



# **Code of Business Conduct and Ethics**



To All Brookdale Associates, Officers and Directors:

At Brookdale, we have a strong commitment to integrity. We succeed through partnership and by respecting others through honesty, understanding and trust. We are committed to achieving high standards of business and personal ethical conduct and believe that putting these principles into practice will merit the respect of one another, our residents, the public, the business community, our shareholders, and regulatory authorities.

It is the personal responsibility of each of us to know the legal statutes, regulatory requirements and company policies/procedures that apply to our jobs and responsibilities, and to conduct ourselves accordingly. Moreover, Brookdale associates, officers and directors are expected to demonstrate a high standard of business and personal ethics in all that they do. Each of us at Brookdale should avoid any action, relationship or situation that could jeopardize or impair the confidence or respect in which Brookdale is held, or which appears to be contrary to the interests of Brookdale or its shareholders.

Our commitment requires the active participation of everyone at Brookdale, including our community associates, the Board of Directors, corporate management, regional management and other associates and individuals affiliated with Brookdale. The effectiveness of the attached Code of Business Conduct and Ethics (Code) depends upon our Open Door Philosophy, a core value in which we bring all ethical issues to the attention of management. If there is ever uncertainty about whether a particular situation represents a breach of ethics or this Code, you should err on the side of caution and report the situation to management. We will not tolerate retaliation of any kind against any individual who reports ethical issues in good faith.

This Code provides guidance as to the conduct expected of our management, associates and business partners for the purpose of maintaining a respectful and desirable workplace, and for upholding the Company's respected brand and reputation. In many cases this guidance exceeds the standards required by law, but it cannot, nor is it intended to, cover every situation that a Brookdale associate, officer or director may encounter. Doing the right thing takes courage. Nothing can substitute for personal integrity, good judgment and common sense.

Our mission, culture, values and people are the foundation of our current and future success. And, our ability to enrich the lives of those we serve is founded upon your passion, courage and partnership. We are committed to do the right thing and to treat others with respect.

A handwritten signature in black ink that reads "T. Andrew Smith".

T. Andrew Smith  
Chief Executive Officer

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## OUR **MISSION.**

Enriching the lives of those we serve with compassion, respect, excellence and integrity.

## OUR **CORNERSTONES.**

MORE THAN A JOB, A

### **PASSION.**

- ☛ Take ownership and pride in everything we do.
- ☛ Have fun and celebrate life every day.

DOING THE RIGHT THING TAKES

### **COURAGE.**

- ☛ Put the resident first and the “bottom line” will take care of itself.
- ☛ Provide meaningful rewards for residents, associates and shareholders.

WE SUCCEED THROUGH

### **PARTNERSHIP.**

- ☛ Respect others through honesty, understanding and trust.
- ☛ Work together as one team.
- ☛ Recognize that good people make the difference and are the key to our success.

## BUILT ON A FOUNDATION OF **TRUST.**

We earn trust when we listen, understand, partner and solve.

## HOW TO USE THIS CODE

At Brookdale, a free flow of communication is a key to our success. We are committed to an Open Door Philosophy which allows any associate within the organization to speak with any other associate, including the chief executive officer. One of our cornerstones is to “Respect others through honesty, understanding and trust,” and as we strive to have close working relationships among all of our associates, the Open Door Philosophy is a natural way to resolve concerns.

Discipline or retaliation against associates for expressing their concerns and following this Open Door Philosophy is strictly prohibited.

The Code of Business Conduct and Ethics (Code) is just one tool designed to help us ensure organizational integrity. Its purpose is to serve as a guide in doing our jobs the way they should be done - according to the highest ethical and professional standards and in accordance with applicable laws and regulations.

Other tools you should use include:

- Brookdale’s policies and procedures
- The orientation provided to new associates
- Training and educational offerings
- Performance management and coaching
- Brookdale’s mission, cornerstones and culture as guiding principles
- Common sense

If you become aware of a situation involving anyone working for or on behalf of Brookdale that you believe involves questionable conduct or that could be a violation of this Code, you should contact one of the following and report the incident in a timely manner:

- Your immediate supervisor or other manager.
- The Brookdale Integrity Line (1-888-302-3303; TDD/TTY 1-800-226-0262).
- Brookdale’s Compliance Office (1-888-221-7317).

The Brookdale Integrity Line, available 24 hours per day and 7 days a week, is a confidential phone service provided by the Company for the sole purpose of receiving reports of questionable actions or practices. The purpose of the line is to get your help in identifying those situations that we need to improve in order to maintain organizational integrity. Your call will be treated confidentially within the limits of the law and your concerns will be investigated.

## **I. ASSOCIATES, CONFLICTS OF INTEREST, CORPORATE OPPORTUNITIES AND GIFTS**

### **A. Associate Policies and Procedures**

Brookdale is committed to complying with laws, regulations and standards impacting the relationship between Brookdale and its associates. As part of this commitment, Brookdale has developed an Associate Handbook (the “Handbook”) containing Brookdale’s Human Resources policies and procedures. The Handbook is incorporated by reference into this Code and includes information on the following topics, among others: equal employment, sexual harassment, workplace health and safety, drug and alcohol use, and associate grievances. If any associate or agent has concerns regarding any issue covered in the Associate Handbook or his or her working conditions, the associate or agent should either contact his or her supervisor or Executive Director, contact Human Resources, or contact the Compliance Officer either directly or via the Brookdale Integrity Line.

### **B. Associate Screening**

Brookdale will not employ, continue to employ, otherwise engage with or without pay, or contract with, any individual that Brookdale knows has been convicted of a criminal offense related to health care or listed by a federal agency as debarred, excluded, suspended or otherwise ineligible for federal program participation or if said conviction or listing, prohibits an individual from being employed in a certain position within Brookdale. Brookdale shall make reasonable inquiry into the status of any potential associate, agent, or contractor, if applicable to their position, including review of the Department of Health and Human Services’ Office of the Inspector General List of Excluded Individuals and Entities and the Medicaid exclusion databases for those states maintaining such databases. Associates and vendors are required to report to Brookdale if they become excluded, debarred or ineligible to participate in federal health care programs or have been convicted of a criminal offense related to the provision of health care items or services.

Brookdale is not required to terminate the engagement of individuals who are charged with a criminal offense related to health care, or proposed for debarment, exclusion, or suspension from federal program participation during their engagement with Brookdale. Brookdale will immediately remove such individuals from responsibility for or involvement with Brookdale’s business affairs until the resolution of such criminal charges, or proposed debarment, exclusion, or suspension. If the individual is convicted, debarred, or excluded while an associate, Brookdale will terminate that individual from employment or contract with Brookdale.

### **C. Conflicts of Interest**

Brookdale associates, officers and directors are expected to dedicate their best efforts to advancing Brookdale’s interests and to make decisions that affect Brookdale based on the Company’s best interests, independent of outside influences. Except as provided in Article Eight of the Company’s Amended and Restated Certificate of Incorporation<sup>1</sup>, every associate, officer and director must avoid any situation that conflicts or appears to conflict with the interests of Brookdale. A conflict of interest can arise when an associate or a related party can personally benefit or profit from a transaction involving Brookdale and the associate or related party, or where an associate’s personal interests influence or appear to influence his or her ability to make objective decisions in the course of performing his or her job duties.

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<sup>1</sup> A copy of Article Eight is available from the Compliance Officer upon request.

A conflict of interest can also occur if the associate places or influences the placement of Brookdale business with himself or herself, with a privately held enterprise in which the associate, a close relative or his or her family has a financial interest, or with a publicly held enterprise in which the associate or close relative has a major financial interest. Another type of conflict may exist if an associate has involvement in an outside activity that hinders or distracts him or her from performing his or her job duties.

Although we cannot list every conceivable conflict of interest, what follows are some common examples of actual, apparent and potential conflicts of interest. If you are involved in a conflict situation (whether or not it is described below), or if you have any questions about whether a particular activity constitutes a conflict of interest, you should discuss your particular situation with the Compliance Officer and obtain his or her written approval prior to proceeding or continuing with the activity.

Special rules apply to executive officers and directors who engage in conduct that creates an actual, apparent or potential conflict of interest. Before engaging in any such conduct, executive officers and directors must make full disclosure of all facts and circumstances to the General Counsel, who shall inform and seek the prior approval of the Audit Committee of the Board of Directors. In addition, if a transaction constitutes a Related Person Transaction within the meaning of the Company's Policy and Procedures with respect to Related Person Transactions<sup>2</sup>, that transaction must be reviewed and approved in accordance with the terms of that Policy.

### **1. Improper Personal Benefits**

Conflicts of interest arise when you or any person with whom you have a close personal relationship, including a spouse, parent, child, sibling, or any person living in your home (each an "Affiliate"), receives improper personal benefits as a result of your position in or relationship to Brookdale. You may not accept any benefits from Brookdale that have not been duly authorized and approved or that are not part of Brookdale's compensation and benefits programs. Brookdale will not make any personal loans to, or guarantee the personal obligations of, directors, executive officers, or other associates.

### **2. Financial Interests in Other Businesses**

Except as provided in Article Eight of the Company's Amended and Restated Certificate of Incorporation, you may not own or otherwise possess an interest in a company that competes with Brookdale, nor may you own or otherwise possess an interest in a company that does business with Brookdale (such as a supplier) without the prior written approval of the Compliance Officer. However, it is not typically considered a conflict of interest (and therefore, prior approval is not required) to have an interest of less than one-half of 1% of the outstanding shares of a publicly traded company.

### **3. Outside Employment or Activities with a Competitor**

Except as provided in Article Eight of the Company's Amended and Restated Certificate of Incorporation or as otherwise approved in writing by the Compliance Officer, no Brookdale associate, officer or director may serve as a director or officer of a competitor of Brookdale and no Brookdale officer, director or associate employed in a manager-level position or above may

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<sup>2</sup> A copy of the Company's Policy and Procedures with respect to Related Person Transactions is available from the Compliance Officer upon request. Generally, a Related Person Transaction is any transaction, arrangement or relationship in which the Company is a participant and the amount involved exceeds \$120,000, and in which any Related Person has a direct or indirect material interest. For purposes of the Policy, a Related Person is generally defined as any director, executive officer or greater than 5% shareholder (and any of their immediate family members and related entities).



be simultaneously employed by a competitor of Brookdale. In any event (and except as provided in Article Eight of the Company's Amended and Restated Certificate of Incorporation), no Brookdale associate, officer or director may engage in any activity that is intended to, or should reasonably be expected to, advance a competitor's interests. You may not market products or services in competition with Brookdale's current or potential business activities. It is your responsibility to consult with the Compliance Officer to determine whether a planned activity will compete with any of Brookdale's business activities before you pursue the activity in question.

#### **4. Outside Employment or Other Relationships with a Resident**

Without prior written approval from the Compliance Officer, neither you nor any of your Affiliates may:

- be employed directly by any resident;
- purchase items, such as furniture or clothing, from residents;
- sell non-company products to residents, such as clothing or personal care products;
- accept any resident's property bequeathed in a resident's will; or
- consent to be the "Guardian," "Power of Attorney," or "Executor of the Will" for a resident.

These restrictions do not apply to situations where the resident is one of your family members.

#### **5. Family Members Working in the Industry**

You may find yourself in a situation where your spouse or significant other, your children, parents, in-laws, or someone else with whom you have a close familial relationship is a competitor, supplier or customer of Brookdale or is employed by one. Such situations are not prohibited, but they call for disclosure and extra sensitivity to security, confidentiality and conflicts of interest.

There are several factors to consider in assessing such a situation. Among them: the relationship between Brookdale and the other company; the nature of your responsibilities as a Brookdale associate and those of the other person; and the access each of you has to your respective employer's confidential information. Such a situation, however harmless it may appear to you, could arouse suspicions among your fellow associates that might affect your working relationships. The very appearance of a conflict of interest can create problems, regardless of the propriety of your behavior.

To remove any such doubts or suspicions, you should disclose your specific situation to your supervisor or the Compliance Officer to assess the nature and extent of any concern and how it can be resolved (executive officers should disclose their specific situations to the General Counsel). In some instances, any risk to Brookdale's interests is sufficiently remote that you may only be reminded to guard against inadvertently disclosing the Company's confidential information and not to be involved in decisions on behalf of Brookdale that involve the other company.

#### **D. Corporate Opportunities**

Associates, officers and directors owe a duty to Brookdale to advance its legitimate interests when the opportunity to do so arises. Except as provided in Article Eight of the Company's Amended and Restated Certificate of Incorporation, if you learn of a business or investment opportunity through the use of corporate property or information or your position at Brookdale, such as from a competitor or actual or potential customer, supplier or business associate of the Company, you may not participate in the opportunity or make the investment without the prior

written approval of the General Counsel. You may not use corporate property or information or your position at Brookdale for improper personal gain, and except as provided in Article Eight of the Company's Amended and Restated Certificate of Incorporation, you may not compete with the Company.

### **E. Gifts or Kickbacks**

You should attempt to avoid any situation in which a gift might improperly influence or appear to improperly influence relationships or business outcomes. Any gifts you give or you receive must be infrequent and must not be based on the volume or value of resident referrals. You may not solicit gifts, nor may you give gifts to those who solicit them. You may not offer or accept a gift if either party views it as an inducement to refer residents or business or as a reward for such referrals.

You may give or accept gifts with a cumulative nominal value of \$75 or less in any one year to or from an individual or organization who has a business relationship with Brookdale, including referral sources. Associates may accept or give gift certificates (also subject to the cumulative nominal limits), but may never accept cash or financial instruments (e.g. checks, stocks). Perishable or consumable gifts received by a Brookdale department or group are not subject to this \$75 cumulative nominal value restriction.

You may not ask for or accept gifts or gratuities (tips) from or on behalf of a resident or their family or friends. However, collections of voluntary contributions from residents for associate appreciation funds, which are distributed equitably to all non-exempt associates, are permitted. Associates may give gifts with a cumulative nominal value of \$75 or less in any one year to a resident or their family or friend.

United States Federal and state governments have strict rules and laws regarding gifts. You may never extend gifts to government employees.

Please refer to the Brookdale Business Gifts and Entertainment Policy for further information.

### **F. Entertainment**

You should attempt to avoid any situation in which entertainment might improperly influence or appear to improperly influence relationships or business outcomes. Any entertainment you give or you receive must be infrequent and must not be based on the volume or value of resident referrals. You may not solicit entertainment, nor may you extend entertainment to a potential referral source who solicits it. You may not offer or accept entertainment if either party views it as an inducement to refer residents or business or as a reward for such referrals.

You may extend or accept an invitation for entertainment to or from individuals or businesses doing business with or seeking to do business with Brookdale provided the cumulative nominal value of such entertainment does not exceed \$150 per year per associate or per representative of the business organization. Associates may not extend or accept an invitation for entertainment to or from a resident referral source or to or from a resident or their family or friends. Entertainment includes social events hosted by Brookdale, or the business organization, including but not limited to meals, sporting events, theatrical events and receptions. Both you and the representative of the business organization must attend the entertainment event. Meals provided to others by a Brookdale community as part of a business meeting are not subject to the \$150 per year restrictions. In addition, our suppliers and consultants likely have gift and entertainment policies of their own. You must be careful never to provide a gift or entertainment that violates the other company's gift and entertainment policy.

Please refer to the Brookdale Business Gifts and Entertainment Policy for further information.

United States Federal and state governments have strict rules and laws regarding entertainment. You may never extend entertainment to government employees except for minor refreshments in connection with business discussions.

It is against Brookdale policy to engage in any form of bribery, including the offer or acceptance of any improper payment, gratuity or gift to obtain business or secure services. No payments or provision of any other benefits shall be made or offered, directly or through an intermediary, to any domestic or foreign government official, staff or family member for the purpose of influencing any governmental decision. Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

## II. HEALTH CARE

If an associate or agent does not understand any of the following standards or encounters questionable situations which do not clearly fit within the standards, the associate or agent should consult with his or her manager or Brookdale's Compliance Officer. Brookdale will make every effort to assist the associate or agent.

### A. General Health Care Policy

Brookdale intends to comply with state and federal laws relating to health care providers and to ensure that associates and agents of Brookdale comply with these laws. Brookdale endeavors to follow the highest standards of ethics, honesty and integrity in conducting transactions and relationships with physicians, insurers, clients, state and federal government agencies and any other health care related entities. Associates whose responsibilities include providing resident care should receive annual training regarding these health care standards.

### B. Physicians and Other Medical Professionals

#### 1. General Principles

Federal and state laws prohibit certain "kickback" activities within the health care field. It is Brookdale's policy to comply with these statutes and regulations. Brookdale associates and agents must not solicit, receive, offer or pay any form of remuneration, directly or indirectly, to induce or in return for referring an individual to a person or an entity for the furnishing or arranging for the furnishing of any item or service for which payment may be made in whole or in part under any federal or state health care program including Medicare or Medicaid.

Failure to comply with this standard can result in the imposition of significant penalties on Brookdale, including exclusion of Brookdale from participation in federal health care programs. Any person participating in these "kickback" activities is also personally subject to criminal prosecution.

Examples of kickbacks include, but are not limited to:

- providing free, or less than market rate, office space to physicians or outside providers in return for referrals to communities billing Medicare or Medicaid for services;
- paying more than fair market value for services provided;
- paying a health care provider for the referral of a resident.

## **2. Gifts or Perks to or from Referral Sources**

It is Brookdale's policy not to give or accept any gifts or "perks" to or from physicians or other referral sources unless these gifts are:

- of a cumulative nominal value of \$75 or less in any one year;
- infrequent (i.e. not routine); and
- not based on the volume or value of business referred and not offered for the purpose of inducing or compensating for the referral of resident.

Any gift of cash or financial instruments to physicians or other referral sources is strictly prohibited.

## **3. Entertainment to or from Referral Sources**

It is Brookdale's policy not to extend or accept an invitation for entertainment to or from physicians or other referral sources.

## **4. Compensation to Referral Sources for Services or Items**

Federal and state laws prohibit certain referral practices among health care providers. Brookdale prohibits the payment to any health care provider for referrals to a home health agency ("HHA"), therapy ("ORF"), skilled nursing facility ("SNF") or assisted living ("AL") community owned or operated by Brookdale. Any payments made by Brookdale to referral sources that are health care providers must be made solely in consideration for services provided to Brookdale. Such payments shall be consistent with the fair market value of the services actually rendered by the referral source.

In circumstances in which any Brookdale associate is in a position to make referrals to physicians, health professionals or other health care facilities, he or she must make these referrals solely on the basis of what is best for the individual seeking or requiring treatment, as limited by payor contracts or legal requirements, and without regard to the value or volume of referrals any such physician, health professional or other health care facility has made to Brookdale.

To the extent permitted by law, Brookdale may enter into agreements with referral agencies and non-health care providers for resident referrals. Any agreements for referrals must be reviewed and approved by the Legal Department.

## **5. Medical Director/Physician Agreements**

Medical director agreements must be for administrative or clinical services reasonably needed by Brookdale or Brookdale communities such as services which are genuinely needed to increase efficiency in the delivery of resident services or quality of care and/or to comply with licensure or certification standards. Medical director/physician agreements should define clearly each of the physician's duties and obligations. Compensation under each agreement must be based upon a reasonable, fixed, fair market rate per unit of time spent in the performance of the duties without regard to the value or volume of any resident referrals by the physician to the Brookdale community. Compensation may be paid only if (1) the duties are actually performed, and (2) payment is not being made for a service the physician already has a legal obligation to perform. Medical director agreements must be in the form approved by Brookdale's Legal Department, with approval by Legal Department of any modifications to the form.

## **6. Self-Referral Restrictions**

In addition to federal and state “kickback” prohibitions, federal law, as well as some state laws, prohibits physicians from referring residents to entities with which the physician (or an immediate family member of the physician) has a financial relationship. A financial relationship includes circumstances in which a physician has an ownership interest in an entity (an example would be stock ownership) or has any kind of compensation arrangement with the entity.

Additionally, federal regulations prohibit a physician from certifying need for home health services or establishing or reviewing a plan of treatment for a home health agency if such physician has a significant ownership interest in or a significant financial or contractual relationship with the home health agency. This prohibition is implicated if a physician (1) directly or indirectly holds a 5% or greater ownership interest in a home health agency or its assets, (2) receives any compensation as a corporate officer or director of the agency, or (3) has direct or indirect business transactions (which includes salaried employment) with the agency that, in any fiscal year, amount to more than the lesser of \$25,000 or 5% of the agency’s total operating expenses. No associate or agent of Brookdale acting on behalf of Brookdale should enter into any joint venture, partnership or other agreement with a physician or entity that is an actual or potential source of resident referrals to Brookdale unless Brookdale’s Legal Department has reviewed the terms of the written agreement describing the relationship and determined that the agreement will not violate federal or state law.

## **7. Prohibitions on Fee Splitting**

Many state laws prohibit physicians or health care providers from splitting or dividing any resident fee with another person who referred the resident to such physician or health care provider. Some states contain a broader fee splitting proscription that prohibits a physician or health care provider from splitting or dividing with, or paying fees to, anyone, whether or not that person is a referral source. To ensure that state law prohibitions on fee splitting are complied with, Brookdale associates and agents must submit any proposed business, financial or employment arrangements with physicians to the Compliance Officer and Brookdale’s Legal Department and obtain written approval prior to entering into such arrangements.

## **C. Compliance with State Licensure Requirements**

Most states have licensure or other regulatory requirements for health care facilities. To assist in meeting state licensure requirements, Brookdale associates and agents must submit any proposed establishment or construction to the appropriate development officer and Brookdale’s Legal Department and obtain approval prior to initiating such activity. Brookdale associates and agents must also cooperate with state licensure surveys or inspections. The Compliance Officer will regularly audit state licensure surveys to ensure that Brookdale promptly responds to deficiencies. Any deficiency in any state licensure survey or inspection must be promptly reported to the appropriate operational associate. If the deficiency is severe or requires immediate response, it must also be promptly reported to the Legal Department to ensure that Brookdale promptly responds to such deficiency.

# **III. MEDICARE AND MEDICAID REIMBURSEMENT**

## **A. Claims**

Brookdale is committed to ensuring that claims it submits or causes to be submitted to governmental (Medicare, Medicaid or TRICARE) and commercial payors comply with applicable billing rules, and accurately reflect the services or items provided by Brookdale to its residents, patients and customers. There are a number of federal and state laws that impose severe civil

and criminal liability on individuals and entities who submit or cause to be submitted false or misleading claims for payment to the federal or state government and private parties. Federal and state fraud and abuse laws prohibit Brookdale from knowingly presenting or causing the presentation of claims for payment that are false, fictitious or fraudulent. It is our policy that officers, managers, associates, agents, affiliates, contractors, subcontractors and vendors of Brookdale will comply with federal and state laws and regulations to ensure the proper preparation and submission of accurate and complete claims, including, but not limited to, those laws described below.

### **B. Federal False Claims Act**

The False Claims Act (the “FCA”) is a federal statute designed to fight fraud against the federal government. Anyone who knowingly submits or causes the submission of a false claim to the federal government (including claims submitted to the Medicare and Medicaid programs) is liable for damages of up to three times the erroneous payment, plus civil penalties of \$5,500 to \$11,000 per false claim. Under the FCA, a private individual - sometimes called a whistleblower - may file a case in federal court and sue, on behalf of the government, those providers who violate the FCA. The United States Department of Justice may elect on behalf of the government to join the whistleblower in prosecuting the case.

Many states in which we operate have also enacted false claims laws. Some of these laws also permit private citizens to file suits on behalf of the state government against those providers who violate the state false claims laws. The specific prohibitions and penalties under these laws vary from state to state.

Brookdale will not allow anyone to present or cause to be presented false, fictitious or fraudulent claims. There will be no retaliation for asking questions, raising concerns or reporting possible improper conduct if done in good faith. Anyone who engages in retaliation or any form of harassment directed against an associate, affiliate, contractor, subcontractor or vendor for reporting a false claims concern will be disciplined. However, if an associate deliberately makes an accusation in bad faith with the purpose of harming or retaliating against another associate, that associate is subject to discipline. The FCA (including state false claims acts) provides specific protections for those individuals reporting who are discriminated against in the terms and conditions of their employment because of lawful acts done in furtherance of an FCA action.

### **C. General Brookdale Health Care Billing Standards**

In connection with health care services, Brookdale associates and agents must ensure that:

- Brookdale bills only for medically necessary services provided to residents or third parties.
- Brookdale does not bill for any services unless the services were (a) actually rendered to residents or third parties, (b) if applicable, rendered with adequate supervision of a licensed physician or other professional, and (c) rendered by a person or entity with an appropriate license.
- Brookdale and its associates and agents utilize the correct billing codes.
- Records maintained by Brookdale regarding services or items provided to residents or third parties are true and accurate.
- Adequate documentation accompanies billing records.

Brookdale understands that there is a degree of human and electronic error that may not be avoided despite the most diligent efforts of Brookdale associates and agents. If Brookdale

associates or agents discover any such mistakes or errors in billing, they must report them to management and/or the Compliance Officer in a timely manner.

Brookdale also has developed detailed and comprehensive HHA, ORF, SNF and AL Policies and Procedures Manuals for use in training associates, evaluating associate performance and verifying the accuracy of billing records and claims submitted to government and third party payors.

#### **D. Cost Reporting**

In addition to submitting claims to Medicare and Medicaid and other third party payors for services provided to individual residents, from time to time Brookdale is required to file cost reports to Medicare and, in some cases, Medicaid. Brookdale is committed to ensuring that the cost reports it submits are accurate and reflect only allowable costs incurred by Brookdale.

#### **E. Enrollment in Medicare/Medicaid or Any Health Care Insurance Program**

Brookdale's HHAs, ORFs, ALs and SNFs are often required to go through the Medicare or Medicaid enrollment or reenrollment process. Brookdale associates and agents should make every effort to ensure that:

- The contents of applications are true, complete and correct, and if any information in an application is discovered to be incorrect or incomplete, such discovery should be reported to the Legal Department as soon as possible for corrective action.
- No statement in the forms filed with payors is false, materially incomplete or misleading.
- No material information is concealed in connection with applications to Medicare, Medicaid or any insurance program.

#### **F. Compliance with Conditions for Coverage for Certification and Recertification in Medicare or Medicaid**

Brookdale associates and agents should ensure that:

- Brookdale certification and recertification forms for Medicare or Medicaid are true and correct and if any information in a certification or recertification form is discovered to be incorrect or incomplete, such discovery should be reported to the Compliance Officer as soon as possible for corrective action.
- Medicare ORF, HHA and SNF conditions for coverage are complied with by each Brookdale ORF, HHA and SNF participating in the Medicare program.

### **IV. FINANCE AND BUSINESS MATTERS**

#### **A. Code of Ethics for Chief Executive and Senior Financial Officers**

In compliance with the Sarbanes-Oxley Act of 2002 and related Securities and Exchange Commission ("SEC") regulations, the Company has established a written Code of Ethics for Chief Executive and Senior Financial Officers (the "Code of Ethics"). Amendments to or implicit or explicit waivers of the Code of Ethics will be disclosed as required by SEC rules. The Code of Ethics has been designed to deter wrongdoing and to promote honest and ethical conduct, including the ethical handling of any actual or apparent conflicts of interest; full, fair, accurate, timely and understandable disclosure in Brookdale's SEC filings and submissions, as well as other public communications by the Company; compliance with applicable laws, rules and regulations; and prompt reporting of any violations or suspected violations of the Code of Ethics or applicable law. To the extent of any inconsistency between the terms of this Code and the Code of Ethics, the requirements of the Sarbanes-Oxley Act shall control.

## **B. Antitrust Matters**

Brookdale is committed to fair and open competition. Brookdale believes that the interests of Brookdale's shareholders, customers, and associates are best served by following business practices based on compliance with the law and respect for the operation of a free market economy.

It is the policy of Brookdale to comply with the antitrust laws of the United States and with the competition laws in every country and state in which Brookdale conducts business. Where U.S. laws concerning competition differ from local laws, the more restrictive standard will apply to Brookdale's operations.

## **C. Mergers, Acquisitions and Joint Ventures**

These activities may violate the antitrust laws if their effect presently or in the future may be substantially to lessen competition or to tend to create a monopoly. Certain acquisitions or divestitures that meet minimum government requirements must be reported to federal agencies before they are consummated. In those instances, Brookdale should observe statutory waiting periods before completing the transaction. Failure to notify can result in severe penalties. Therefore, Brookdale associates should consult Brookdale's General Counsel as soon as a merger, acquisition, joint venture, even a partial acquisition, is contemplated, and he or she is to be kept advised of developments including proposed closing dates.

## **D. Marketing and Advertising**

Advertising and marketing materials need to conform to state and federal laws and regulations regarding these activities. Brookdale advertising should be truthful and not misleading. Specific claims about the quality of Brookdale's services should be supportable. Price advertising should accurately reflect the true charge for services provided to residents.

Brookdale will not use advertisements or marketing programs that might cause confusion between Brookdale's services and those of our competitors. Brookdale will not disparage the service or business of a competitor through the use of false or misleading representations.

## **E. Relations with Competitors**

The United States antitrust laws prohibit agreements or actions in "restraint of trade," defined as restrictive practices that may reduce or hinder competition. These laws require that decisions be made and activities undertaken without any agreement or coordination with competitors. Among those agreements and activities constituting clear violations are agreements and understandings to fix or control prices and other terms of sale, to allocate products, territories or markets, or to limit the production or sale of products. Although routine communications with competitors are appropriate and reasonable in many instances (such as through trade association meetings), no director, officer or associate of Brookdale may enter into any discussions, agreements or understandings, written or oral, express or implied, with any competitor with regard to fixing prices or with regard to product, service, territory or customer allocation. Collusion among competitors is illegal, and the consequences of a violation are severe (including possible criminal prosecution).

While Brookdale's membership in trade associations is permissible, such associations often involve meetings of competitors. Therefore, Brookdale associates who participate in trade associations should be very sensitive to the antitrust risks involved and must not participate in any discussions in trade association meetings relating to any topic on which discussions with competitors are prohibited.



## **F. Relations with Suppliers**

Brookdale is free to choose its suppliers and to refuse to do business with any particular supplier as long as that decision is made independently and in accordance with any applicable laws and regulations and does not involve any agreement with another company or person. As a general rule, it is against Brookdale policy to enter into exclusive arrangements with suppliers which unreasonably restrict the suppliers' ability to deal with our competitors. Certain types of exclusive agreements with suppliers are permissible, and the Legal Department should be consulted before entering into any such arrangements.

## **G. Monopolization and Market Power**

It is Brookdale's policy to vigorously compete in the marketplace with the highest standards of business ethics and in accordance with the policies set forth in this Code. When Brookdale has a significant presence in a particular market, Brookdale associates should avoid any tactics that may appear to be intended to eliminate competition or to put particular competitors out of business. Such tactics would include pricing services at unreasonably low levels, as well as other predatory practices. Competitive strategies in areas where Brookdale has a significant market position should be reviewed with Brookdale's General Counsel.

## **H. Fair Dealing**

Brookdale depends on its reputation for quality, service and integrity. The way we deal with our residents, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. Associates, officers and directors should endeavor to deal fairly with Brookdale's residents, competitors, suppliers and associates. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **I. Political Contributions and Activity**

It is the Company's policy to comply with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. To that end, no funds or assets of Brookdale will be used for federal, state or local political campaign contributions without the prior approval of the General Counsel. These prohibitions cover not only direct contributions but also indirect assistance or support of candidates or political parties through purchase of tickets to special dinners or other fund raising events or the furnishing of any other goods, services or equipment to political parties or committees. No funds or assets of Brookdale will be used directly or indirectly for political contributions outside the United States, even where permitted by applicable law, without the General Counsel's prior written approval.

Brookdale encourages associates to participate in the political process and respects the right of each associate to participate or not participate as he or she sees fit. However, federal law and the laws of many states and foreign countries prohibit corporations from making political contributions. Thus, an associate's contributions to a candidate for elective office or a political party must not be, or appear to be, made with or reimbursed by Brookdale's funds or assets. Similarly, associates may not devote any work time to any campaign for a candidate or political party, nor may any associate permit any campaign or candidate to rent space in, use as a campaign office or site, or post campaign signs in any Brookdale facility or property, nor use a Brookdale trademark. If associates engage in personal political activity on their own time, they must take particular care not to imply that they are acting on behalf of Brookdale.

From time to time, Brookdale may identify legislative or regulatory issues that affect Brookdale's business and the Company may communicate its position on these issues to elected

representatives and other government officials. In such cases, the Company's funds and resources may be used, but only when permitted by applicable law. In certain instances, Brookdale may also encourage associates to support or oppose certain legislative or regulatory initiatives. In no instance, however, may any of us use our position of authority to make another associate feel compelled or pressured to work for or on behalf of any legislation, regulatory change, candidate, political party or committee, to make contributions for any political purpose or to cast his or her vote one way or the other.

Nothing in this section shall limit the lawful activities of any corporate political action committee sponsored by or affiliated with the Company, nor shall anything in this section limit the ability of the Company to sponsor and support any such political action committee (to the extent legally permissible).

## **V. CONFIDENTIAL INFORMATION AND INSIDER TRADING**

### **A. Confidential Information and Confidentiality Procedures**

Brookdale associates, officers and directors are required to maintain the confidentiality of Brookdale's confidential information, except when disclosure is authorized by Brookdale or legally mandated. Confidential information may not be disclosed or used for any purpose other than the furtherance of Brookdale's business. Confidential information means trade secrets and all other knowledge, information, documents and other materials owned, developed or possessed by Brookdale or any of its communities, whether in tangible or intangible form, not generally known to the public, including contracts with third party payors, resident data and records, fee schedules and information about our strategies and business plans. Confidential information includes all non-public information that might be of use to competitors, or harmful to Brookdale or our residents, if disclosed. All writings, records, documents and similar items coming into a Brookdale associate's possession or created by a Brookdale associate while employed by or contracted with Brookdale or any of its communities are the exclusive property of Brookdale.

It is Brookdale's policy that documents and other sources of material non-public information should only be distributed to associates and others with a need to know. Individuals who are in possession of such information should take appropriate steps to assure that the confidentiality of such information is protected. Such steps may include the adoption of code names, the use of specific passwords, the shredding of confidential documents, the use of locked files and desk drawers containing sensitive information, the labeling of documents as "confidential," the limiting of copying of sensitive documents, and the maintaining of a record of associates who wish to obtain documents containing material non-public information.

It is also Brookdale's policy that only authorized information be released to the news media and other members of the public and that it be disseminated through authorized channels. If an associate, officer or director receives any request for information from outside parties; such request should be referred to Brookdale's Senior Vice President – Investor Relations and/or General Counsel. No written response should be made and any oral response should be limited to referring the inquiry to Brookdale's Public Relations Department unless otherwise specifically authorized. Brookdale has a responsibility to provide accurate information to its shareholders and the general public while protecting its name and its reputation. This necessitates a strict observation of this policy.

## **B. Securities Trading Transactions**

Brookdale has adopted an Insider Trading Policy applicable to officers, directors, associates, consultants and contractors of the Company, as well as immediate family members and household members of such persons. The Insider Trading Policy is incorporated by reference into this Code. Brookdale expects associates, agents, and directors to comply strictly with applicable insider trading laws, the Insider Trading Policy and the other requirements of Brookdale's Insider Trading Compliance Program.

## **VI. ENVIRONMENTAL MATTERS**

It is Brookdale's policy to comply with applicable environmental laws. Brookdale is committed to the proper handling, storage, use, shipment and disposal of materials (including medical and infectious waste) that are regulated under any applicable environmental law, and associates will abide by such requirements.

Brookdale is also committed to maintaining necessary environmental permits and approvals. Certain associates are charged with ensuring that Brookdale remains in material compliance with the terms and conditions of any such permits and approvals and with filing any reports and notifications required under any applicable environmental laws. Such associates will ensure that permit applications, reports and notifications are timely filed. If such associates discover an omission or lack of timely action, they will promptly report this to their immediate supervisor and take appropriate action to correct such omission.

If any associate becomes aware that a spill, release, or discharge of any material regulated pursuant to an applicable environmental law has occurred or that any violation of an applicable environmental law has taken place, such associate must immediately report such event to the local safety manager and the Executive Director so that necessary action may be taken. Necessary action may include evacuating residents, clients, visitors and associates, reporting such event to a governmental authority if required pursuant to any environmental law, and containing and cleaning up any such spill, release, or discharge. Associates should also report any other violations of this policy that they observe.

## **VII. GOVERNMENT INVESTIGATIONS**

It is generally Brookdale's policy to comply fully with law enforcement representatives and cooperate with any reasonable demand made in a government investigation. In so doing, however, it is essential that the legal rights of Brookdale and of its associates involved also be protected and preserved. If any associate receives an inquiry, a subpoena, or other legal document regarding Brookdale business, whether at home or in the workplace, from a governmental agency, Brookdale requests that the associate notify his or her supervisor and Brookdale's Legal Department immediately. If an individual is contacted at home by a governmental agency concerning Brookdale business, the individual should immediately contact Brookdale's Legal Department to discuss the matter. Brookdale retains the right to arrange for counsel representing Brookdale to accompany any associate to any interview by a government agent.

## **VIII. INFORMATION, RECORDS AND COMPANY ASSETS**

### **A. Resident Records**

Documents created by Brookdale or provided to it by others are the property of Brookdale and may only be reproduced and destroyed pursuant to Brookdale's current document retention

policies and procedures. Documents must never be destroyed in an effort to deny governmental authorities information relevant to an investigation. Associates should contact the Compliance Officer with any questions regarding Brookdale's record retention and destruction policies and procedures.

### **B. Compliance with Patient Information Privacy and Security Requirements**

Resident information is protected by state and federal privacy laws and must be kept confidential. In addition, Brookdale's HHAs, ORFs, SNFs and some of its ALs are covered by the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), which requires the use of uniform electronic data transmission standards for health care claims and payment transactions submitted or received electronically. HIPAA also regulates the use and disclosure of individually identifiable health-related information and requires health care providers to implement administrative, physical and technical practices to protect the security of individually identifiable health information that is electronically maintained or transmitted.

To comply with these laws, we will implement and maintain adequate safeguards when communicating and storing protected health information to protect the confidentiality, integrity and availability of this information, whether in written, oral or electronic form. Protected health information will only be used or disclosed if the use or disclosure complies with our privacy policies and is authorized by law.

### **C. Integrity of Records, Statements and Reports, and Compliance with Accounting Procedures**

Each associate should do his or her part to ensure that Brookdale's books of account and financial records meet applicable standards of accuracy and completeness. If an associate has reason to believe that any of Brookdale's books and records are not being maintained in an accurate or complete manner, the associate is expected to report this immediately to the head of Brookdale's Internal Audit Department. Similarly, Brookdale relies on associates to speak up if they ever feel that they are being pressured to prepare or destroy documents in violation of Brookdale policy or applicable law, or if they become aware that any misleading, incomplete or false statement was made to an accountant, auditor, attorney or government official in connection with any audit, examination or filing with a government agency, such as the Securities and Exchange Commission. Associates should ensure that all transactions are reported accurately, completely and in reasonable detail. Transactions must be recorded appropriately to ensure full accountability for all assets and activities of Brookdale and to supply the data needed in connection with the preparation of financial statements.

Each associate involved in the preparation of Brookdale's financial statements should prepare them according to generally accepted accounting principles and other applicable standards and rules, so that the statements reflect fairly Brookdale's operations and financial condition.

### **D. Copyright and Trademark Matters**

Certain copyrights and trademarks owned by Brookdale are valuable assets. Each associate should carefully consider any action that could dilute or affect in any way Brookdale's copyright and trademark interests. No associate should enter into any agreement to transfer, assign or license Brookdale's copyrights or trademarks without the prior approval of Brookdale. It is the policy of Brookdale to comply fully with the laws of the United States and each state where Brookdale conducts business concerning copyright and trademark matters. Any question whether a proposed action would infringe upon the copyright or trademark rights of another company or individual should be referred to the Legal Department. Such matters include copying or distributing written work prepared by others, using signs or symbols that may be

trademarks or service marks, or doing company business under any name other than Brookdale's name.

### **E. E-Mail, Voice Mail and Computer Systems**

The electronic mail system, the voice mail system and all other computer systems, hardware and software owned by, licensed to or supplied for the use of associates by Brookdale are the property of Brookdale. These systems and all means of electronic access to information through any of them are to be used for business purposes only.

The contents of electronic mail and voice mail communications in the Brookdale systems are the property of Brookdale and may be accessed and deleted by Brookdale's systems administrators or management at Brookdale's discretion. Associates should have no expectation of privacy while using Brookdale's systems and business equipment.

### **F. Protection and Proper Use of Company Assets**

Associates, officers and directors have a duty to protect Brookdale's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Brookdale's profitability. We should take measures to prevent damage to and theft or misuse of Brookdale property. When you leave the Company, all Brookdale property must be returned to the Company. Except as specifically authorized, all Brookdale assets, including Company time, funds, equipment, materials, resources and proprietary information, must be used for legitimate business purposes only.

## **IX. CODE IMPLEMENTATION**

All associates are required to read, understand and refer to this Code and the other policies referred to herein. Compliance with the policies set forth in this Code is required of associates. Enforcement is the direct responsibility of every supervisor, regardless of location.

If an associate becomes aware of any illegal conduct or behavior in violation of this Code by anyone working for or on behalf of Brookdale, that associate should report it promptly, fully and objectively to individuals who are in a position to respond to the matter. If requested to do so, Brookdale will make every effort to maintain the anonymity of anyone disclosing such information. The associate should also report any such conduct to the Compliance Officer either in person or via the Brookdale Integrity Line.

When an associate is in doubt as to how a specific ethical or other situation covered by this Code should be handled, the associate should seek assistance from the Compliance Officer.

If an associate is approached by anyone inside or outside of Brookdale with a request to do something the associate recognizes to be illegal or unethical, the associate should refuse. The associate should tell

the person making the request that such conduct is contrary to Brookdale's policy and then report the incident to the associate's supervisor. No supervisor may direct a subordinate to violate this Code or to otherwise engage in illegal or unethical conduct.

Associates should immediately disassociate themselves from taking part in any discussions, activities, or other situations that they recognize to be potentially illegal or unethical.

### **A. Compliance Officer**

To help ensure compliance with this Code, Brookdale has appointed a Compliance Officer. The Board of Directors has delegated sufficient authority to the Compliance Officer to administer the compliance program contemplated by this Code and carry out his or her duties set out in this Code. The Compliance Officer has direct access to senior executives and Brookdale's Board of Directors.

### **B. Brookdale Integrity Line**

To further Brookdale's goals of uncovering all potential illegal and unethical activity and educating associates and agents regarding appropriate conduct, Brookdale has established a toll free Brookdale Integrity Line at 1-888-302-3303, with TDD/TTY service available at 1-800-226-0262. Associates and agents of Brookdale may call to ask questions as well as report any suspected illegal or unethical behavior and be assured that their call will be treated confidentially.

Callers are not required to provide their names and Brookdale will not make any effort to trace Brookdale Integrity Line calls or otherwise identify a caller who requests to remain anonymous. Brookdale will not engage in or tolerate retaliation against associates or agents who report, in good faith, violations of Brookdale policies. However, providing a false report in bad faith would be grounds for the dismissal of an associate or agent.

### **C. Internal Audit**

The Audit Committee of the Company's Board of Directors has charged Brookdale's Internal Audit Department with the responsibility of providing management and the Audit Committee with ongoing assessments of the Company's governance, risk and control processes. Included within this scope are risks associated with the alignment of strategy with the Company's risk tolerance, as well as risks which may impact financial reporting, operational efficiency and effectiveness, and regulatory compliance. As such, the Internal Audit Department is responsible for planning and performing procedures to assess and monitor the suitability and effectiveness of management's policies and processes to help ensure that associates' actions are in compliance with Brookdale's policies, standards and procedures, and applicable laws and regulations.

### **D. Disciplinary Action**

Brookdale intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with this Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, Brookdale associates who violate this Code and/or other Brookdale policies and procedures may be subject to disciplinary action, up to and including discharge.

### **E. Waivers of the Code**

Brookdale will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of this Code for directors and executive officers may be made only by the Board of Directors as a whole or the Audit Committee of the Board of Directors and must be promptly disclosed as required by law or regulation. Any waiver given shall not constitute a waiver for future purposes or bind Brookdale to give any such waiver in the future.

### **F. Agents**

Before they act on Brookdale's behalf, agents of Brookdale should be furnished with a copy of this Code, and should acknowledge in writing that they have read, understand, and support it.

### **G. Exit Interviews**

It is Brookdale's policy to conduct interviews with key associates upon their departure from Brookdale, regardless of the circumstances or terms under which the associate is leaving Brookdale. In this interview, a departing associate should be asked whether he or she knows of any violation of these policies, violation of the law or other impropriety on the part of any of Brookdale's associates or agents.

### **H. Duty to Report Suspected Violators or Concerns**

If any associate or agent becomes aware of an actual or possible violation of any laws, rules, regulations or this Code, whether intentional or careless, it is critical that he or she inform his or her immediate supervisor or the Compliance Officer directly or via the Brookdale Integrity Line. Any calls made to the Brookdale Integrity Line will be treated with the highest level of confidence within the limits of the law. If the caller requests anonymity, he or she may remain anonymous. Failure to report actual or suspected wrongdoing may subject an individual to disciplinary action, up to and including dismissal.

### **I. Duty to Cooperate**

All Brookdale associates have a duty and responsibility to cooperate in any internal compliance or internal audit investigation. Failure to cooperate in an investigation may subject an individual to disciplinary action, up to and including dismissal.

## ACKNOWLEDGEMENT

To ensure that you understand these principles and commit to them:

- Review Brookdale's Code of Business Conduct and Ethics carefully.
- Ask your supervisor if anything is not clear.
- Sign below to show your understanding and commitment.

Together we can maintain a workplace of integrity.

I acknowledge that I have received Brookdale's Code of Business Conduct and Ethics, understand its principles and agree to follow them.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Location

\_\_\_\_\_  
(Community, Office, Department)