



## Ventas Closes on Sale of Five Seniors Housing Assets to Emeritus

December 22, 2008

CHICAGO--(BUSINESS WIRE)--Dec. 22, 2008--Ventas, Inc. (NYSE: VTR) ("Ventas" or the "Company") said today that it has closed the previously announced sale of five seniors housing assets to affiliates of Emeritus Corporation (NYSE: ESC) (collectively, "Emeritus") for an aggregate sale price of \$62.5 million. The assets are located in four states and contain 432 units.

The purchase price represents a 6.7 percent capitalization rate on current annualized cash rent of \$4.2 million. Prior to the sale, Emeritus was the tenant in these five seniors housing assets. Ventas expects to record a gain of approximately \$23 million on the sale.

"Both Ventas and Emeritus will benefit from this transaction," Ventas Chairman, President and Chief Executive Officer Debra A. Cafaro said. "The price received by Ventas for its seniors housing assets is attractive, and the proceeds will be used to continue strengthening our balance sheet and liquidity position. At the same time, our customer Emeritus is able to take advantage of a favorable financing market for seniors housing and enjoy ownership of more real estate assets."

Net cash proceeds to Ventas of approximately \$45 million will be used to pay down debt or for general corporate purposes. Ventas was released from approximately \$7 million of existing mortgage debt. In addition, Ventas provided \$10 million in seller financing (the "Loan") for the transaction.

The Loan is secured by real estate and cash collateral, and is guaranteed by Emeritus. The Loan bears interest at an average rate of 8.25 percent, payable monthly, and matures in three years. In addition, the Company can accelerate the Loan on the occurrence of various events.

Emeritus remains a tenant in 11 other seniors housing assets owned by Ventas. The leases are guaranteed by Emeritus and secured by approximately five months of rent.

### UPDATE ON OTHER DISPOSITIONS

The Company also said it has agreed to sell Samaritan Hospital in Lexington, Kentucky to the University of Kentucky for \$35 million in an all-cash transaction. If completed, the Company would expect to record a gain of approximately \$18 million from the sale. While the Company expects this transaction to close in the first quarter of 2009, there can be no assurance that it will close or, if it does, the timing or terms of such closing.

Ventas, Inc. is a leading healthcare real estate investment trust. Its diverse portfolio of properties located in 43 states and two Canadian provinces includes seniors housing communities, skilled nursing facilities, hospitals, medical office buildings and other properties. More information about Ventas can be found on its website at [www.ventasreit.com](http://www.ventasreit.com).

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding Ventas, Inc.'s ("Ventas" or the "Company") and its subsidiaries' expected future financial position, results of operations, cash flows, funds from operations, dividends and dividend plans, financing plans, business strategy, budgets, projected costs, capital expenditures, competitive positions, acquisitions, investment opportunities, merger integration, growth opportunities, expected lease income, continued qualification as a real estate investment trust ("REIT"), plans and objectives of management for future operations and statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will" and other similar expressions are forward-looking statements. These forward-looking statements are inherently uncertain, and security holders must recognize that actual results may differ from the Company's expectations. The Company does not undertake a duty to update these forward-looking statements, which speak only as of the date on which they are made.

The Company's actual future results and trends may differ materially depending on a variety of factors discussed in the Company's filings with the Securities and Exchange Commission. Factors that may affect the Company's plans or results include without limitation: (a) the ability and willingness of the Company's operators, tenants, borrowers, managers and other third parties, as applicable, to meet and/or perform the obligations under their various contractual arrangements with the Company; (b) the ability and willingness of Kindred Healthcare, Inc. (together with its subsidiaries, "Kindred"), Brookdale Living Communities, Inc. (together with its subsidiaries, "Brookdale") and Alterra Healthcare Corporation (together with its subsidiaries, "Alterra") to meet and/or perform their obligations to indemnify, defend and hold the Company harmless from and against various claims, litigation and liabilities under the Company's respective contractual arrangements with Kindred, Brookdale and Alterra; (c) the ability of the Company's operators, tenants, borrowers and managers, as applicable, to maintain the financial strength and liquidity necessary to satisfy their respective obligations and liabilities to third parties, including without limitation obligations under their existing credit facilities; (d) the Company's success in implementing its business strategy and the Company's ability to identify, underwrite, finance, consummate and integrate diversifying acquisitions or investments, including those in different asset types and outside the United States; (e) the nature and extent of future competition; (f) the extent of future or pending healthcare reform and regulation, including cost containment measures and changes in reimbursement policies, procedures and rates; (g) increases in the Company's cost of borrowing; (h) the ability of the Company's operators and managers, as applicable, to deliver high quality services, to attract and retain qualified personnel and to attract residents and patients; (i) the results of litigation affecting the Company; (j) changes in general economic conditions and/or economic conditions in the markets in which the Company may, from time to time, compete; (k) the Company's ability to pay down, refinance, restructure and/or extend its indebtedness as it becomes due; (l) the Company's ability and willingness to maintain its qualification as a REIT due to economic, market, legal, tax or other considerations; (m) final determination of the Company's taxable net income for the year ending December 31, 2008; (n) the ability and willingness of the Company's tenants to renew their leases with the Company upon expiration of the leases and the Company's ability to relet its properties on the same or better terms in the event such leases expire and are not renewed by the existing tenants; (o) risks associated with the Company's seniors housing communities managed by Sunrise Senior Living, Inc. (together with its subsidiaries, "Sunrise"), including the timely delivery of accurate property-level financial results for the Company's properties; (p) factors causing volatility in the Company's revenues generated by its seniors housing communities managed by Sunrise, including without limitation national and regional economic conditions, costs of materials, energy, labor and services, employee benefit costs and professional and general liability claims; (q)

the movement of U.S. and Canadian exchange rates; (r) year-over-year changes in the Consumer Price Index and the effect of those changes on the rent escalators, including the rent escalator for Master Lease 2 with Kindred, and the Company's earnings; (s) the impact on the liquidity, financial condition and results of operations of the Company's operators, tenants, borrowers and managers, as applicable, resulting from increased operating costs and uninsured liabilities for professional liability claims, and the ability of the Company's operators, tenants, borrowers and managers to accurately estimate the magnitude of these liabilities; (t) the ability and willingness of the lenders under the Company's unsecured revolving credit facilities to fund, in whole or in part, borrowing requests made by the Company from time to time; (u) the impact of market or issuer events on the liquidity or value of the Company's investments in marketable securities; and (v) the impact of any financial, accounting, legal or regulatory issues that may affect Sunrise. Many of these factors are beyond the control of the Company and its management.

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