Brookdale Senior Living Inc.
Form 10-Q
August 09, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended June 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________ to _____________

Commission File Number: 001-32641

BROOKDALE SENIOR LIVING INC.
(Exact name of registrant as specified in its charter)

Delaware	20-3068069
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

As of August 5, 2016, 185,914,848 shares of the registrant's common stock, $0.01 par value, were outstanding (excluding unvested restricted shares).

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

BROOKDALE SENIOR LIVING INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except stock amounts)

Assets	June 30, 2016 (Unaudited)	December 31, 2015
Current assets		
Cash and cash equivalents	$39,053	$88,029
Cash and escrow deposits – restricted	32,343	32,570
Accounts receivable, net	138,614	144,053
Assets held for sale	354,565	110,620
Prepaid expenses and other current assets, net	137,011	122,671
Total current assets	701,586	497,943
Property, plant and equipment and leasehold intangibles, net	7,691,478	8,031,376
Cash and escrow deposits – restricted	33,254	33,382
Investment in unconsolidated ventures	372,961	371,639
Goodwill	697,128	725,696
Other intangible assets, net	115,134	129,186
Other assets, net	260,791	259,342
Total assets	$9,872,332	$10,048,564
Liabilities and Equity		
Current liabilities		
Current portion of long-term debt	$265,854	$173,454
Current portion of capital and financing lease obligations	66,697	62,150
Trade accounts payable	78,153	128,006
Accrued expenses	384,444	372,874
Refundable entrance fees and deferred revenue	98,525	99,277
Tenant security deposits	4,425	4,387
Total current liabilities	898,098	840,148
Long-term debt, less current portion	3,442,801	3,459,371
Capital and financing lease obligations, less current portion	2,425,850	2,427,438
Line of credit	186,500	310,000
Deferred liabilities	260,668	266,537
Deferred tax liability	69,382	69,051
Other liabilities	195,582	217,292
Total liabilities	7,478,881	7,589,837
Preferred stock, $0.01 par value, 50,000,000 shares authorized at June 30, 2016 and December 31, 2015; no shares issued and outstanding	—	—
Common stock, $0.01 par value, 400,000,000 shares authorized at June 30, 2016 and December 31, 2015; 193,271,741 and 190,767,191 shares issued and 190,843,340 and 188,338,790 shares outstanding (including 4,942,624 and 3,453,991 unvested restricted shares), respectively	1,908	1,883
Additional paid-in-capital	4,088,290	4,069,283
Treasury stock, at cost; 2,428,401 shares at June 30, 2016 and December 31, 2015	(46,800)	(46,800)

Accumulated deficit	(1,649,703)	(1,565,478)
Total Brookdale Senior Living Inc. stockholders' equity	2,393,695	2,458,888
Noncontrolling interest	(244)	(161)
Total equity	2,393,451	2,458,727
Total liabilities and equity	$9,872,332	$10,048,564

See accompanying notes to condensed consolidated financial statements.

BROOKDALE SENIOR LIVING INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, in thousands, except per share data)

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015
Revenue				
Resident fees	$1,054,568	$1,043,978	$2,115,716	$2,096,210
Management fees	18,186	14,839	34,966	29,936
Reimbursed costs incurred on behalf of managed communities	186,076	179,367	371,304	359,919
Total revenue	1,258,830	1,238,184	2,521,986	2,486,065
Expense				
Facility operating expense (excluding depreciation and amortization of $118,808, $214,116, $232,911 and $422,939, respectively)	693,103	694,991	1,409,005	1,391,880
General and administrative expense (including non-cash stock-based compensation expense of $8,994, $6,851, $18,763 and $15,724, respectively)	90,695	89,545	183,316	179,075
Transaction costs	441	421	1,291	7,163
Facility lease expense	92,682	91,338	189,371	185,809
Depreciation and amortization	133,394	225,645	260,531	446,072
Asset impairment	4,152	—	7,527	—
Loss on facility lease termination	—	—	—	76,143
Costs incurred on behalf of managed communities	186,076	179,367	371,304	359,919
Total operating expense	1,200,543	1,281,307	2,422,345	2,646,061
Income (loss) from operations	58,287	(43,123)	99,641	(159,996)
Interest income	728	382	1,430	809
Interest expense:				
Debt	(43,731)	(43,684)	(87,721)	(86,032)
Capital and financing lease obligations	(50,581)	(53,043)	(101,160)	(106,246)
Amortization of deferred financing costs and debt premium (discount)	(2,288)	162	(4,598)	(219)
Change in fair value of derivatives	(4)	(76)	(28)	(626)
Debt modification and extinguishment costs	(186)	—	(1,296)	(44)
Equity in earnings (loss) of unconsolidated ventures	338	(672)	1,356	812
Other non-operating income	2,069	2,654	9,856	5,145
Income (loss) before income taxes	(35,368)	(137,400)	(82,520)	(346,397)
(Provision) benefit for income taxes	(123)	52,593	(1,788)	130,881
Net income (loss)	(35,491)	(84,807)	(84,308)	(215,516)
Net (income) loss attributable to noncontrolling interest	41	260	83	518
Net income (loss) attributable to Brookdale Senior Living Inc. common stockholders	$(35,450)	$(84,547)	$(84,225)	$(214,998)
Basic and diluted net income (loss) per share attributable to Brookdale Senior Living Inc. common stockholders	$(0.19)	$(0.46)	$(0.45)	$(1.17)

Weighted average shares used in computing basic and diluted net income (loss) per share	185,825	184,266	185,489	183,974

See accompanying notes to condensed consolidated financial statements.

BROOKDALE SENIOR LIVING INC.
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
Six Months Ended June 30, 2016
(Unaudited, in thousands)

	Common Stock							
	Shares	Amount	Additional Paid-In-Capital	Treasury Stock	Accumulated Deficit	Stockholders' Equity	Noncontrolling Interest	Total Equity
Balances at January 1, 2016	188,339	$1,883	$4,069,283	$(46,800)	$(1,565,478)	$2,458,888	$ (161)	$2,458,727
Compensation expense related to restricted stock grants	—	—	18,763	—	—	18,763	—	18,763
Net income (loss)	—	—	—	—	(84,225)	(84,225)	(83)	(84,308)
Issuance of common stock under Associate Stock Purchase Plan	84	1	1,174	—	—	1,175	—	1,175
Restricted stock, net	2,488	25	(25)	—	—	—	—	—
Other	(68)	(1)	(905)	—	—	(906)	—	(906)
Balances at June 30, 2016	190,843	$1,908	$4,088,290	$(46,800)	$(1,649,703)	$2,393,695	$ (244)	$2,393,451

See accompanying notes to condensed consolidated financial statements.

BROOKDALE SENIOR LIVING INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Six Months Ended June 30, 2016	2015
Cash Flows from Operating Activities		
Net income (loss)	$(84,308)	$(215,516)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Loss on extinguishment of debt, net	139	44
Depreciation and amortization, net	265,129	446,291
Asset impairment	7,527	—
Equity in earnings of unconsolidated ventures	(1,356)	(812)
Distributions from unconsolidated ventures from cumulative share of net earnings	—	1,450
Amortization of deferred gain	(2,186)	(2,186)
Amortization of entrance fee revenue	(1,939)	(1,697)
Proceeds from deferred entrance fee revenue	7,458	5,313
Deferred income tax provision (benefit)	332	(132,462)
Change in deferred lease liability	3,412	4,720
Change in fair value of derivatives	28	626
Gain on sale of assets	(2,551)	—
Non-cash stock-based compensation	18,763	15,724
Non-cash interest expense on financing lease obligations	13,014	11,516
Amortization of (above) below market lease, net	(3,466)	(3,799)
Other	(3,597)	(1,416)
Changes in operating assets and liabilities:		
Accounts receivable, net	5,439	(12,241)
Prepaid expenses and other assets, net	(16,845)	37,493
Accounts payable and accrued expenses	(23,133)	(49,536)
Tenant refundable fees and security deposits	38	(517)
Deferred revenue	(4,059)	7,829
Net cash provided by operating activities	177,839	110,824
Cash Flows from Investing Activities		
(Increase) decrease in lease security deposits and lease acquisition deposits, net	(1,538)	15,723
Decrease in cash and escrow deposits — restricted	355	10,206
Additions to property, plant and equipment and leasehold intangibles, net	(190,060)	(178,348)
Acquisition of assets, net of related payables	(12,157)	(192,701)
Investment in unconsolidated ventures	(3,733)	(38,609)
Distributions received from unconsolidated ventures	3,602	—
Proceeds from sale of assets, net	45,584	4,993
Other	1,211	2,239
Net cash used in investing activities	(156,736)	(376,497)
Cash Flows from Financing Activities		
Proceeds from debt	192,128	165,193
Repayment of debt and capital and financing lease obligations	(128,427)	(84,037)
Proceeds from line of credit	894,500	685,000

Repayment of line of credit	(1,018,000)	(515,000)
Payment of financing costs, net of related payables	(641)	(3,466)
Refundable entrance fees:		
Proceeds from refundable entrance fees	1,146	586
Refunds of entrance fees	(1,745)	(1,817)
Cash portion of loss on extinguishment of debt	—	(44)
Payment on lease termination	(9,250)	(7,750)
Other	210	1,421
Net cash (used in) provided by financing activities	(70,079)	240,086
Net decrease in cash and cash equivalents	(48,976)	(25,587)
Cash and cash equivalents at beginning of period	88,029	104,083
Cash and cash equivalents at end of period	$39,053	$78,496

See accompanying notes to condensed consolidated financial statements.

BROOKDALE SENIOR LIVING INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Description of Business

Brookdale Senior Living Inc. ("Brookdale" or the "Company") 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. The Company operates independent living, assisted living and dementia-care communities and continuing care retirement centers ("CCRCs"). Through its ancillary services programs, the Company also offers a range of outpatient therapy, home health, personalized living and hospice services.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for quarterly reports on Form 10-Q. In the opinion of management, these financial statements include all adjustments necessary to present fairly the financial position, results of operations and cash flows of the Company as of June 30, 2016, and for all periods presented. The condensed consolidated financial statements are prepared on the accrual basis of accounting. All adjustments made have been of a normal and recurring nature. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. The Company believes that the disclosures included are adequate and provide a fair presentation of interim period results. Interim financial statements are not necessarily indicative of the financial position or operating results for an entire year. It is suggested that these interim financial statements be read in conjunction with the audited financial statements and the notes thereto, together with management's discussion and analysis of financial condition and results of operations, included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the SEC on February 12, 2016.

The results of communities and companies acquired are included in the condensed consolidated financial statements from the effective date of the respective acquisition.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Brookdale and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated. Investments in affiliated companies that the Company does not control, but has the ability to exercise significant influence over governance and operation, are accounted for by the equity method. The ownership interest of consolidated entities not wholly owned by the Company are presented as noncontrolling interests in the accompanying condensed consolidated financial statements. Noncontrolling interest represents the share of consolidated entities owned by third parties. Noncontrolling interest is adjusted for the noncontrolling holder's share of additional contributions, distributions and the proportionate share of the net income or loss of each respective entity.

The Company continually evaluates its potential variable interest entity ("VIE") relationships under certain criteria as provided for in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, Consolidation ("ASC 810"). ASC 810 broadly defines a VIE as an entity in which either (i) the equity investors as a group, if any, lack the power through voting or similar rights to direct the activities of such entity that most significantly impact such entity's economic performance or (ii) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support. The Company identifies the primary beneficiary of a VIE as the enterprise that has both of the following characteristics: (i) the power to direct the activities of the VIE that most significantly impact the entity's economic performance; and (ii) the obligation to absorb losses or receive benefits of the VIE that could potentially be significant to the entity. The Company performs this analysis on an ongoing basis and consolidates any VIEs for which the Company is determined to be the primary beneficiary. Refer to Note 13 for more information about the Company's VIE relationships.

Revenue Recognition

Resident Fees

Resident fee revenue is recorded when services are rendered and consists of fees for basic housing, support services and fees associated with additional services such as personalized health and assisted living care. Residency agreements are generally for a term of 30 days to one year, with resident fees billed monthly in advance. Revenue from certain skilled nursing services and ancillary charges is recognized as services are provided, and such fees are billed monthly in arrears.

Certain of the Company's communities have residency agreements which require the resident to pay an upfront entrance fee prior to moving into the community. The non-refundable portion of the entrance fee is recorded as deferred revenue and amortized over the estimated stay of the resident based on an actuarial valuation. The refundable portion of a resident's entrance fee is generally refundable within a certain number of months or days following contract termination or upon the resale of the unit. The refundable portion of the fee is not amortized and is included in refundable entrance fees. All refundable amounts due to residents at any time in the future are classified as current liabilities.

Management Fees

Management fee revenue is recorded as services are provided to the owners of the communities. Revenues are determined by an agreed upon percentage of gross revenues (as defined).

Reimbursed Costs Incurred on Behalf of Managed Communities

The Company manages certain communities under contracts which provide for payment to the Company of a monthly management fee plus reimbursement of certain operating expenses. Where the Company is the primary obligor with respect to any such operating expenses, the Company recognizes revenue when the goods have been delivered or the service has been rendered and the Company is due reimbursement. Such revenue is included in "reimbursed costs incurred on behalf of managed communities" on the condensed consolidated statements of operations. The related costs are included in "costs incurred on behalf of managed communities" on the condensed consolidated statements of operations.

Income Taxes

Income taxes are accounted for under the asset and liability approach which requires recognition of deferred tax assets and liabilities for the differences between the financial reporting and tax bases of assets and liabilities. A valuation allowance reduces deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company has elected the "with-and-without approach" regarding ordering of windfall tax benefits to determine whether the windfall tax benefit did reduce taxes payable in the current year. Under this approach, the windfall tax benefits would be recognized in additional paid-in capital only if an incremental tax benefit is realized after considering all other tax benefits presently available.

Fair Value of Financial Instruments

ASC 820, Fair Value Measurements and Disclosures establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Cash and cash equivalents and cash and escrow deposits – restricted are reflected in the accompanying condensed consolidated balance sheets at amounts considered by management to reasonably approximate fair value due to the short maturity.

The Company estimates the fair value of its debt using a discounted cash flow analysis based upon the Company's current borrowing rate for debt with similar maturities and collateral securing the indebtedness. The Company had outstanding debt (including the Company's secured credit facility but excluding capital and financing lease obligations) with a carrying value of approximately $3.9 billion as of both June 30, 2016 and December 31, 2015. Fair value of the debt approximates carrying value in all periods. The Company's fair value of debt disclosure is classified within Level 2 of the valuation hierarchy.

Self-Insurance Liability Accruals

The Company is subject to various legal proceedings and claims that arise in the ordinary course of its business. Although the Company maintains general liability and professional liability insurance policies for its owned, leased and managed communities under a master insurance program, the Company's current policies provide for deductibles for each and every claim. As a result, the Company is, in effect, self-insured for claims that are less than the deductible amounts. In addition, the Company maintains a high deductible workers compensation program and a self-insured employee medical program.

The Company reviews the adequacy of its accruals related to these liabilities on an ongoing basis, using historical claims, actuarial valuations, third-party administrator estimates, consultants, advice from legal counsel and industry data, and adjusts accruals periodically. Estimated costs related to these self-insurance programs are accrued based on known claims and projected claims incurred but not yet reported. Subsequent changes in actual experience are monitored, and estimates are updated as information becomes available.

During the three months ended June 30, 2016, the Company reduced its estimate for the amount of expected losses for general liability and professional liability and workers compensation claims, based on recent historical claims experience. As a result, the Company decreased the accrued reserves for general liability and professional liability and workers compensation claims by $10.8 million and $2.9 million, respectively. The reduction in these accrued reserves decreased facility operating expense by $13.7 million for the three and six months ended June 30, 2016.

Community Leases

The Company, as lessee, makes a determination with respect to each of its community leases as to whether each should be accounted for as an operating lease or capital lease. The classification criteria is based on estimates regarding the fair value of the leased community, minimum lease payments, effective cost of funds, the economic life of the community and certain other terms in the lease agreements. In a business combination, the Company assumes the lease classification previously determined by the prior lessee absent a modification, as determined by ASC 840, Leases ("ASC 840"), in the assumed lease agreement. Payments made under operating leases are accounted for in the Company's consolidated statements of operations as lease expense for actual rent paid plus or minus a straight-line adjustment for estimated minimum lease escalators and amortization of deferred gains in situations where sale-leaseback transactions have occurred.

For communities under capital lease and lease financing obligation arrangements, a liability is established on the Company's consolidated balance sheets representing the present value of the future minimum lease payments and a residual value for financing leases and a corresponding long-term asset is recorded in property, plant and equipment and leasehold intangibles in the consolidated balance sheets. For capital lease assets, the asset is depreciated over the remaining lease term unless there is a bargain purchase option in which case the asset is depreciated over the useful life. For financing lease assets, the asset is depreciated over the useful life of the asset. Leasehold improvements purchased during the term of the lease are amortized over the shorter of their economic life or the lease term.

All of the Company's leases contain fixed or formula-based rent escalators. To the extent that the escalator increases are tied to a fixed index or rate, lease payments are accounted for on a straight-line basis over the life of the lease. In addition, all rent-free or rent holiday periods are recognized in lease expense on a straight-line basis over the lease term, including the rent holiday period.

Sale-leaseback accounting is applied to transactions in which an owned community is sold and leased back from the buyer if certain continuing involvement criteria are met. Under sale-leaseback accounting, the Company removes the community and related liabilities from the consolidated balance sheets. Gain on the sale is deferred and recognized as a reduction of facility lease expense for operating leases and a reduction of interest expense for capital leases.

For leases in which the Company is involved with the construction of the building, the Company accounts for the lease during the construction period under the provisions of ASC 840. If the Company concludes that it has substantively all of the risks of ownership during construction of a leased property and therefore is deemed the owner of the project for accounting purposes, it records an asset and related financing obligation for the amount of total project costs related to construction in progress. Once construction is complete, the Company considers the requirements under ASC 840-40. If the arrangement qualifies for sale-leaseback accounting, the Company removes the assets and related liabilities from the consolidated balance sheets. If the arrangement does not qualify for sale-leaseback accounting, the Company continues to amortize the financing obligation and depreciate the assets over the lease term.

New Accounting Pronouncements

In June 2016, the FASB issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 replaces the current incurred loss impairment methodology for credit losses with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016-13 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted for fiscal years beginning after December 15, 2018. The Company is currently evaluating the impact the adoption of ASU 2016-13 will have on its condensed consolidated financial statements and disclosures.

In March 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation: Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). ASU 2016-09 is intended to simplify the accounting for share-based payment transactions, including the accounting for income taxes and forfeitures, as well as the classification of awards and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The Company is currently evaluating the impact the adoption of ASU 2016-09 will have on its condensed consolidated financial statements and disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases ("ASU 2016-02"). ASU 2016-02 requires a lessee to recognize a right-of-use asset and a lease liability for virtually all leases. ASU 2016-02 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, and early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2016-02 will have on its condensed consolidated financial statements and disclosures.

In February 2015, the FASB issued ASU 2015-02, Consolidation: Amendments to the Consolidation Analysis ("ASU 2015-02"). ASU 2015-02 changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. ASU 2015-02 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The Company adopted ASU 2015-02 on January 1, 2016, and it did not have a material impact on the Company's condensed consolidated financial statements and disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"). ASU 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets. Under ASU 2014-09, an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects what it expects in exchange for the goods or services. The new standard will be effective for the Company beginning on January 1, 2018 and early adoption will be permitted beginning on January 1, 2017. The Company is currently evaluating the impact the adoption of ASU 2014-09 will have on its condensed consolidated financial statements and disclosures.

Reclassifications

For the three months ended March 31, 2015, $5.3 million was reclassified between general and administrative expense and facility operating expense in the condensed consolidated statements of operations to conform to the current financial statement presentation, with no effect on the Company's consolidated financial position or results of operations. Certain other prior period 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. Earnings Per Share

Basic earnings per share ("EPS") is calculated by dividing net income by the weighted average number of shares of common stock outstanding. Diluted EPS includes the components of basic EPS and also gives effect to dilutive common stock equivalents. For purposes of calculating basic and diluted earnings per share, vested restricted stock awards are considered outstanding. Under the treasury stock method, diluted EPS reflects the potential dilution that could occur if securities or other instruments that are convertible into common stock were exercised or could result in the issuance of common stock. Potentially dilutive common stock equivalents include unvested restricted stock, restricted stock units and convertible debt instruments and warrants.

During the three and six months ended June 30, 2016 and 2015, the Company reported a consolidated net loss. As a result of the net loss, unvested restricted stock, restricted stock units and convertible debt instruments and warrants were antidilutive for each period and were not included in the computation of diluted weighted average shares. The weighted average restricted stock and restricted stock units excluded from the calculations of diluted net loss per share were 4.5 million and 3.8 million for the three months ended June 30, 2016 and 2015, respectively, and 4.2 million and 3.9 million for the six months ended June 30, 2016 and 2015, respectively.

The calculation of diluted weighted average shares excludes the impact of conversion of the outstanding principal amount of $316.3 million of the Company's 2.75% convertible senior notes due 2018. As of June 30, 2016 and 2015, the maximum number of shares issuable upon conversion of the notes is approximately 13.8 million (after giving effect to additional make-whole shares issuable upon conversion in connection with the occurrence of certain events); however it is the Company's current intent and policy to settle the principal amount of the notes in cash upon conversion. The maximum number of shares issuable upon conversion of the notes in excess of the amount of principal that would be settled in cash is approximately 3.0 million. In addition, the calculation of diluted weighted average shares excludes the impact of the exercise of warrants to acquire the Company's common stock. As of June 30, 2016 and 2015, the number of shares issuable upon exercise of the warrants was approximately 10.8 million.

4. Acquisitions and Dispositions

2016 Community Dispositions

The Company designates communities as held for sale when it is probable that the properties will be sold. The Company records these assets on the condensed consolidated balance sheet at the lesser of the carrying value and fair value less estimated selling costs. If the carrying value is greater than the fair value less the estimated selling costs, the Company records an impairment charge. The Company allocates a portion of the goodwill of a reporting unit to the disposal if the disposal constitutes a business. The Company determines the fair value of the communities based primarily on purchase and sale agreements from prospective purchasers (Level 2 input). The Company evaluates the fair value of the assets held for sale each period to determine if it has changed. The long-lived assets are not depreciated while classified as held for sale.

As of December 31, 2015, the Company identified 17 communities as held for sale. Impairment charges related to communities identified as held for sale as of December 31, 2015 totaled $15.2 million and were recognized as impairment expense in the fourth quarter of 2015 within the Company's condensed consolidated statements of operations. During the three months ended March 31, 2016, the Company recognized $2.6 million of impairment charges related to these communities previously identified as held for sale, primarily due to changes in the estimated fair value of the assets held for sale.

During the three months ended March 31, 2016, the Company sold seven of the communities previously classified as held for sale for an aggregate selling price of $46.7 million. The Company recorded a $2.7 million net gain on the sale of these communities within the Company's condensed consolidated statement of operations. The results of operations of these communities are reported in the Assisted Living and CCRCs – Rental segments through the disposition dates.

As of June 30, 2016, the Company identified 50 additional owned communities as held for sale. During the three months ended June 30, 2016, the Company entered into an agreement to sell 44 communities for an aggregate sales price of $252.5 million. In addition, the Company entered into agreements to sell six communities for an aggregate sales price of $42.4 million. The results of operations of the 50 communities are reported in the Assisted Living (46 communities), Retirement Center (one community) and CCRCs – Rental (three communities) segments within the condensed consolidated financial statements. Impairment charges related to communities identified as held for sale during the three months ended June 30, 2016 totaled $2.4 million and were recognized as impairment expense in the second quarter of 2016 within the Company's condensed consolidated statements of operations.

As of June 30, 2016, $354.6 million was recorded as assets held for sale and $154.7 million of mortgage debt was included in the current portion of long-term debt within the Company's condensed consolidated balance sheet related to the 60 communities classified as held for sale. This debt will either be repaid with the proceeds from the sales or be assumed by the prospective purchasers. The sale of these communities is expected to occur in the next 12 months, although there can be no assurance that the transactions will close or if they do, when the actual closing will occur.

2015 Community Acquisitions

In February 2015, the Company acquired the underlying real estate associated with 15 communities that were previously leased for an aggregate purchase price of $268.6 million. The results of operations of these communities are reported in the Retirement Centers, Assisted Living, and CCRCs – Rental segments within the condensed consolidated financial statements. The fair value of the communities acquired was determined to approximate $187.2 million. The fair values of the property, plant and equipment of the acquired communities were determined utilizing a direct capitalization method considering stabilized facility operating income and market capitalization rates. These fair value measurements were based on current market conditions as of the acquisition date and are considered Level 3 measurements within the fair value hierarchy. The range of capitalization rates utilized was 6.25% to 8.75%, depending upon the property type, geographical location, and the quality of the respective community. The Company recorded the difference between the amount paid and the estimated fair value of the communities acquired ($76.1 million) as a loss on facility lease termination on the condensed consolidated statement of operations for the six months ended June 30, 2015, which includes the reversal of $5.3 million of deferred lease liabilities associated with the termination of the operating lease agreements. The payment for the termination of the lease agreements has been included within net cash provided by operating activities within the condensed consolidated statement of cash flows for the six months ended June 30, 2015.

5. Stock-Based Compensation

The Company's compensation expense recorded in connection with grants of restricted stock reflects an initial estimated cumulative forfeiture rate from 0% to 20% over the requisite service period of the awards. That estimate is revised if subsequent information indicates that the actual number of awards expected to vest is likely to differ from previous estimates.

Current year grants of restricted stock under the Company's 2014 Omnibus Incentive Plan were as follows (amounts in thousands except for value per share):

	Shares Granted	Value Per Share	Total Value
Three months ended March 31, 2016	2,855	$14.49 – 18.46	$41,371
Three months ended June 30, 2016	115	$15.68 – 18.03	$2,058

6. Goodwill and Other Intangible Assets, Net

The following is a summary of the carrying amount of goodwill as of June 30, 2016 and as of December 31, 2015 presented on an operating segment basis (dollars in thousands):

	June 30, 2016			December 31, 2015		
	Gross Carrying Amount	Dispositions and Other Reductions	Net	Gross Carrying Amount	Dispositions and Other Reductions	Net
Retirement Centers	$28,141	$ (820)	$27,321	$28,141	$ (721)	$27,420
Assisted Living	591,814	(48,817)	542,997	591,814	(20,348)	571,466
Brookdale Ancillary Services	126,810	—	126,810	126,810	—	126,810
Total	$746,765	$ (49,637)	$697,128	$746,765	$ (21,069)	$725,696

Goodwill is tested for impairment annually with a test date of October 1 or sooner if indicators of impairment are present. The Company determined no impairment was necessary for the six months ended June 30, 2016. Factors the Company considers important in its analysis, which could trigger an impairment of such assets, include significant underperformance relative to historical or projected future operating results, significant negative industry or economic trends, a significant decline in the Company's stock price for a sustained period and a decline in its market capitalization below net book value. A change in anticipated operating results or the other metrics indicated above could necessitate further analysis of potential impairment at an interval prior to the Company's annual measurement date.

Approximately $28.5 million and $0.1 million of goodwill in the Assisted Living and Retirement Centers segments, respectively, was allocated to communities identified as held for sale during the second quarter of 2016. Refer to Note 4 for more information about the Company's assets held for sale.

The following is a summary of other intangible assets at June 30, 2016 and December 31, 2015 (dollars in thousands):

	June 30, 2016			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Community purchase options	$32,970	$ —	$32,970	$40,270	$ —	$40,270
Health care licenses	66,612	—	66,612	66,612	—	66,612
Trade names	27,800	(19,224)	8,576	27,800	(14,209)	13,591
Other	13,531	(6,555)	6,976	13,531	(4,818)	8,713
Total	$140,913	$ (25,779)	$115,134	$148,213	$ (19,027)	$129,186

Amortization expense related to definite-lived intangible assets for the three months ended June 30, 2016 and 2015 was $3.9 million and $3.0 million, respectively, and for the six months ended June 30, 2016 and 2015 was $6.8 million and $6.1 million, respectively. Health care licenses were determined to be indefinite-lived intangible assets and are not subject to amortization. The community purchase options are not currently amortized, but will be added to the cost basis of the related communities if the option is exercised, and will then be depreciated over the estimated useful life of the community.

7. Property, Plant and Equipment and Leasehold Intangibles, Net

Property, plant and equipment and leasehold intangibles, net, which include assets under capital and financing leases, consisted of the following (dollars in thousands):

	June 30, 2016	December 31, 2015
Land	$454,263	$486,567
Buildings and improvements	5,120,742	5,260,826
Leasehold improvements	116,810	100,430
Furniture and equipment	937,658	895,447
Resident and leasehold operating intangibles	765,859	783,434
Construction in progress	83,552	138,054
Assets under capital and financing leases	2,933,330	2,909,653
	10,412,214	10,574,411
Accumulated depreciation and amortization	(2,720,736)	(2,543,035)
Property, plant and equipment and leasehold intangibles, net	$7,691,478	$8,031,376

Long-lived assets with definite useful lives are depreciated or amortized on a straight-line basis over their estimated useful lives (or, in certain cases, the shorter of their estimated useful lives or the lease term) and are tested for impairment whenever indicators of impairment arise. During the three and six months ended June 30, 2016, the Company recorded $2.4 million and $5.0 million, respectively, of impairment charges related to communities identified as held for sale, inclusive of the allocation of goodwill to the disposal. These impairment charges are primarily due to the excess of carrying value, including allocated goodwill, over the estimated selling price less costs to dispose. Refer to Note 4 for more information about the Company's community dispositions and assets held for sale. The Company recorded $1.8 million and $2.5 million of non-cash impairment charges for property, plant and equipment and leasehold intangibles for communities to be held and used for property damage sustained at the communities during the three and six months ended June 30, 2016, respectively.

8. Debt

Long-term Debt and Capital and Financing Lease Obligations

Long-term debt and capital and financing lease obligations consist of the following (dollars in thousands):

	June 30, 2016	December 31, 2015
Mortgage notes payable due 2017 through 2047; weighted average interest rate of 4.58% for the six months ended June 30, 2016, including net debt premium and deferred financing costs of $0.3 million and $3.3 million at June 30, 2016 and December 31, 2015, respectively (weighted average interest rate of 4.51% in 2015)	$3,307,932	$3,246,513
Capital and financing lease obligations payable through 2031; weighted average interest rate of 8.07% for the six months ended June 30, 2016 (weighted average interest rate of 8.11% in 2015)	2,492,546	2,489,588
Convertible notes payable in aggregate principal amount of $316.3 million, less debt discount and deferred financing costs of $27.7 million and $34.3 million at June 30, 2016 and December 31, 2015, respectively, interest at 2.75% per annum, due June 2018	288,534	281,902
Construction financing due 2019 through 2032; weighted average interest rate of 7.76% for the six months ended June 30, 2016 (weighted average interest rate of 4.84% in 2015)	21,809	24,105
Notes payable issued to finance insurance premiums, weighted average interest rate of 2.94% for the six months ended June 30, 2016, due 2016	11,089	—
Other notes payable, weighted average interest rate of 5.26% for the six months ended June 30, 2016 (weighted average interest rate of 5.16% in 2015) and maturity dates ranging from 2016 to 2020	79,292	80,305
Total debt and capital and financing lease obligations	6,201,202	6,122,413
Less current portion	332,551	235,604
Total long-term debt and capital and financing lease obligations	$5,868,651	$5,886,809

Credit Facilities

On December 19, 2014, the Company entered into a Fourth Amended and Restated Credit Agreement with General Electric Capital Corporation, as administrative agent, lender and swingline lender, and the other lenders from time to time parties thereto. The agreement provides for a total commitment amount of $500.0 million, comprised of a $100.0 million term loan drawn at closing and a $400.0 million revolving credit facility (with a $50.0 million sublimit for letters of credit and a $50.0 million swingline feature to permit same day borrowing) and an option to increase the revolving credit facility by an additional $250.0 million, subject to obtaining commitments for the amount of such increase from acceptable lenders. The maturity date is January 3, 2020, and amounts drawn under the facility bear interest at 90-day LIBOR plus an applicable margin from a range of 2.50% to 3.50%. The applicable margin varies based on the percentage of the total commitment drawn, with a 2.50% margin at utilization equal to or lower than 35%, a 3.25% margin at utilization greater than 35% but less than or equal to 50%, and a 3.50% margin at utilization greater than 50%. The quarterly commitment fee on the unused portion of the facility is 0.25% per annum when the outstanding amount of obligations (including revolving credit, swingline and term loans and letter of credit obligations) is greater than or equal to 50% of the total commitment amount or 0.35% per annum when such outstanding amount is less than 50% of the total commitment amount.

Amounts drawn on the facility may be used to finance acquisitions, fund working capital and capital expenditures and for other general corporate purposes.

The facility is secured by a first priority mortgage on certain of the Company's communities. In addition, the agreement permits the Company to pledge the equity interests in subsidiaries that own other communities (rather than mortgaging such communities), provided that loan availability from pledged assets cannot exceed 10% of loan availability from mortgaged assets. The availability under the line will vary from time to time as it is based on borrowing base calculations related to the appraised value and performance of the communities securing the facility.

The agreement contains typical affirmative and negative covenants, including financial covenants with respect to minimum consolidated fixed charge coverage and minimum consolidated tangible net worth. A violation of any of these covenants could result in a default under the credit agreement, which would result in termination of all commitments under the agreement and all amounts owing under the agreement and certain other loan agreements becoming immediately due and payable and/or trigger cross default provisions in our other outstanding debt and lease agreements.

As of June 30, 2016, the outstanding balance under this credit facility was $186.5 million. Additionally, there were $22.0 million of letters of credit outstanding under this credit facility. In addition to the sublimit for letters of credit on this credit facility, the Company also had separate secured and unsecured letter of credit facilities of up to $64.5 million in the aggregate as of June 30, 2016. Letters of credit totaling $64.4 million had been issued under these separate facilities as of that date.

2016 Financings

In March 2016, the Company obtained a $100.0 million supplemental loan, secured by first mortgages on ten communities. The loan bears interest at a fixed rate of 4.20% and matures on January 1, 2023. Proceeds from the loan were utilized to pay down the outstanding balance of the credit facility.

As of June 30, 2016, the Company is in compliance with the financial covenants of its outstanding debt and lease agreements.

9. Litigation

The Company has been and is currently involved in litigation and claims incidental to the conduct of its business which are comparable to other companies in the senior living industry. Certain claims and lawsuits allege large damage amounts and may require significant costs to defend and resolve. Similarly, the senior living industry is continuously subject to scrutiny by governmental regulators, which could result in litigation related to regulatory compliance matters. As a result, the Company maintains general liability and professional liability insurance policies in amounts and with coverage and deductibles the Company believes are adequate, based on the nature and risks of its business, historical experience and industry standards. The Company's current policies provide for deductibles for each claim. Accordingly, the Company is, in effect, self-insured for claims that are less than the deductible amounts.

10. Supplemental Disclosure of Cash Flow Information

(dollars in thousands):	Six Months Ended June 30,			
	2016		2015	
Supplemental Disclosure of Cash Flow Information:				
Interest paid	$	175,386	$	179,238
Income taxes paid	$	1,997	$	2,386
Additions to property, plant and equipment and leasehold intangibles, net:				
	$	158,841	$	178,348

Property, plant and equipment and leasehold intangibles, net						
Accounts payable		31,219			—	
Net cash paid	$	190,060		$	178,348	
Acquisition of assets, net of related payables:						
Prepaid expenses and other assets	$	—		$	(51,506	)
Property, plant and equipment and leasehold intangibles, net		19,457			196,196	
Other intangible assets, net		(7,300	)		(7,293	)
Capital and financing lease obligations		—			75,619	
Long-term debt		—			(20,000	)
Other liabilities		—			(315	)
Net cash paid	$	12,157		$	192,701	
Proceeds from sale of assets, net:						
Assets held for sale	$	42,714		$	—	
Prepaid expenses and other assets		319			4,993	
Gain on sale of assets		2,551			—	
Net cash received	$	45,584		$	4,993	
Supplemental Schedule of Non-cash Operating, Investing and Financing Activities:						
Capital and financing leases:						
Property, plant and equipment and leasehold intangibles, net	$	—		$	13,718	
Other intangible assets, net		—			(5,202	)
Capital and financing lease obligations		—			(10,812	)
Other liabilities		—			2,296	
Net	$	—		$	—	
Assets designated as held for sale:						
Property, plant and equipment and leasehold intangibles,	$	(261,639	)	$	—	

net			
Assets held for sale	288,659		—
Prepaid expenses and other assets	(836	)	—
Goodwill	(28,568	)	—
Asset impairment	2,384		—
Net	$ —		$ —

11. Facility Operating Leases

The following table provides a summary of facility lease expense and the impact of straight-line adjustment and amortization of (above) below market rents and deferred gains (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Cash basis payment	$96,031	$92,352	$191,611	$187,074
Straight-line (income) expense	(523)	1,919	3,412	4,720
Amortization of (above) below market lease, net	(1,733)	(1,840)	(3,466)	(3,799)
Amortization of deferred gain	(1,093)	(1,093)	(2,186)	(2,186)
Facility lease expense	$92,682	$91,338	$189,371	$185,809

12. Income Taxes

The Company's effective tax rates for three and six months ended June 30, 2016 were (0.3%) and (2.2%), respectively, as compared to 38.3% and 37.8% for three and six month ended June 30, 2015, respectively. The differences in the Company's effective tax rates for the three and six months ended June 30, 2016 and 2015 were due to an increase in the valuation allowance against the Company's deferred tax assets recorded in 2016, the negative tax benefit on the vesting of restricted stock, a direct result of the Company's lower stock price in 2016, and the non-deductible write-off of goodwill in 2016. The Company determined that an additional valuation allowance was required after consideration of the Company's future reversal of estimated timing differences. The Company recorded an aggregate deferred federal, state and local tax benefit of $3.6 million and $16.8 million as a result of the operating loss for the three and six months ended June 30, 2016, respectively, which was offset by an increase in the valuation allowance of $3.0 million and $17.2 million, respectively. The Company recorded an aggregate deferred federal, state and local tax benefit of $53.2 million and $132.5 million as a result of the operating loss for the three and six months ended June 30, 2015, respectively. The Company evaluates its deferred tax assets each quarter to determine if a valuation allowance is required based on whether it is more likely than not that some portion of the deferred tax asset would not be realized. The Company's valuation allowance as of June 30, 2016 and December 31, 2015 is $138.8 million and $121.6 million, respectively.

The Company's current tax expense continues to mainly reflect its cash tax position for states that do not allow for or have suspended the use of net operating losses for the period.

The Company recorded interest charges related to its tax contingency reserve for cash tax positions for the six months ended June 30, 2016 and 2015 which are included in income tax expense or benefit for the period. Tax returns for years 2012 through 2014 are subject to future examination by tax authorities. In addition, the net operating losses from prior years are subject to adjustment under examination.

13. Variable Interest Entities

At June 30, 2016, the Company has equity interests in unconsolidated VIEs. The Company has determined that it does not have the power to direct the activities of the VIEs that most significantly impact the VIEs' economic performance and is not the primary beneficiary of these VIEs in accordance with ASC 810. The Company's interests in the VIEs are, therefore, accounted for under the equity method of accounting.

The Company holds a 51% equity interest, and HCP, Inc. ("HCP") owns a 49% interest, in a venture that owns and operates entry fee CCRCs (the "CCRC Venture"). The CCRC Venture's opco has been identified as a VIE. The equity members of the CCRC Venture's opco share certain operating rights, and the Company acts as manager to the CCRC Venture opco. However, the Company does not consolidate this VIE because it does not have the ability to control the activities that most significantly impact this VIE's economic performance. The assets of the CCRC Venture opco primarily consist of the CCRCs that it owns and leases, resident fees receivable, notes receivable and cash and cash equivalents. The obligations of the CCRC Venture opco primarily consist of community lease obligations, mortgage debt, accounts payable, accrued expenses and refundable entrance fees. Assets generated by the CCRC operations (primarily rents from CCRC residents) of the CCRC Venture opco may only be used to settle its contractual obligations (primarily the rental costs and operating expenses incurred to operate the communities).

The Company holds an equity ownership interest in each of the propco and opco of three ventures ("RIDEA Ventures") that operate senior housing communities in a RIDEA structure. The Company's equity ownership interest is 10% for two of the ventures and 20% for one venture. HCP owns the remaining 90% and 80% equity ownership interests in the RIDEA Ventures. The RIDEA Ventures have been identified as VIEs. The equity members of the RIDEA Ventures share certain operating rights, and the Company acts as manager to the opcos of the RIDEA Ventures. However, the Company does not consolidate these VIEs because it does not have the ability to control the activities that most significantly impact the economic performance of these VIEs. The assets of the RIDEA Ventures primarily consist of the senior housing communities that the RIDEA Ventures own, resident fees receivable, and cash and cash equivalents. The obligations of the RIDEA Ventures primarily consist of notes payable, accounts payable and accrued expenses. Assets generated by the operations of the senior housing communities (primarily rents from senior housing residents) of the RIDEA Ventures may only be used to settle its contractual obligations (primarily the notes payable and operating expenses incurred to operate the communities).

The carrying value and classification of the related assets, liabilities and maximum exposure to loss as a result of the Company's involvement with these VIEs are summarized below at June 30, 2016 (in millions):

VIE Type	Asset Type	Maximum Exposure to Loss	Carrying Amount
CCRC Venture opco	Investment in unconsolidated ventures	$ 177.5	$ 177.5
RIDEA Ventures	Investment in unconsolidated ventures	$ 123.4	$ 123.4

As of June 30, 2016, the Company is not required to provide financial support, through a liquidity arrangement or otherwise, to its unconsolidated VIEs.

14. Segment Information

As of June 30, 2016, the Company has five reportable segments: Retirement Centers; Assisted Living; CCRCs – Rental; Brookdale Ancillary Services; and Management Services. Operating segments are defined as components of an enterprise that engage in business activities from which it may earn revenues and incur expenses; for which separate financial information is available; and whose operating results are regularly reviewed by the chief operating decision maker to assess the performance of the individual segment and make decisions about resources to be allocated to the segment.

Retirement Centers. The Company's Retirement Centers segment includes owned or leased communities that are primarily designed for middle to upper income seniors generally age 75 and older who desire an upscale residential environment providing the highest quality of service. The majority of the Company's retirement center communities consist of both independent living and assisted living units in a single community, which allows residents to "age-in-place" by providing them with a continuum of senior independent and assisted living services.

Assisted Living. The Company's Assisted Living segment includes owned or leased communities that offer housing and 24-hour assistance with activities of daily life to mid-acuity frail and elderly residents. Assisted living communities include both freestanding, multi-story communities and freestanding single story communities. The Company also operates memory care communities, which are freestanding assisted living communities specially designed for residents with Alzheimer's disease and other dementias.

CCRCs - Rental. The Company's CCRCs - Rental segment includes large owned or leased communities that offer a variety of living arrangements and services to accommodate all levels of physical ability and health. Most of the Company's CCRCs have independent living, assisted living and skilled nursing available on one campus or within the immediate market, and some also include memory care/Alzheimer's units.

Brookdale Ancillary Services. The Company's Brookdale Ancillary Services segment includes the outpatient therapy, home health and hospice services provided to residents of many of the Company's communities, to other senior living communities that the Company does not own or operate and to seniors living outside of the Company's communities. The Brookdale Ancillary Services segment does not include the therapy services provided in the Company's skilled nursing units, which are included in the Company's CCRCs - Rental segment.

Management Services. The Company's Management Services segment includes communities operated by the Company pursuant to management agreements. In some of the cases, the controlling financial interest in the community is held by third parties and, in other cases, the community is owned in a venture structure in which the Company has an ownership interest. Under the management agreements for these communities, the Company receives management fees as well as reimbursed expenses, which represent the reimbursement of expenses it incurs on behalf of the owners.

The accounting policies of the Company's reportable segments are the same as those described in the summary of significant accounting policies in Note 2.

The following table sets forth certain segment financial and operating data (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenue				
Retirement Centers[1]	$169,990	$164,409	$339,416	$327,895
Assisted Living[1]	613,017	611,838	1,230,287	1,229,182
CCRCs - Rental[1]	148,225	151,561	300,485	307,552
Brookdale Ancillary Services[1]	123,336	116,170	245,528	231,581
Management Services[2]	204,262	194,206	406,270	389,855
	$1,258,830	$1,238,184	$2,521,986	$2,486,065
Segment Operating Income[3]				
Retirement Centers	$74,754	$72,044	$149,203	$142,568
Assisted Living	234,085	223,359	454,895	446,865
CCRCs - Rental	33,594	35,860	69,063	74,431
Brookdale Ancillary Services	19,032	17,724	33,550	40,466
Management Services	18,186	14,839	34,966	29,936
	379,651	363,826	741,677	734,266
General and administrative (including non-cash stock-based compensation expense)	90,695	89,545	183,316	179,075
Transaction costs	441	421	1,291	7,163
Facility lease expense	92,682	91,338	189,371	185,809
Depreciation and amortization	133,394	225,645	260,531	446,072
Asset impairment	4,152	—	7,527	—
Loss on facility lease termination	—	—	—	76,143
Income (loss) from operations	$58,287	$(43,123)	$99,641	$(159,996)

	As of	
	June 30, 2016	December 31, 2015
Total assets		
Retirement Centers	$1,537,614	$1,556,169
Assisted Living	6,248,956	6,354,415
CCRCs - Rental	1,018,017	1,037,384
Brookdale Ancillary Services	281,392	292,540
Corporate and Management Services	786,353	808,056
Total assets	$9,872,332	$10,048,564

(1) All revenue is earned from external third parties in the United States.

(2) Management services segment revenue includes reimbursements for which the Company is the primary obligor of costs incurred on behalf of managed communities.

(3) Segment operating income is defined as segment revenues less segment facility operating expenses (excluding depreciation and amortization).

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

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain statements in this Quarterly Report on Form 10-Q 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, sales, marketing and branding initiatives and growth strategies and our expectations regarding their effect on our results; our expectations regarding the economy, the senior living industry, occupancy, pricing, revenue, cash flow, operating income, expenses, capital expenditures, Program Max opportunities, the integration of Emeritus, cost savings and synergies, liquidity and leverage, senior housing supply, 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 Cash From Facility Operations; 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 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 for the performance of our entrance fee communities; our ability to anticipate, manage and address industry trends and their effect on our business; our expectations regarding the payment of dividends; and our ability to increase revenues, earnings, Adjusted EBITDA and/or Cash From Facility Operations (as such terms are defined in this Quarterly Report on Form 10-Q). 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. 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 and our outstanding convertible notes) 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 dispositions on agreed upon terms or at all; our ability to successfully integrate acquisitions, including our acquisition of Emeritus; 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; and the inability to obtain, or delays in obtaining, cost savings and synergies from the Emeritus acquisition; as well as other risks detailed from time to time in our filings with the Securities and Exchange Commission, including those set forth under "Item 1A. Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2015 and Part II, "Item 1A. Risk Factors" and elsewhere in this Quarterly Report 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 Quarterly Report on Form 10-Q. 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 in this Quarterly Report on Form 10-Q to reflect any change in our expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

Executive Overview

As of June 30, 2016, we are the largest operator of senior living communities in the United States based on total capacity, with 1,114 communities in 47 states and the ability to serve approximately 107,000 residents. We offer our residents access to a full continuum of services across the most attractive sectors of the senior living industry. As of June 30, 2016, we operated in five business segments: Retirement Centers, Assisted Living, Continuing Care Retirement Centers ("CCRCs") - Rental, Brookdale Ancillary Services and Management Services.

We believe that we are positioned to take advantage of favorable demographic trends and future supply-demand dynamics in the senior living industry. We also believe that we operate in the most attractive sectors of the senior living industry with opportunities to increase our revenues through providing a combination of housing, hospitality services, ancillary services and health care services. Our senior living communities offer residents a supportive "home-like" setting, assistance with activities of daily living (such as eating, bathing, dressing, toileting and transferring/walking) and, in certain communities, licensed skilled nursing services. We also provide ancillary services, including therapy and home health services, to our residents. Our strategy is to be the leading provider of senior living solutions, built on a large and growing senior housing platform. By providing residents with a range of service options as their needs change, we provide greater continuity of care, enabling seniors to "age-in-place" and thereby maintain residency with us for a longer period of time. The ability of residents to age-in-place is also beneficial to our residents and their families who are concerned with care decisions for their elderly relatives.

We believe that there are organic growth opportunities inherent in our existing portfolio. We intend to take advantage of those opportunities by growing revenues, while maintaining expense control, at our existing communities, continuing the expansion and maturation of our ancillary services programs, expanding, renovating, redeveloping and repositioning our existing communities, and acquiring additional operating companies and communities.

On July 31, 2014, we acquired Emeritus Corporation ("Emeritus"), a senior living service provider focused on operating residential style communities throughout the United States, for approximately $3.0 billion consisting of the issuance of our stock with a fair value of approximately $1.6 billion and our assumption of approximately $1.4 billion aggregate principal amount of existing mortgage indebtedness. At the closing of the merger, the size of our consolidated portfolio increased by 493 communities, 182 of which were owned and 311 of which were subject to leases that we directly or indirectly assumed in the merger. The Emeritus communities provide independent living, assisted living, memory care and, to a lesser extent, skilled nursing care. The merger significantly increased our scale and provides us the opportunity to leverage this scale to build our national brand and provide greater organic growth, achieve greater operating efficiencies, and drive new innovations to serve our residents. In addition, the merger provided us entry into 10 new states and significantly increased our presence in many high-population states, especially in the west and northeast. Enhanced geographic coverage and density is a contributing factor to our ability to increase our operating efficiencies and may provide additional opportunities for growth from markets with clusters of assets. The merger also enables us to expand our therapy, home health and hospice ancillary programs into the Emeritus communities and accelerate the introduction of Emeritus' Nurse on Call home health services into our major markets. The results of Emeritus' operations have been included in the consolidated financial statements subsequent to the acquisition date.

Since the closing of our acquisition of Emeritus, we have executed on our plans to integrate legacy Emeritus locations into our systems and infrastructure platform as rapidly as prudently possible. In 2015, we completed the final cutover waves of integration activities and have a common system and infrastructure platform in place. We continue to reinforce and refine our operating model and certain processes during 2016.

We are actively exploring opportunities to rationalize our portfolio through dispositions of owned and leased communities in order to simplify and streamline our business, to increase the quality and durability of our cash flow, and to reduce our debt and lease leverage. As of June 30, 2016, $354.6 million was recorded as assets held for sale and $154.7 million of mortgage debt was included in the current portion of long-term debt with our condensed consolidated balance sheet. This debt will either be repaid with the proceeds from the sales or be assumed by the prospective purchasers. Our portfolio rationalization efforts have included the following transactions during 2016.

- As of December 31, 2015, we identified 17 owned communities as assets held for sale. During the three months ended March 31, 2016, we sold seven of these communities comprised of 748 units for an aggregate selling price of $46.7 million, and the results of operations of these communities are reported in the Assisted Living and CCRCs – Rental segments within the condensed consolidated financial statements through the disposition dates. The remaining ten communities are classified as held for sale as of June 30, 2016.

- During the three months ended June 30, 2016, we entered into an agreement with a third party to sell a 12-state portfolio of 44 owned communities for a sales price of $252.5 million. These 44 communities were classified as held for sale as of June 30, 2016.

- During the three months ended June 30, 2016, we entered into agreements with other third parties to sell six owned communities for an aggregate sales price of $42.4 million. These six communities were classified as held for sale as of June 30, 2016.

The results of operations of the 60 assets held for sale as of June 30, 2016 are reported in the following segments within the condensed consolidated financial statements: Assisted Living (56 communities; 3,424 units), CCRCs – Rental (three communities; 498 units) and Retirement Center (one community; 97 units). The 60 communities had resident fee revenue of approximately $138.0 million and operating expenses of $113.4 million for the twelve months ended June 30, 2016. The closings of the sales of the 60 assets held for sale as of June 30, 2016 are subject to receipt of regulatory approvals and satisfaction of other customary closing conditions, and are expected to occur in the next 12 months; however, there can be no assurance that the transactions will close or, if they do, when the actual closings will occur. We plan to continue to assess additional opportunities to rationalize our portfolio through dispositions of owned and leased communities during 2016.

We increased our liquidity position by $111.7 million during the six months ended June 30, 2016. Our total liquidity was $306.3 million as of June 30, 2016, including $39.1 million of unrestricted cash and cash equivalents and $267.2 million of availability on our secured credit facility. We used proceeds from asset sales, community financings and cash flows from operations to reduce the outstanding balance on our line of credit to $186.5 million.

We have invested significant capital expenditures into our portfolio to renovate and upgrade communities, which we expect will drive greater occupancy and higher rates in those communities over time. For the year ended December 31, 2015, we spent approximately $361.9 million for capital expenditures, net of lessor reimbursements. We will continue our capital expenditure programs, including our Program Max initiative, but in the near-term at reduced investment levels compared to prior years. In an effort to grow our free cash flow, we have reduced our anticipated net capital expenditures for 2016. We expect to incur net capital expenditures of $275.0 million to $290.0 million for 2016.

The table below presents a summary of our operating results and certain other financial metrics for the three and six months ended June 30, 2016 and 2015 and the amount and percentage of increase or decrease of each applicable item (dollars in millions).

	Three Months Ended June 30,		Increase (Decrease)	
	2016	2015	Amount	Percent
Total revenues	$1,258.8	$1,238.2	$20.6	1.7 %
Facility operating expense	$693.1	$695.0	$(1.9)	(0.3)%
Net income (loss)	$(35.5)	$(84.8)	$(49.3)	(58.2)%
Net income (loss) attributable to Brookdale Senior Living Inc. common stockholders	$(35.5)	$(84.5)	$(49.1)	(58.1)%
Adjusted EBITDA	$201.5	$188.4	$13.1	7.0 %
Net cash provided by operating activities	$107.5	$100.8	$6.7	6.7 %
Cash From Facility Operations	$106.1	$80.9	$25.1	31.1 %

	Six Months Ended June 30,		Increase (Decrease)	
	2016	2015	Amount	Percent
Total revenues	$2,522.0	$2,486.1	$35.9	1.4 %
Facility operating expense	$1,409.0	$1,391.9	$17.1	1.2 %
Net income (loss)	$(84.3)	$(215.5)	$(131.2)	(60.9)%
Net income (loss) attributable to Brookdale Senior Living Inc. common stockholders	$(84.2)	$(215.0)	$(130.8)	(60.8)%
Adjusted EBITDA	$384.2	$376.7	$7.5	2.0 %
Net cash provided by operating activities	$177.8	$110.8	$67.0	60.5 %
Cash From Facility Operations	$192.2	$169.0	$23.2	13.7 %

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Adjusted EBITDA and Cash From Facility Operations are non-GAAP financial measures we use in evaluating our operating performance and liquidity, respectively. See "Non-GAAP Financial Measures" below for an explanation of how we define each of these measures, a detailed description of why we believe such measures are useful and the limitations of each measure, and a reconciliation of Adjusted EBITDA from net income (loss) and Cash From Facility Operations from net cash provided by operating activities. Our definitions and calculations of Adjusted EBITDA and Cash From Facility Operations have changed from prior periods. Prior period amounts of Adjusted EBITDA included in this Quarterly Report on Form 10-Q have been recast to conform to the new definition. The change in definition of Cash From Facility Operations had no effect on the amounts of Cash From Facility Operations presented in this Quarterly Report on Form 10-Q for this period or prior periods. See "Non-GAAP Financial Measures" below for a description of the changes to the definitions of Adjusted EBITDA and Cash From Facility Operations.

During the six months ended June 30, 2016, total revenues increased to $2.5 billion, an increase of $35.9 million, or 1.4%, over our total revenues for the six months ended June 30, 2015. Resident fees for the six months ended June 30, 2016 increased $19.5 million, or 0.9%, from the six months ended June 30, 2015. Management fees increased $5.0 million, or 16.8%, from the six months ended June 30, 2015, and reimbursed costs on behalf of managed communities increased $11.4 million, or 3.2%. The increase in resident fees during the six months ended June 30, 2016 was primarily a result of a 3.8% increase in senior housing average monthly revenue per unit compared to the prior year period. The increase in resident fees was partially offset by the impact of disposition activity since the beginning of the prior year period and a 150 basis point decrease in weighted average occupancy in the 930 communities we owned or leased during both full periods. The increase in management fees during the six months ended June 30, 2016 was primarily a result of a $2.5 million increase in incentive fees earned under the terms of our management agreements.

During the six months ended June 30, 2016, facility operating expenses were $1.4 billion, an increase of $17.1 million, or 1.2%, as compared to the six months ended June 30, 2015. The increase in facility operating expenses was primarily due to an increase in salaries and wages arising from wage rate increases.

Net income (loss) attributable to Brookdale Senior Living Inc. common stockholders for the six months ended June 30, 2016 was ($84.2) million, or ($0.45) per basic and diluted common share, compared to net income (loss) attributable to Brookdale Senior Living Inc. common stockholders of ($215.0) million, or ($1.17) per basic and diluted common share, for the six months ended June 30, 2015. Net income (loss) for the second quarter of 2016 was ($35.5) million, versus net income (loss) of ($84.8) million for the second quarter of 2015. During the six months ended June 30, 2016, our Adjusted EBITDA increased by 2.0% when compared to the six months ended June 30, 2015. Adjusted EBITDA includes integration, transaction, transaction-related and strategic project costs of $37.1 million for the six months ended June 30, 2016 and $56.3 million for the six months ended June 30, 2015.

During the six months ended June 30, 2016, net cash provided by operating activities increased to $177.8 million, an increase of $67.0 million, or 60.5%, over our net cash provided by operating activities for the six months ended June 30, 2015. The increase in net cash provided by operating activities was attributable primarily to the payment of $81.4 million of cash during the prior year period to terminate 15 community leases upon the acquisition of the underlying real estate associated with the communities. During the six months ended June 30, 2016, our Cash From Facility Operations increased by 13.7% when compared to the six months ended June 30, 2015. Cash From Facility Operations includes integration, transaction, transaction-related and strategic project costs of $38.3 million (including $1.2 million of debt modification costs excluded from Adjusted EBITDA) for the six months ended June 30, 2016 and $56.3 million for the six months ended June 30, 2015.

Consolidated Results of Operations

Comparison of Three Months ended June 30, 2016 to June 30, 2015

The following table sets forth, for the periods indicated, statement of operations items and the amount and percentage of change of these items. The results of operations for any particular period are not necessarily indicative of results for any future period. The following data should be read in conjunction with our condensed consolidated financial statements and the related notes, which are included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

As of June 30, 2016 our total operations included 1,114 communities with a capacity to serve 107,315 residents.

(dollars in thousands, except average monthly revenue per unit)	Three Months Ended June 30,			
	2016	2015	Increase (Decrease)	% Increase (Decrease)
Statement of Operations Data:				
Revenue				
Resident fees				
Retirement Centers	$169,990	$164,409	$5,581	3.4%
Assisted Living	613,017	611,838	1,179	0.2%
CCRCs – Rental	148,225	151,561	(3,336)	(2.2)%
Brookdale Ancillary Services	123,336	116,170	7,166	6.2%
Total resident fees	1,054,568	1,043,978	10,590	1.0%
Management services[(1)]	204,262	194,206	10,056	5.2%
Total revenue	1,258,830	1,238,184	20,646	1.7%
Expense				
Facility operating expense				
Retirement Centers	95,236	92,365	2,871	3.1%
Assisted Living	378,932	388,479	(9,547)	(2.5)%
CCRCs – Rental	114,631	115,701	(1,070)	(0.9)%
Brookdale Ancillary Services	104,304	98,446	5,858	6.0%
Total facility operating expense	693,103	694,991	(1,888)	(0.3)%
General and administrative expense	90,695	89,545	1,150	1.3%
Transaction costs	441	421	20	4.8%
Facility lease expense	92,682	91,338	1,344	1.5%
Depreciation and amortization	133,394	225,645	(92,251)	(40.9)%
Asset impairment	4,152	—	4,152	NM
Costs incurred on behalf of managed communities	186,076	179,367	6,709	3.7%
Total operating expense	1,200,543	1,281,307	(80,764)	(6.3)%
Income (loss) from operations	58,287	(43,123)	101,410	235.2%
Interest income	728	382	346	90.6%
Interest expense	(96,604)	(96,641)	(37)	NM
Debt modification and extinguishment costs	(186)	—	186	NM
Equity in earnings (loss) of unconsolidated ventures	338	(672)	1,010	150.3%
Other non-operating income	2,069	2,654	(585)	(22.0)%
Income (loss) before income taxes	(35,368)	(137,400)	(102,032)	(74.3)%
(Provision) benefit for income taxes	(123)	52,593	(52,716)	(100.2)%
Net income (loss)	(35,491)	(84,807)	(49,316)	(58.2)%
Net (income) loss attributable to noncontrolling interest	41	260	(219)	(84.2)%

Net income (loss) attributable to Brookdale Senior Living Inc. common stockholders	$(35,450)	$(84,547)	$(49,097)	(58.1)%

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	Three Months Ended June 30, 2016	2015	Increase (Decrease)	% Increase (Decrease)
Selected Operating and Other Data:				
Total number of communities (period end)	1,114	1,136	(22)	(1.9)%
Total units operated(2)				
Period end	106,751	109,319	(2,568)	(2.3)%
Weighted average	107,135	109,548	(2,413)	(2.2)%
Owned/leased communities units(2)				
Period end	80,519	82,519	(2,000)	(2.4)%
Weighted average	80,700	82,522	(1,822)	(2.2)%
Owned/leased communities occupancy rate (weighted average)	85.8 %	86.5 %	(0.7)%	(0.8)%
Senior Housing average monthly revenue per unit(3)	$4,476	$4,331	$145	3.3 %
Selected Segment Operating and Other Data:				
Retirement Centers				
Number of communities (period end)	95	98	(3)	(3.1)%
Total units(2)				
Period end	17,095	17,268	(173)	(1.0)%
Weighted average	17,095	17,279	(184)	(1.1)%
Occupancy rate (weighted average)	88.9 %	88.4 %	0.5 %	0.6 %
Senior Housing average monthly revenue per unit(3)	$3,727	$3,589	$138	3.8 %
Assisted Living				
Number of communities (period end)	818	833	(15)	(1.8)%
Total units(2)				
Period end	53,459	54,673	(1,214)	(2.2)%
Weighted average	53,521	54,700	(1,179)	(2.2)%
Occupancy rate (weighted average)	85.3 %	86.4 %	(1.1)%	(1.3)%
Senior Housing average monthly revenue per unit(3)	$4,478	$4,316	$162	3.8 %
CCRCs - Rental				
Number of communities (period end)	43	46	(3)	(6.5)%
Total units(2)				
Period end	9,965	10,578	(613)	(5.8)%
Weighted average	10,084	10,543	(459)	(4.4)%
Occupancy rate (weighted average)	83.7 %	83.6 %	0.1 %	0.1 %
Senior Housing average monthly revenue per unit(3)	$5,812	$5,697	$115	2.0 %
Management Services				
Number of communities (period end)	158	159	(1)	(0.6)%
Total units(2)				
Period end	26,232	26,800	(568)	(2.1)%
Weighted average	26,435	27,026	(591)	(2.2)%
Occupancy rate (weighted average)	86.8 %	85.2 %	1.6 %	1.9 %
Brookdale Ancillary Services				
Outpatient Therapy treatment codes	476,530	667,836	(191,306)	(28.6)%
Home Health average census	16,126	13,884	2,242	16.1 %

(1) Management services segment revenue includes management fees and reimbursements for which we are the primary obligor of costs incurred on behalf of managed communities.

(2) Period end units operated excludes equity homes. Weighted average units operated represents the average units operated during the period, excluding equity homes.

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

Resident Fees

Resident fee revenue increased $10.6 million, or 1.0%, over the prior year period primarily as a result of an increase in the average monthly revenue per unit compared to the prior year period. During the current period, revenues grew 1.6% at the 933 communities we owned or leased during both full periods with a 3.0% increase in the average monthly revenue per unit (excluding amortization of entrance fee revenue). The increase was partially offset by the impact of disposition activity since the beginning of the prior year period and a 120 basis point decrease in weighted average occupancy in the 933 communities we owned or leased during both full periods.

Retirement Centers segment revenue increased $5.6 million, or 3.4%, primarily due to a 2.9% increase in average monthly revenue per unit at the communities we operated during both full periods. The increase was partially offset by the impact of disposition activity since the beginning of the prior year period.

Assisted Living segment revenue increased $1.2 million, or 0.2%, primarily due to a 3.4% increase in average monthly revenue per unit at the communities we operated during both full periods. The increase was partially offset by the impact of disposition and lease termination activity since the beginning of the prior year period as well as a 160 basis point decrease in occupancy at the communities we operated during both full periods.

CCRCs - Rental segment revenue decreased $3.3 million, or 2.2%, primarily due to the impact of disposition activity since the beginning of the prior year period as well as a 90 basis point decrease in occupancy at the communities we operated during both full periods. The decrease was partially offset by a 1.7% increase in average monthly revenue per unit at the communities we operated during both full periods.

Brookdale Ancillary Services segment revenue increased $7.2 million, or 6.2%, primarily due to an increase in home health average census and the roll-out of our home health and hospice services to additional units subsequent to the prior year period. The increase was partially offset by a decrease in therapy service volume.

Management Services Revenue

Management Services segment revenue, including management fees and reimbursed costs incurred on behalf of managed communities, increased $10.1 million, or 5.2%, primarily due to additional costs incurred on behalf of managed communities resulting from increases in salaries and wages and other facility operating expenses at the communities operated in both periods.

Facility Operating Expense

Facility operating expense decreased over the prior year period primarily due to the impact of disposition and lease termination activity since the beginning of the prior year period and a $13.7 million decrease in insurance expense from changes in estimates due to general liability and professional liability and workers compensation claims experience. The decrease was partially offset by increases in salaries and wages due to wage rate increases.

Retirement Centers segment operating expenses increased $2.9 million, or 3.1%, primarily driven by an increase in salaries and wages arising from wage rate increases. The increase was partially offset by disposition activity since the beginning of the prior year period.

Assisted Living segment operating expenses decreased $9.5 million, or 2.5%, primarily driven by the impact of disposition and lease termination activity since the beginning of the prior year period and a decrease in insurance expense from changes in estimates due to general liability and professional liability and workers compensation claims experience. The decrease was partially offset by increases in salaries and wages due to wage rate increases.

CCRCs - Rental segment operating expenses decreased $1.1 million, or 0.9%, primarily driven by disposition activity since the beginning of the prior year period. The decrease was partially offset by increases in salaries and wages due to wage rate increases.

Brookdale Ancillary Services segment operating expenses increased $5.9 million, or 6.0%, primarily due to expense increases in connection with higher census and increased salaries and wage expense as additional employees were hired to roll out services to communities acquired as part of the Emeritus transaction.

General and Administrative Expense

General and administrative expense increased $1.2 million, or 1.3%, over the prior year period primarily as a result of an increase in salaries and wages due to wage rate and bonus accrual increases and an increase in non-cash stock-based compensation expense. The increase was partially offset by a decrease in integration, transaction, transaction-related and strategic project costs.

Facility Lease Expense

Facility lease expense increased $1.3 million, or 1.5%, primarily due to annual rent increases, including the impact of variable rent increases.

Depreciation and Amortization

Depreciation and amortization expense decreased $92.3 million, or 40.9%, primarily due to amortization of in-place lease intangibles acquired as part of our acquisition of Emeritus reaching full amortization subsequent to the prior year period.

Asset Impairment

During the three months ended June 30, 2016, we recorded impairment charges of $4.2 million related to asset impairment for property, plant and equipment and leasehold intangibles for certain communities. We recorded $2.4 million of impairment charges related to 50 communities identified as held for sale as of June 30, 2016, inclusive of the allocation of $28.6 million of goodwill to the disposal groups. Additionally, during the three months ended June 30, 2016, we recorded $1.8 million of non-cash impairment charges for property, plant and equipment and leasehold intangibles for communities to be held and used, primarily due to property damage sustained at the communities during the period.

Costs Incurred on Behalf of Managed Communities

Costs incurred on behalf of managed communities increased $6.7 million, or 3.7%, primarily due to additional costs incurred on behalf of managed communities resulting from increases in salaries and wages and other facility operating expenses at the communities operated in both full periods.

Interest Expense

Interest expense was $96.6 million for both the three months ended June 30, 2016 and 2015.

Income Taxes

The difference in our effective tax rates for the three months ended June 30, 2016 and 2015 was primarily due to recording a valuation allowance against our deferred tax assets and the impact of the non-deductible write-off of goodwill during the three months ended June 30, 2016. We recorded an aggregate deferred federal, state and local tax benefit of $3.6 million as a result of the operating loss for the three months ended June 30, 2016, which was offset by an increase in the valuation allowance of $3.0 million. We recorded an aggregate deferred federal, state and local tax benefit of $53.2 million as a result of the operating loss for the three months ended June 30, 2015. We evaluate our deferred tax assets each quarter to determine if a valuation allowance is required based on whether it is more likely than not that some portion of the deferred tax asset would not be realized. Our valuation allowance as of June 30, 2016 and December 31, 2015 was $138.8 million and $121.6 million, respectively.

We recorded interest charges related to our tax contingency reserve for cash tax positions for the three months ended June 30, 2016 and 2015 which are included in income tax expense (benefit) for the period. Tax returns for years 2012 through 2014 are subject to future examination by tax authorities. In addition, the net operating losses from prior years are subject to adjustment under examination.

Comparison of Six Months ended June 30, 2016 to June 30, 2015

The following table sets forth, for the periods indicated, statement of operations items and the amount and percentage of change of these items. The results of operations for any particular period are not necessarily indicative of results for any future period. The following data should be read in conjunction with our condensed consolidated financial statements and the related notes, which are included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

(dollars in thousands, except average monthly revenue per unit)	Six Months Ended June 30, 2016	2015	Increase (Decrease)	% Increase (Decrease)
Statement of Operations Data:				
Revenue				
Resident fees				
Retirement Centers	$339,416	$327,895	$11,521	3.5 %
Assisted Living	1,230,287	1,229,182	1,105	0.1 %
CCRCs – Rental	300,485	307,552	(7,067)	(2.3)%
Brookdale Ancillary Services	245,528	231,581	13,947	6.0 %
Total resident fees	2,115,716	2,096,210	19,506	0.9 %
Management services[1]	406,270	389,855	16,415	4.2 %
Total revenue	2,521,986	2,486,065	35,921	1.4 %
Expense				
Facility operating expense				
Retirement Centers	190,213	185,327	4,886	2.6 %
Assisted Living	775,392	782,317	(6,925)	(0.9)%
CCRCs – Rental	231,422	233,121	(1,699)	(0.7)%
Brookdale Ancillary Services	211,978	191,115	20,863	10.9 %
Total facility operating expense	1,409,005	1,391,880	17,125	1.2 %
General and administrative expense	183,316	179,075	4,241	2.4 %
Transaction costs	1,291	7,163	(5,872)	(82.0)%
Facility lease expense	189,371	185,809	3,562	1.9 %
Depreciation and amortization	260,531	446,072	(185,541)	(41.6)%
Asset impairment	7,527	—	7,527	—
Loss on facility lease termination	—	76,143	(76,143)	NM
Costs incurred on behalf of managed communities	371,304	359,919	11,385	3.2 %
Total operating expense	2,422,345	2,646,061	(223,716)	(8.5)%
Income (loss) from operations	99,641	(159,996)	259,637	162.3 %
Interest income	1,430	809	621	76.8 %
Interest expense	(193,507)	(193,123)	384	0.2 %
Debt modification and extinguishment costs	(1,296)	(44)	1,252	NM
Equity in earnings of unconsolidated ventures	1,356	812	544	67.0 %
Other non-operating income	9,856	5,145	4,711	91.6 %
Income (loss) before income taxes	(82,520)	(346,397)	(263,877)	