



Brookdale Senior Living Inc.


BKD NYSE

Healthcare Facilities

Market Capitalization USD:

\$1,529.55 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: William E. Sheriff

Age: 69

CEO Since: 2008

	2009	2010	2011
Base Salary	\$587,692	\$600,000	\$600,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,012,500	\$540,000	\$0
Benefits and Perquisites	\$1,837	\$7,847	\$7,847
TOTAL ANNUAL COMPENSATION	\$1,602,029	\$1,147,847	\$607,847
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$4,738,500	\$224,375	\$293,125
TOTAL COMPENSATION	\$6,340,529	\$1,372,222	\$900,972
Median of Other Named Executive Officers Total Compensation	\$1,919,850	\$1,625,829	\$1,592,929
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$4,661,592	\$2,453,000	\$2,108,000
TOTAL REALIZED EQUITY COMPENSATION	\$4,661,592	\$2,453,000	\$2,108,000

Proxy Date: 27 Apr 2012

Annual Meeting Date: 12 Jun 2012

Equity Reserves: 7.24%

Stock Option Run Rate:

Brookdale Senior Living Inc.

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Performance Comparison

■ S&P500 ■ Industry ■ BKD



Peer Comparisons (TRBC) =Healthcare Facilities

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BKD	Brookdale Senior Living Inc.	\$6,340,529	\$1,372,222	\$900,972	\$1,529,549,094
UHS	Universal Health Services, Inc.	\$12,006,675	\$9,850,965	\$12,500,281	\$3,324,335,278
SNH	Senior Housing Properties Trust	\$163,693	\$256,653	\$254,656	\$3,303,667,257
MD	MEDNAX, Inc.	\$8,035,314	\$6,526,486	\$12,433,119	\$3,054,801,524
OCR	Omnicare, Inc.	\$25,234,045	\$32,833,583	\$10,678,213	\$2,948,465,659
AH	Accretive Health, Inc.		\$10,316,988	\$3,863,258	\$2,070,139,974
HMSY	HMS Holdings Corp.	\$2,156,883	\$1,486,478		\$2,066,675,479

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Amedisys, Inc., Assisted Living Concepts, Centene Corporation, Chemed Corporation, Diamondrock Hospitality, Emeritus Corporation, The Ensign Group, Five Star Quality Care, Inc., Gentiva Health Services, Inc., Health Care REIT, Inc., Health Management Assoc., HealthSouth Corporation, Kindred Healthcare, Inc., LifePoint Hospitals, Inc., Lincare Holdings, Inc., Magellan Health Services, MEDNAX, National HealthCare Corporation, Nationwide Health Properties, Inc., Psychiatric Solutions, Inc., RehabCare Group, Inc., Sun Healthcare Group, Inc., Sunrise Senior Living, Inc., Ventas, Inc. and Wyndham Worldwide.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Frank M. Bumstead	Chairman	70	Male	6	Outside
Jeffrey R. Leeds	Member	66	Male	7	Outside
Samuel Waxman	Member	75	Male	7	Outside