

Edgar Filing: Brookdale Senior Living Inc. - Form SC 13D

Brookdale Senior Living Inc.  
Form SC 13D  
August 01, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Brookdale Senior Living Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

37944Q 10 3

-----  
(CUSIP Number)

Randal A. Nardone  
Chief Operating Officer  
c/o Fortress Investment Group LLC  
1345 Avenue of the Americas  
New York, New York 10105  
(212) 798-6100

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

COPY TO:  
Joseph A. Coco, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000

July 25, 2006

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

Page 2 of 19 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
FRIT Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) | |  
(b) | x |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-

BENEFICIALLY	8	SHARED VOTING POWER
		-7,400,000-

OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		-0-

REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		-7,400,000-

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-7,400,000-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.2% (based on 102,834,548 shares of common stock outstanding as of  
July 25, 2006)

14 TYPE OF REPORTING PERSON (See Instructions)  
OO

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Registered Investment Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) | |  
(b) | x |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-9,102,708-*
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		-9,102,708-*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-9,102,708-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.9% (based on 102,834,548 shares of common stock outstanding as of  
July 25, 2006)

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14 TYPE OF REPORTING PERSON (See Instructions)  
IV

\* 7,400,000 shares solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of FRIT Holdings LLC

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Investment Fund LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) | |  
(b) | x |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	7	SOLE VOTING POWER	
NUMBER OF		-0-	
SHARES			
	8	SHARED VOTING POWER	
BENEFICIALLY		-9,102,708-*	
	9	SOLE DISPOSITIVE POWER	
OWNED BY		-0-	
EACH			
	10	SHARED DISPOSITIVE POWER	
REPORTING		-9,102,708-*	
PERSON			
WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-9,102,708-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.9% (based on 102,834,548 shares of common stock outstanding as of

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July 25, 2006)

14 TYPE OF REPORTING PERSON (See Instructions)  
OO

\* Solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of Fortress Registered Investment Trust.

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Fund MM LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) | |  
(b) | x |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER  
-9,102,708-\*

OWNED BY 9 SOLE DISPOSITIVE POWER  
EACH -0-

REPORTING 10 SHARED DISPOSITIVE POWER  
PERSON -9,102,708-\*

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-9,102,708-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.9% (based on 102,834,548 shares of common stock outstanding as of July 25, 2006)

14 TYPE OF REPORTING PERSON (See Instructions)  
OO

\* Solely in its capacity as the managing member of Fortress Investment Fund LLC.

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
FIT-ALT Investor LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) | |  
(b) | x |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		

	8	SHARED VOTING POWER
BENEFICIALLY	-13,228,000-	

	9	SOLE DISPOSITIVE POWER
OWNED BY	-0-	
EACH		

	10	SHARED DISPOSITIVE POWER
REPORTING	-13,228,000-	

PERSON  
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-13,228,000-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 12.9% (based on 102,834,548 shares of common stock outstanding as of  
 July 25, 2006)

14 TYPE OF REPORTING PERSON (See Instructions)  
 OO

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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 FIT Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions) (a) | |  
 (b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
 AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-33,228,000-*
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		-33,228,000-*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -33,228,000-

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-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES (See Instructions)  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 32.3% (based on 102,834,548 shares of common stock outstanding as of  
 July 25, 2006)  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 OO  
 -----

\* 13,228,000 shares solely in its capacity as the holder of all issued and  
 outstanding shares of beneficial interest of FIT-ALT Investor LLC.

SCHEDULE 13D

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 -----

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Fortress Investment Trust II  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions) (a) | |  
 (b) | x |  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS (See Instructions)  
 Not applicable  
 -----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
		-33,228,000-*
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		-33,228,000-*
WITH		

-----



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-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -33,228,000-  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES (See Instructions)  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 32.3% (based on 102,834,548 shares of common stock outstanding as of  
 July 25, 2006)  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 IV  
 -----

\* Solely in its capacity as the holder of all issued and outstanding shares of  
 beneficial ownership of FIT Holdings LLC.

SCHEDULE 13D

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 CUSIP No. 37944Q 10 3 Page 9 of 19 Pages  
 -----

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Fortress Investment Fund II LLC  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions) (a) | |  
 (b) | x |  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS (See Instructions)  
 Not applicable  
 -----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES -0-  
 -----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED BY -33,228,000-\*  
 -----  
 EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 -33,228,000-\*  
 -----

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WITH

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -33,228,000-  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES (See Instructions)  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 32.3% (based on 102,834,548 shares of common stock outstanding as of  
 July 25, 2006)  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 OO  
 -----

\* Solely in its capacity as the holder of a majority of the issued and  
 outstanding shares of beneficial interest of Fortress Investment Trust II.

SCHEDULE 13D

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 CUSIP No. 37944Q 10 3 Page 10 of 19 Pages  
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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Fortress Fund MM II LLC  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions) (a) | |  
 (b) | x |  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS (See Instructions)  
 Not applicable  
 -----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES -0-  
 -----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED BY -33,228,000-\*  
 EACH 9 SOLE DISPOSITIVE POWER  
 -0-  
 -----

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REPORTING 10 SHARED DISPOSITIVE POWER  
 -33,228,000-\*

-----

PERSON

WITH

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -33,228,000-

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES (See Instructions)

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 32.3% (based on 102,834,548 shares of common stock outstanding as of  
 July 25, 2006)

-----

14 TYPE OF REPORTING PERSON (See Instructions)  
 OO

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\* Solely in its capacity as the managing member of Fortress Investment  
 Fund II LLC.

SCHEDULE 13D

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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 RIC Coinvestment Fund LP

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions) (a) | |  
 (b) | x |

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS (See Instructions)  
 WC

-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

-----

7 SOLE VOTING POWER  
 NUMBER OF -0-  
 SHARES

-----

8 SHARED VOTING POWER  
 BENEFICIALLY -17,600,867-

-----

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OWNED BY	9	SOLE DISPOSITIVE POWER -0-
EACH		-----
REPORTING	10	SHARED DISPOSITIVE POWER -17,600,867-
PERSON		-----
WITH		
-----		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -17,600,867-	
-----		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
-----		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.1% (based on 102,834,548 shares of common stock outstanding as of July 25, 2006)	
-----		
14	TYPE OF REPORTING PERSON (See Instructions) IV	
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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON FIG Advisors LLC	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	
	(b)	x
-----		
3	SEC USE ONLY	
-----		
4	SOURCE OF FUNDS (See Instructions) Not applicable	
-----		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
-----		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
-----		
NUMBER OF	7	SOLE VOTING POWER -0-
SHARES		-----
	8	SHARED VOTING POWER

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BENEFICIALLY -18,427,159-\*

---

OWNED BY 9 SOLE DISPOSITIVE POWER  
-0-

EACH

---

REPORTING 10 SHARED DISPOSITIVE POWER  
-18,427,159-\*

---

PERSON

WITH

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-18,427,159-

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.9% (based on 102,834,548 shares of common stock outstanding as of  
July 25, 2006)

---

14 TYPE OF REPORTING PERSON (See Instructions)  
IA

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\* 17,600,867 shares solely in its capacity as the investment advisor of RIC  
Coinvestment Fund LP and 826,292 shares solely in its capacity as the investment  
advisor of Fortress Brookdale Investment Fund LLC.

SCHEDULE 13D

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Investment Group LLC

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) | |  
(b) | x |

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS (See Instructions)  
Not applicable

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

7 SOLE VOTING POWER

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NUMBER OF -0-  
 SHARES -----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 -61,007,867-\*  
 -----  
 OWNED BY 9 SOLE DISPOSITIVE POWER  
 -0-  
 -----  
 EACH 10 SHARED DISPOSITIVE POWER  
 REPORTING -61,007,867-\*  
 -----  
 PERSON  
 WITH

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -61,007,867-  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES (See Instructions)  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 59.3% (based on 102,834,548 shares of common stock outstanding as of  
 July 25, 2006)  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 OO

-----  
 \* 18,427,159 shares solely in its capacity as the holder of all of the issued  
 and outstanding shares of beneficial interest of FIG Advisors LLC; 9,102,708  
 shares solely in its capacity as the managing member of Fortress Fund MM LLC;  
 33,228,000 shares solely in its capacity as the managing member of Fortress Fund  
 MM II LLC; 125,000 shares solely in its capacity as the managing member of  
 Drawbridge Special Opportunities Advisors LLC; and 125,000 shares solely in its  
 capacity as the managing member of Drawbridge Global Macro Advisors LLC.

SCHEDULE 13D

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 -----

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Fortress Investment Holdings LLC  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions) (a) | |  
 (b) | x |  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS (See Instructions)  
 Not applicable  
 -----

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 7 SOLE VOTING POWER  
-0-

SHARES  
BENEFICIALLY 8 SHARED VOTING POWER  
-61,007,867-\*

OWNED BY 9 SOLE DISPOSITIVE POWER  
-0-

EACH  
REPORTING 10 SHARED DISPOSITIVE POWER  
-61,007,867-\*

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-61,007,867-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
59.3% (based on 102,834,548 shares of common stock outstanding as of  
July 25, 2006)

14 TYPE OF REPORTING PERSON (See Instructions)  
00

\* Solely in its capacity as the sole member of Fortress Investment Group LLC.

The item numbers and responses thereto below are in accordance with the requirements of Schedule 13D.

Item 1. Security and Issuer

This statement on Schedule 13D (this "Statement") relates to shares of common stock, par value \$0.01 per share ("Common Stock"), of Brookdale Senior Living Inc., a Delaware corporation (the "Issuer"). The principal executive officers of the Issuer are located at 330 North Wabash Avenue, Suite 1400, Chicago, Illinois 60611.

Item 2. Identity and Background

(a), (b), (c) and (f). This Statement is being filed jointly by FRIT Holdings LLC ("FRITH"), Fortress Registered Investment Trust ("FRIT"), Fortress Investment Fund LLC ("FIF"), Fortress Fund MM LLC ("Fund MM"), FIT-ALT Investor LLC ("FIT-ALT"), FIT Holdings LLC ("FITH"), Fortress Investment Trust II ("FIT

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II"), Fortress Investment Fund II LLC ("FIF II"), Fortress Fund MM II LLC ("Fund MM II"), RIC Coinvestment Fund LP ("RIC"), FIG Advisors LLC ("FIGA"), Fortress Investment Group LLC ("FIG") and Fortress Investment Holdings LLC ("FIH"), pursuant to a joint filing agreement attached hereto as Exhibit 1.1. FRIT, FIF, Fund MM, FIT-ALT, FIT II, FIF II and Fund MM II, together with FIG and FIH, are collectively referred to herein as the "Existing Reporting Persons." RIC, together with FIGA, FIG and FIH, are collectively referred to herein as the "RIC Reporting Persons." FRITH, FITH and Fortress Brookdale Investment Fund LLC ("FBIF"), together with FRIT, FIF, Fund MM, FIT II, FIF II Fund MM II, FIGA, FIG and FIH are collectively referred to herein as the "June Transfer Reporting Persons". The Existing Reporting Persons, the RIC Reporting Persons and the June Transfer Reporting Persons are collectively referred to herein as the "Reporting Persons."

The business address of each of the Reporting Persons is 1345 Avenue of the Americas, 46th Floor, New York, New York 10105. The principal business of each Reporting Person is real estate-related investments.

Set forth in Annex A attached hereto is a listing of the director and executive officers of FIG, the directors and executive officers of FIF II and Fund MM II, the directors of RIC, the managers and members of FRITH, FIF, FITH, Fund MM, FIT-ALT, FIGA, and FIH, and the trustees and executive officers of FRIT and FIT II (collectively, the "Covered Persons"), and the business address and present principal occupation or employment of each of the Covered Persons, and is incorporated herein by reference. Each of the Covered Persons is a United States citizen.

(d) and (e). None of the Reporting Persons, or, to the best of their knowledge, the Covered Persons has, during the past five years, (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any of them is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding a violation in respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The total amount of funds required to purchase the shares of Common Stock beneficially owned by the RIC Reporting Persons, as described in Item 5 below, was approximately \$650.0 million. RIC obtained the funds to purchase the shares of Common Stock reported in Item 5 below from its working capital.

Prior to the Issuer's formation in June 2005, the Existing Reporting Persons were majority owners of each of the Issuer's predecessor entities. Prior to the consummation of the Issuer's initial public offering on November 22, 2005, the Existing Reporting Persons and Fortress Brookdale Acquisition LLC ("FBA") acquired the beneficial ownership of 43,407,000 shares of the Issuer's Common Stock in exchange for their ownership interests in the Issuer's predecessor entities pursuant to a series of transactions that occurred on September 30, 2005.

### Item 4. Purpose of Transaction

The RIC Reporting Persons acquired the shares of Common Stock reported in Item 5 below in connection with the closing of (i) the ARC Merger (as defined below) and (ii) the Investment Agreement (as defined below). The Existing Reporting Persons acquired the shares of Common Stock reported in Item 5 below prior to the initial public offering of the Issuer's Common Stock. Following the June Transfers (as defined below), the June Transfer Reporting Persons acquired the beneficial ownership of certain of the shares of Common Stock previously held by the Existing Reporting Persons. The Reporting Persons acquired all of



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the shares of Common Stock reported in Item 5 below for investment purposes and for purposes of influencing the business and affairs of the Issuer.

The Reporting Persons intend to continuously review their investment in the Issuer, and may in the future determine to (i) dispose of all or a portion of the securities of the Issuer owned by them from time to time in public or private transactions, (ii) acquire additional securities of the Issuer, through open market purchases, private agreements or otherwise, (iii) take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in the following paragraph of this Item 4 or (iv) otherwise change their investment intent. Notwithstanding anything contained herein to the contrary, the Reporting Persons specifically reserve the right to change their intentions at any time with respect to any or all of such matters, as they deem appropriate. In reaching any decision as to their course of action (as well as to the specific elements thereof), the Reporting Persons currently expect that they would take into consideration a variety of factors, including, but not limited to the Issuer's financial condition, business, operations and prospects, other developments concerning the Issuer and the senior living business generally, other business opportunities available to the Reporting Persons, other developments with respect to the business of the Reporting Persons, general economic conditions and money and stock market conditions, including the market price of the securities of the Issuer, and other relevant factors.

Other than as described herein, none of the Reporting Persons has any present plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the Board of Directors or management of the Issuer, including any plans or proposals to change the number or terms of directors or to fill any existing vacancies on the Board of Directors of the Issuer; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's articles of incorporation, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) a class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to those enumerated above.

### Shares Held By RIC Reporting Persons

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On May 12, 2006, the Issuer entered into an agreement and plan of merger (the "ARC Merger Agreement") with Beta Merger Sub Corporation, a Delaware corporation and a wholly-owned subsidiary of the Issuer ("Merger Sub"), and American Retirement Corporation, a Tennessee corporation ("ARC"), pursuant to which Merger Sub was merged with and into ARC (the "ARC Merger") with ARC continuing as the surviving corporation and as a wholly-owned subsidiary of the Issuer. Pursuant to the ARC Merger Agreement, the Issuer agreed to purchase all issued and outstanding shares of ARC common stock for \$33.00 per share in cash, and all shares issuable upon the exercise of outstanding stock options for the excess, if any, of \$33.00 over the applicable exercise price, for aggregate consideration of approximately \$1.2 billion in cash, subject to the terms and conditions contained in the ARC Merger Agreement.

Also on May 12, 2006, in connection with the execution of the ARC

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Merger Agreement, the Issuer entered into an Investment Agreement (the "Investment Agreement") with RIC, pursuant to which RIC committed to purchase from the Issuer, at the closing of the ARC Merger (the "ARC Closing"), up to \$1.3 billion in the aggregate of the Issuer's Common Stock at a price per share of \$36.93. Prior to the ARC Closing, in connection with a public offering of the Issuer's equity securities and pursuant to the terms of the Investment Agreement, the \$1.3 billion aggregate commitment from RIC was reduced to \$650.0 million. The purchase of the shares by RIC closed simultaneously with the ARC Closing. This issuance of these securities was made pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended.

On May 25, 2006, in connection with the ARC Merger, the Issuer's board of directors unanimously approved an amendment to its amended and restated certificate of incorporation to increase the authorized number of directors from not more than seven members to not more than eight members, in the event that the Issuer decides to offer a current member of the board of directors of ARC or some other qualified individual the opportunity to join its board of directors after the consummation of the ARC Merger. As of the date of this Statement, the Issuer has no arrangement with any individual to join its board of directors.

The Investment Agreement is filed hereto as Exhibit 1.2 and is incorporated herein by reference, and any description thereof is qualified in its entirety by reference thereto.

### Shares Held By Existing Reporting Persons and June Transfer Reporting Persons

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In September 2005, the Issuer entered into a conveyance agreement with certain equity holders of its predecessor entities, including certain of the Existing Reporting Persons, pursuant to which the equity holders of these entities received an aggregate of 58,000,000 shares of Common Stock in exchange for all of their equity interests in these entities and became direct owners of 100% of the Issuer's Common Stock prior to its initial public offering. Pursuant to the conveyance agreement, the Existing Reporting Persons acquired the beneficial ownership of 43,407,000 shares of Common Stock, of which (i) 9,929,000 shares were held directly by FBA, (ii) 13,228,000 were held directly by FIT-ALT, and (iii) 20,000,000 were held directly by FIT II.

On June 28, 2006, the following distributions and contributions of Common Stock were made (together, the "June Transfers"): (i) FBA distributed all of the shares of the Issuer's Common Stock beneficially owned by it to its two members, FRIT, which received 9,102,708 shares, and FBIF, which received 826,292 shares; (ii) FRIT contributed 7,400,000 of the shares of Common Stock received from FBA to FITH; and (iii) FIT II contributed the 20,000,000 shares of Common Stock beneficially owned by it to FRITH. Following the June Transfers, the June Transfer Reporting Persons beneficially owned 29,929,000 shares of Common Stock.

In connection with the closing of the initial public offering of the Issuer, FIT-ALT, FBA, and FIT II entered into a Stockholders Agreement with Health Partners, a Bermuda exempted partnership ("HP" and, together with FIT-ALT, FBA, and FIT II, the "Stockholders"), dated as of November 28, 2005. Upon the consummation of the June Transfers, the Issuer and each of FRIT, FBIF, FRITH and FITH agreed that each of FRIT, FBIF, FRITH and FITH will be considered a "Stockholder" and a "Fortress Stockholder" (as defined below) for purposes of the Stockholders Agreement and will be bound by all of the restrictions and obligations of the Stockholders Agreement. Upon consummation of the ARC Merger, the Issuer, the Stockholders and RIC agreed that RIC will be considered a "Stockholder" and a "Fortress Stockholder" for purposes of the Stockholders Agreement and will be bound by all of the restrictions and obligations of the Stockholders Agreement.

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Pursuant to the Stockholders Agreement, the Issuer granted to the Stockholders, for so long as such Stockholders collectively and beneficially own an amount of the Issuer's Common Stock at least equal to 5% or more of the shares issued and outstanding immediately after the consummation of its initial public offering (a "Registrable Amount"), "demand" registration rights that allow them at any time to request that the Issuer register under the Securities Act of 1933, as amended, an amount equal to or greater than 5% of the Common Stock outstanding on the date such demand is made. Each of the Stockholders is entitled to an aggregate of two demand registrations. The Issuer is not required to maintain the effectiveness of the registration statement for more than 60 days. The Issuer is also not required to effect any demand registration within six months of a "firm commitment" underwritten offering to which the requestor held "piggyback" rights and which included at least 50% of the securities requested by the requestor to be included. The Issuer is not obligated to grant a request for a demand registration within four months of any other demand registration, and may refuse a request for demand registration if in its reasonable judgment, it is not feasible for the Issuer to proceed with the registration because of the unavailability of audited financial statements.

The Issuer granted the Stockholders "piggyback" registration rights that allow them to include the shares of Common Stock that they own in any public offering of equity securities initiated by the Issuer (other than those public offerings pursuant to registration statements on Forms S-4 or S-8) or by any of the Issuer's other stockholders that have registration rights. The "piggyback" registration rights of these stockholders are subject to proportional cutbacks based on the manner of the offering and the identity of the party initiating such offering.

The Issuer granted the Stockholders, for so long as each beneficially owns a Registrable Amount, the right to request a shelf registration on Form S-3 providing for an offering of the shares of Common Stock owned by such Stockholders to be made on a continuous basis, subject to a time limit on the Issuer's efforts to keep the shelf registration statement continuously effective and the Issuer's right to suspend the use of the shelf registration prospectus for a reasonable period of time (not exceeding 60 days in succession or 90 days in the aggregate in any 12 month period) if the Issuer determines that certain disclosures required by the shelf registration statement would be detrimental to it or its stockholders. In addition, each Stockholder that has not made a request for a shelf registration may elect to participate in such shelf registration within ten days after notice of the registration is received.

The Issuer agreed to indemnify each of the Stockholders against any losses or damages resulting from any untrue statement or omission of material fact in any registration statement or prospectus pursuant to which they sell shares of the Issuer's Common Stock, unless such liability arose from such stockholder's misstatement or omission, and each such stockholder has agreed to indemnify the Issuer against all losses caused by its misstatements or omissions. The Issuer will pay all expenses incident to its performance under the Stockholders Agreement, and the Stockholders will pay their respective portions of all underwriting discounts, commissions and transfer taxes relating to the sale of their shares under the Stockholders Agreement.

The Stockholders Agreement is filed hereto as Exhibit 1.3 and is incorporated herein by reference, and any description thereof is qualified in its entirety by reference thereto.

Except as set forth above, each Reporting Person has no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

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(a) and (b). For the reasons set forth below, each of FRIT, FIF, Fund MM, FIG and FIH may be deemed to beneficially own the 7,400,000 shares held directly by FRITH and each of FIF, Fund MM, FIG and FIH may be deemed to beneficially own the 1,702,708 shares held directly by FRIT. Each of FIF, Fund MM, FIG and FIH does not directly own any securities of the Issuer. However, (i) FRIT has the ability to direct the management of FRITH's business and affairs as the holder of all of the issued and outstanding shares of beneficial interest of FRITH; (ii) FIF has the ability to direct the management of FRIT's business and affairs as the holder of all issued and outstanding shares of beneficial interest of FRIT; (iii) Fund MM has the ability to direct the management of FIF's business and affairs as the managing member of FIF; (iv) FIG has the ability to direct the management of Fund MM's business and affairs as the managing member of Fund MM; and (v) FIH has the ability to direct the management of FIG's business and affairs as the sole member of FIG.

For the reasons set forth below, each of FITH, FIT II, FIF II, Fund MM II, FIG and FIH may be deemed to beneficially own the 13,228,000 shares held directly by FIT-ALT and each of FIT II, FIF II, Fund MM II, FIG and FIH may be deemed to beneficially own the 20,000,000 shares held directly by FITH. Each of FIF II, Fund MM II, FIG and FIH does not directly own any securities of the Issuer. However, (i) FITH has the ability to direct the management of FIT-ALT's business and affairs as the holder of all issued and outstanding shares of FITH; (ii) FIT II has the ability to direct the management of FITH's business and affairs as the holder of all issued and outstanding shares of beneficial interest of FITH; (iii) FIF II has the ability to direct the management of FIT II's business and affairs as the holder of a majority of the issued and outstanding shares of beneficial interest of FIT II; (iv) Fund MM II has the ability to direct the management of FIF II's business and affairs as the managing member of FIF II; (v) FIG has the ability to direct the management of Fund MM II's business and affairs as the managing member of Fund MM II; and (vi) FIH has the ability to direct the management of FIG's business and affairs as the sole member of FIG.

For the reasons set forth below, each of FIGA, FIG, and FIH may be deemed to beneficially own the 17,600,867 shares held directly by RIC (the "Reported Shares"). Each of FIGA, FIG, and FIH does not directly own any securities of the Issuer. However, (i) FIGA has the ability to direct the management of RIC's business and affairs as the investment advisor of RIC; (ii) FIG has the ability to direct the management of FIGA's business and affairs as the holder of all issued and outstanding shares of beneficial interest of FIGA; and (iii) FIH has the ability to direct the management of FIG's business and affairs as the sole member of FIG.

As a result of the acquisition of the Reported Shares, FIG and FIH, through their beneficial ownership of 61,007,867 shares, collectively control approximately 59.3% of the outstanding voting capital stock of the Issuer. Wesley R. Edens, one of the Covered Persons, directly owns 49,200 shares of the Issuer's Common Stock. The Reporting Persons have been advised that each of the Covered Persons disclaims beneficial ownership of the shares of the Issuer's Common Stock from time to time owned directly or otherwise beneficially by such Reporting Persons.

(c) See Item 4 above.

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

See Item 4 above. Except as set forth in the Stockholders Agreement, the Credit Agreements (as defined below) or as set forth herein, neither any of the Reporting Persons nor, to the best of such Reporting Persons' knowledge, any

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of the Covered Persons, has any contracts, arrangements, understandings or relationships (legal or otherwise), with any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

### Stockholders Agreement

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Pursuant to the Stockholders Agreement, each of FRITH, FITH, FRIT, FBIF, FIT-ALT and their respective affiliates and permitted transferees (collectively, the "Fortress Stockholders") and HP and its affiliates and permitted transferees (collectively, the "HP Stockholders") agreed to vote or cause to be voted all of the Common Stock beneficially owned by each and to take all other reasonably necessary action so as to elect to the Issuer's board of directors the following:

- o so long as the Fortress Stockholders beneficially own (i) more than 50% of the voting power of the Issuer, four directors designated by FIGA, or such other party designated by Fortress; (ii) between 25% and 50% of the voting power of the Issuer, three directors designated by FIGA; (iii) between 10% and 25% of the voting power of the Issuer, two directors designated by FIGA; and (iv) between 5% and 10% of the voting power of the Issuer, one director designated by FIGA; and
- o so long as the HP Stockholders beneficially own more than 5% of the voting power of the Company, one director designated by HP.

Upon consummation of the ARC Merger, the Issuer increased the number of directors that the Fortress Stockholders are entitled to designate under the Stockholders Agreement from four (of seven) to five (of eight), provided that the Fortress Stockholders continue to beneficially own more than 50% of the voting power of the Company.

The Reporting Persons disclaim membership of a "group" with HP and disclaim beneficial ownership of the shares of Common Stock beneficially owned by HP. As of July 25, 2006, HP beneficially owned 3,444,626 shares of Common Stock, or approximately 3.4% of the outstanding capital stock of the Issuer.

### Credit Agreements

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On June 28, 2006, FRITH and FITH (the "Borrowers") entered into separate credit agreements (the "Credit Agreements") with Deutsche Bank AG, London Branch ("Deutsche Bank"), as Administrative Agent and sole lender. Pursuant to the Credit Agreements, the Borrowers received an aggregate commitment of approximately \$1.43 billion from Deutsche Bank, and this amount has been secured by, among other things, a pledge by the Borrowers and FIT-ALT of a total of 40,628,000 shares of Common Stock. The 40,628,000 shares of Common Stock represent approximately 39.5% of the Issuer's issued and outstanding Common Stock as of the date of this Statement.

The Credit Agreements contain customary default provisions and also require prepayment or cash collateralization of a portion of the borrowings by the Borrowers in the event the trading price of the Common Stock decreases below certain specified levels. In the event of a default under the Credit Agreements by the Borrowers, Deutsche Bank may foreclose upon any and all shares of Common Stock pledged to it. The Borrowers have agreed in the Credit Agreements that if a shelf registration statement is not effective and usable for resales of any portion of the pledged Common Stock by Deutsche Bank (in the event of foreclosure) as of June 9, 2007, the applicable Borrower will prepay a related

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portion of the borrowings. The Borrowers have also agreed in the Credit Agreements that if RIC or any of its affiliates sells any shares of Common Stock received by it pursuant to the Investment Agreement, the Borrowers will prepay or cash-collateralize a related portion of the borrowings.

The Issuer is not a party to the Credit Agreements and has no obligations thereunder.

Except as provided in the Stockholders Agreement, the Credit Agreements or as set forth herein, neither any of the Reporting Persons nor, to the best of such Reporting Persons' knowledge, any of the Covered Persons has any contracts, arrangements, understandings or relationships (legal or otherwise), with any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

Exhibit -----	Description -----
1.1	Joint Filing Agreement, dated July 25, 2006, by and between FRIT Holdings LLC, Fortress Registered Investment Trust, Fortress Investment Fund LLC, Fortress Fund MM LLC, FIT-ALT Investor LLC, FIT Holdings LLC, Fortress Investment Trust II, Fortress Investment Fund II LLC, Fortress Fund MM II LLC, RIC Coinvestment Fund LP, FIG Advisors LLC, Fortress Investment Group LLC and Fortress Investment Holdings LLC.
1.2	Investment Agreement, dated May 12, 2006, by and between Brookdale Senior Living Inc. and RIC Coinvestment Fund LP.
1.3	Stockholders Agreement, dated November 28, 2005, by and among Brookdale Senior Living Inc., FIT-ALT Investor LLC, Fortress Brookdale Acquisition LLC, Fortress Investment Trust II, and Health Partners.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FRIT HOLDINGS LLC

By: Fortress Registered Investment Trust,  
a Delaware business trust, as Managing Member

By: /s/ Randal A. Nardone  
-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS REGISTERED INVESTMENT TRUST

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS INVESTMENT FUND LLC

By: Fortress Fund MM LLC, a Delaware limited liability company, as Managing Member

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS FUND MM LLC

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FIT-ALT INVESTOR LLC

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FIT HOLDINGS LLC

By: Fortress Investment Trust II, as Managing  
Member

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS INVESTMENT TRUST II

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE



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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS INVESTMENT FUND II LLC

By: Fortress Fund MM II LLC, as Managing Member

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS FUND MM II LLC

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

RIC COINVESTMENT FUND LP

By: RIC Coinvestment GP LLC, its general partner

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FIG ADVISORS LLC

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer of Fortress  
Investment Group LLC, managing member of  
FIG Advisors LLC

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS INVESTMENT GROUP LLC

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Chief Operating Officer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2006

FORTRESS INVESTMENT HOLDINGS LLC

By: /s/ Randal A. Nardone

-----  
Randal A. Nardone  
its Manager

ANNEX A

DIRECTOR AND EXECUTIVE OFFICERS OF FORTRESS INVESTMENT GROUP LLC

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The name and principal occupation of the director and each of the executive officers of Fortress Investment Group LLC, the holder of all issued and outstanding shares of beneficial interest of FIG Advisors LLC, the managing member of Fortress Fund MM LLC, the managing member of Fortress Fund MM II LLC, the managing member of Drawbridge Special Opportunities Advisors LLC and the managing member of Drawbridge Global Macro Advisors LLC, are listed below. The principal business address of each of the directors and executive officers of Fortress Investment Group LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings
Robert I. Kauffman	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Peter L. Briger	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Michael E. Novogratz	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Daniel Bass	Chief Financial Officer of Fortress Investment Group LLC and Fortress Investment Holdings LLC

### EXECUTIVE OFFICERS OF FORTRESS INVESTMENT FUND II LLC

The name and principal occupation of each of the executive officers of Fortress Investment Fund II LLC, the holder of a majority of the issued and outstanding shares of beneficial interest of Fortress Investment Trust II, are listed below. The principal business address of each of the directors and executive officers of Fortress Investment Fund II LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings
Robert I. Kauffman	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC

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Jeffrey R. Rosenthal                      Chief Financial Officer of Fortress Investment  
 Group's Private Equity Funds

EXECUTIVE OFFICERS OF FORTRESS FUND MM II LLC

The name and principal occupation of each of the executive officers of Fortress Fund MM II LLC, the managing member of Fortress Investment Fund II LLC, are listed below. The principal business address of each of the directors and executive officers of Fortress Fund MM II LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings
Robert I. Kauffman	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds

DIRECTORS OF RIC COINVESTMENT FUND LP

The name and principal occupation of each of the directors of RIC Coinvestment Fund LP are listed below.

NAME	PRINCIPAL OCCUPATION	PRINCIPLE BUSINESS ADDRESS
Dennis Porterfield	Self-employed	321 Race Track Road Ho-Ho-Kus, NJ 07423
John Sites	Partner, Daystar Partners	Daystar Partners 411 Theodore Fremd Avenue Suite 100 Rye, NY 10580
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC	Fortress Investment Group LLC 1345 Avenue of the Americas, 46th Floor New York, NY 10105

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MANAGERS AND MEMBERS OF FORTRESS INVESTMENT FUND LLC

The name and principal occupation of each of the managers and members of Fortress Investment Fund LLC, the holder of all of the issued and outstanding shares of beneficial interest of Fortress Registered Investment Trust, are listed below. The principal business address of each of the managers and members officers of Fortress Investment Fund LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Robert I. Kauffman	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Peter L. Briger	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Michael E. Novogratz	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Daniel Bass	Chief Financial Officer of Fortress Investment Group

EXECUTIVE OFFICERS OF FIT HOLDINGS LLC

The name and principal occupation of each of the executive officers of FIT Holdings LLC, the managing member of FIT-ALT Investors LLC, are listed below. The principal business address of each of the managers and members officers of FIT Holdings LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds

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EXECUTIVE OFFICERS OF FRIT HOLDINGS LLC

The name and principal occupation of each of the executive officers of FRIT Holdings LLC are listed below. The principal business address of each of the managers and members officers of FRIT Holdings LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds

MANAGERS AND MEMBERS OF FORTRESS FUND MM LLC

The name and principal occupation of each of the managers and members of Fortress Fund MM LLC, the managing member of Fortress Investment Fund LLC, are listed below. The principal business address of each of the managers and members officers of Fortress Fund MM LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Robert I. Kauffman	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds

EXECUTIVE OFFICERS OF FIT-ALT INVESTOR LLC

The name and principal occupation of each of the executive officers of FIT-ALT Investor LLC are listed below. The principal business address of each of the managers and members officers of FIT-ALT Investor LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and

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	Fortress Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds
William Doniger	Managing Director of Fortress Investment Group LLC

### MANAGERS AND MEMBERS OF FIG ADVISORS LLC

The name and principal occupation of each of the managers and members of FIG Advisors LLC, the investment advisor of RIC Coinvestment Fund LP and Fortress Brookdale Investment Fund LLC, are listed below. The principal business address of each of the managers and members officers of FIG Advisors LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Robert I. Kauffman	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds

### MANAGERS AND MEMBERS OF FORTRESS INVESTMENT HOLDINGS LLC

The name and principal occupation of each of the members and managers of Fortress Investment Holdings LLC, the managing member of Fortress Investment Group LLC, are listed below. The principal business address of each of the members and managers of Fortress Investment Holdings LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings
Robert I. Kauffman	Member of Management Committee of Fortress Investment Group LLC and Fortress

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	Investment Holdings LLC
Randal A. Nardone	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Peter L. Briger	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Michael E. Novogratz	Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC

TRUSTEES AND EXECUTIVE OFFICERS OF FORTRESS REGISTERED INVESTMENT TRUST

The name and principal occupation of each of the trustees and executive officers of Fortress Registered Investment Trust are listed below. The principal business address of each of the executive officers of Fortress Registered Investment Trust is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

Trustees

NAME	PRINCIPAL OCCUPATION	PRINCIPLE BUSINESS ADDRESS
Carmen Gigliotti	Senior Portfolio Manager, DuPont Pension Fund Investment	DuPont Pension Fund Investment One Righter Pkwy Suite 3200 Wilmington, DE 19803
John Deterding	Owner, Deterding Associates	Deterding Associates 107 North Waterview Richardson, TX 75080
Robert H. Gidel	Managing Director, Liberty Partners, L.P.	Liberty Partners, L.P. 3001 North Rocky Point Drive East - Suite 200 Tampa, Fl 33607
Marcia Haydel	Portfolio Manager, General Motors Investment Management Corporation	General Motors Investment Management Corporation 767 Fifth Avenue New York, NY 10153



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Dennis Porterfield	Self-employed	321 Race Track Road Ho-Ho-Kus, NJ 07423
Gary Holt	Investment Officer, Washington State Investment Board	Washington State Investment Board 2100 Evergreen Park Drive S Olympia, WA 98504
John Sites	Partner, Daystar Partners	Daystar Partners 411 Theodore Fremd Avenue Suite 100 Rye, NY 10580
Mark Barnard	Director - Private Investments, Howard Hughes Medical Institute	Howard Hughes Medical Insti 4000 Jones Bridge Road Chevy Chase, MD 20815-6789
Wesley R. Edens	Chairman and Member of Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC	Fortress Investment Group L 1345 Avenue of the Americas 46th Floor New York, NY 10105

Executive Officers

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of the Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Robert I. Kauffman	Member of the Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of the Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds
Allison Thrush	Managing Director of Fortress Investment Group LLC

TRUSTEES AND EXECUTIVE OFFICERS OF FORTRESS INVESTMENT TRUST II

The name and principal occupation of each of the trustees and executive officers of Fortress Investment Trust II are listed below. The principal business address

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of each of the executive officers of Fortress Investment Trust II is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

### Trustees

NAME	PRINCIPAL OCCUPATION	PRINCIPLE BUSINESS ADDRESS
Carmen Gigliotti	Senior Portfolio Manager, DuPont Pension Fund Investment	DuPont Pension Fund Investment One Righter Pkwy Suite 3200 Wilmington, DE 19803
John Deterding	Owner, Deterding Associates	Deterding Associates 107 North Waterview Richardson, TX 75080
Robert H. Gidel	Managing Director, Liberty Partners, L.P.	Liberty Partners, L.P. 3001 North Rocky Point Drive East - Suite 200 Tampa, Fl 33607

### Executive Officers

NAME	PRINCIPAL OCCUPATION
Wesley R. Edens	Chairman and Member of the Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Robert I. Kauffman	Member of the Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Randal A. Nardone	Member of the Management Committee of Fortress Investment Group LLC and Fortress Investment Holdings LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group's Private Equity Funds
Allison Thrush	Managing Director of Fortress Investment Group LLC