,898)	(974)	(2,431)	(2,336)	(2,760)
Less: Interest expense, net	(1,161)	(1,575)	(1,530)	(1,500)	(15,648)	(26,447)	(25,845)	(26,198)
Less: Other	-	-	-	-	-	(276)	(613)	(103)

Reported Cash From Facility Operations for Unconsolidated Ventures

\$ 11,542	\$ 21,156	\$ 25,555	\$ 20,062	\$ 8,617	\$ 6,433	\$ 9,097	\$ 8,201
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Add: integration, transaction, transaction-related and EMR roll-out costs

4,088	210	-	-	738	-	-	-
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Adjusted Cash From Facility Operations for Unconsolidated Ventures

\$ 15,630	\$ 21,366	\$ 25,555	\$ 20,062	\$ 9,355	\$ 6,433	\$ 9,097	\$ 8,201
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Brookdale Weighted Average Ownership %

51.7%	51.0%	51.0%	51.0%	14.5%	11.9%	13.0%	11.5%
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CFFO from Unconsolidated Ventures

\$ 8,081	\$ 10,896	\$ 13,033	\$ 10,232	\$ 1,354	\$ 766	\$ 1,180	\$ 945
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Leverage Ratio for Unconsolidated Ventures (1)

Debt Principal as of June 30, 2015

\$ 194,827	\$ 1,325,516
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Annualized Adjusted EBITDA	103,408	150,304
Annualized Leverage	1.9x	8.8x

Unconsolidated Ventures Schedule of Capital Expenditures

(\$ in 000s)

Type	FY 2014		FY 2015	
	Q3	Q4	Q1	Q2
Recurring	\$ 1,167	\$ 3,778	\$ 3,495	\$ 4,658
EBITDA-enhancing / Major Projects	5,247	17,199	13,243	24,562
Program Max, net	2,758	3,665	4,340	7,685
Net Total Capital Expenditures	\$ 9,172	\$ 24,642	\$ 21,078	\$ 36,905

(1) The debt principal amount included in the annualized leverage calculation for the Senior Housing Rental Ventures excludes \$550 million of debt incurred upon the formation of a new RIDEA venture on June 30, 2015.

Brookdale Senior Living Inc.
Cash Lease and Interest Expense
As of June 30, 2015

Cash Lease and Interest Expense
(\$ in 000s)

	FY 2014		FY 2015	
	Q3	Q4	Q1	Q2
Facility Lease Payments				
Facility lease expense	\$ 91,462	\$ 92,469	\$ 94,471	\$ 91,338
Less: Straight-line lease expense, net	(1,463)	3,028	(842)	(79)
Add: Amortization of deferred gain	1,093	1,093	1,093	1,093
Cash lease payments - Operating Leases	\$ 91,092	\$ 96,590	\$ 94,722	\$ 92,352
<i>Supplemental breakout:</i>				
Communities with purchase options	\$ 5,590	\$ 6,320	\$ 6,343	\$ 6,311
Communities without purchase options	85,502	90,270	88,379	86,041
	\$ 91,092	\$ 96,590	\$ 94,722	\$ 92,352
Capital Lease Interest	\$ 40,916	\$ 56,873	\$ 53,203	\$ 53,043
Less: Capital Lease Interest - noncash	(5,947)	(6,700)	(5,700)	(5,816)
Add: Capital lease principal (1)	10,710	10,028	12,439	12,756
Cash lease payments - Capital and Financing Leases	\$ 45,679	\$ 60,201	\$ 59,942	\$ 59,983
<i>Supplemental breakout:</i>				
Communities with purchase options	\$ 13,571	\$ 14,755	\$ 14,205	\$ 13,558
Communities without purchase options	32,108	45,446	45,737	46,425
	\$ 45,679	\$ 60,201	\$ 59,942	\$ 59,983
Total cash lease payments	\$ 136,771	\$ 156,791	\$ 154,664	\$ 152,335
Interest Expense				
Property level debt interest expense	\$ 36,278	\$ 39,930	\$ 40,174	\$ 41,510
Convertible debt interest expense	2,174	2,174	2,174	2,174
Total debt interest payments	38,452	42,104	42,348	43,684
Less: interest income	(392)	(345)	(427)	(382)
Interest expense, net	\$ 38,060	\$ 41,759	\$ 41,921	\$ 43,302

(1) Includes lease financing debt amortization on communities with FMV or no purchase option. Payments are included in CFFO.

Brookdale Senior Living Inc.
Quarterly Cash Flow Statements
As of June 30, 2015
(\$ in 000s)

Cash Flow Statements

	Q1 2014	Q2 2014	Q3 2014	Q4 2014	FY 2014	Q1 2015	Q2 2015
Cash Flows from Operating Activities							
Net loss	\$ (2,299)	\$ (3,295)	\$ (37,036)	\$ (106,796)	\$ (149,426)	\$ (130,709)	\$ (84,807)
Adjustments to reconcile net loss to net cash provided by operating activities:							
Debt modification and extinguishment costs	-	3,197	569	2,621	6,387	44	-
Depreciation and amortization, net	74,334	75,166	178,810	216,202	544,512	220,808	225,483
Asset impairment	-	-	-	9,992	9,992	-	-
Equity in (earnings) loss of unconsolidated ventures	(636)	(1,523)	1,246	742	(171)	(1,484)	672
Distributions from unconsolidated ventures from cumulative share of net earnings	245	370	595	630	1,840	500	950
Amortization of deferred gain	(1,093)	(1,093)	(1,093)	(1,093)	(4,372)	(1,093)	(1,093)
Amortization of entrance fees	(7,202)	(7,547)	(5,757)	(714)	(21,220)	(767)	(930)
Proceeds from deferred entrance fee revenue	9,035	14,906	6,188	2,575	32,704	2,455	2,858
Deferred income tax provision (benefit)	598	(5)	(116,757)	(66,207)	(182,371)	(79,237)	(53,225)
Change in deferred lease liability	(223)	(217)	2,840	(961)	1,439	2,801	1,919
Change in fair value of derivatives	847	1,322	10	532	2,711	550	76
Change in future service obligation	-	-	-	670	670	-	-
Non-cash stock-based compensation	7,572	7,729	7,869	5,129	28,299	8,873	6,851
Non-cash interest expense on financing lease obligations	-	-	5,947	6,700	12,647	5,700	5,816
Amortization of (above) below market rents, net	-	-	(1,377)	(2,067)	(3,444)	(1,959)	(1,840)
Other	76	39	200	(761)	(446)	-	(1,416)
Changes in operating assets and liabilities:							
Accounts receivable, net	(2,499)	3,914	23,671	(21,576)	3,510	(13,140)	899
Prepaid expenses and other assets, net	(5,816)	(8,369)	(53,861)	15,178	(52,868)	24,504	12,989
Accounts payable and accrued expenses	(27,561)	14,245	6,222	23,906	16,812	(38,773)	(10,763)
Tenant refundable fees and security deposits	(615)	138	(674)	(32)	(1,183)	(510)	(7)
Deferred revenue	7,933	(7,459)	(4,978)	1,134	(3,370)	11,494	(3,665)
Net cash provided by operating activities	52,696	91,518	12,634	85,804	242,652	10,057	100,767
Cash Flows from Investing Activities							
Decrease (increase) in lease security deposits and lease acquisition deposits, net	7	(73)	3,326	(52,204)	(48,944)	13,037	2,686
Decrease (increase) in cash and escrow deposits — restricted	6,627	(6,039)	14,052	42,295	56,935	12,289	(2,083)
Additions to property, plant and equipment and leasehold intangibles, net	(59,717)	(73,712)	(79,104)	(91,712)	(304,245)	(79,129)	(99,219)
Acquisition of assets, net of related payables and cash received	(515)	-	(39,303)	(623)	(40,441)	(174,305)	(18,396)
Acquisition of Emeritus Corporation, cash acquired	-	-	28,429	-	28,429	-	-
Investment in unconsolidated ventures	-	-	(25,532)	(967)	(26,499)	(3,923)	(34,686)
Distributions received from unconsolidated ventures	-	2,643	9,414	218	12,275	-	-
Proceeds from sale of assets, net	-	-	-	4,339	4,339	-	4,993
Other	76	2,564	73	556	3,269	740	1,499
Net cash used in investing activities	(53,522)	(74,617)	(88,645)	(98,098)	(314,882)	(231,291)	(145,206)
Cash Flows from Financing Activities							
Proceeds from debt	20,516	159,638	46,356	100,129	326,639	85,365	79,828
Repayment of debt and capital and financing lease obligations	(22,401)	(159,412)	(92,568)	(309,964)	(584,345)	(47,555)	(36,482)
Proceeds from line of credit	70,000	12,000	160,000	200,000	442,000	445,000	240,000
Repayment of line of credit	(75,000)	(25,000)	(172,000)	(100,000)	(372,000)	(245,000)	(270,000)
Proceeds from public equity offering, net	-	-	330,405	(19)	330,386	-	-
Payment of financing costs, net of related payables	(2,905)	2,087	(202)	(8,373)	(9,393)	(1,481)	(1,985)

Refundable entrance fees:							
Proceeds from refundable entrance fees	5,924	11,018	3,388	12	20,342	36	550
Refunds of entrance fees	(8,446)	(9,213)	(7,668)	(538)	(25,865)	(829)	(988)
Cash portion of loss on extinguishment of debt, net	-	(3,180)	(921)	-	(4,101)	(44)	-
Payment on lease termination	-	-	(3,875)	(3,875)	(7,750)	(3,875)	(3,875)
Other	328	394	486	681	1,889	716	705
Net cash (used in) provided by financing activities	(11,984)	(11,668)	263,401	(121,947)	117,802	232,333	7,753
Net (decrease) increase in cash and cash equivalents	(12,810)	5,233	187,390	(134,241)	45,572	11,099	(36,686)
Cash and cash equivalents at beginning of period	58,511	45,701	50,934	238,324	58,511	104,083	115,182
Cash and cash equivalents at end of period	\$ 45,701	\$ 50,934	\$ 238,324	\$ 104,083	\$ 104,083	\$ 115,182	\$ 78,496