

VENTAS INC  
Form 10-Q  
July 27, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015

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: 1-10989

Ventas, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)  
353 N. Clark Street, Suite 3300  
Chicago, Illinois  
(Address of Principal Executive Offices)  
60654  
(Zip Code)  
(877) 483-6827  
(Registrant's Telephone Number, Including Area Code)

61-1055020  
(I.R.S. Employer  
Identification No.)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class of Common Stock: Outstanding at July 22, 2015:

Common Stock, \$0.25 par value

332,502,301

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VENTAS, INC.  
 FORM 10-Q  
 INDEX

	Page
<u>PART I—FINANCIAL INFORMATION</u>	
<u>Item 1.</u>	<u>1</u>
<u>Financial Statements (Unaudited)</u>	
Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014	<u>1</u>
Consolidated Statements of Income for the Three and Six Months Ended June 30, 2015 and 2014	<u>2</u>
Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2015 and 2014	<u>3</u>
Consolidated Statements of Equity for the Six Months Ended June 30, 2015 and the Year Ended December 31, 2014	<u>4</u>
Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2015 and 2014	<u>5</u>
<u>Notes to Consolidated Financial Statements</u>	<u>7</u>
<u>Item 2.</u>	<u>42</u>
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	
<u>Item 3.</u>	<u>65</u>
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	
<u>Item 4.</u>	<u>67</u>
<u>Controls and Procedures</u>	
<u>PART II—OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>68</u>
<u>Legal Proceedings</u>	
<u>Item 2.</u>	<u>68</u>
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	
<u>Item 6.</u>	<u>69</u>
<u>Exhibits</u>	

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## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## VENTAS, INC.

## CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except per share amounts)

	June 30, 2015	December 31, 2014
Assets		
Real estate investments:		
Land and improvements	\$2,288,356	\$1,956,128
Buildings and improvements	22,051,067	19,895,043
Construction in progress	145,873	120,123
Acquired lease intangibles	1,308,052	1,039,651
	25,793,348	23,010,945
Accumulated depreciation and amortization	(4,428,252	) (4,025,386
Net real estate property	21,365,096	18,985,559
Secured loans receivable and investments, net	789,408	829,756
Investments in unconsolidated entities	85,461	91,872
Net real estate investments	22,239,965	19,907,187
Cash and cash equivalents	60,532	55,348
Escrow deposits and restricted cash	193,960	71,771
Deferred financing costs, net	68,284	60,328
Other assets	1,712,421	1,131,537
Total assets	\$24,275,162	\$21,226,171
Liabilities and equity		
Liabilities:		
Senior notes payable and other debt	\$11,507,861	\$10,888,092
Accrued interest	77,631	62,097
Accounts payable and other liabilities	1,026,359	1,005,232
Deferred income taxes	370,161	344,337
Total liabilities	12,982,012	12,299,758
Redeemable OP unitholder and noncontrolling interests	199,404	172,016
Commitments and contingencies		
Equity:		
Ventas stockholders' equity:		
Preferred stock, \$1.00 par value; 10,000 shares authorized, unissued	—	—
Common stock, \$0.25 par value; 600,000 shares authorized, 331,965 and 298,478 shares issued at June 30, 2015 and December 31, 2014, respectively	82,982	74,656
Capital in excess of par value	12,708,898	10,119,306
Accumulated other comprehensive income	10,180	13,121
Retained earnings (deficit)	(1,772,529	) (1,526,388
Treasury stock, 28 and 7 shares at June 30, 2015 and December 31, 2014, respectively	(2,048	) (511
Total Ventas stockholders' equity	11,027,483	8,680,184
Noncontrolling interest	66,263	74,213
Total equity	11,093,746	8,754,397
Total liabilities and equity	\$24,275,162	\$21,226,171
See accompanying notes.		



VENTAS, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)  
(In thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,		
	2015	2014	2015	2014	
Revenues:					
Rental income:					
Triple-net leased	\$260,562	\$242,726	\$526,768	\$480,572	
Medical office buildings	140,403	114,890	277,393	230,113	
	400,965	357,616	804,161	710,685	
Resident fees and services	454,645	374,473	901,559	745,534	
Medical office building and other services revenue	9,408	4,367	19,951	10,667	
Income from loans and investments	26,068	14,625	48,967	25,392	
Interest and other income	236	173	708	446	
Total revenues	891,322	751,254	1,775,346	1,492,724	
Expenses:					
Interest	107,591	91,501	214,181	179,342	
Depreciation and amortization	249,195	190,818	496,636	384,412	
Property-level operating expenses:					
Senior living	299,252	249,424	597,614	497,719	
Medical office buildings	43,321	39,335	85,670	78,680	
	342,573	288,759	683,284	576,399	
Medical office building services costs	5,764	1,626	12,682	4,997	
General, administrative and professional fees	33,962	31,306	68,292	64,172	
(Gain) loss on extinguishment of debt, net	(455	) 2,924	(434	) 2,665	
Merger-related expenses and deal costs	14,585	9,599	49,757	20,359	
Other	5,091	4,863	10,387	10,092	
Total expenses	758,306	621,396	1,534,785	1,242,438	
Income before income (loss) from unconsolidated entities, income taxes, discontinued operations, real estate dispositions and noncontrolling interest	133,016	129,858	240,561	250,286	
Income (loss) from unconsolidated entities	9	348	(242	) 596	
Income tax benefit (expense)	9,789	(3,274	) 17,039	(6,707	)
Income from continuing operations	142,814	126,932	257,358	244,175	
Discontinued operations	67	(255	) (356	) 2,776	
Gain on real estate dispositions	7,469	11,889	14,155	12,889	
Net income	150,350	138,566	271,157	259,840	
Net income attributable to noncontrolling interest	529	168	894	395	
Net income attributable to common stockholders	\$149,821	\$138,398	\$270,263	\$259,445	
Earnings per common share:					
Basic:					
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$0.45	\$0.47	\$0.82	\$0.87	
Discontinued operations	0.00	(0.00	) (0.00	) 0.01	
Net income attributable to common stockholders	\$0.45	\$0.47	\$0.82	\$0.88	
Diluted:					
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$0.45	\$0.47	\$0.82	\$0.87	

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Discontinued operations	0.00	(0.00	) (0.00	) 0.01
Net income attributable to common stockholders	\$0.45	\$0.47	\$0.82	\$0.88
Weighted average shares used in computing earnings per common share:				
Basic	330,715	293,988	327,890	293,932
Diluted	334,026	296,504	331,424	296,369
Dividends declared per common share	\$0.79	\$0.725	\$1.58	\$1.45
See accompanying notes.				

2

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VENTAS, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(In thousands)

	For the Three Months		For the Six Months	
	Ended June 30,		Ended June 30,	
	2015	2014	2015	2014
Net income	\$ 150,350	\$ 138,566	\$ 271,157	\$ 259,840
Other comprehensive income (loss):				
Foreign currency translation	14,393	7,719	3,521	4,979
Change in unrealized gain on marketable securities	(6,395 )	265	(5,046 )	1,571
Other	(2,175 )	(193 )	(1,416 )	46
Total other comprehensive income (loss)	5,823	7,791	(2,941 )	6,596
Comprehensive income	156,173	146,357	268,216	266,436
Comprehensive income attributable to noncontrolling interest	529	168	894	395
Comprehensive income attributable to common stockholders	\$ 155,644	\$ 146,189	\$ 267,322	\$ 266,041

See accompanying notes.



## VENTAS, INC.

## CONSOLIDATED STATEMENTS OF EQUITY

For the Six Months Ended June 30, 2015 and the Year Ended December 31, 2014

(Unaudited)

(In thousands, except per share amounts)

	Common Stock Par Value	Capital in Excess of Par Value	Accumulated Other Comprehensive Income	Retained Earnings (Deficit)	Treasury Stock	Total Ventas Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance at January 1, 2014	\$74,488	\$10,078,592	\$19,659	\$(1,126,541)	\$(221,917)	\$8,824,281	\$79,530	\$8,903,811
Net income	—	—	—	475,767	—	475,767	1,419	477,186
Other comprehensive loss	—	—	(6,538 )	—	—	(6,538 )	—	(6,538 )
Retirement of stock	(924 )	(220,152 )	—	—	221,076	—	—	—
Acquisition-related activity	37	10,141	—	—	—	10,178	—	10,178
Net change in noncontrolling interest	—	1,163	—	—	—	1,163	(8,662 )	(7,499 )
Dividends to common stockholders—\$2.965 per share	—	—	—	(875,614 )	—	(875,614 )	—	(875,614 )
Issuance of common stock	845	241,262	—	—	—	242,107	—	242,107
Issuance of common stock for stock plans	173	29,266	—	—	3,858	33,297	—	33,297
Change in redeemable noncontrolling interest	—	(1,082 )	—	—	—	(1,082 )	1,926	844
Adjust redeemable OP unitholder interests to current fair value	—	(32,993 )	—	—	—	(32,993 )	—	(32,993 )
Purchase of OP units	1	(83 )	—	—	—	(82 )	—	(82 )
Grant of restricted stock, net of forfeitures	36	13,192	—	—	(3,528 )	9,700	—	9,700
Balance at December 31, 2014	74,656	10,119,306	13,121	(1,526,388 )	(511 )	8,680,184	74,213	8,754,397
Net income	—	—	—	270,263	—	270,263	894	271,157
Other comprehensive loss	—	—	(2,941 )	—	—	(2,941 )	—	(2,941 )
Acquisition-related activity	7,103	2,209,202	—	—	—	2,216,305	13	2,216,318
	—	—	—	—	—	—	(9,467 )	(9,467 )

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Net change in noncontrolling interest								
Dividends to common stockholders—\$1.58 per share	—	—	—	(516,404 )	—	(516,404 )	—	(516,404 )
Issuance of common stock	1,201	350,966	—	—	—	352,167	—	352,167
Issuance of common stock for stock plans	22	4,271	—	—	4,284	8,577	—	8,577
Change in redeemable noncontrolling interest	—	(39 )	—	—	—	(39 )	610	571
Adjust redeemable OP unitholder interests to current fair value	—	16,314	—	—	—	16,314	—	16,314
Purchase of OP units	—	1,719	—	—	—	1,719	—	1,719
Grant of restricted stock, net of forfeitures	—	7,159	—	—	(5,821 )	1,338	—	1,338
Balance at June 30, 2015	\$82,982	\$12,708,898	\$10,180	\$(1,772,529)	\$(2,048 )	\$11,027,483	\$66,263	\$11,093,746

See accompanying notes.

VENTAS, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(In thousands)

	For the Six Months Ended	
	June 30,	
	2015	2014
Cash flows from operating activities:		
Net income	\$271,157	\$259,840
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization (including amounts in discontinued operations)	496,660	385,940
Amortization of deferred revenue and lease intangibles, net	(13,630)	(9,879)
Other non-cash amortization	909	(2,928)
Stock-based compensation	11,192	11,411
Straight-lining of rental income, net	(16,761)	(17,231)
(Gain) loss on extinguishment of debt, net	(434)	2,665
Gain on real estate dispositions (including amounts in discontinued operations)	(14,432)	(14,142)
Gain on sale of marketable securities	(5,800)	—
Income tax (benefit) expense	(18,240)	6,407
Loss (income) from unconsolidated entities	242	(596)
Other	17,967	6,494
Changes in operating assets and liabilities:		
(Increase) decrease in other assets	(9,711)	11,208
Increase in accrued interest	16,108	2,374
Decrease in accounts payable and other liabilities	(17,503)	(45,861)
Net cash provided by operating activities	717,724	595,702
Cash flows from investing activities:		
Net investment in real estate property	(1,253,910)	(271,526)
Investment in loans receivable and other	(55,659)	(44,488)
Proceeds from real estate disposals	273,191	52,350
Proceeds from loans receivable	93,275	5,980
Purchase of marketable securities	—	(46,689)
Proceeds from sale or maturity of marketable securities	57,225	—
Funds held in escrow for future development expenditures	4,003	2,602
Development project expenditures	(62,630)	(44,423)
Capital expenditures	(43,429)	(35,526)
Other	(8,813)	(3,713)
Net cash used in investing activities	(996,747)	(385,433)
Cash flows from financing activities:		
Net change in borrowings under credit facility	(321,334)	(199,951)
Proceeds from debt	1,107,971	696,661
Repayment of debt	(278,442)	(272,726)
Purchase of noncontrolling interest	(3,816)	—
Payment of deferred financing costs	(14,608)	(6,846)
Issuance of common stock, net	352,167	—
Cash distribution to common stockholders	(516,404)	(426,952)
Cash distribution to redeemable OP unitholders	(4,697)	(2,762)
Purchases of redeemable OP units	(33,188)	—
Distributions to noncontrolling interest	(9,467)	(4,908)
Other	5,928	(574)

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Net cash provided by (used in) financing activities	284,110	(218,058	)
Net increase (decrease) in cash and cash equivalents	5,087	(7,789	)
Effect of foreign currency translation on cash and cash equivalents	97	(392	)
Cash and cash equivalents at beginning of period	55,348	94,816	
Cash and cash equivalents at end of period	\$60,532	\$86,635	
See accompanying notes.			

5

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VENTAS, INC.  
 CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)  
 (Unaudited)  
 (In thousands)

	For the Six Months Ended June 30,	
	2015	2014
Supplemental schedule of non-cash activities:		
Assets and liabilities assumed from acquisitions:		
Real estate investments	\$2,554,590	\$54,282
Other assets acquired	16,505	1,634
Debt assumed	177,857	51,115
Other liabilities	49,788	3,675
Deferred income tax liability	51,620	1,126
Redeemable OP unitholder interests assumed	87,245	—
Equity issued	2,204,585	—
See accompanying notes.		

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

### NOTE 1—DESCRIPTION OF BUSINESS

Ventas, Inc. (together with its subsidiaries, unless otherwise indicated or except where the context otherwise requires, “we,” “us” or “our”), an S&P 500 company, is a real estate investment trust (“REIT”) with a highly diversified portfolio of seniors housing and healthcare properties located throughout the United States, Canada and the United Kingdom. As of June 30, 2015, we owned more than 1,600 properties (including properties classified as held for sale), consisting of seniors housing communities, medical office buildings (“MOBs”), skilled nursing and other facilities, and hospitals, and we had two properties under development. Our company was originally founded in 1983 and is currently headquartered in Chicago, Illinois.

We primarily invest in seniors housing and healthcare properties through acquisitions and lease our properties to unaffiliated tenants or operate them through independent third-party managers. As of June 30, 2015, we leased a total of 952 properties (excluding MOBs and properties classified as held for sale) to various healthcare operating companies under “triple-net” or “absolute-net” leases that obligate the tenants to pay all property-related expenses, including maintenance, utilities, repairs, taxes, insurance and capital expenditures, and we engaged independent operators, such as Atria Senior Living, Inc. (“Atria”) and Sunrise Senior Living, LLC (together with its subsidiaries, “Sunrise”), to manage a total of 305 of our seniors housing communities for us pursuant to long-term management agreements. Our two largest tenants, Brookdale Senior Living Inc. (together with its subsidiaries, “Brookdale Senior Living”) and Kindred Healthcare, Inc. (together with its subsidiaries, “Kindred”) leased from us 145 properties (excluding six properties included in investments in unconsolidated entities) and 81 properties, respectively, as of June 30, 2015.

Through our Lillibridge Healthcare Services, Inc. (“Lillibridge”) subsidiary and our ownership interest in PMB Real Estate Services LLC (“PMBRES”), we also provide MOB management, leasing, marketing, facility development and advisory services to highly rated hospitals and health systems throughout the United States. In addition, from time to time, we make secured and unsecured loans and other investments relating to seniors housing and healthcare operators or properties.

### NOTE 2—ACCOUNTING POLICIES

The accompanying Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information set forth in the Accounting Standards Codification (“ASC”), as published by the Financial Accounting Standards Board (“FASB”), and with the Securities and Exchange Commission (“SEC”) instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of results for the interim period have been included. Operating results for the three and six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. The accompanying Consolidated Financial Statements and related notes should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 13, 2015. Certain prior period amounts have been reclassified to conform to the current period presentation.

#### Principles of Consolidation

The accompanying Consolidated Financial Statements include our accounts and the accounts of our wholly owned subsidiaries and the joint venture entities over which we exercise control. All intercompany transactions and balances have been eliminated in consolidation, and our net earnings are reduced by the portion of net earnings attributable to noncontrolling interests.

GAAP requires us to identify entities for which control is achieved through means other than voting rights and to determine which business enterprise is the primary beneficiary of variable interest entities (“VIEs”). A VIE is broadly defined as an entity with one or more of the following characteristics: (a) the total equity investment at risk is insufficient to finance the entity’s activities without additional subordinated financial support; (b) as a group, the holders of the equity investment at risk lack (i) the ability to make decisions about the entity’s activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity, or (iii) the right to receive the expected

residual returns of the entity; and (c) the equity investors have voting rights that are not proportional to their economic interests, and substantially all of the entity's activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. We consolidate our investment in a VIE when we determine that we are its primary beneficiary. We may change our original assessment of a VIE upon subsequent events such as the modification of contractual arrangements that affects the characteristics or adequacy of the entity's equity investments at risk and the disposition of all or a portion of an interest held by the primary beneficiary.

7

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We identify the primary beneficiary of a VIE as the enterprise that has both: (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 the right to receive benefits of the VIE that could be significant to the entity. We perform this analysis on an ongoing basis.

As it relates to investments in joint ventures, GAAP may preclude consolidation by the sole general partner in certain circumstances based on the type of rights held by the limited partner(s). We assess limited partners' rights and their impact on the presumption of control of the limited partnership by the sole general partner when an investor becomes the sole general partner, and we reassess if there is a change to the terms or in the exercisability of the rights of the limited partners, the sole general partner increases or decreases its ownership of limited partnership interests, or there is an increase or decrease in the number of outstanding limited partnership interests. We also apply this guidance to managing member interests in limited liability companies.

#### Redeemable OP Unitholder and Noncontrolling Interests

We own a majority interest in NHP/PMB L.P. ("NHP/PMB"), a limited partnership formed in 2008 to acquire properties from entities affiliated with Pacific Medical Buildings LLC. We consolidate NHP/PMB, as our wholly owned subsidiary is the general partner and exercises control of the partnership. As of June 30, 2015, third party investors owned 2,812,318 Class A limited partnership units in NHP/PMB ("OP Units"), which represented 28.9% of the total units then outstanding, and we owned 6,917,009 Class B limited partnership units in NHP/PMB, representing the remaining 71.1%. At any time following the first anniversary of the date of their issuance, the OP Units may be redeemed at the election of the holder for cash or, at our option, 0.7866 shares of our common stock per unit, subject to adjustment in certain circumstances. We are party by assumption to a registration rights agreement with the holders of the OP Units that requires us, subject to the terms and conditions and certain exceptions set forth therein, to file and maintain a registration statement relating to the issuance of shares of our common stock upon redemption of OP Units. On January 16, 2015, in connection with our acquisition of American Realty Capital Healthcare Trust, Inc. ("HCT"), each of the 7,057,271 issued and outstanding limited partnership units of American Realty Capital Healthcare Trust Operating Partnership, L.P. (subsequently renamed Ventas Realty Capital Healthcare Trust Operating Partnership, L.P. ("Ventas Realty OP")), a limited partnership in which HCT was the sole general partner prior to the acquisition, was converted into a newly created class of limited partnership units ("Class C Units") at the 0.1688 exchange ratio payable to HCT stockholders in the acquisition, net of any Class C Units withheld to pay taxes. We consolidate Ventas Realty OP, as our wholly owned subsidiary is the general partner and exercises control of the partnership. The Class C Units may be redeemed at the election of the holder for one share of our common stock per unit or, at our option, an equivalent amount in cash, subject to adjustment in certain circumstances. As of June 30, 2015, third party investors owned 672,984 Class C Units, which represented 2.3% of the total units then outstanding, and we owned 28,550,812 Class C Units and 176,374 OP units in Ventas Realty OP, representing the remaining 97.7%. In April 2015, third party investors redeemed 445,541 Class C Units for approximately \$32.6 million. We are party by assumption to a registration rights agreement with the holders of the Class C Units that requires us, subject to the terms and conditions and certain exceptions set forth therein, to file and maintain a registration statement relating to the issuance of shares of our common stock upon redemption of Class C Units.

As redemption rights are outside of our control, the redeemable OP unitholder interests are classified outside of permanent equity on our Consolidated Balance Sheets. We reflect the redeemable OP unitholder interests at the greater of cost or fair value. As of June 30, 2015 and December 31, 2014, the fair value of the redeemable OP unitholder interests was \$190.5 million and \$159.1 million, respectively. We recognize changes in fair value through capital in excess of par value, net of cash distributions paid and purchases by us of any OP Units or Class C Units. Our diluted earnings per share ("EPS") includes the effect of any potential shares outstanding from redemption of the OP Units or Class C Units.

Certain noncontrolling interests of other consolidated joint ventures were also classified as redeemable at June 30, 2015 and December 31, 2014. Accordingly, we record the carrying amount of these noncontrolling interests at the greater of their initial carrying amount (increased or decreased for the noncontrolling interest's share of net income or loss and distributions) or the redemption value. Our joint venture partners have certain redemption rights with respect to their noncontrolling interests in these joint ventures that are outside of our control, and the redeemable noncontrolling interests are classified outside of permanent equity on our Consolidated Balance Sheets. We recognize



changes in the carrying value of redeemable noncontrolling interests through capital in excess of par value.

Noncontrolling Interests

Excluding the redeemable noncontrolling interests described above, we present the portion of any equity that we do not own in entities that we control (and thus consolidate) as noncontrolling interests and classify those interests as a component of consolidated equity, separate from total Ventas stockholders' equity, on our Consolidated Balance Sheets. For consolidated joint ventures with pro rata distribution allocations, net income or loss is allocated between the joint venture partners based on their

respective stated ownership percentages. In other cases, net income or loss is allocated between the joint venture partners based on the hypothetical liquidation at book value method. We account for purchases or sales of equity interests that do not result in a change of control as equity transactions, through capital in excess of par value. In addition, we include net income attributable to the noncontrolling interests in net income in our Consolidated Statements of Income.

#### Business Combinations

We account for acquisitions using the acquisition method and record the cost of the businesses acquired among tangible and recognized intangible assets and liabilities based upon their estimated fair values as of the acquisition date. Recognized intangibles primarily include the value of in-place leases, acquired lease contracts, tenant and customer relationships, trade names/trademarks and goodwill. We do not amortize goodwill, which represents the excess of the purchase price paid over the fair value of the net assets of the acquired business and is included in other assets on our Consolidated Balance Sheets.

We estimate the fair value of buildings acquired on an as-if-vacant basis and depreciate the building value over the estimated remaining life of the building, generally not to exceed 35 years. We determine the fair value of other fixed assets, such as site improvements and furniture, fixtures and equipment, based upon the replacement cost and depreciate such value over the assets' estimated remaining useful lives as determined at the applicable acquisition date. We determine the value of land either by considering the sales prices of similar properties in recent transactions or based on internal analyses of recently acquired and existing comparable properties within our portfolio. We generally determine the value of construction in progress based upon the replacement cost. However, for certain acquired properties that are part of a ground-up development, we determine fair value by using the same valuation approach as for all other properties and deducting the estimated cost to complete the development. During the remaining construction period, we capitalize interest expense until the development has reached substantial completion. Construction in progress, including capitalized interest, is not depreciated until the development has reached substantial completion.

The fair value of acquired lease-related intangibles, if any, reflects: (i) the estimated value of any above and/or below market leases, determined by discounting the difference between the estimated market rent and in-place lease rent; and (ii) the estimated value of in-place leases related to the cost to obtain tenants, including leasing commissions, and an estimated value of the absorption period to reflect the value of the rent and recovery costs foregone during a reasonable lease-up period as if the acquired space was vacant. We amortize any acquired lease-related intangibles to revenue or amortization expense over the remaining life of the associated lease plus any assumed bargain renewal periods. If a lease is terminated prior to its stated expiration or not renewed upon expiration, we recognize all unamortized amounts of lease-related intangibles associated with that lease in operations at that time.

We estimate the fair value of tenant or other customer relationships acquired, if any, by considering the nature and extent of existing business relationships with the tenant or customer, growth prospects for developing new business with the tenant or customer, the tenant's credit quality, expectations of lease renewals with the tenant, and the potential for significant, additional future leasing arrangements with the tenant, and we amortize that value over the expected life of the associated arrangements or leases, including the remaining terms of the related leases and any expected renewal periods.

In connection with a business combination, we may assume rights and obligations under certain lease agreements pursuant to which we become the lessee of a given property. We assume the lease classification previously determined by the prior lessee absent a modification in the assumed lease agreement. We assess assumed operating leases, including ground leases, to determine whether the lease terms are favorable or unfavorable to us given current market conditions on the acquisition date. To the extent the lease terms are favorable or unfavorable to us relative to market conditions on the acquisition date, we recognize an intangible asset or liability at fair value and amortize that asset or liability to interest or rental expense in our Consolidated Statements of Income over the applicable lease term. We include all lease-related intangible assets and liabilities within acquired lease intangibles and accounts payable and other liabilities, respectively, on our Consolidated Balance Sheets.

We determine the fair value of loans receivable acquired in connection with a business combination by discounting the estimated future cash flows using current interest rates at which similar loans with the same terms and length to maturity would be made to borrowers with similar credit ratings. We do not establish a valuation allowance at the

acquisition date because the estimated future cash flows already reflect our judgment regarding their uncertainty. We recognize the difference between the acquisition date fair value and the total expected cash flows as interest income using an effective interest method over the life of the applicable loan. Subsequent to the acquisition date, we evaluate changes regarding the uncertainty of future cash flows and the need for a valuation allowance, as appropriate. We estimate the fair value of noncontrolling interests assumed consistent with the manner in which we value all of the underlying assets and liabilities.

We calculate the fair value of long-term debt by discounting the remaining contractual cash flows on each instrument at the current market rate for those borrowings, which we approximate based on the rate at which we would expect to incur a replacement instrument on the date of acquisition, and recognize any fair value adjustments related to long-term debt as effective yield adjustments over the remaining term of the instrument.

#### Impairment of Long-Lived Assets

We periodically evaluate our long-lived assets, primarily consisting of investments in real estate, for impairment indicators. If indicators of impairment are present, we evaluate the carrying value of the related real estate investments in relation to the future undiscounted cash flows of the underlying operations. In performing this evaluation, we consider market conditions and our current intentions with respect to holding or disposing of the asset. We adjust the net book value of leased properties and other long-lived assets to fair value if the sum of the expected future undiscounted cash flows, including sales proceeds, is less than book value. We recognize any shortfall from carrying value as an impairment loss in the current period.

#### Fair Values of Financial Instruments

Fair value is a market-based measurement, not an entity-specific measurement, and we determine fair value based on the assumptions that we expect market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, GAAP establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within levels one and two of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within level three of the hierarchy).

Level one inputs utilize unadjusted quoted prices for identical assets or liabilities in active markets that we have the ability to access. Level two inputs consist of inputs other than quoted prices included in level one that are directly or indirectly observable for the asset or liability. Level two inputs may include quoted prices for similar assets and liabilities in active markets and other inputs for the asset or liability that are observable at commonly quoted intervals, such as interest rates, foreign exchange rates and yield curves. Level three inputs are unobservable inputs for the asset or liability, which typically are based on our own assumptions, because there is little, if any, related market activity. If the determination of the fair value measurement is based on inputs from different levels of the hierarchy, the level within which the entire fair value measurement falls is the lowest level input that is significant to the fair value measurement in its entirety. If the volume and level of market activity for an asset or liability has decreased significantly relative to the normal market activity for that asset or liability (or similar assets or liabilities), then transactions or quoted prices may not accurately reflect fair value. In addition, if there is evidence that a transaction for an asset or liability is not orderly, little, if any, weight is placed on that transaction price as an indicator of fair value. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

We use the following methods and assumptions in estimating the fair value of our financial instruments.

• Cash and cash equivalents - The carrying amount of unrestricted and restricted cash and cash equivalents reported on our Consolidated Balance Sheets approximates fair value due to the short maturity of these instruments.

Loans receivable - We estimate the fair value of loans receivable using level two and level three inputs: we discount the future cash flows using current interest rates at which similar loans with the same terms and length to maturity would be made to borrowers with similar credit ratings.

Marketable debt securities - We estimate the fair value of corporate bonds using level two inputs: we observe quoted prices for similar assets or liabilities in active markets that we have the ability to access. We estimate the fair value of certain government-sponsored pooled loan investments using level three inputs: we consider credit spreads, underlying asset performance and credit quality, default rates and any other applicable criteria.

• Derivative instruments - With the assistance of a third party, we estimate the fair value of derivative instruments, including interest rate caps, interest rate swaps and foreign currency forward contracts, using level two inputs: for interest rate caps, we observe forward yield curves and other relevant information; for interest rate swaps, we observe alternative financing rates derived from market-based financing rates, forward yield curves and discount rates; and for foreign currency forward contracts, we estimate the future values of the two currency tranches using forward exchange rates that are based on traded forward points and calculate a present value of the net amount using a

discount factor based on observable traded interest rates.

Senior notes payable and other debt - We estimate the fair value of senior notes payable and other debt using level two inputs: we discount the future cash flows using current interest rates at which we could obtain similar borrowings. For mortgage debt, we may estimate fair value using level three inputs.

Redeemable OP unitholder interests - We estimate the fair value of our redeemable OP unitholder interests using level one inputs: we base fair value on the closing price of our common stock, as units may be redeemed at the election of the holder for cash or, at our option, shares of our common stock, subject to adjustment in certain circumstances.

#### Revenue Recognition

##### Triple-Net Leased Properties and MOB Operations

Certain of our triple-net leases and most of our MOB leases provide for periodic and determinable increases in base rent. We recognize base rental revenues under these leases on a straight-line basis over the applicable lease term when collectibility is reasonably assured. Recognizing rental income on a straight-line basis generally results in recognized revenues during the first half of a lease term exceeding the cash amounts contractually due from our tenants, creating a straight-line rent receivable that is included in other assets on our Consolidated Balance Sheets. At June 30, 2015 and December 31, 2014, this cumulative excess totaled \$203.7 million (net of allowances of \$166.6 million) and \$188.0 million (net of allowances of \$145.1 million), respectively.

Certain of our leases provide for periodic increases in base rent only if certain revenue parameters or other substantive contingencies are met. We recognize the increased rental revenue under these leases as the related parameters or contingencies are met, rather than on a straight-line basis over the applicable lease term.

##### Senior Living Operations

We recognize resident fees and services, other than move-in fees, monthly as services are provided. We generally recognize move-in fees on a straight-line basis over the average resident stay. Our lease agreements with residents generally have terms of 12 to 18 months and are cancelable by the resident upon 30 days' notice.

##### Other

We recognize interest income from loans and investments, including discounts and premiums, using the effective interest method when collectibility is reasonably assured. We apply the effective interest method on a loan-by-loan basis and recognize discounts and premiums as yield adjustments over the related loan term. We recognize interest income on an impaired loan to the extent our estimate of the fair value of the collateral is sufficient to support the balance of the loan, other receivables and all related accrued interest. When the balance of the loan, other receivables and all related accrued interest is equal to or less than our estimate of the fair value of the collateral, we recognize interest income on a cash basis. We provide a reserve against an impaired loan to the extent our total investment in the loan exceeds our estimate of the fair value of the loan collateral.

We recognize income from rent, lease termination fees, development services, management advisory services, and all other income when all of the following criteria are met in accordance with SEC Staff Accounting Bulletin 104: (i) the applicable agreement has been fully executed and delivered; (ii) services have been rendered; (iii) the amount is fixed or determinable; and (iv) collectibility is reasonably assured.

##### Allowances

We assess the collectibility of our rent receivables, including straight-line rent receivables. We base our assessment of the collectibility of rent receivables (other than straight-line rent receivables) on several factors, including, among other things, payment history, the financial strength of the tenant and any guarantors, the value of the underlying collateral, if any, and current economic conditions. If our evaluation of these factors indicates it is probable that we will be unable to recover the full value of the receivable, we provide a reserve against the portion of the receivable that we estimate may not be recovered. We also base our assessment of the collectibility of straight-line rent receivables on several factors, including, among other things, the financial strength of the tenant and any guarantors, the historical operations and operating trends of the property, the historical payment pattern of the tenant and the type of property. If our evaluation of these factors indicates it is probable that we will be unable to receive the rent payments due in the future, we provide a reserve against the recognized straight-line rent receivable asset for the portion, up to its full value, that we estimate may not be recovered. If we change our assumptions or estimates regarding the collectibility of future rent payments required by a lease, we may adjust our reserve to increase or reduce the rental revenue recognized in the period we make such change in our assumptions or estimates.

##### Recently Issued or Adopted Accounting Standards

In 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, Revenue From Contracts With Customers ("ASU 2014-09"), which outlines a comprehensive model for entities to use in accounting for revenue arising from contracts with customers. ASU 2014-09 states that "an entity recognizes revenue to depict the transfer of promised

goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or

11

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services.” While ASU 2014-09 specifically references contracts with customers, it may apply to certain other transactions such as the sale of real estate or equipment. In July 2015, the FASB provided for a one-year deferral of the effective date for ASU 2014-09 which is now effective for us beginning January 1, 2018. We are continuing to evaluate this guidance; however, we do not expect its adoption to have a significant impact on our consolidated financial statements, as a substantial portion of our revenue consists of rental income from leasing arrangements, which are specifically excluded from ASU 2014-09.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (“ASU 2015-02”), which makes certain changes to both the variable interest model and the voting model, including changes to (1) the identification of variable interests (fees paid to a decision maker or service provider), (2) the variable interest entity characteristics for a limited partnership or similar entity and (3) the primary beneficiary determination. ASU 2015-02 is effective for us beginning January 1, 2016. We are continuing to evaluate this guidance; however, we do not expect its adoption to have a significant impact on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs (ASU 2015-03), which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected. Upon adoption, we will apply the new guidance on a retrospective basis and adjust the balance sheet of each individual period presented to reflect the period-specific effects of applying the new guidance. This guidance is effective for us beginning January 1, 2016. We are continuing to evaluate this guidance; however, we do not expect its adoption to have a significant impact on our consolidated financial statements.

#### NOTE 3—CONCENTRATION OF CREDIT RISK

As of June 30, 2015, Atria, Sunrise, Brookdale Senior Living and Kindred managed or operated approximately 21.2%, 10.9%, 8.2% and 2.0%, respectively, of our real estate investments based on gross book value (excluding properties classified as held for sale as of June 30, 2015). Seniors housing communities constituted approximately 61.3% of our real estate investments based on gross book value (excluding properties classified as held for sale as of June 30, 2015), while MOBs, skilled nursing and other facilities, and hospitals collectively comprised the remaining 38.7%. Our properties were located in 47 states, the District of Columbia, 7 Canadian provinces and the United Kingdom as of June 30, 2015, with properties in one state (California) accounting for more than 10% of our total revenues and total net operating income (“NOI,” which is defined as total revenues, excluding interest and other income, less property-level operating expenses and medical office building services costs) for the three months then ended.

##### Triple-Net Leased Properties

For the three months ended June 30, 2015 and 2014, approximately 4.7% and 5.3%, respectively, of our total revenues and 7.7% and 8.6%, respectively, of our total NOI (in each case excluding amounts in discontinued operations) were derived from our lease agreements with Brookdale Senior Living. For the same periods, approximately 5.3% and 6.5%, respectively, of our total revenues and 8.7% and 10.6%, respectively, of our total NOI (in each case excluding amounts in discontinued operations) were derived from our lease agreements with Kindred. Each of our leases with Brookdale Senior Living and Kindred is a triple-net lease that obligates the tenant to pay all property-related expenses, including maintenance, utilities, repairs, taxes, insurance and capital expenditures, and to comply with the terms of the mortgage financing documents, if any, affecting the properties. In addition, each of these leases has guaranty and cross-default provisions tied to other leases with the same tenant or its affiliates, as well as bundled lease renewals. The properties we lease to Brookdale Senior Living and Kindred accounted for a significant portion of our triple-net leased properties segment revenues and NOI for the three months ended June 30, 2015 and 2014. If either Brookdale Senior Living or Kindred becomes unable or unwilling to satisfy its obligations to us or to renew its leases with us upon expiration of the terms thereof, our financial condition and results of operations could decline and our ability to service our indebtedness and to make distributions to our stockholders could be limited. We cannot assure you that Brookdale Senior Living and Kindred will have sufficient assets, income and access to financing to enable them to satisfy their respective obligations to us, and any failure, inability or unwillingness by Brookdale Senior Living or Kindred to do so could have a material adverse effect on our business, financial condition, results of operations and liquidity, our ability to service our indebtedness and other obligations and our ability to make distributions to our



stockholders, as required for us to continue to qualify as a REIT (a “Material Adverse Effect”). We also cannot assure you that Brookdale Senior Living and Kindred will elect to renew their respective leases with us upon expiration of the leases or that we will be able to reposition any non-renewed properties on a timely basis or on the same or better economic terms, if at all.

In December 2014, we entered into favorable agreements with Kindred to transition or sell the operations of nine licensed healthcare assets, make modifications to the master leases governing 34 leased assets, and reimburse us for certain deferred capital expenditures at skilled nursing facilities previously transferred to new operators. In January 2015, Kindred paid us \$37

million in connection with these agreements, which is being amortized over the remaining lease term for the 34 assets governed by the modified master leases. We own or have the rights to all licenses and certificates of need at the nine properties to be transitioned or sold, and Kindred has extensive and detailed obligations to cooperate and ensure an orderly transition of the properties to another operator. As of June 30, 2015, two of the nine properties have been sold.

#### Senior Living Operations

As of June 30, 2015, Atria and Sunrise, collectively, provided comprehensive property management and accounting services with respect to 269 of our seniors housing communities, for which we pay annual management fees pursuant to long-term management agreements.

Because our independent operators, including Atria and Sunrise, manage our properties in exchange for the receipt of a management fee from us, we are not directly exposed to the credit risk of our managers in the same manner or to the same extent as our triple-net tenants. However, we rely on our managers' personnel, expertise, technical resources and information systems, proprietary information, good faith and judgment to manage our senior living operations efficiently and effectively. We also rely on our managers to set appropriate resident fees and otherwise operate our seniors housing communities in compliance with the terms of our management agreements and all applicable laws and regulations. Although we have various rights as the property owner under our management agreements, including various rights to terminate and exercise remedies under the agreements as provided therein, Atria's or Sunrise's failure, inability or unwillingness to satisfy its respective obligations under those agreements, to efficiently and effectively manage our properties or to provide timely and accurate accounting information with respect thereto could have a Material Adverse Effect on us. In addition, significant changes in Atria's or Sunrise's senior management or equity ownership or any adverse developments in their businesses and affairs or financial condition could have a Material Adverse Effect on us.

Our 34% ownership interest in Atria entitles us to certain rights and minority protections, as well as the right to appoint two of five members on the Atria Board of Directors.

#### Brookdale Senior Living, Kindred, Atria and Sunrise Information

Each of Brookdale Senior Living and Kindred is subject to the reporting requirements of the SEC and is required to file with the SEC annual reports containing audited financial information and quarterly reports containing unaudited financial information. The information related to Brookdale Senior Living and Kindred contained or referred to in this Quarterly Report on Form 10-Q has been derived from SEC filings made by Brookdale Senior Living or Kindred, as the case may be, or other publicly available information, or was provided to us by Brookdale Senior Living or Kindred, and we have not verified this information through an independent investigation or otherwise. We have no reason to believe that this information is inaccurate in any material respect, but we cannot assure you of its accuracy. We are providing this data for informational purposes only, and you are encouraged to obtain Brookdale Senior Living's and Kindred's publicly available filings, which can be found at the SEC's website at [www.sec.gov](http://www.sec.gov).

Neither Atria nor Sunrise is currently subject to the reporting requirements of the SEC. The information related to Atria and Sunrise contained or referred to within this Quarterly Report on Form 10-Q has been derived from publicly available information or was provided to us by Atria or Sunrise, as the case may be, and we have not verified this information through an independent investigation or otherwise. We have no reason to believe that this information is inaccurate in any material respect, but we cannot assure you of its accuracy.

#### NOTE 4—ACQUISITIONS OF REAL ESTATE PROPERTY

The following summarizes our acquisition and development activities during the six months ended June 30, 2015 and the year ended December 31, 2014. We acquire and invest in seniors housing and healthcare properties primarily to achieve an expected yield on investment, to grow and diversify our portfolio and revenue base, and to reduce our dependence on any single tenant, operator or manager, geographic location, asset type, business model or revenue source.

#### 2015 Acquisitions

##### HCT Acquisition

In January 2015, we acquired HCT in a stock and cash transaction, which added 152 properties to our portfolio. At the effective time of the merger, each share of HCT common stock outstanding (other than shares held by us, HCT or our respective subsidiaries, which shares were cancelled) was converted into the right to receive either 0.1688 shares of our common stock (with cash paid in lieu of fractional shares) or \$11.33 per share in cash, at the election of each HCT

shareholder. Shares of HCT common stock for which a valid election was not made were converted into the stock consideration. We funded the transaction through the issuance of approximately 28.4 million shares of our common stock and 1.1 million limited

13

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partnership units that are redeemable for shares of our common stock and the payment of approximately \$11 million in cash (excluding cash in lieu of fractional shares). In addition, we assumed \$167 million of mortgage debt and repaid approximately \$730 million of debt, net of HCT cash on hand.

#### Other 2015 Acquisitions

In 2015, we made other investments totaling approximately \$512 million, including the acquisition of ten triple-net leased properties in the United Kingdom, 12 skilled nursing facilities and one seniors housing community subject to triple-net leases, and one MOB.

#### Pending Ardent Health Services Acquisition

In April 2015, we announced that we had entered into a definitive agreement to acquire privately owned Ardent Medical Services, Inc. (together with its affiliates, “Ardent Health Services”) for \$1.75 billion in cash. Concurrent with the closing of the transaction, we plan to separate Ardent Health Services’ hospital operations from its owned real estate and sell the hospital operations to a newly formed and capitalized operating company (“Ardent”). In July 2015 we announced that we had signed a definitive agreement pursuant to which Ardent will be majority owned by an entity controlled by Equity Group Investments, with Ventas owning a 9.9% interest, and current Ardent management holding a significant ownership stake. Upon closing, we will enter into pre-agreed long-term, triple-net leases with Ardent to operate the acquired properties.

These transactions are both subject to the satisfaction of customary closing conditions, including regulatory approvals, and are expected to be completed in the third quarter of 2015. However, there can be no assurance as to whether, when or on what terms the acquisition of Ardent Health Services or the sale of Ardent Health Services’ hospital operations will be completed.

#### Estimated Fair Value

We are accounting for our 2015 acquisitions under the acquisition method in accordance with ASC Topic 805, Business Combinations (“ASC 805”). Our initial accounting for acquisitions completed during the six months ended June 30, 2015 remains subject to further adjustment. The following table summarizes the acquisition date fair values of the assets acquired and liabilities assumed, which we determined using level two and level three inputs:

	Triple-Net Leased Properties (In thousands)	Senior Living Operations	MOB Operations	Total
Land and improvements	\$123,879	\$70,713	\$171,650	\$366,242
Buildings and improvements	627,111	703,080	1,125,726	2,455,917
Acquired lease intangibles	23,564	83,867	178,165	285,596
Other assets	143,372	275,139	401,701	820,212
Total assets acquired	917,926	1,132,799	1,877,242	3,927,967
Notes payable and other debt	—	77,940	99,917	177,857
Other liabilities	34,992	45,142	48,789	128,923
Total liabilities assumed	34,992	123,082	148,706	306,780
Net assets acquired	882,934	1,009,717	1,728,536	3,621,187
Redeemable OP unitholder interests assumed				87,245
Cash acquired				54,778
Equity issued				2,216,355
Total cash used				\$1,262,809

The determination of fair values of the assets acquired and liabilities assumed has changed and is subject to further adjustment from the amounts reported in “Note 4-Acquisitions of Real Estate Property” of the Notes to Consolidated Financial Statements included in Part I of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on March 24, 2015, due primarily to reclassification adjustments for presentation and adjustments to our valuation assumptions. The changes to our valuation assumptions were based on more accurate information concerning the subject assets and liabilities. None of these changes had a material impact on our Consolidated Financial Statements.



Included in other assets above is \$752.1 million of goodwill, which represents the excess of the purchase price over the fair value of the assets acquired and liabilities assumed as of the acquisition date. Goodwill has been allocated to our reportable business segments based on the respective fair value of the net assets acquired, as follows: triple-net leased properties - \$133.6 million; senior living operations - \$221.3 million; and MOB operations - \$397.2 million.

#### Aggregate Revenue and NOI

For the six months ended June 30, 2015, aggregate revenues and NOI derived from our 2015 real estate acquisitions during our period of ownership were \$144.8 million and \$86.9 million, respectively.

#### Transaction Costs

As of June 30, 2015, we had incurred a total of \$41.6 million of acquisition-related costs related to our completed 2015 acquisitions, all of which were expensed as incurred and included in merger-related expenses and deal costs in our Consolidated Statements of Income for the applicable periods. For the six months ended June 30, 2015 and 2014, we expensed, as incurred, \$30.8 million and \$2.6 million, respectively, of these acquisition-related costs related to our completed 2015 acquisitions.

#### Unaudited Pro Forma

The following table illustrates the effect on net income and earnings per share if we had consummated the HCT acquisition as of January 1, 2014.

	For the Three Months Ended		For the Six Months Ended	
	June 30,	2014	June 30,	2014
	2015		2015	
	(In thousands, except per share amounts)			
Revenues	\$891,250	\$824,308	\$1,788,818	\$1,638,813
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$149,074	\$141,923	\$288,796	\$263,190
Earnings per common share:				
Basic:				
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$0.45	\$0.44	\$0.88	\$0.82
Diluted:				
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$0.45	\$0.44	\$0.87	\$0.81
Weighted average shares used in computing earnings per common share:				
Basic	330,715	322,403	327,890	322,347
Diluted	334,026	326,037	331,424	325,902

Acquisition-related costs related to the HCT acquisition are not expected to have a continuing impact and, therefore, have been excluded from these pro forma results. The pro forma results also do not include the impact of any synergies that may be achieved in the HCT acquisition, any reduction in our borrowing costs resulting from the acquisition or any strategies that management may consider in order to continue to efficiently manage our operations, nor do they give pro forma effect to any other acquisitions, dispositions or capital markets transactions that we completed during the periods presented. These pro forma results are not necessarily indicative of the operating results that would have been obtained had the HCT acquisition occurred at the beginning of the periods presented, nor are they necessarily indicative of future operating results.

## 2014 Acquisitions

## Holiday Canada Acquisition

In August 2014, we acquired 29 seniors housing communities located in Canada from Holiday Retirement (the “Holiday Canada Acquisition”) for a purchase price of CAD 957.0 million. We also paid CAD 26.9 million in costs relating to the early repayment of debt at closing. We funded the Holiday Canada Acquisition initially through borrowings under a CAD 791.0 million unsecured term loan that we incurred in July 2014 (and subsequently repaid primarily through a private placement of senior notes in Canada) and the assumption of CAD 193.7 million of debt.

## Other 2014 Acquisitions

During the year ended December 31, 2014, we also acquired three triple-net leased private hospitals (located in the United Kingdom), 26 triple-net leased seniors housing communities and four seniors housing communities that are being operated by independent third-party managers for aggregate consideration of approximately \$812.0 million. We also paid \$18.8 million in costs relating to the early repayment of debt at closing of the applicable transactions. In addition, we acquired a construction design, planning and consulting business to complement our MOB operations through the issuance of 148,241 shares of our common stock.

## Completed Developments

During 2014, we completed the development of two MOBs and one seniors housing community, representing \$41.2 million of net real estate property on our Consolidated Balance Sheets as of December 31, 2014.

## Estimated Fair Value

We are accounting for our 2014 acquisitions under the acquisition method in accordance with ASC 805 and have completed our initial accounting, which is subject to further adjustment. The following table summarizes the acquisition date fair values of the assets acquired and liabilities assumed in our 2014 real estate acquisitions, which we determined using level two and level three inputs:

	Triple-Net Leased Properties (In thousands)	Senior Living Operations	Total
Land and improvements	\$45,586	\$100,281	\$145,867
Buildings and improvements	546,849	1,081,384	1,628,233
Acquired lease intangibles	28,883	36,452	65,335
Other assets	227	12,393	12,620
Total assets acquired	621,545	1,230,510	1,852,055
Notes payable and other debt	12,927	228,150	241,077
Other liabilities	8,609	124,714	133,323
Total liabilities assumed	21,536	352,864	374,400
Net assets acquired	600,009	877,646	1,477,655
Cash acquired	227	8,704	8,931
Total cash used	\$599,782	\$868,942	\$1,468,724

## NOTE 5—DISPOSITIONS

## 2015 Activity

During the six months ended June 30, 2015, we sold 30 triple-net leased properties and 25 MOBs for aggregate consideration of \$423.3 million, including lease termination fees of \$5.5 million (included within triple-net leased rental income in our Consolidated Statements of Income). As of June 30, 2015, \$124.3 million of the proceeds received from these sales was held in an Internal Revenue Code Section 1031 exchange escrow account with a qualified intermediary. We recognized a gain on the sales of these assets of \$32.6 million (net of taxes), of which \$18.1 million is being deferred due to an unsecured loan we made to the buyer in connection with the sale of certain assets. The gain will be deferred and subsequently recognized into income as principal payments are made on the loan over its five-year term.

## 2014 Activity

During the six months ended June 30, 2014, we sold eight triple-net leased properties and four MOBs for aggregate consideration of \$52.4 million and recognized a net gain on the sales of these assets of \$16.3 million, of which \$1.5 million is reported within discontinued operations in our Consolidated Statements of Income.

## Discontinued Operations and Assets Held for Sale

We present separately, as discontinued operations in all periods presented, the results of operations for all real estate assets classified as held for sale as of June 30, 2015, and all real estate assets disposed of during the period from January 1, 2014 through June 30, 2015, that meet the criteria of discontinued operations.

The table below summarizes our real estate assets classified as held for sale as of June 30, 2015 and December 31, 2014, including the amounts reported within other assets and accounts payable and other liabilities on our Consolidated Balance Sheets.

	June 30, 2015		Accounts Payable and Other Liabilities	December 31, 2014		Accounts Payable and Other Liabilities
	Number of Properties Held for Sale (1)	Other Assets		Number of Properties Held for Sale (1)	Other Assets	
	(Dollars in thousands)					
Triple-net leased properties	11	\$ 24,119	\$ 1,120	14	\$ 34,097	\$ 1,330
MOB operations	11	81,961	36,224	36	176,366	48,895
Total	22	\$ 106,080	\$ 37,344	50	\$ 210,463	\$ 50,225

(1) The operations for one triple-net leased property and two MOBs are reported in discontinued operations in our Consolidated Statements of Income.

We recognized impairments of \$28.7 million and \$8.4 million for the six months ended June 30, 2015 and 2014, respectively, which are recorded primarily as a component of depreciation and amortization. For the six months ended June 30, 2015 and 2014, \$0.1 million and \$1.5 million of impairments were recorded in discontinued operations in our Consolidated Statements of Income.

Set forth below is a summary of our results of operations for properties within discontinued operations for the three and six months ended June 30, 2015 and 2014.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(In thousands)			
Revenues:				
Rental income	\$69	\$1,808	\$141	\$4,008
Interest and other income	—	—	—	750
	69	1,808	141	4,758
Expenses:				
Interest	110	503	362	1,181
Depreciation and amortization	12	1,247	24	1,528
Property-level operating expenses	89	(1)	177	280
Other	68	130	211	246
	279	1,879	774	3,235
(Loss) income before gain (loss) on real estate dispositions	(210)	(71)	(633)	1,523
Gain (loss) on real estate dispositions	277	(184)	277	1,253
Discontinued operations	\$67	\$ (255)	\$ (356)	\$ 2,776





## NOTE 6—LOANS RECEIVABLE AND INVESTMENTS

As of June 30, 2015 and December 31, 2014, we had \$824.8 million and \$927.7 million, respectively, of net loans receivable and investments relating to seniors housing and healthcare operators or properties. The following is a summary of our net loans receivable and investments as of June 30, 2015 and December 31, 2014, including amortized cost, fair value and unrealized gains (losses) on available-for-sale investments:

	June 30, 2015			
	Carrying Amount (In thousands)	Amortized Cost	Fair Value	Unrealized Gain (Loss)
Secured mortgage loans and other Government-sponsored pooled loan investments	\$726,183	\$726,183	\$723,423	\$—
Total investments reported as Secured loans receivable and investments, net	63,225	61,722	63,225	1,503
Unsecured loans receivable	789,408	787,905	786,648	1,503
Total investments reported as Other assets	35,408	35,408	36,843	—
Total net loans receivable and investments	35,408	35,408	36,843	—
	\$824,816	\$823,313	\$823,491	\$1,503
	December 31, 2014			
	Carrying Amount (In thousands)	Amortized Cost	Fair Value	Unrealized Gain (Loss)
Secured mortgage loans and other Government-sponsored pooled loan investments	\$766,641	\$766,641	\$774,789	\$—
Total investments reported as Secured loans receivable and investments, net	63,115	61,377	63,115	1,738
Unsecured loans receivable	829,756	828,018	837,904	1,738
Marketable securities	21,862	21,862	23,164	—
Total investments reported as Other assets	76,046	71,000	76,046	5,046
Total net loans receivable and investments	97,908	92,862	99,210	5,046
	\$927,664	\$920,880	\$937,114	\$6,784

In June 2015 we sold our \$71.0 million investment in senior unsecured corporate bonds for \$76.8 million. For the three and six months ended June 30, 2015 we recognized a gain of \$5.8 million (included within income from loans and investments in our Consolidated Statements of Income). This gain includes \$5.0 million that was previously unrealized within accumulated other comprehensive income on our Consolidated Balance Sheets as of December 31, 2014.

During the six months ended June 30, 2015, we received aggregate proceeds of \$86.2 million in final repayment of one secured and one unsecured loan receivable. We recognized gains aggregating \$1.5 million on the repayment of these loans receivable that are recorded in income from loans and investments in our Consolidated Statements of Income for the six months ended June 30, 2015.

## 2014 Activity

During the year ended December 31, 2014, we made a \$425.0 million secured mezzanine loan investment that has a blended annual interest rate of 8.1% and has contractual maturities ranging between 2016 and 2019, and we purchased \$71.0 million principal amount of senior unsecured corporate bonds, a \$38.7 million interest in a government-sponsored pooled loan investment, and \$21.7 million of marketable equity securities. During the year ended December 31, 2014, we sold all of our marketable equity securities for \$22.3 million and recognized a gain of \$0.6 million. Our investments in marketable debt

securities and government-sponsored pooled loans are classified as available-for-sale, with contractual maturity dates in 2022 and 2023.

During the year ended December 31, 2014, we received aggregate proceeds of \$55.9 million in final repayment of three secured and two unsecured loans receivable. We recognized aggregate gains aggregating \$5.2 million on the repayment of these loans receivable that are recorded in income from loans and investments in our Consolidated Statements of Income for the year ended December 31, 2014.

#### NOTE 7—INVESTMENTS IN UNCONSOLIDATED ENTITIES

We report investments in unconsolidated entities over whose operating and financial policies we have the ability to exercise significant influence under the equity method of accounting. We are not required to consolidate these entities because our joint venture partners have significant participating rights, nor are these entities considered VIEs, as they are controlled by equity holders with sufficient capital. At June 30, 2015 and December 31, 2014, we had ownership interests (ranging from 5% to 25%) in joint ventures that owned 51 properties. We account for our interests in these joint ventures, as well as our 34% interest in Atria, under the equity method of accounting.

With the exception of our interest in Atria, we serve as the managing member of each unconsolidated entity and provide various services in exchange for fees and reimbursements. Total management fees earned in connection with these entities were \$1.8 million and \$2.0 million for the three months ended June 30, 2015 and 2014, respectively, and \$3.7 million and \$4.2 million for the six months ended June 30, 2015 and 2014, respectively.

#### NOTE 8—INTANGIBLES

The following is a summary of our intangibles as of June 30, 2015 and December 31, 2014:

	June 30, 2015		December 31, 2014	
	Balance	Remaining Weighted Average Amortization Period in Years	Balance	Remaining Weighted Average Amortization Period in Years
(Dollars in thousands)				
Intangible assets:				
Above market lease intangibles	\$224,563	8.2	\$210,573	8.2
In-place and other lease intangibles	1,083,488	19.3	829,078	23.9
Goodwill and other intangibles	1,230,458	8.2	489,384	7.9
Accumulated amortization	(619,192 )	N/A	(549,026 )	N/A
Net intangible assets	\$1,919,317	17.2	\$980,009	19.9
Intangible liabilities:				
Below market lease intangibles	\$453,750	14.6	\$425,092	14.7
Other lease intangibles	36,067	30.6	32,103	26.1
Accumulated amortization	(171,651 )	N/A	(158,480 )	N/A
Purchase option intangibles	22,644	N/A	22,900	N/A
Net intangible liabilities	\$340,810	15.4	\$321,615	15.2

N/A—Not Applicable.

Above market lease intangibles and in-place and other lease intangibles are included in acquired lease intangibles within real estate investments on our Consolidated Balance Sheets. Goodwill and other intangibles (including non-compete agreements, trade names and trademarks) are included in other assets on our Consolidated Balance Sheets. Below market lease intangibles, other lease intangibles and purchase option intangibles are included in accounts payable and other liabilities on our Consolidated Balance Sheets. For the six months ended June 30, 2015 and 2014, our net amortization expense related to these intangibles was \$63.8 million and \$31.5 million, respectively. The estimated net amortization expense related to these intangibles for each of the next five years is as follows: 2015—\$65.3 million; 2016—\$81.6 million; 2017—\$34.7 million; 2018—\$25.9 million; and 2019—\$19.7 million.



NOTE 9—OTHER ASSETS

The following is a summary of our other assets as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
	(In thousands)	
Straight-line rent receivables, net	\$203,704	\$187,969
Unsecured loans receivable and investments, net	35,408	21,862
Goodwill and other intangibles, net	1,210,346	472,052
Assets held for sale	106,080	210,463
Marketable securities	—	76,046
Other	156,883	163,145
Total other assets	\$1,712,421	\$1,131,537

## NOTE 10—SENIOR NOTES PAYABLE AND OTHER DEBT

The following is a summary of our senior notes payable and other debt as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
	(In thousands)	
Unsecured revolving credit facility (1)	\$583,765	\$919,099
3.125% Senior Notes due 2015	400,000	400,000
6% Senior Notes due 2015	—	234,420
1.55% Senior Notes due 2016	550,000	550,000
1.250% Senior Notes due 2017	300,000	300,000
2.00% Senior Notes due 2018	700,000	700,000
Unsecured term loan due 2018 (3)	200,000	200,000
Unsecured term loan due 2019 (3)	783,146	790,634
4.00% Senior Notes due 2019	600,000	600,000
3.00% Senior Notes, Series A due 2019 (2)	320,128	344,204
2.700% Senior Notes due 2020	500,000	500,000
4.750% Senior Notes due 2021	700,000	700,000
4.25% Senior Notes due 2022	600,000	600,000
3.25% Senior Notes due 2022	500,000	500,000
3.300% Senior Notes due 2022 (2)	200,080	—
3.750% Senior Notes due 2024	400,000	400,000
4.125% Senior Notes, Series B due 2024 (2)	200,080	215,128
3.500% Senior Note due 2025	600,000	—
6.90% Senior Notes due 2037	52,400	52,400
6.59% Senior Notes due 2038	22,973	22,973
5.45% Senior Notes due 2043	258,750	258,750
5.70% Senior Notes due 2043	300,000	300,000
4.375% Senior Notes due 2045	300,000	—
Mortgage loans and other (4)	2,420,951	2,284,763
Total	11,492,273	10,872,371
Unamortized fair value adjustment	42,770	41,853
Unamortized discounts	(27,182	) (26,132
Senior notes payable and other debt	\$11,507,861	\$10,888,092

(1) \$11.8 million and \$164.1 million of aggregate borrowings were in the form of Canadian dollars as of June 30, 2015 and December 31, 2014, respectively.

(2) These borrowings are in the form of Canadian dollars.

(3) These amounts represent in aggregate the approximate \$1.0 billion of unsecured term loan borrowings under our unsecured credit facility, of which \$99.6 million included in the 2019 tranche is in the form of Canadian dollars.

2015 excludes debt related to real estate assets classified as held for sale as of June 30, 2015. The total mortgage debt for these properties as of June 30, 2015 was \$33.2 million and is included in accounts payable and other

(4) liabilities on our Consolidated Balance Sheet. 2014 excludes debt related to real estate assets classified as held for sale as of December 31, 2014. The total mortgage debt for these properties as of December 31, 2014 was \$43.5 million and was included in accounts payable and other liabilities on our Consolidated Balance Sheet.

As of June 30, 2015, our indebtedness had the following maturities:

	Principal Amount Due at Maturity  (In thousands)	Unsecured Revolving Credit Facility (1)	Scheduled Periodic Amortization	Total Maturities
2015	\$467,218	\$—	\$22,226	\$489,444
2016	861,817	—	39,052	900,869
2017	822,764	—	29,564	852,328
2018	1,101,879	583,765	23,581	1,709,225
2019	2,260,305	—	15,910	2,276,215
Thereafter (2)	5,109,516	—	154,676	5,264,192
Total maturities	\$10,623,499	\$583,765	\$285,009	\$11,492,273

As of June 30, 2015, we had \$60.5 million of unrestricted cash and cash equivalents and \$124.3 million of cash (1) held in an Internal Revenue Code Section 1031 exchange escrow account with a qualified intermediary, for \$399.0 million of net borrowings outstanding under our unsecured revolving credit facility.

Includes \$52.4 million aggregate principal amount of our 6.90% senior notes due 2037 that is subject to repurchase, at the option of the holders, on October 1 in each of 2017 and 2027, and \$23.0 million aggregate (2) principal amount of 6.59% senior notes due 2038 that is subject to repurchase, at the option of the holders, on July 7 in each of 2018, 2023 and 2028.

#### Unsecured Revolving Credit Facility and Unsecured Term Loans

Our unsecured credit facility is comprised of a \$2.0 billion revolving credit facility priced at LIBOR plus 1.0% as of June 30, 2015, and a \$200.0 million four-year term loan and an \$800.0 million five-year term loan, each priced at LIBOR plus 1.05% as of June 30, 2015. The revolving credit facility matures in January 2018, but may be extended, at our option subject to the satisfaction of certain conditions, for an additional period of one year. The \$200.0 million and \$800.0 million term loans mature in January 2018 and January 2019, respectively. The unsecured credit facility also includes an accordion feature that permits us to increase our aggregate borrowing capacity thereunder to up to \$3.5 billion.

As of June 30, 2015, we had \$583.8 million of borrowings outstanding, \$14.9 million of letters of credit outstanding and \$1.4 billion of unused borrowing capacity available under our unsecured revolving credit facility.

#### Senior Notes

In January 2015, we issued and sold \$600.0 million aggregate principal amount of 3.500% senior notes due 2025 at a public offering price equal to 99.663% of par, for total proceeds of \$598.0 million before the underwriting discount and expenses, and \$300.0 million aggregate principal amount of 4.375% senior notes due 2045 at a public offering price equal to 99.500% of par, for total proceeds of \$298.5 million before the underwriting discount and expenses. Also in January 2015, Ventas Canada Finance Limited issued and sold CAD 250.0 million aggregate principal amount of 3.30% senior notes, series C due 2022 at an offering price equal to 99.992% of par, for total proceeds of CAD 250.0 million before the agent fees and expenses. The notes were offered on a private placement basis in Canada. In May 2015, we repaid in full, at par, \$234.4 million aggregate principal amount then outstanding of our 6% senior notes due 2015 upon maturity.

In July 2015, we issued and sold \$500.0 million aggregate principal amount of 4.125% senior notes due 2026 at a public offering price equal to 99.218% of par, for total proceeds of \$496.1 million before the underwriting discount and expenses.



## NOTE 11—FAIR VALUES OF FINANCIAL INSTRUMENTS

As of June 30, 2015 and December 31, 2014, the carrying amounts and fair values of our financial instruments were as follows:

	June 30, 2015		December 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In thousands)			
<b>Assets:</b>				
Cash and cash equivalents	\$60,532	\$60,532	\$55,348	\$55,348
Secured loans receivable, net	726,183	723,423	766,641	774,789
Unsecured loans receivable, net	35,408	36,843	21,862	23,164
Government-sponsored pooled loan investments	63,225	63,225	63,115	63,115
Marketable securities	—	—	76,046	76,046
<b>Liabilities:</b>				
Senior notes payable and other debt, gross	11,492,273	11,859,324	10,872,371	11,197,131
Derivative instruments and other liabilities	3,447	3,447	2,743	2,743
Redeemable OP unitholder interests	190,461	190,461	159,134	159,134

Fair value estimates are subjective in nature and based upon several important assumptions, including estimates of future cash flows, risks, discount rates and relevant comparable market information associated with each financial instrument. The use of different market assumptions and estimation methodologies may have a material effect on the reported estimated fair value amounts. Accordingly, the estimates presented above are not necessarily indicative of the amounts we would realize in a current market exchange.

## NOTE 12—LITIGATION

## Litigation Relating to the HCT Acquisition

In the weeks following the announcement on June 2, 2014 of our agreement to acquire HCT, a total of 13 putative class actions were filed by purported HCT stockholders challenging the transaction. Certain of the actions also purport to bring derivative claims on behalf of HCT. Among other things, the lawsuits allege that the directors of HCT breached their fiduciary duties by approving the transaction and that we and our subsidiaries, Stripe Sub, LLC and Stripe OP, LP, aided and abetted this purported breach of fiduciary duty. The complaints seek injunctive relief and damages.

Ten of these actions were filed in the Circuit Court for Baltimore City, Maryland and consolidated under the caption *In re: American Realty Capital, Healthcare Trust, Inc. Shareholder & Derivative Litigation*, Case No. 24-C-14-003534, two actions were filed in the Supreme Court of the State of New York, County of New York, and one action was filed in the United States District Court of Maryland.

On January 2, 2015, the parties to the consolidated state court action agreed to a memorandum of understanding regarding settlement of all claims asserted on behalf of each alleged class of HCT stockholders. In connection with the settlement contemplated by that memorandum of understanding, each action and all claims asserted therein will be dismissed, subject to approval by each applicable court. The proposed settlement terms require HCT to make certain additional disclosures related to the merger, which were set forth in HCT's Current Report on Form 8-K dated January 2, 2015. The memorandum of understanding further contemplates that the parties will enter into a stipulation of settlement, which will be subject to customary conditions, including confirmatory discovery and court approval following notice to HCT's stockholders. If the parties enter into a stipulation of settlement, a hearing will be scheduled at which the court will consider the fairness, reasonableness and adequacy of the settlement. There can be no assurance that the parties will ultimately enter into a stipulation of settlement, that the applicable court will approve any proposed settlement, or that any eventual settlement will be under the same terms as those contemplated by the memorandum of understanding.

On January 5, 2015, the parties to the federal action also agreed to a memorandum of understanding regarding settlement of all claims asserted on behalf of each alleged class of HCT stockholders. In connection with the settlement contemplated by that memorandum of understanding, each action and all claims asserted therein will be

dismissed, subject to approval by each applicable court. The proposed settlement terms require HCT to make certain additional disclosures related to the merger, which

23

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were set forth in HCT's Current Report on Form 8-K dated January 5, 2015. The memorandum of understanding further contemplates that the parties will enter into a stipulation of settlement, which will be subject to customary conditions, including confirmatory discovery and court approval following notice to HCT's stockholders. If the parties enter into a stipulation of settlement, a hearing will be scheduled at which the court will consider the fairness, reasonableness and adequacy of the settlement. There can be no assurance that the parties will ultimately enter into a stipulation of settlement, that the applicable court will approve any proposed settlement, or that any eventual settlement will be under the same terms as those contemplated by the memorandum of understanding.

We believe that each of these actions is without merit.

#### Proceedings against Tenants, Operators and Managers

From time to time, Brookdale Senior Living, Kindred, Atria, Sunrise and our other tenants, operators and managers are parties to certain legal actions, regulatory investigations and claims arising in the conduct of their business and operations. Even though we generally are not party to these proceedings, the unfavorable resolution of any such actions, investigations or claims could, individually or in the aggregate, materially adversely affect such tenants', operators' or managers' liquidity, financial condition or results of operations and their ability to satisfy their respective obligations to us, which, in turn, could have a Material Adverse Effect on us.

#### Proceedings Indemnified and Defended by Third Parties

From time to time, we are party to certain legal actions, regulatory investigations and claims for which third parties are contractually obligated to indemnify, defend and hold us harmless. The tenants of our triple-net leased properties and, in some cases, their affiliates are required by the terms of their leases and other agreements with us to indemnify, defend and hold us harmless against certain actions, investigations and claims arising in the course of their business and related to the operations of our triple-net leased properties. In addition, third parties from whom we acquired certain of our assets and, in some cases, their affiliates are required by the terms of the related conveyance documents to indemnify, defend and hold us harmless against certain actions, investigations and claims related to the acquired assets and arising prior to our ownership or related to excluded assets and liabilities. In some cases, a portion of the purchase price consideration is held in escrow for a specified period of time as collateral for these indemnification obligations. We are presently being defended by certain tenants and other obligated third parties in these types of matters. We cannot assure you that our tenants, their affiliates or other obligated third parties will continue to defend us in these matters, that our tenants, their affiliates or other obligated third parties will have sufficient assets, income and access to financing to enable them to satisfy their defense and indemnification obligations to us or that any purchase price consideration held in escrow will be sufficient to satisfy claims for which we are entitled to indemnification. The unfavorable resolution of any such actions, investigations or claims could, individually or in the aggregate, materially adversely affect our tenants' or other obligated third parties' liquidity, financial condition or results of operations and their ability to satisfy their respective obligations to us, which, in turn, could have a Material Adverse Effect on us.

#### Proceedings Arising in Connection with Senior Living and MOB Operations; Other Litigation

From time to time, we are party to various legal actions, regulatory investigations and claims (some of which may not be insured and some of which may allege large damage amounts) arising in connection with our senior living and MOB operations or otherwise in the course of our business. In limited circumstances, the manager of the applicable seniors housing community or MOB may be contractually obligated to indemnify, defend and hold us harmless against such actions, investigations and claims. It is the opinion of management that, except as otherwise set forth in this Note 12, the disposition of any such actions, investigations and claims that are currently pending will not, individually or in the aggregate, have a Material Adverse Effect on us. However, regardless of their merits, we may be forced to expend significant financial resources to defend and resolve these matters. We are unable to predict the ultimate outcome of these actions, investigations and claims, and if management's assessment of our liability with respect thereto is incorrect, such actions, investigations and claims could have a Material Adverse Effect on us.

#### NOTE 13—INCOME TAXES

We have elected to be taxed as a REIT under the applicable provisions of the Code for every year beginning with the year ended December 31, 1999. We have also elected for certain of our subsidiaries to be treated as taxable REIT subsidiaries ("TRS" or "TRS entities"), which are subject to federal and state income taxes. All entities other than the TRS entities are collectively referred to as "the REIT" within this Note 13.

Although the TRS entities have paid minimal cash federal income taxes for the six months ended June 30, 2015, their federal income tax liabilities may increase in future periods as we exhaust net operating loss (“NOL”) carryforwards and as our senior living operations reportable business segment grows. Such increases could be significant.

Our consolidated provision for income taxes for the three months ended June 30, 2015 and 2014 was a benefit of \$9.8 million and expense of \$3.3 million, respectively. Our consolidated provision for income taxes for the six months ended June 30, 2015 and 2014 was a benefit of \$17.0 million and expense of \$6.7 million, respectively. The income tax benefit for the six months ended June 30, 2015 is due primarily to operating losses at our TRS entities. The income tax expense for the six months ended June 30, 2014 was due primarily to operating income at our TRS entities. Realization of a deferred tax benefit related to NOLs depends in part upon generating sufficient taxable income in future periods. Our NOL carryforwards begin to expire in 2024 with respect to our TRS entities and in 2016 for the REIT.

Each TRS and foreign investment is a tax paying component for purposes of classifying deferred tax assets and liabilities. Net deferred tax liabilities with respect to our TRS and foreign investment entities totaled \$370.2 million and \$344.3 million as of June 30, 2015 and December 31, 2014, respectively, and related primarily to differences between the financial reporting and tax bases of fixed and intangible assets and to loss carryforwards.

Generally, we are subject to audit under the statute of limitations by the Internal Revenue Service for the year ended December 31, 2011 and subsequent years and are subject to audit by state taxing authorities for the year ended December 31, 2010 and subsequent years. We are subject to audit by the Canada Revenue Agency and provincial authorities with respect to entities acquired or formed in connection with our 2007 acquisition of Sunrise Senior Living Real Estate Investment Trust generally for periods subsequent to the acquisition. We are also subject to audit in Canada for periods subsequent to the acquisition, and certain prior periods, with respect to the entities acquired in connection with the Holiday Canada Acquisition.

#### NOTE 14—STOCKHOLDERS' EQUITY

##### Capital Stock

In January 2015, in connection with the HCT acquisition, we issued approximately 28.4 million shares of our common stock and 1.1 million Class C Units that are redeemable for our common stock.

In January 2015, we issued and sold 3,750,202 shares of common stock under our previous "at-the-market" ("ATM") equity offering program for aggregate net proceeds of \$285.4 million, after sales agent commissions of \$4.4 million.

In March 2015, we replaced our previous shelf registration statement that was scheduled to expire in accordance with the SEC's rules with a new universal shelf registration statement, rendering our previous ATM program inaccessible.

In connection with our new universal shelf registration statement, we established a new ATM program pursuant to which we may sell, from time to time, up to an aggregate of \$1.0 billion of our common stock. In June we issued and sold 1,051,664 shares of our common stock under the new ATM equity offering program for aggregate net proceeds of \$66.9 million, after sales agent commissions of \$1.0 million. In July we issued and sold an additional 579,652 shares under the new ATM program for aggregate net proceeds of \$36.4 million, after sales agent commissions of \$0.6 million.

##### Accumulated Other Comprehensive Income

The following is a summary of our accumulated other comprehensive income as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
	(In thousands)	
Foreign currency translation	\$4,387	\$866
Unrealized gain on marketable securities	1,738	6,784
Other	4,055	5,471
Total accumulated other comprehensive income	\$10,180	\$13,121

## NOTE 15—EARNINGS PER COMMON SHARE

The following table shows the amounts used in computing our basic and diluted earnings per common share:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(In thousands, except per share amounts)			
Numerator for basic and diluted earnings per share:				
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$ 149,754	\$ 138,653	\$ 270,619	\$ 256,669
Discontinued operations	67	(255 )	(356 )	2,776
Net income attributable to common stockholders	\$ 149,821	\$ 138,398	\$ 270,263	\$ 259,445
Denominator:				
Denominator for basic earnings per share—weighted average shares	330,715	293,988	327,890	293,932
Effect of dilutive securities:				
Stock options	341	530	436	456
Restricted stock awards	41	59	60	53
OP units	2,929	1,927	3,038	1,928
Denominator for diluted earnings per share—adjusted weighted average shares	334,026	296,504	331,424	296,369
Basic earnings per share:				
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$ 0.45	\$ 0.47	\$ 0.82	\$ 0.87
Discontinued operations	0.00	(0.00 )	(0.00 )	0.01
Net income attributable to common stockholders	\$ 0.45	\$ 0.47	\$ 0.82	\$ 0.88
Diluted earnings per share:				
Income from continuing operations attributable to common stockholders, including real estate dispositions	\$ 0.45	\$ 0.47	\$ 0.82	\$ 0.87
Discontinued operations	0.00	(0.00 )	(0.00 )	0.01
Net income attributable to common stockholders	\$ 0.45	\$ 0.47	\$ 0.82	\$ 0.88

## NOTE 16—SEGMENT INFORMATION

As of June 30, 2015, we operated through three reportable business segments: triple-net leased properties, senior living operations and MOB operations. Under our triple-net leased properties segment, we acquire and own seniors housing and healthcare properties throughout the United States and the United Kingdom and lease those properties to healthcare operating companies under “triple-net” or “absolute-net” leases that obligate the tenants to pay all property-related expenses. In our senior living operations segment, we invest in seniors housing communities throughout the United States and Canada and engage independent operators, such as Atria and Sunrise, to manage those communities. In our MOB operations segment, we primarily acquire, own, develop, lease and manage MOB. Information provided for “all other” includes income from loans and investments and other miscellaneous income and various corporate-level expenses not directly attributable to any of our three reportable business segments. Assets included in “all other” consist primarily of corporate assets, including cash, restricted cash, deferred financing costs, loans receivable and investments, and miscellaneous accounts receivable.

We evaluate performance of the combined properties in each reportable business segment based on segment profit, which we define as NOI adjusted for income/loss from unconsolidated entities. We define NOI as total revenues, less interest and other income, property-level operating expenses and medical office building services costs. We consider segment profit useful because it allows investors, analysts and our management to measure unlevered property-level operating results and to compare our operating results to the operating results of other real estate companies and between periods on a consistent basis. In order to facilitate a clear understanding of our historical consolidated

operating results, segment profit should be examined in conjunction with net income as presented in our Consolidated Financial Statements and other financial data included elsewhere in this Quarterly Report on Form 10-Q.

Interest expense, depreciation and amortization, general, administrative and professional fees, income tax expense/benefit, discontinued operations and other non-property specific revenues and expenses are not allocated to individual reportable business segments for purposes of assessing segment performance. There are no intersegment sales or transfers.

Summary information by reportable business segment is as follows:

For the three months ended June 30, 2015:

	Triple-Net Leased Properties (In thousands)	Senior Living Operations	MOB Operations	All Other	Total
Revenues:					
Rental income	\$260,562	\$—	\$140,403	\$—	\$400,965
Resident fees and services	—	454,645	—	—	454,645
Medical office building and other services revenue	1,139	—	7,749	520	9,408
Income from loans and investments	—	—	—	26,068	26,068
Interest and other income	—	—	—	236	236
Total revenues	\$261,701	\$454,645	\$148,152	\$26,824	\$891,322
Total revenues	\$261,701	\$454,645	\$148,152	\$26,824	\$891,322
Less:					
Interest and other income	—	—	—	236	236
Property-level operating expenses	—	299,252	43,321	—	342,573
Medical office building services costs	—	—	5,764	—	5,764
Segment NOI	261,701	155,393	99,067	26,588	542,749
Income (loss) from unconsolidated entities	221	(240	) 143	(115	) 9
Segment profit	\$261,922	\$155,153	\$99,210	\$26,473	542,758
Interest and other income					236
Interest expense					(107,591 )
Depreciation and amortization					(249,195 )
General, administrative and professional fees					(33,962 )
Gain on extinguishment of debt, net					455
Merger-related expenses and deal costs					(14,585 )
Other					(5,091 )
Income tax benefit					9,789
Discontinued operations					67
Gain on real estate dispositions					7,469
Net income					\$150,350



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For the three months ended June 30, 2014:

	Triple-Net Leased Properties (In thousands)	Senior Living Operations	MOB Operations	All Other	Total
Revenues:					
Rental income	\$242,726	\$—	\$114,890	\$—	\$357,616
Resident fees and services	—	374,473	—	—	374,473
Medical office building and other services revenue	1,145	—	2,722	500	4,367
Income from loans and investments	—	—	—	14,625	14,625
Interest and other income	—	—	—	173	173
Total revenues	\$243,871	\$374,473	\$117,612	\$15,298	\$751,254
Total revenues	\$243,871	\$374,473	\$117,612	\$15,298	\$751,254
Less:					
Interest and other income	—	—	—	173	173
Property-level operating expenses	—	249,424	39,335	—	288,759
Medical office building services costs	—	—	1,626	—	1,626
Segment NOI	243,871	125,049	76,651	15,125	460,696
Income (loss) from unconsolidated entities	17	160	307	(136)	348
Segment profit	\$243,888	\$125,209	\$76,958	\$14,989	461,044
Interest and other income					173
Interest expense					(91,501)
Depreciation and amortization					(190,818)
General, administrative and professional fees					(31,306)
Loss on extinguishment of debt, net					(2,924)
Merger-related expenses and deal costs					(9,599)
Other					(4,863)
Income tax expense					(3,274)
Discontinued operations					(255)
Gain on real estate dispositions					11,889
Net income					\$138,566

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For the six months ended June 30, 2015:

	Triple-Net Leased Properties (In thousands)	Senior Living Operations	MOB Operations	All Other	Total
Revenues:					
Rental income	\$526,768	\$—	\$277,393	\$—	\$804,161
Resident fees and services	—	901,559	—	—	901,559
Medical office building and other services revenue	2,275	—	16,607	1,069	19,951
Income from loans and investments	—	—	—	48,967	48,967
Interest and other income	—	—	—	708	708
Total revenues	\$529,043	\$901,559	\$294,000	\$50,744	\$1,775,346
Total revenues	\$529,043	\$901,559	\$294,000	\$50,744	\$1,775,346
Less:					
Interest and other income	—	—	—	708	708
Property-level operating expenses	—	597,614	85,670	—	683,284
Medical office building services costs	—	—	12,682	—	12,682
Segment NOI	529,043	303,945	195,648	50,036	1,078,672
Income (loss) from unconsolidated entities	645	(662	) 119	(344	) (242
Segment profit	\$529,688	\$303,283	\$195,767	\$49,692	1,078,430
Interest and other income					708
Interest expense					(214,181
Depreciation and amortization					(496,636
General, administrative and professional fees					(68,292
Gain on extinguishment of debt, net					434
Merger-related expenses and deal costs					(49,757
Other					(10,387
Income tax benefit					17,039
Discontinued operations					(356
Gain on real estate dispositions					14,155
Net income					\$271,157

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For the six months ended June 30, 2014:

	Triple-Net Leased Properties (In thousands)	Senior Living Operations	MOB Operations	All Other	Total
Revenues:					
Rental income	\$480,572	\$—	\$230,113	\$—	\$710,685
Resident fees and services	—	745,534	—	—	745,534
Medical office building and other services revenue	2,293	—	7,374	1,000	10,667
Income from loans and investments	—	—	—	25,392	25,392
Interest and other income	—	—	—	446	446
Total revenues	\$482,865	\$745,534	\$237,487	\$26,838	\$1,492,724
Total revenues	\$482,865	\$745,534	\$237,487	\$26,838	\$1,492,724
Less:					
Interest and other income	—	—	—	446	446
Property-level operating expenses	—	497,719	78,680	—	576,399
Medical office building services costs	—	—	4,997	—	4,997
Segment NOI	482,865	247,815	153,810	26,392	910,882
Income (loss) from unconsolidated entities	586	16	260	(266)	596
Segment profit	\$483,451	\$247,831	\$154,070	\$26,126	911,478
Interest and other income					446
Interest expense					(179,342)
Depreciation and amortization					(384,412)
General, administrative and professional fees					(64,172)
Loss on extinguishment of debt, net					(2,665)
Merger-related expenses and deal costs					(20,359)
Other					(10,092)
Income tax expense					(6,707)
Discontinued operations					2,776
Gain on real estate dispositions					12,889
Net income					\$259,840

Assets by reportable business segment are as follows:

	As of June 30, 2015 (Dollars in thousands)		As of December 31, 2014			
Assets:						
Triple-net leased properties	\$9,638,035	39.7	%	\$9,176,159	43.2	%
Senior living operations	8,267,934	34.0		7,421,924	35.0	
MOB operations	5,233,638	21.6		3,526,217	16.6	
All other assets	1,135,555	4.7		1,101,871	5.2	
Total assets	\$24,275,162	100.0	%	\$21,226,171	100.0	%

Capital expenditures, including investments in real estate property and development project expenditures, by reportable business segment are as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(In thousands)			
Capital expenditures:				
Triple-net leased properties	\$102,971	\$57,380	\$559,989	\$249,432
Senior living operations	29,374	62,317	311,806	79,180
MOB operations	100,447	9,830	488,174	22,863
Total capital expenditures	\$232,792	\$129,527	\$1,359,969	\$351,475

Our portfolio of properties and mortgage loan and other investments are located in the United States, Canada and the United Kingdom. Revenues are attributed to an individual country based on the location of each property.

Geographic information regarding our operations is as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30, 2015	
	2015	2014	2015	2014
	(In thousands)			
Revenues:				
United States	\$840,830	\$724,725	\$1,675,287	\$1,444,833
Canada	44,736	21,821	88,786	43,038
United Kingdom	5,756	4,708	11,273	4,853
Total revenues	\$891,322	\$751,254	\$1,775,346	\$1,492,724

	As of June 30,	As of
	2015	December 31,
	(In thousands)	
Net real estate property:		
United States	\$19,858,871	\$17,547,255
Canada	1,163,102	1,269,710
United Kingdom	343,123	168,594
Total net real estate property	\$21,365,096	\$18,985,559

#### NOTE 17—CONDENSED CONSOLIDATING INFORMATION

Ventas, Inc. has fully and unconditionally guaranteed the obligation to pay principal and interest with respect to the outstanding senior notes issued by our 100% owned subsidiary, Ventas Realty, Limited Partnership (“Ventas Realty”), including the senior notes that were jointly issued with Ventas Capital Corporation. Ventas Capital Corporation is a direct 100% owned subsidiary of Ventas Realty that has no assets or operations, but was formed in 2002 solely to facilitate offerings of senior notes by a limited partnership. None of our other subsidiaries (such subsidiaries, excluding Ventas Realty and Ventas Capital Corporation, the “Ventas Subsidiaries”) is obligated with respect to Ventas Realty’s outstanding senior notes.

In connection with the acquisition of Nationwide Health Properties, Inc. (“NHP”), our 100% owned subsidiary, Nationwide Health Properties, LLC (“NHP LLC”), as successor to NHP, assumed the obligation to pay principal and interest with respect to the outstanding senior notes issued by NHP. Neither we nor any of our subsidiaries (other than NHP LLC) is obligated with respect to NHP LLC’s outstanding senior notes.

Under certain circumstances, contractual and legal restrictions, including those contained in the instruments governing our subsidiaries’ outstanding mortgage indebtedness, may restrict our ability to obtain cash from our subsidiaries for the purpose of meeting our debt service obligations, including our payment guarantee with respect to Ventas Realty’s senior notes. Certain of our real estate assets are also subject to mortgages.



The following summarizes our condensed consolidating information as of June 30, 2015 and December 31, 2014 and for the three and six months ended June 30, 2015 and 2014:

## CONDENSED CONSOLIDATING BALANCE SHEET

As of June 30, 2015

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
<b>Assets</b>					
Net real estate investments	\$6,101	\$344,952	\$21,888,912	\$—	\$22,239,965
Cash and cash equivalents	11,718	—	48,814	—	60,532
Escrow deposits and restricted cash	124,478	1,491	67,991	—	193,960
Deferred financing costs, net	759	57,902	9,623	—	68,284
Investment in and advances to affiliates	14,152,936	3,430,055	—	(17,582,991 )	—
Other assets	60,255	9,185	1,642,981	—	1,712,421
<b>Total assets</b>	<b>\$14,356,247</b>	<b>\$3,843,585</b>	<b>\$23,658,321</b>	<b>\$(17,582,991 )</b>	<b>\$24,275,162</b>
<b>Liabilities and equity</b>					
<b>Liabilities:</b>					
Senior notes payable and other debt	\$45,000	\$8,093,699	\$3,369,162	\$—	\$11,507,861
Intercompany loans	6,850,326	(6,274,138 )	(576,188 )	—	—
Accrued interest	—	57,809	19,822	—	77,631
Accounts payable and other liabilities	101,034	76,843	848,482	—	1,026,359
Deferred income taxes	370,161	—	—	—	370,161
<b>Total liabilities</b>	<b>7,366,521</b>	<b>1,954,213</b>	<b>3,661,278</b>	<b>—</b>	<b>12,982,012</b>
Redeemable OP unitholder and noncontrolling interests	—	—	199,404	—	199,404
<b>Total equity</b>	<b>6,989,726</b>	<b>1,889,372</b>	<b>19,797,639</b>	<b>(17,582,991 )</b>	<b>11,093,746</b>
<b>Total liabilities and equity</b>	<b>\$14,356,247</b>	<b>\$3,843,585</b>	<b>\$23,658,321</b>	<b>\$(17,582,991 )</b>	<b>\$24,275,162</b>

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.

## CONDENSED CONSOLIDATING BALANCE SHEET

As of December 31, 2014

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
<b>Assets</b>					
Net real estate investments	\$6,404	\$347,583	\$19,553,200	\$—	\$19,907,187
Cash and cash equivalents	24,857	—	30,491	—	55,348
Escrow deposits and restricted cash	2,102	1,424	68,245	—	71,771
Deferred financing costs, net	759	50,669	8,900	—	60,328
Investment in and advances to affiliates	10,827,772	3,430,054	—	(14,257,826 )	—
Other assets	102,646	57,123	971,768	—	1,131,537
<b>Total assets</b>	<b>\$10,964,540</b>	<b>\$3,886,853</b>	<b>\$20,632,604</b>	<b>\$(14,257,826 )</b>	<b>\$21,226,171</b>
<b>Liabilities and equity</b>					
<b>Liabilities:</b>					
Senior notes payable and other debt	\$—	\$7,422,975	\$3,465,117	\$—	\$10,888,092
Intercompany loans	5,555,196	(5,562,739 )	7,543	—	—
Accrued interest	—	43,212	18,885	—	62,097
Accounts payable and other liabilities	105,037	80,307	819,888	—	1,005,232
Deferred income taxes	344,337	—	—	—	344,337
<b>Total liabilities</b>	<b>6,004,570</b>	<b>1,983,755</b>	<b>4,311,433</b>	<b>—</b>	<b>12,299,758</b>
Redeemable OP unitholder and noncontrolling interests	—	—	172,016	—	172,016
<b>Total equity</b>	<b>4,959,970</b>	<b>1,903,098</b>	<b>16,149,155</b>	<b>(14,257,826 )</b>	<b>8,754,397</b>
<b>Total liabilities and equity</b>	<b>\$10,964,540</b>	<b>\$3,886,853</b>	<b>\$20,632,604</b>	<b>\$(14,257,826 )</b>	<b>\$21,226,171</b>

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.

## CONDENSED CONSOLIDATING STATEMENT OF INCOME

For the Three Months Ended June 30, 2015

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated	
Revenues:						
Rental income	\$915	\$70,959	\$329,091	\$—	\$400,965	
Resident fees and services	—	—	454,645	—	454,645	
Medical office building and other services revenue	—	—	9,408	—	9,408	
Income from loans and investments	7,169	252	18,647	—	26,068	
Equity earnings in affiliates	131,119	—	(62	) (131,057	) —	
Interest and other income	20	53	163	—	236	
Total revenues	139,223	71,264	811,892	(131,057	) 891,322	
Expenses:						
Interest	(8,932	) 64,569	51,954	—	107,591	
Depreciation and amortization	1,357	7,677	240,161	—	249,195	
Property-level operating expenses	—	73	342,500	—	342,573	
Medical office building services costs	—	—	5,764	—	5,764	
General, administrative and professional fees	2,821	5,054	26,087	—	33,962	
Gain on extinguishment of debt, net	—	—	(455	) —	(455	)
Merger-related expenses and deal costs	11,827	75	2,683	—	14,585	
Other	(136	) 325	4,902	—	5,091	
Total expenses	6,937	77,773	673,596	—	758,306	
Income (loss) from continuing operations before income (loss) from unconsolidated entities, income taxes, real estate dispositions and noncontrolling interest	132,286	(6,509	) 138,296	(131,057	) 133,016	
Income (loss) from unconsolidated entities	—	359	(350	) —	9	
Income tax benefit	9,789	—	—	—	9,789	
Income (loss) from continuing operations	142,075	(6,150	) 137,946	(131,057	) 142,814	
Discontinued operations	277	(88	) (122	) —	67	
Gain on real estate dispositions	7,469	—	—	—	7,469	
Net income (loss)	149,821	(6,238	) 137,824	(131,057	) 150,350	
Net income attributable to noncontrolling interest	—	—	529	—	529	
Net income (loss) attributable to common stockholders	\$ 149,821	\$(6,238	) \$ 137,295	\$(131,057	) \$ 149,821	

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.





## CONDENSED CONSOLIDATING STATEMENT OF INCOME

For the Three Months Ended June 30, 2014

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
<b>Revenues:</b>					
Rental income	\$626	\$68,003	\$288,987	\$—	\$357,616
Resident fees and services	—	—	374,473	—	374,473
Medical office building and other services revenue	—	—	4,367	—	4,367
Income from loans and investments	931	—	13,694	—	14,625
Equity earnings in affiliates	132,423	—	48	(132,471)	—
Interest and other income	34	5	134	—	173
Total revenues	134,014	68,008	681,703	(132,471)	751,254
<b>Expenses:</b>					
Interest	(4,225)	) 46,935	48,791	—	91,501
Depreciation and amortization	1,478	7,435	181,905	—	190,818
Property-level operating expenses	—	99	288,660	—	288,759
Medical office building services costs	—	—	1,626	—	1,626
General, administrative and professional fees	(12)	) 5,520	25,798	—	31,306
Loss on extinguishment of debt, net	—	—	2,924	—	2,924
Merger-related expenses and deal costs	6,482	2,110	1,007	—	9,599
Other	324	83	4,456	—	4,863
Total expenses	4,047	62,182	555,167	—	621,396
Income from continuing operations before income from unconsolidated entities, income taxes, real estate dispositions and noncontrolling interest	129,967	5,826	126,536	(132,471)	) 129,858
Income from unconsolidated entities	—	320	28	—	348
Income tax expense	(3,274)	) —	—	—	(3,274)
Income from continuing operations	126,693	6,146	126,564	(132,471)	) 126,932
Discontinued operations	(184)	) (1,329)	) 1,258	—	(255)
Gain on real estate dispositions	11,889	—	—	—	11,889
Net income	138,398	4,817	127,822	(132,471)	) 138,566
Net income attributable to noncontrolling interest	—	—	168	—	168
Net income attributable to common stockholders	\$138,398	\$4,817	\$127,654	\$(132,471)	) \$138,398

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.



## CONDENSED CONSOLIDATING STATEMENT OF INCOME

For the Six Months Ended June 30, 2015

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
<b>Revenues:</b>					
Rental income	\$1,831	\$142,127	\$660,203	\$—	\$804,161
Resident fees and services	—	—	901,559	—	901,559
Medical office building and other services revenue	—	—	19,951	—	19,951
Income from loans and investments	8,605	303	40,059	—	48,967
Equity earnings in affiliates	261,112	—	(140)	(260,972)	—
Interest and other income	376	58	274	—	708
Total revenues	271,924	142,488	1,621,906	(260,972)	1,775,346
<b>Expenses:</b>					
Interest	(16,760)	128,163	102,778	—	214,181
Depreciation and amortization	2,700	16,727	477,209	—	496,636
Property-level operating expenses	—	204	683,080	—	683,284
Medical office building services costs	—	—	12,682	—	12,682
General, administrative and professional fees	80	11,415	56,797	—	68,292
Gain on extinguishment of debt, net	—	—	(434)	—	(434)
Merger-related expenses and deal costs	46,180	75	3,502	—	49,757
Other	935	327	9,125	—	10,387
Total expenses	33,135	156,911	1,344,739	—	1,534,785
Income (loss) from continuing operations before income (loss) from unconsolidated entities, income taxes, real estate dispositions and noncontrolling interest	238,789	(14,423)	277,167	(260,972)	240,561
Income (loss) from unconsolidated entities	—	760	(1,002)	—	(242)
Income tax benefit	17,039	—	—	—	17,039
Income (loss) from continuing operations	255,828	(13,663)	276,165	(260,972)	257,358
Discontinued operations	280	(365)	(271)	—	(356)
Gain on real estate dispositions	14,155	—	—	—	14,155
Net income (loss)	270,263	(14,028)	275,894	(260,972)	271,157
Net income attributable to noncontrolling interest	—	—	894	—	894
Net income (loss) attributable to common stockholders	\$270,263	\$(14,028)	\$275,000	\$(260,972)	\$270,263

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.



## CONDENSED CONSOLIDATING STATEMENT OF INCOME

For the Six Months Ended June 30, 2014

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
<b>Revenues:</b>					
Rental income	\$1,244	\$140,615	\$568,826	\$—	\$710,685
Resident fees and services	—	—	745,534	—	745,534
Medical office building and other services revenue	—	—	10,667	—	10,667
Income from loans and investments	1,236	—	24,156	—	25,392
Equity earnings in affiliates	258,510	—	211	(258,721)	—
Interest and other income	185	11	250	—	446
<b>Total revenues</b>	<b>261,175</b>	<b>140,626</b>	<b>1,349,644</b>	<b>(258,721)</b>	<b>1,492,724</b>
<b>Expenses:</b>					
Interest	(4,872)	) 90,029	94,185	—	179,342
Depreciation and amortization	2,898	15,406	366,108	—	384,412
Property-level operating expenses	—	248	576,151	—	576,399
Medical office building services costs	—	—	4,997	—	4,997
General, administrative and professional fees	1,875	11,365	50,932	—	64,172
(Gain) loss on extinguishment of debt, net	(3)	) 3	2,665	—	2,665
Merger-related expenses and deal costs	8,235	2,110	10,014	—	20,359
Other	1,031	402	8,659	—	10,092
<b>Total expenses</b>	<b>9,164</b>	<b>119,563</b>	<b>1,113,711</b>	<b>—</b>	<b>1,242,438</b>
Income from continuing operations before income (loss) from unconsolidated entities, income taxes, real estate dispositions and noncontrolling interest	252,011	21,063	235,933	(258,721)	) 250,286
Income (loss) from unconsolidated entities	—	841	(245)	) —	596
Income tax expense	(6,707)	) —	—	—	(6,707)
Income from continuing operations	245,304	21,904	235,688	(258,721)	) 244,175
Discontinued operations	1,252	(774)	) 2,298	—	2,776
Gain on real estate dispositions	12,889	—	—	—	12,889
<b>Net income</b>	<b>259,445</b>	<b>21,130</b>	<b>237,986</b>	<b>(258,721)</b>	<b>259,840</b>
Net income attributable to noncontrolling interest	—	—	395	—	395
<b>Net income attributable to common stockholders</b>	<b>\$259,445</b>	<b>\$21,130</b>	<b>\$237,591</b>	<b>\$(258,721)</b>	<b>\$259,445</b>

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.



## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

For the Three Months Ended June 30, 2015

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
Net income (loss)	\$149,821	\$(6,238)	) \$137,824	\$(131,057)	) \$150,350
Other comprehensive (loss) income:					
Foreign currency translation	—	—	14,393	—	14,393
Change in unrealized gain on marketable securities	(6,395)	) —	—	—	(6,395)
Other	—	—	(2,175)	) —	(2,175)
Total other comprehensive (loss) income	(6,395)	) —	12,218	—	5,823
Comprehensive income (loss)	143,426	(6,238)	) 150,042	(131,057)	) 156,173
Comprehensive income attributable to noncontrolling interest	—	—	529	—	529
Comprehensive income (loss) attributable to common stockholders	\$143,426	\$(6,238)	) \$149,513	\$(131,057)	) \$155,644

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.

## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

For the Three Months Ended June 30, 2014

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
Net income	\$138,398	\$4,817	\$127,822	\$(132,471)	) \$138,566
Other comprehensive income:					
Foreign currency translation	—	—	7,719	—	7,719
Change in unrealized gain on marketable securities	265	—	—	—	265
Other	—	—	(193)	) —	(193)
Total other comprehensive income	265	—	7,526	—	7,791
Comprehensive income	138,663	4,817	135,348	(132,471)	) 146,357
Comprehensive income attributable to noncontrolling interest	—	—	168	—	168
Comprehensive income attributable to common stockholders	\$138,663	\$4,817	\$135,180	\$(132,471)	) \$146,189

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.



## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

For the Six Months Ended June 30, 2015

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
Net income (loss)	\$270,263	\$(14,028 )	\$275,894	\$(260,972 )	\$271,157
Other comprehensive (loss) income:					
Foreign currency translation	—	—	3,521	—	3,521
Change in unrealized gain on marketable securities	(5,046 )	—	—	—	(5,046 )
Other	—	—	(1,416 )	—	(1,416 )
Total other comprehensive (loss) income	(5,046 )	—	2,105	—	(2,941 )
Comprehensive income (loss)	265,217	(14,028 )	277,999	(260,972 )	268,216
Comprehensive income attributable to noncontrolling interest	—	—	894	—	894
Comprehensive income (loss) attributable to common stockholders	\$265,217	\$(14,028 )	\$277,105	\$(260,972 )	\$267,322

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.

## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

For the Six Months Ended June 30, 2014

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
Net income	\$259,445	\$21,130	\$237,986	\$(258,721 )	\$259,840
Other comprehensive income:					
Foreign currency translation	—	—	4,979	—	4,979
Change in unrealized gain on marketable securities	1,571	—	—	—	1,571
Other	—	—	46	—	46
Total other comprehensive income	1,571	—	5,025	—	6,596
Comprehensive income	261,016	21,130	243,011	(258,721 )	266,436
Comprehensive income attributable to noncontrolling interest	—	—	395	—	395
Comprehensive income attributable to common stockholders	\$261,016	\$21,130	\$242,616	\$(258,721 )	\$266,041

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.



## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

For the Six Months Ended June 30, 2015

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
Net cash (used in) provided by operating activities	\$(6,671 )	\$41,072	\$683,323	\$—	\$717,724
Net cash used in investing activities	(923,494 )	(10,153 )	(63,100 )	—	(996,747 )
Cash flows from financing activities:					
Net change in borrowings under revolving credit facility	45,000	(228,000 )	(138,334 )	—	(321,334 )
Proceeds from debt	—	896,478	211,493	—	1,107,971
Repayment of debt	—	—	(278,442 )	—	(278,442 )
Net change in intercompany debt	1,295,130	(711,399 )	(583,731 )	—	—
Purchase of noncontrolling interest	—	—	(3,816 )	—	(3,816 )
Payment of deferred financing costs	—	(12,755 )	(1,853 )	—	(14,608 )
Issuance of common stock, net	352,167	—	—	—	352,167
Cash distribution (to) from affiliates	(269,799 )	24,757	245,042	—	—
Cash distribution to common stockholders	(516,404 )	—	—	—	(516,404 )
Cash distribution to redeemable OP unitholders	—	—	(4,697 )	—	(4,697 )
Purchases of redeemable OP units	—	—	(33,188 )	—	(33,188 )
Distributions to noncontrolling interest	—	—	(9,467 )	—	(9,467 )
Other	5,928	—	—	—	5,928
Net cash provided by (used in) financing activities	912,022	(30,919 )	(596,993 )	—	284,110
Net (decrease) increase in cash and cash equivalents	(18,143 )	—	23,230	—	5,087
Effect of foreign currency translation on cash and cash equivalents	5,004	—	(4,907 )	—	97
Cash and cash equivalents at beginning of period	24,857	—	30,491	—	55,348
Cash and cash equivalents at end of period	\$11,718	\$—	\$48,814	\$—	\$60,532

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

For the Six Months Ended June 30, 2014

	Ventas, Inc. (In thousands)	Ventas Realty (1)	Ventas Subsidiaries	Consolidated Elimination	Consolidated
Net cash (used in) provided by operating activities	\$(87,463 )	\$46,937	\$636,228	\$—	\$595,702
Net cash used in investing activities	(183,034 )	(1,946 )	(200,453 )	—	(385,433 )
Cash flows from financing activities:					
Net change in borrowings under revolving credit facility	—	(196,000 )	(3,951 )	—	(199,951 )
Proceeds from debt	—	696,661	—	—	696,661
Repayment of debt	—	—	(272,726 )	—	(272,726 )
Net change in intercompany debt	597,469	(546,235 )	(51,234 )	—	—
Payment of deferred financing costs	—	(5,966 )	(880 )	—	(6,846 )
Cash distribution from (to) affiliates	113,939	6,544	(120,483 )	—	—
Cash distribution to common stockholders	(426,952 )	—	—	—	(426,952 )
Cash distribution to redeemable OP unitholders	—	—	(2,762 )	—	(2,762 )
Distributions to noncontrolling interest	—	—	(4,908 )	—	(4,908 )
Other	2,546	5	(3,125 )	—	(574 )
Net cash provided by (used in) financing activities	287,002	(44,991 )	(460,069 )	—	(218,058 )
Net increase (decrease) in cash and cash equivalents	16,505	—	(24,294 )	—	(7,789 )
Effect of foreign currency translation on cash and cash equivalents	5,552	—	(5,944 )	—	(392 )
Cash and cash equivalents at beginning of period	28,169	—	66,647	—	94,816
Cash and cash equivalents at end of period	\$50,226	\$—	\$36,409	\$—	\$86,635

(1) Certain of Ventas Realty's outstanding senior notes were issued jointly with our 100% owned subsidiary, Ventas Capital Corporation, which has no assets or operations.

## NOTE 18—PROPOSED SPIN-OFF OF POST-ACUTE/SKILLED NURSING FACILITY PORTFOLIO

In April 2015, we announced a plan to spin off most of our post-acute/skilled nursing facility portfolio into an independent, publicly traded REIT named Care Capital Properties, Inc. ("CCP"). CCP is expected to initially own 355 high-quality triple-net leased skilled nursing facilities and other healthcare assets operated by private regional and local care providers. The spin-off is subject to certain conditions, including the effectiveness of CCP's Form 10 registration statement, receipt of an opinion from counsel regarding the tax-free nature of the distribution and final approval and declaration of the distribution by our Board of Directors. The transaction is expected to be completed in August 2015 and is intended to qualify as a tax-free distribution to Ventas stockholders. However, there can be no assurance as to whether or when the spin-off will occur.



## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Cautionary Statements

#### Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements regarding our or our tenants', operators', borrowers' or managers' expected future financial condition, results of operations, cash flows, funds from operations, dividends and dividend plans, financing opportunities and plans, capital markets transactions, business strategy, budgets, projected costs, operating metrics, capital expenditures, competitive positions, acquisitions, investment opportunities, dispositions, merger integration, growth opportunities, expected lease income, continued qualification as a real estate investment trust ("REIT"), plans and objectives of management for future operations, and statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will," and other similar expressions are forward-looking statements. These forward-looking statements are inherently uncertain, and actual results may differ from our expectations. We do not undertake a duty to update these forward-looking statements, which speak only as of the date on which they are made.

Our actual future results and trends may differ materially from expectations depending on a variety of factors discussed in our filings with the Securities and