



Emeritus Corporation




ESC NYSE

Healthcare Facilities

Market Capitalization USD:

\$624.69 mm

CONCERN LEVEL: AVERAGE

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

CEO: Granger Cobb

Age: 51

CEO Since: 2007

	2009	2010	2011
Base Salary	\$641,533	\$661,791	\$695,100
Discretionary Bonus	\$0	\$0	\$57,808
Annual Cash Incentive	\$242,850	\$496,500	\$724,180
Benefits and Perquisites	\$21,384	\$1,054,589	\$55,062
TOTAL ANNUAL COMPENSATION	\$905,767	\$2,212,880	\$1,532,150
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$694,400	\$767,200	\$0
Stock Awards	\$0	\$0	\$2,720,000
TOTAL COMPENSATION	\$1,600,167	\$2,980,080	\$4,252,150
Median of Other Named Executive Officers Total Compensation	\$849,685	\$1,193,638	\$2,028,778
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 19 Mar 2012

Annual Meeting Date: 9 May 2012

Equity Reserves: 12.87%

Stock Option Run Rate: 2.26%

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Performance Comparison

■ S&P500 ■ Industry ■ ESC



Peer Comparisons (TRBC) =Healthcare Facilities

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ESC	Emeritus Corporation	\$1,600,167	\$2,980,080	\$4,252,150	\$624,686,174
HMA	Health Management Associates, Inc.	\$4,306,064	\$6,384,344		\$1,758,391,410
OHI	Omega Healthcare Investors, Inc.	\$1,130,700	\$1,565,251		\$1,642,341,534
CYH	Community Health Systems, Inc.	\$17,835,990	\$20,960,569		\$1,551,060,259
BKD	Brookdale Senior Living Inc.	\$6,340,529	\$1,372,222		\$1,529,549,094
HLS	HealthSouth Corporation	\$6,038,344	\$6,635,055	\$7,689,035	\$1,422,606,289
HR	Healthcare Realty Trust Incorporated	\$2,011,268	\$3,235,941		\$1,311,421,834

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

Pay Peer Group

Amedisys, Inc., Healthcare REIT, Inc., Skilled Healthcare Group, Inc., Brookdale Senior Living, Inc., Healthsouth Corp., Sun Healthcare Group, Inc., Chemed Corp., Kindred Healthcare, Inc., Sunrise Senior Living, Inc., Five Star Quality Care, Inc., LifePoint Hospitals, Inc., The Ensign Group, Inc., Gentiva Health Services, Inc., Lincare Holdings, Inc., Ventas, Inc., HCP, Inc., National Healthcare Corp.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Robert E. Marks	Chairman	60	Male	7	Outside
H. R. Brereton Barlow	Member	61	Male	1	Outside
Stuart Koenia	Member	59	Male	5	Outside Related

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