

OHI Asset (NC) Mocksville - 1304 Madison Road, LLC
Form POSASR
June 30, 2016

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 30, 2016

REGISTRATION NO. 333-208710

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

Post-Effective Amendment No. 1

to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

OMEGA HEALTHCARE INVESTORS, INC.

and the Additional Subsidiary Guarantor Registrants

(See Table of Additional Registrants Below)
(Exact name of registrant as specified in its charter)

Maryland

38-3041398
(IRS Employer Identification Number)

(State or other jurisdiction of incorporation or organization)

200 International Circle, Suite 3500
Hunt Valley, Maryland 21030
(410) 427-1700

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

C. Taylor Pickett
Chief Executive Officer
Omega Healthcare Investors, Inc.
International Circle, Suite 3500
Hunt Valley, Maryland 21030
(410) 427-1700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of communications to:

Eliot Robinson
Terrence Childers
Bryan Cave LLP
One Atlantic Center, Fourteenth Floor
West Peachtree Street, NW
Atlanta, Georgia 30309-3488
(404) 572-6600

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Section 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer x Accelerated filer " Non-accelerated filer " Smaller reporting company "

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to Be Registered | Amount to be registered (1) | Proposed maximum offering price per unit(1) | Proposed maximum offering price(1) | Amount of registration fee(2) |
|--|-----------------------------|---|------------------------------------|-------------------------------|
| Debt Securities | – | – | – | – |
| Guarantees of Debt Securities (3) | – | – | – | – |

(1) An indeterminate number or principal amount of securities of each identified class is being registered as may from time to time be issued at indeterminate prices.

(2) In accordance with Rules 456(b) and 457(r) under the Securities Act, the registrant is deferring payment of the entire registration fee.

The co-registrants listed in the table below, or any of them, may fully and unconditionally guarantee any series of (3) debt securities registered hereunder. Pursuant to Rule 457(n) under the Securities Act, no separate registration fee is payable with respect to the Guarantees.

TABLE OF ADDITIONAL REGISTRANTS

(as Guarantors of the Debt Securities)

| Exact name of registrant as specified in its charter (1) | State or other jurisdiction of incorporation or organization | Primary Standard Industrial Classification Code No. | I.R.S. Employer Identification No. |
|---|---|--|---|
| 11900 East Artesia Boulevard, LLC | California | 6798 | 90-0266391 |
| 1200 Ely Street Holdings Co. LLC | Michigan | 6798 | 26-3524594 |
| 13922 Cerise Avenue, LLC | California | 6798 | 71-0976970 |
| 1628 B Street, LLC | California | 6798 | 30-0482286 |
| 2400 Parkside Drive, LLC | California | 6798 | 30-0482288 |
| 2425 Teller Avenue, LLC | Colorado | 6798 | 20-5672217 |
| 245 East Wilshire Avenue, LLC | California | 6798 | 90-0266386 |
| 3232 Artesia Real Estate, LLC | California | 6798 | 65-1232714 |
| 3806 Clayton Road, LLC | California | 6798 | 90-0266403 |
| 42235 County Road Holdings Co. LLC | Michigan | 6798 | 83-0500167 |
| 446 Sycamore Road, L.L.C. | Delaware | 6798 | 32-0380782 |
| 48 High Point Road, LLC | Maryland | 6798 | 27-2498824 |
| 523 Hayes Lane, LLC | California | 6798 | 45-1777721 |
| 637 East Romie Lane, LLC | California | 6798 | 90-0266404 |
| Alamogordo Aviv, L.L.C. | New Mexico | 6798 | 27-0123540 |
| Albany Street Property, L.L.C. | Delaware | 6798 | 61-1754256 |
| Arizona Lessor – Infinia, LLC | Maryland | 6798 | 32-0008074 |
| Arkansas Aviv, L.L.C. | Delaware | 6798 | 30-0509615 |
| Arma Yates, L.L.C. | Delaware | 6798 | 27-3971035 |
| Avery Street Property, L.L.C. | Delaware | 6798 | 36-4775490 |
| Aviv Asset Management, L.L.C. | Delaware | 6798 | 30-0305067 |
| Aviv Financing I, L.L.C. | Delaware | 6798 | 11-3747125 |
| Aviv Financing II, L.L.C. | Delaware | 6798 | 36-4597042 |
| Aviv Financing III, L.L.C. | Delaware | 6798 | 36-4641210 |
| Aviv Financing IV, L.L.C. | Delaware | 6798 | 27-0836481 |
| Aviv Financing V, L.L.C. | Delaware | 6798 | 27-0836548 |
| Aviv Foothills, L.L.C. | Delaware | 6798 | 36-4572035 |
| Aviv Healthcare Properties Operating Partnership I, L.P. | Delaware | 6798 | 11-3747120 |
| Aviv Liberty, L.L.C. | Delaware | 6798 | 36-4572034 |
| Avon Ohio, L.L.C. | Delaware | 6798 | 36-4601433 |
| Bala Cynwyd Real Estate, LP | Pennsylvania | 6798 | 27-1726563 |
| Bayside Colorado Healthcare Associates, LLC | Colorado | 6798 | 38-3517837 |
| Bayside Street II, LLC | Delaware | 6798 | 38-3519969 |
| Bayside Street, LLC | Maryland | 6798 | 38-3160026 |
| Belleville Illinois, L.L.C. | Delaware | 6798 | 32-0188341 |
| Bellingham II Associates, L.L.C. | Delaware | 6798 | 11-3747130 |

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| Bethel ALF Property, L.L.C. | Delaware | 6798 | 36-4759871 |
| BHG Aviv, L.L.C. | Delaware | 6798 | 36-4601432 |
| Biglerville Road, L.L.C. | Delaware | 6798 | 35-2410897 |
| Bonham Texas, L.L.C. | Delaware | 6798 | 30-0358809 |
| Bradenton ALF Property, L.L.C. | Delaware | 6798 | 45-4444919 |
| Burton NH Property, L.L.C. | Delaware | 6798 | 11-3714506 |
| California Aviv Two, L.L.C. | Delaware | 6798 | 26-4117080 |
| California Aviv, L.L.C. | Delaware | 6798 | 38-3786697 |
| Camas Associates, L.L.C. | Delaware | 6798 | 36-4340182 |
| Canton Health Care Land, LLC | Ohio | 6798 | 20-1914579 |
| Carnegie Gardens LLC | Delaware | 6798 | 20-2442381 |
| Casa/Sierra California Associates, L.L.C. | Delaware | 6798 | 36-4572017 |
| CFG 2115 Woodstock Place LLC | Delaware | 6798 | 26-1123970 |
| Champaign Williamson Franklin, L.L.C. | Delaware | 6798 | 36-4769741 |
| Chardon Ohio Property Holdings, L.L.C. | Delaware | 6798 | 37-1762860 |
| Chardon Ohio Property, L.L.C. | Delaware | 6798 | 61-1722650 |
| Chatham Aviv, L.L.C. | Delaware | 6798 | 27-0354315 |

| Exact name of registrant as specified in its charter (1) | State or other jurisdiction of incorporation or organization | Primary Standard Industrial Classification Code No. | I.R.S. Employer Identification No. |
|---|---|--|---|
| Chippewa Valley, L.L.C. | Illinois | 6798 | 36-4065826 |
| CHR Bartow LLC | Delaware | 6798 | 26-3708257 |
| CHR Boca Raton LLC | Delaware | 6798 | 26-3709390 |
| CHR Bradenton LLC | Delaware | 6798 | 26-3710605 |
| CHR Cape Coral LLC | Delaware | 6798 | 26-3710052 |
| CHR Fort Myers LLC | Delaware | 6798 | 26-3710399 |
| CHR Fort Walton Beach LLC | Delaware | 6798 | 26-3708663 |
| CHR Lake Wales LLC | Delaware | 6798 | 26-3708893 |
| CHR Lakeland LLC | Delaware | 6798 | 26-3708735 |
| CHR Pompano Beach Broward LLC | Delaware | 6798 | 26-3710220 |
| CHR Pompano Beach LLC | Delaware | 6798 | 26-3709856 |
| CHR Sanford LLC | Delaware | 6798 | 26-3709701 |
| CHR Spring Hill LLC | Delaware | 6798 | 26-3709633 |
| CHR St. Pete Bay LLC | Delaware | 6798 | 26-3709236 |
| CHR St. Pete Egret LLC | Delaware | 6798 | 26-3708588 |
| CHR Tampa Carrollwood LLC | Delaware | 6798 | 26-3709502 |
| CHR Tampa LLC | Delaware | 6798 | 26-3710161 |
| CHR Tarpon Springs LLC | Delaware | 6798 | 26-3708823 |
| CHR Titusville LLC | Delaware | 6798 | 26-3709919 |
| Clarkston Care, L.L.C. | Delaware | 6798 | 76-0802028 |
| Clayton Associates, L.L.C. | New Mexico | 6798 | 36-4572014 |
| Colonial Gardens, LLC | Ohio | 6798 | 26-0110549 |
| Colonial Madison Associates, L.L.C. | Delaware | 6798 | 38-3741678 |
| Colorado Lessor - Conifer, LLC | Maryland | 6798 | 32-0008069 |
| Columbus Texas Aviv, L.L.C. | Delaware | 6798 | 38-3735473 |
| Columbus Western Avenue, L.L.C. | Delaware | 6798 | 71-0960205 |
| Colville Washington Property, L.L.C. | Delaware | 6798 | 35-2521805 |
| Commerce Nursing Homes, L.L.C. | Illinois | 6798 | 36-4122632 |
| Commerce Sterling Hart Drive, L.L.C. | Delaware | 6798 | 27-5458991 |
| Conroe Rigby Owen Road, L.L.C. | Delaware | 6798 | 27-5458820 |
| CR Aviv, L.L.C. | Delaware | 6798 | 20-5354773 |
| Crete Plus Five Property, L.L.C. | Delaware | 6798 | 30-0855110 |
| Crooked River Road, L.L.C. | Delaware | 6798 | 27-5081057 |
| CSE Albany LLC | Delaware | 6798 | 20-5885886 |
| CSE Amarillo LLC | Delaware | 6798 | 20-5862752 |
| CSE Arden L.P. | Delaware | 6798 | 20-5888680 |
| CSE Augusta LLC | Delaware | 6798 | 20-5885921 |
| CSE Bedford LLC | Delaware | 6798 | 20-5886082 |
| CSE Blountville LLC | Delaware | 6798 | 20-8295288 |
| CSE Bolivar LLC | Delaware | 6798 | 20-8295024 |
| CSE Cambridge LLC | Delaware | 6798 | 20-5886976 |
| CSE Cambridge Realty LLC | Delaware | 6798 | 20-5959318 |
| CSE Camden LLC | Delaware | 6798 | 20-8295066 |

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|--------------------------------|----------|------|------------|
| CSE Canton LLC | Delaware | 6798 | 20-5887312 |
| CSE Casablanca Holdings II LLC | Delaware | 6798 | 26-0595183 |
| CSE Casablanca Holdings LLC | Delaware | 6798 | 20-8724466 |
| CSE Cedar Rapids LLC | Delaware | 6798 | 20-5884941 |
| CSE Centennial Village, LP | Delaware | 6798 | 20-6974959 |
| CSE Chelmsford LLC | Delaware | 6798 | 20-5920451 |
| CSE Chesterton LLC | Delaware | 6798 | 20-5885195 |
| CSE Claremont LLC | Delaware | 6798 | 20-5883891 |
| CSE Corpus North LLC | Delaware | 6798 | 20-5186415 |
| CSE Denver Iliff LLC | Delaware | 6798 | 20-8037772 |
| CSE Denver LLC | Delaware | 6798 | 20-5884311 |
| CSE Douglas LLC | Delaware | 6798 | 20-5883761 |
| CSE Elkton LLC | Delaware | 6798 | 20-5887006 |

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|---|---|--|---|
| CSE Elkton Realty LLC | Delaware | 6798 | 20-5959253 |
| CSE Fairhaven LLC | Delaware | 6798 | 20-8281491 |
| CSE Fort Wayne LLC | Delaware | 6798 | 20-5885125 |
| CSE Frankston LLC | Delaware | 6798 | 20-5862947 |
| CSE Georgetown LLC | Delaware | 6798 | 20-5886126 |
| CSE Green Bay LLC | Delaware | 6798 | 20-5888029 |
| CSE Hilliard LLC | Delaware | 6798 | 20-5887347 |
| CSE Huntingdon LLC | Delaware | 6798 | 20-8295191 |
| CSE Huntsville LLC | Delaware | 6798 | 20-5887764 |
| CSE Indianapolis-Continental LLC | Delaware | 6798 | 20-5885046 |
| CSE Indianapolis-Greenbriar LLC | Delaware | 6798 | 20-5885096 |
| CSE Jacinto City LLC | Delaware | 6798 | 20-5186519 |
| CSE Jefferson City LLC | Delaware | 6798 | 20-8295101 |
| CSE Jeffersonville-Hillcrest Center LLC | Delaware | 6798 | 20-5885261 |
| CSE Jeffersonville-Jennings House LLC | Delaware | 6798 | 20-5885346 |
| CSE Kerrville LLC | Delaware | 6798 | 20-8684872 |
| CSE King L.P. | Delaware | 6798 | 20-5888725 |
| CSE Kingsport LLC | Delaware | 6798 | 20-5887736 |
| CSE Knightdale L.P. | Delaware | 6798 | 20-5888653 |
| CSE Lake City LLC | Delaware | 6798 | 20-5863259 |
| CSE Lake Worth LLC | Delaware | 6798 | 20-5863173 |
| CSE Lakewood LLC | Delaware | 6798 | 20-5884352 |
| CSE Las Vegas LLC | Delaware | 6798 | 20-5887216 |
| CSE Lawrenceburg LLC | Delaware | 6798 | 20-5887802 |
| CSE Lenoir L.P. | Delaware | 6798 | 20-5888528 |
| CSE Lexington Park LLC | Delaware | 6798 | 20-5886951 |
| CSE Lexington Park Realty LLC | Delaware | 6798 | 20-5959280 |
| CSE Ligonier LLC | Delaware | 6798 | 20-5885484 |
| CSE Live Oak LLC | Delaware | 6798 | 20-5863086 |
| CSE Lowell LLC | Delaware | 6798 | 20-5885381 |
| CSE Marianna Holdings LLC | Delaware | 6798 | 20-1411422 |
| CSE Memphis LLC | Delaware | 6798 | 20-8295130 |
| CSE Mobile LLC | Delaware | 6798 | 20-5883572 |
| CSE Moore LLC | Delaware | 6798 | 20-5887574 |
| CSE North Carolina Holdings I LLC | Delaware | 6798 | 20-5888397 |
| CSE North Carolina Holdings II LLC | Delaware | 6798 | 20-5888430 |
| CSE Omro LLC | Delaware | 6798 | 20-5887998 |
| CSE Orange Park LLC | Delaware | 6798 | 20-5863371 |
| CSE Orlando-Pinar Terrace Manor LLC | Delaware | 6798 | 20-5863043 |
| CSE Orlando-Terra Vista Rehab LLC | Delaware | 6798 | 20-5863223 |
| CSE Pennsylvania Holdings, LP | Delaware | 6798 | 20-6974946 |
| CSE Piggott LLC | Delaware | 6798 | 20-5883659 |
| CSE Pilot Point LLC | Delaware | 6798 | 20-5862827 |

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|------------------------|----------|------|------------|
| CSE Pine View LLC | Delaware | 6798 | 20-5398686 |
| CSE Ponca City LLC | Delaware | 6798 | 20-5887495 |
| CSE Port St. Lucie LLC | Delaware | 6798 | 20-5863294 |
| CSE Richmond LLC | Delaware | 6798 | 20-5885427 |
| CSE Ripley LLC | Delaware | 6798 | 20-8295238 |
| CSE Ripon LLC | Delaware | 6798 | 26-0480886 |
| CSE Safford LLC | Delaware | 6798 | 20-5883807 |
| CSE Salina LLC | Delaware | 6798 | 20-5885669 |
| CSE Seminole LLC | Delaware | 6798 | 20-5887615 |
| CSE Shawnee LLC | Delaware | 6798 | 20-5887524 |
| CSE Spring Branch LLC | Delaware | 6798 | 20-5186484 |
| CSE Stillwater LLC | Delaware | 6798 | 20-5887548 |
| CSE Taylorsville LLC | Delaware | 6798 | 20-5886196 |

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| Exact name of registrant as specified in its charter (1) | State or other jurisdiction of incorporation or organization | Primary Standard Industrial Classification Code No. | I.R.S. Employer Identification No. |
|---|---|--|---|
| CSE Texarkana LLC | Delaware | 6798 | 20-5862880 |
| CSE Texas City LLC | Delaware | 6798 | 20-5862791 |
| CSE The Village LLC | Delaware | 6798 | 20-5186550 |
| CSE Upland LLC | Delaware | 6798 | 20-5891148 |
| CSE Walnut Cove L.P. | Delaware | 6798 | 20-5888502 |
| CSE West Point LLC | Delaware | 6798 | 20-5887119 |
| CSE Whitehouse LLC | Delaware | 6798 | 20-8294979 |
| CSE Williamsport LLC | Delaware | 6798 | 26-0480953 |
| CSE Winter Haven LLC | Delaware | 6798 | 20-5863327 |
| CSE Woodfin L.P. | Delaware | 6798 | 20-5888619 |
| CSE Yorktown LLC | Delaware | 6798 | 20-5885163 |
| Cuyahoga Falls Property, L.L.C. | Delaware | 6798 | 35-2419468 |
| Dallas Two Property, L.L.C. | Delaware | 6798 | 61-1746734 |
| Danbury ALF Property, L.L.C. | Delaware | 6798 | 27-4083747 |
| Darien ALF Property, L.L.C. | Delaware | 6798 | 30-0694838 |
| Delta Investors I, LLC | Maryland | 6798 | 54-2112455 |
| Delta Investors II, LLC | Maryland | 6798 | 54-2112456 |
| Denison Texas, L.L.C. | Delaware | 6798 | 32-0173170 |
| Desert Lane LLC | Delaware | 6798 | 20-3098022 |
| Dixie White House Nursing Home, LLC | Mississippi | 6798 | 59-3738671 |
| Dixon Health Care Center, LLC | Ohio | 6798 | 34-1509772 |
| East Rollins Street, L.L.C. | Delaware | 6798 | 38-3838004 |
| Edgewood Drive Property, L.L.C. | Delaware | 6798 | 32-0405276 |
| Effingham Associates, L.L.C. | Illinois | 6798 | 36-4150491 |
| Elite Mattoon, L.L.C. | Delaware | 6798 | 36-4454111 |
| Elite Yorkville, L.L.C. | Delaware | 6798 | 36-4454114 |
| Encanto Senior Care, LLC | Arizona | 6798 | 20-1669755 |
| Falcon Four Property Holding, L.L.C. | Delaware | 6798 | 46-3986352 |
| Falcon Four Property, L.L.C. | Delaware | 6798 | 30-0794160 |
| Falfurrias Texas, L.L.C. | Delaware | 6798 | 61-1501714 |
| Florida ALF Properties, L.L.C. | Delaware | 6798 | 32-0417622 |
| Florida Four Properties, L.L.C. | Delaware | 6798 | 35-2456486 |
| Florida Lessor – Meadowview, LLC | Maryland | 6798 | 56-2398721 |
| Florida Real Estate Company, LLC | Florida | 6798 | 20-1458431 |
| Fort Stockton Property, L.L.C. | Delaware | 6798 | 38-3918639 |
| Four Fountains Aviv, L.L.C. | Delaware | 6798 | 36-4601434 |
| Fredericksburg South Adams Street, L.L.C. | Delaware | 6798 | 27-5459311 |
| Freewater Oregon, L.L.C. | Delaware | 6798 | 36-2280966 |
| Fullerton California, L.L.C. | Delaware | 6798 | 36-4480527 |
| G&L Gardens, LLC | Arizona | 6798 | 95-4639695 |
| Gardnerville Property, L.L.C. | Delaware | 6798 | 37-1657201 |
| Georgia Lessor - Bonterra/Parkview, LLC | Maryland | 6798 | 16-1650494 |
| Germantown Property, L.L.C. | Delaware | 6798 | 45-4444655 |

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| Giltex Care, L.L.C. | Delaware | 6798 | 36-4572036 |
| Glendale NH Property, L.L.C. | Delaware | 6798 | 61-1686455 |
| Golden Hill Real Estate Company, LLC | California | 6798 | 71-0976967 |
| Gonzales Texas Property, L.L.C. | Delaware | 6798 | 32-0403901 |
| Great Bend Property, L.L.C. | Delaware | 6798 | 27-3971138 |
| Greenbough, LLC | Delaware | 6798 | 27-0258266 |
| Greenville Kentucky Property, L.L.C. | Delaware | 6798 | 30-0838127 |
| Heritage Monterey Associates, L.L.C. | Illinois | 6798 | 36-4056688 |
| HHM Aviv, L.L.C. | Delaware | 6798 | 32-0205746 |
| Hidden Acres Property, L.L.C. | Delaware | 6798 | 27-2457250 |
| Highland Leasehold, L.L.C. | Delaware | 6798 | 20-2873499 |
| Hobbs Associates, L.L.C. | Illinois | 6798 | 36-4177337 |
| Hot Springs Atrium Owner, LLC | Delaware | 6798 | 47-1359052 |

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|---|---|--|---|
| Hot Springs Aviv, L.L.C. | Delaware | 6798 | 30-0470700 |
| Hot Springs Cottages Owner, LLC | Delaware | 6798 | 47-1371567 |
| Hot Springs Marina Owner, LLC | Delaware | 6798 | 47-1461931 |
| Houston Texas Aviv, L.L.C. | Delaware | 6798 | 36-4587739 |
| Hutchinson Kansas, L.L.C. | Delaware | 6798 | 51-0559326 |
| Hutton I Land, LLC | Ohio | 6798 | 20-1914403 |
| Hutton II Land, LLC | Ohio | 6798 | 20-1914470 |
| Hutton III Land, LLC | Ohio | 6798 | 20-1914529 |
| Idaho Associates, L.L.C. | Illinois | 6798 | 36-4114446 |
| Illinois Missouri Properties, L.L.C. | Delaware | 6798 | 35-2520792 |
| Indiana Lessor – Wellington Manor, LLC | Maryland | 6798 | 32-0008064 |
| Iowa Lincoln County Property, L.L.C. | Delaware | 6798 | 45-4445450 |
| Jasper Springhill Street, L.L.C. | Delaware | 6798 | 27-5458704 |
| Kansas Five Property, L.L.C. | Delaware | 6798 | 36-1647542 |
| Karan Associates Two, L.L.C. | Delaware | 6798 | 61-1514965 |
| Karan Associates, L.L.C. | Delaware | 6798 | 11-3747208 |
| Karissa Court Property, L.L.C. | Delaware | 6798 | 38-3923400 |
| KB Northwest Associates, L.L.C. | Delaware | 6798 | 36-4572025 |
| Kentucky NH Properties, L.L.C. | Delaware | 6798 | 61-1730147 |
| Kingsville Texas, L.L.C. | Delaware | 6798 | 37-1522939 |
| LAD I Real Estate Company, LLC | Delaware | 6798 | 20-1454154 |
| Leatherman 90-1, LLC | Ohio | 6798 | 20-1914625 |
| Leatherman Partnership 89-1, LLC | Ohio | 6798 | 34-1656489 |
| Leatherman Partnership 89-2, LLC | Ohio | 6798 | 34-1656491 |
| Louisville Dutchmans Property, L.L.C. | Delaware | 6798 | 61-1715555 |
| Magnolia Drive Property, L.L.C. | Delaware | 6798 | 30-0793756 |
| Manor Associates, L.L.C. | Delaware | 6798 | 36-4572020 |
| Mansfield Aviv, L.L.C. | Delaware | 6798 | 32-0183852 |
| Massachusetts Nursing Homes, L.L.C. | Delaware | 6798 | 20-2873416 |
| McCarthy Street Property, L.L.C. | Delaware | 6798 | 38-3855495 |
| Meridian Arms Land, LLC | Ohio | 6798 | 20-1914864 |
| Minnesota Associates, L.L.C. | Delaware | 6798 | 36-4469552 |
| Mishawaka Property, L.L.C. | Delaware | 6798 | 36-4734067 |
| Missouri Associates, L.L.C. | Delaware | 6798 | 36-4572033 |
| Missouri Regency Associates, L.L.C. | Delaware | 6798 | 36-4572031 |
| Montana Associates, L.L.C. | Illinois | 6798 | 36-4149849 |
| Monterey Park Leasehold Mortgage, L.L.C. | Delaware | 6798 | 32-0267202 |
| Mount Washington Property, L.L.C. | Delaware | 6798 | 45-5010153 |
| Mt. Vernon Texas, L.L.C. | Delaware | 6798 | 35-2270167 |
| Murray County, L.L.C. | Delaware | 6798 | 36-4708756 |
| Muscatine Toledo Properties, L.L.C. | Delaware | 6798 | 36-4777497 |
| N.M. Bloomfield Three Plus One Limited Company | New Mexico | 6798 | 74-2748292 |

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| N.M. Espanola Three Plus One Limited Company | New Mexico | 6798 | 74-2748289 |
| N.M. Lordsburg Three Plus One Limited Company | New Mexico | 6798 | 74-2748286 |
| N.M. Silver City Three Plus One Limited Company | New Mexico | 6798 | 74-2748283 |
| New Hope Property, L.L.C. | Delaware | 6798 | 61-1720871 |
| Newtown ALF Property, L.L.C. | Delaware | 6798 | 27-4083571 |
| Nicholasville Kentucky Property, L.L.C. | Delaware | 6798 | 46-5411821 |
| North Las Vegas LLC | Delaware | 6798 | 20-3098036 |
| North Royalton Ohio Property, L.L.C. | Delaware | 6798 | 37-1729308 |
| Norwalk ALF Property, L.L.C. | Delaware | 6798 | 27-4083805 |
| NRS Ventures, L.L.C. | Delaware | 6798 | 38-4236118 |
| Oakland Nursing Homes, L.L.C. | Delaware | 6798 | 36-4572018 |
| Ocean Springs Nursing Home, LLC | Mississippi | 6798 | 58-2635823 |
| October Associates, L.L.C. | Delaware | 6798 | 36-4572030 |
| Ogden Associates, L.L.C. | Delaware | 6798 | 36-4412291 |

| Exact name of registrant as specified in its charter (1) | State or other jurisdiction of incorporation or organization | Primary Standard Industrial Classification Code No. | I.R.S. Employer Identification No. |
|---|---|--|---|
| OHI (Connecticut), LLC | Connecticut | 6798 | 06-1552120 |
| OHI (Illinois), LLC | Illinois | 6798 | 47-3264182 |
| OHI (Indiana), LLC | Indiana | 6798 | 38-3568359 |
| OHI (Iowa), LLC | Iowa | 6798 | 38-3377918 |
| OHI Asset (AR) Ash Flat, LLC | Delaware | 6798 | 46-3670959 |
| OHI Asset (AR) Camden, LLC | Delaware | 6798 | 46-3672608 |
| OHI Asset (AR) Conway, LLC | Delaware | 6798 | 61-1721332 |
| OHI Asset (AR) Des Arc, LLC | Delaware | 6798 | 46-3691025 |
| OHI Asset (AR) Hot Springs, LLC | Delaware | 6798 | 80-0951655 |
| OHI Asset (AR) Malvern, LLC | Delaware | 6798 | 46-3719491 |
| OHI Asset (AR) Mena, LLC | Delaware | 6798 | 38-3915930 |
| OHI Asset (AR) Pocahontas, LLC | Delaware | 6798 | 46-3728913 |
| OHI Asset (AR) Sheridan, LLC | Delaware | 6798 | 46-3739623 |
| OHI Asset (AR) Walnut Ridge, LLC | Delaware | 6798 | 46-3751920 |
| OHI Asset (AZ) Austin House, LLC | Delaware | 6798 | 46-4385050 |
| OHI Asset (CA), LLC | Delaware | 6798 | 04-3759925 |
| OHI Asset (CO), LLC | Delaware | 6798 | 84-1706510 |
| OHI Asset (CT) Lender, LLC | Delaware | 6798 | 75-3205111 |
| OHI Asset (FL) Eustis, LLC | Delaware | 6798 | 61-1773617 |
| OHI Asset (FL) Lake Placid, LLC | Delaware | 6798 | 46-3827043 |
| OHI Asset (FL) Lender, LLC | Delaware | 6798 | 27-4450390 |
| OHI Asset (FL) Lutz, LLC | Delaware | 6798 | 30-0858827 |
| OHI Asset (FL) Pensacola - Hillview, LLC | Delaware | 6798 | 36-4821441 |
| OHI Asset (FL) Pensacola, LLC | Delaware | 6798 | 35-2541006 |
| OHI Asset (FL), LLC | Delaware | 6798 | 13-4225158 |
| OHI Asset (GA) Dunwoody, LLC | Delaware | 6798 | 30-0869546 |
| OHI Asset (GA) Macon, LLC | Delaware | 6798 | 47-1027224 |
| OHI Asset (GA) Moultrie, LLC | Delaware | 6798 | 46-4254981 |
| OHI Asset (GA) Nashville, LLC | Delaware | 6798 | 37-1808814 |
| OHI Asset (GA) Roswell, LLC | Delaware | 6798 | 36-4808609 |
| OHI Asset (GA) Snellville, LLC | Delaware | 6798 | 46-4259685 |
| OHI Asset (GA) Valdosta, LLC | Delaware | 6798 | 35-2556904 |
| OHI Asset (ID) Holly, LLC | Delaware | 6798 | 46-4268973 |
| OHI Asset (ID) Midland, LLC | Delaware | 6798 | 46-4279515 |
| OHI Asset (ID), LLC | Delaware | 6798 | 04-3759931 |
| OHI Asset (IL), LLC | Delaware | 6798 | 14-1951802 |
| OHI Asset (IN) American Village, LLC | Delaware | 6798 | 46-0985915 |
| OHI Asset (IN) Anderson, LLC | Delaware | 6798 | 46-0989235 |
| OHI Asset (IN) Beech Grove, LLC | Delaware | 6798 | 46-1000956 |
| OHI Asset (IN) Clarksville, LLC | Delaware | 6798 | 46-1011127 |
| OHI Asset (IN) Clinton, LLC | Delaware | 6798 | 46-4095764 |
| OHI Asset (IN) Connersville, LLC | Delaware | 6798 | 46-4289202 |
| OHI Asset (IN) Crown Point, LLC | Delaware | 6798 | 46-1738072 |

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| OHI Asset (IN) Eagle Valley, LLC | Delaware | 6798 | 46-1021612 |
| OHI Asset (IN) Elkhart, LLC | Delaware | 6798 | 46-1035197 |
| OHI Asset (IN) Forest Creek, LLC | Delaware | 6798 | 46-1040435 |
| OHI Asset (IN) Fort Wayne, LLC | Delaware | 6798 | 46-1050897 |
| OHI Asset (IN) Franklin, LLC | Delaware | 6798 | 46-1062818 |
| OHI Asset (IN) Greensburg, LLC | Delaware | 6798 | 38-3879137 |
| OHI Asset (IN) Indianapolis, LLC | Delaware | 6798 | 36-4736441 |
| OHI Asset (IN) Jasper, LLC | Delaware | 6798 | 46-4100999 |
| OHI Asset (IN) Kokomo, LLC | Delaware | 6798 | 46-1071289 |
| OHI Asset (IN) Lafayette, LLC | Delaware | 6798 | 46-1085161 |
| OHI Asset (IN) Madison, LLC | Delaware | 6798 | 46-1745924 |
| OHI Asset (IN) Monticello, LLC | Delaware | 6798 | 46-1090601 |
| OHI Asset (IN) Noblesville, LLC | Delaware | 6798 | 46-1103366 |

| Exact name of registrant as specified in its charter (1) | State or other jurisdiction of incorporation or organization | Primary Standard Industrial Classification Code No. | I.R.S. Employer Identification No. |
|---|---|--|---|
| OHI Asset (IN) Rosewalk, LLC | Delaware | 6798 | 46-1116285 |
| OHI Asset (IN) Salem, LLC | Delaware | 6798 | 46-4111473 |
| OHI Asset (IN) Seymour, LLC | Delaware | 6798 | 46-4133715 |
| OHI Asset (IN) Spring Mill, LLC | Delaware | 6798 | 46-1120573 |
| OHI Asset (IN) Terre Haute, LLC | Delaware | 6798 | 46-1140102 |
| OHI Asset (IN) Wabash, LLC | Delaware | 6798 | 38-3879151 |
| OHI Asset (IN) Westfield, LLC | Delaware | 6798 | 32-0381277 |
| OHI Asset (IN) Zionsville, LLC | Delaware | 6798 | 46-1152307 |
| OHI Asset (LA) Baton Rouge, LLC | Delaware | 6798 | 37-1785874 |
| OHI Asset (LA), LLC | Delaware | 6798 | 04-3759935 |
| OHI Asset (MD) Baltimore - Pall Mall, LLC | Delaware | 6798 | 37-1799968 |
| OHI Asset (MD) Baltimore - West Belvedere, LLC | Delaware | 6798 | 38-3987828 |
| OHI Asset (MD) Salisbury, LLC | Delaware | 6798 | 38-3987971 |
| OHI Asset (MD), LLC | Delaware | 6798 | 45-2611748 |
| OHI Asset (MI) Carson City, LLC | Delaware | 6798 | 61-1786671 |
| OHI Asset (MI) Heather Hills, LLC | Delaware | 6798 | 46-1515395 |
| OHI Asset (MI), LLC | Delaware | 6798 | 27-3378345 |
| OHI Asset (MO), LLC | Delaware | 6798 | 04-3759939 |
| OHI Asset (MS) Byhalia, LLC | Delaware | 6798 | 46-4298734 |
| OHI Asset (MS) Cleveland, LLC | Delaware | 6798 | 36-4774986 |
| OHI Asset (MS) Clinton, LLC | Delaware | 6798 | 80-0965657 |
| OHI Asset (MS) Columbia, LLC | Delaware | 6798 | 46-4340609 |
| OHI Asset (MS) Corinth, LLC | Delaware | 6798 | 46-4351222 |
| OHI Asset (MS) Greenwood, LLC | Delaware | 6798 | 46-4361245 |
| OHI Asset (MS) Grenada, LLC | Delaware | 6798 | 46-4376223 |
| OHI Asset (MS) Holly Springs, LLC | Delaware | 6798 | 38-3921178 |
| OHI Asset (MS) Indianola, LLC | Delaware | 6798 | 90-1036275 |
| OHI Asset (MS) Natchez, LLC | Delaware | 6798 | 46-4384987 |
| OHI Asset (MS) Picayune, LLC | Delaware | 6798 | 90-1036523 |
| OHI Asset (MS) Vicksburg, LLC | Delaware | 6798 | 90-1036559 |
| OHI Asset (MS) Yazoo City, LLC | Delaware | 6798 | 38-3921461 |
| OHI Asset (NC) Biscoe, LLC | Delaware | 6798 | 37-1816580 |
| OHI Asset (NC) Cornelius, LLC | Delaware | 6798 | 30-0930325 |
| OHI Asset (NC) Drexel, LLC | Delaware | 6798 | 32-0489893 |
| OHI Asset (NC) Fayetteville, LLC | Delaware | 6798 | 30-0930685 |
| OHI Asset (NC) Hallsboro, LLC | Delaware | 6798 | 61-1789056 |
| OHI Asset (NC) Marion, LLC | Delaware | 6798 | 36-4833434 |
| OHI Asset (NC) Marshville, LLC | Delaware | 6798 | 37-1820268 |
| OHI Asset (NC) Mocksville – 1007 Howard Street, LLC | Delaware | 6798 | 37-1820636 |
| OHI Asset (NC) Mocksville – 1304 Madison Road, LLC | Delaware | 6798 | 30-0932315 |
| OHI Asset (NC) Nashville, LLC | Delaware | 6798 | 35-2558694 |

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| OHI Asset (NC) Raeford, LLC | Delaware | 6798 | 32-0492904 |
| OHI Asset (NC) Rocky Mount – 1558 S. Winstead, LLC | Delaware | 6798 | 38-4001050 |
| OHI Asset (NC) Rocky Mount – 415 N. Winstead, LLC | Delaware | 6798 | 30-0934215 |
| OHI Asset (NC) Salisbury, LLC | Delaware | 6798 | 35-2559111 |
| OHI Asset (NC) Saluda, LLC | Delaware | 6798 | 37-1824735 |
| OHI Asset (NC) Shallotte, LLC | Delaware | 6798 | 37-1824797 |
| OHI Asset (NC) Wadesboro, LLC | Delaware | 6798 | 35-2492230 |
| OHI Asset (NC) Waynesville, LLC | Delaware | 6798 | 32-0493579 |
| OHI Asset (NC) Wilmington, LLC | Delaware | 6798 | 38-4001708 |
| OHI Asset (NC) Winston Salem, LLC | Delaware | 6798 | 32-0493698 |
| OHI Asset (NY) 2nd Avenue, LLC | Delaware | 6798 | 30-0874937 |
| OHI Asset (NY) 93rd Street, LLC | Delaware | 6798 | 32-0470120 |
| OHI Asset (OH) Huber Heights, LLC | Delaware | 6798 | 36-4830903 |
| OHI Asset (OH) Lender, LLC | Delaware | 6798 | 51-0529744 |
| OHI Asset (OH) New London, LLC | Delaware | 6798 | 36-4831126 |

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|---|---|--|---|
| OHI Asset (OH) Steubenville, LLC | Delaware | 6798 | 30-0922159 |
| OHI Asset (OH) Toledo, LLC | Delaware | 6798 | 35-2555519 |
| OHI Asset (OH) West Carrollton, LLC | Delaware | 6798 | 35-2555884 |
| OHI Asset (OH), LLC | Delaware | 6798 | 04-3759938 |
| OHI Asset (OR) Portland, LLC | Delaware | 6798 | 30-0805633 |
| OHI Asset (OR) Troutdale, LLC | Delaware | 6798 | 47-2564223 |
| OHI Asset (PA) GP, LLC | Delaware | 6798 | 47-2553542 |
| OHI Asset (PA) West Mifflin, LP | Delaware | 6798 | 30-0852028 |
| OHI Asset (PA), LLC | Delaware | 6798 | 90-0137715 |
| OHI Asset (PA), LP | Maryland | 6798 | 54-6643405 |
| OHI Asset (SC) Aiken, LLC | Delaware | 6798 | 46-4426281 |
| OHI Asset (SC) Anderson, LLC | Delaware | 6798 | 46-4455254 |
| OHI Asset (SC) Easley Anne, LLC | Delaware | 6798 | 46-4475177 |
| OHI Asset (SC) Easley Crestview, LLC | Delaware | 6798 | 46-4489507 |
| OHI Asset (SC) Edgefield, LLC | Delaware | 6798 | 46-4494366 |
| OHI Asset (SC) Greenville Griffith, LLC | Delaware | 6798 | 46-4510885 |
| OHI Asset (SC) Greenville Laurens, LLC | Delaware | 6798 | 46-4524387 |
| OHI Asset (SC) Greenville North, LLC | Delaware | 6798 | 46-4538349 |
| OHI Asset (SC) Greenville, LLC | Delaware | 6798 | 47-1053139 |
| OHI Asset (SC) Greer, LLC | Delaware | 6798 | 46-4551649 |
| OHI Asset (SC) Marietta, LLC | Delaware | 6798 | 46-4569172 |
| OHI Asset (SC) McCormick, LLC | Delaware | 6798 | 46-4597938 |
| OHI Asset (SC) Orangeburg, LLC | Delaware | 6798 | 47-1034331 |
| OHI Asset (SC) Pickens East Cedar, LLC | Delaware | 6798 | 46-4613823 |
| OHI Asset (SC) Pickens Rosemond, LLC | Delaware | 6798 | 46-4629569 |
| OHI Asset (SC) Piedmont, LLC | Delaware | 6798 | 46-4640288 |
| OHI Asset (SC) Simpsonville SE Main, LLC | Delaware | 6798 | 46-4682098 |
| OHI Asset (SC) Simpsonville West Broad, LLC | Delaware | 6798 | 46-4695995 |
| OHI Asset (SC) Simpsonville West Curtis, LLC | Delaware | 6798 | 46-4712666 |
| OHI Asset (TN) Bartlett, LLC | Delaware | 6798 | 46-4727889 |
| OHI Asset (TN) Collierville, LLC | Delaware | 6798 | 46-4738239 |
| OHI Asset (TN) Jefferson City, LLC | Delaware | 6798 | 61-1750374 |
| OHI Asset (TN) Memphis, LLC | Delaware | 6798 | 46-4750926 |
| OHI Asset (TN) Rogersville, LLC | Delaware | 6798 | 38-3954783 |
| OHI Asset (TX) Anderson, LLC | Delaware | 6798 | 46-4764905 |
| OHI Asset (TX) Bryan, LLC | Delaware | 6798 | 46-4781488 |
| OHI Asset (TX) Burleson, LLC | Delaware | 6798 | 46-4795498 |
| OHI Asset (TX) College Station, LLC | Delaware | 6798 | 46-4805289 |
| OHI Asset (TX) Comfort, LLC | Delaware | 6798 | 46-4815908 |
| OHI Asset (TX) Diboll, LLC | Delaware | 6798 | 46-4843528 |
| OHI Asset (TX) Granbury, LLC | Delaware | 6798 | 46-4852513 |
| OHI Asset (TX) Hondo, LLC | Delaware | 6798 | 46-1346058 |
| OHI Asset (TX) Italy, LLC | Delaware | 6798 | 46-4873054 |

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| OHI Asset (TX) Schertz, LLC | Delaware | 6798 | 30-0890365 |
| OHI Asset (TX) Winnsboro, LLC | Delaware | 6798 | 46-4881288 |
| OHI Asset (TX), LLC | Delaware | 6798 | 04-3759927 |
| OHI Asset (UT) Ogden, LLC | Delaware | 6798 | 46-4903181 |
| OHI Asset (UT) Provo, LLC | Delaware | 6798 | 46-4915063 |
| OHI Asset (UT) Roy, LLC | Delaware | 6798 | 46-4931511 |
| OHI Asset (VA) Charlottesville - 1165 Pepsi Place, LLC | Delaware | 6798 | 30-0924115 |
| OHI Asset (VA) Charlottesville, LLC | Delaware | 6798 | 46-4945417 |
| OHI Asset (VA) Chesapeake, LLC | Delaware | 6798 | 61-1791025 |
| OHI Asset (VA) Farmville, LLC | Delaware | 6798 | 46-4955482 |
| OHI Asset (VA) Galax, LLC | Delaware | 6798 | 61-1791162 |
| OHI Asset (VA) Hillsville, LLC | Delaware | 6798 | 46-4987367 |
| OHI Asset (VA) Madison, LLC | Delaware | 6798 | 36-4835627 |

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| Exact name of registrant as specified in its charter (1) | State or other jurisdiction of incorporation or organization | Primary Standard Industrial Classification Code No. | I.R.S. Employer Identification No. |
|---|---|--|---|
| OHI Asset (VA) Martinsville SNF, LLC | Delaware | 6798 | 37-1791389 |
| OHI Asset (VA) Mechanicsville, LLC | Delaware | 6798 | 38-4002156 |
| OHI Asset (VA) Norfolk, LLC | Delaware | 6798 | 32-0494147 |
| OHI Asset (VA) Portsmouth, LLC | Delaware | 6798 | 36-4835789 |
| OHI Asset (VA) Richmond - 2420 Pemberton Road, LLC | Delaware | 6798 | 38-3993910 |
| OHI Asset (VA) Richmond - 9101 Bon Air, LLC | Delaware | 6798 | 36-4831548 |
| OHI Asset (VA) Rocky Mount, LLC | Delaware | 6798 | 46-5002710 |
| OHI Asset (VA) Suffolk, LLC | Delaware | 6798 | 61-1791714 |
| OHI Asset (WA) Battle Ground, LLC | Delaware | 6798 | 46-5006928 |
| OHI Asset (WA) Fort Vancouver, LLC | Delaware | 6798 | 36-4817415 |
| OHI Asset (WV) Danville, LLC | Delaware | 6798 | 47-1084194 |
| OHI Asset (WV) Ivydale, LLC | Delaware | 6798 | 47-1112048 |
| OHI Asset CHG ALF, LLC | Delaware | 6798 | 38-3945599 |
| OHI Asset CSB LLC | Delaware | 6798 | 27-2820083 |
| OHI Asset CSE-E Subsidiary, LLC | Delaware | 6798 | 61-1756267 |
| OHI Asset CSE-E, LLC | Delaware | 6798 | 27-1675861 |
| OHI Asset CSE-U Subsidiary, LLC | Delaware | 6798 | 32-0459385 |
| OHI Asset CSE-U, LLC | Delaware | 6798 | 27-1675768 |
| OHI Asset HUD CFG, LLC | Delaware | 6798 | 45-3662151 |
| OHI Asset HUD Delta, LLC | Delaware | 6798 | 27-1895030 |
| OHI Asset HUD H-F, LLC | Delaware | 6798 | 27-1894893 |
| OHI Asset HUD SF CA, LLC | Delaware | 6798 | 46-1251365 |
| OHI Asset HUD SF, LLC | Delaware | 6798 | 80-0830116 |
| OHI Asset HUD WO, LLC | Delaware | 6798 | 45-2379675 |
| OHI Asset II (CA), LLC | Delaware | 6798 | 20-1000879 |
| OHI Asset II (FL), LLC | Delaware | 6798 | 27-1813906 |
| OHI Asset II (PA), LP | Maryland | 6798 | 84-6390330 |
| OHI Asset III (PA), LP | Maryland | 6798 | 84-6390331 |
| OHI Asset IV (PA) Silver Lake, LP | Maryland | 6798 | 80-6146794 |
| OHI Asset Management, LLC | Delaware | 6798 | 36-4798979 |
| OHI Asset RO PMM Services, LLC | Delaware | 6798 | 46-4309941 |
| OHI Asset RO, LLC | Delaware | 6798 | 90-1018980 |
| OHI Asset, LLC | Delaware | 6798 | 32-0079270 |
| OHI Healthcare Properties Holdco, Inc. | Delaware | 6798 | 47-2148273 |
| OHI Healthcare Properties Limited Partnership | Delaware | 6798 | 36-4796206 |
| OHI Mezz Lender, LLC | Delaware | 6798 | 46-3201249 |
| OHI Tennessee, LLC | Maryland | 6798 | 38-3509157 |
| OHIMA, LLC | Massachusetts | 6798 | 06-1552118 |
| Ohio Aviv Three, L.L.C. | Delaware | 6798 | 27-5082021 |
| Ohio Aviv Two, L.L.C. | Delaware | 6798 | 27-5081906 |
| Ohio Aviv, L.L.C. | Delaware | 6798 | 36-4597043 |
| Ohio Indiana Property, L.L.C. | Delaware | 6798 | 36-4764623 |

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| Ohio Pennsylvania Property, L.L.C. | Delaware | 6798 | 32-0350654 |
| Oklahoma Two Property, L.L.C. | Delaware | 6798 | 37-1695177 |
| Oklahoma Warr Wind, L.L.C. | Delaware | 6798 | 38-3886603 |
| Omaha Associates, L.L.C. | Delaware | 6798 | 36-4572019 |
| Omega TRS I, Inc. | Maryland | 6798 | 38-3587540 |
| Orange ALF Property, L.L.C. | Delaware | 6798 | 27-4083471 |
| Orange Village Care Center, LLC | Ohio | 6798 | 34-1321728 |
| Orange, L.L.C. | Illinois | 6798 | 36-4095365 |
| Oregon Associates, L.L.C. | Delaware | 6798 | 36-4572024 |
| Oso Avenue Property, L.L.C. | Delaware | 6798 | 30-0767014 |
| Ostrom Avenue Property, L.L.C. | Delaware | 6798 | 32-0457123 |
| Palm Valley Senior Care, LLC | Arizona | 6798 | 75-3153681 |
| Panama City Nursing Center LLC | Delaware | 6798 | 20-2568041 |
| Pavillion North Partners, LLC | Pennsylvania | 6798 | 47-3255261 |

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|---|---|--|---|
| Pavillion North, LLP | Pennsylvania | 6798 | 75-3202956 |
| Pavillion Nursing Center North, LLC | Pennsylvania | 6798 | 47-3259540 |
| Peabody Associates Two, L.L.C. | Delaware | 6798 | 27-5346222 |
| Peabody Associates, L.L.C. | Delaware | 6798 | 36-4572029 |
| Pennington Road Property, L.L.C. | Delaware | 6798 | 36-4768380 |
| Pensacola Real Estate Holdings I, LLC | Florida | 6798 | 59-3667935 |
| Pensacola Real Estate Holdings II, LLC | Florida | 6798 | 59-3667937 |
| Pensacola Real Estate Holdings III, LLC | Florida | 6798 | 59-3667939 |
| Pensacola Real Estate Holdings IV, LLC | Florida | 6798 | 59-3667940 |
| Pensacola Real Estate Holdings V, LLC | Florida | 6798 | 59-3667941 |
| Pocatello Idaho Property, L.L.C. | Delaware | 6798 | 35-2449870 |
| Pomona Vista L.L.C. | Illinois | 6798 | 36-4111095 |
| Prescott Arkansas, L.L.C. | Delaware | 6798 | 04-3835264 |
| PV Realty-Clinton, LLC | Maryland | 6798 | 26-4389743 |
| PV Realty-Kensington, LLC | Maryland | 6798 | 26-4389837 |
| PV Realty-Willow Tree, LLC | Maryland | 6798 | 27-0328038 |
| Raton Property Limited Company | New Mexico | 6798 | 36-4111094 |
| Ravenna Ohio Property, L.L.C. | Delaware | 6798 | 61-1692048 |
| Red Rocks, L.L.C. | Illinois | 6798 | 36-4192351 |
| Richland Washington, L.L.C. | Delaware | 6798 | 26-0081509 |
| Ridgecrest Senior Care, LLC | Arizona | 6798 | 20-1998988 |
| Riverside Nursing Home Associates Two, L.L.C. | Delaware | 6798 | 27-3524946 |
| Riverside Nursing Home Associates, L.L.C. | Delaware | 6798 | 36-4340184 |
| Rockingham Drive Property, L.L.C. | Delaware | 6798 | 35-2485732 |
| Rose Baldwin Park Property L.L.C. | Illinois | 6798 | 36-4111092 |
| S.C. Portfolio Property, L.L.C. | Delaware | 6798 | 32-0457621 |
| Salem Associates, L.L.C. | Delaware | 6798 | 36-4572028 |
| San Juan NH Property, LLC | Delaware | 6798 | 11-3714511 |
| Sandalwood Arkansas Property, L.L.C. | Delaware | 6798 | 61-1665105 |
| Santa Ana-Bartlett, L.L.C. | Illinois | 6798 | 36-4212739 |
| Santa Fe Missouri Associates, L.L.C. | Illinois | 6798 | 36-4165126 |
| Savoy/Bonham Venture, L.L.C. | Delaware | 6798 | 36-4572026 |
| Searcy Aviv, L.L.C. | Delaware | 6798 | 38-3779442 |
| Sedgwick Properties, L.L.C. | Delaware | 6798 | 36-4694767 |
| Seguin Texas Property, L.L.C. | Delaware | 6798 | 35-2456377 |
| Sierra Ponds Property, L.L.C. | Delaware | 6798 | 38-3888430 |
| Skyler Boyington, LLC | Mississippi | 6798 | 42-1572543 |
| Skyler Florida, LLC | Mississippi | 6798 | 64-0821299 |
| Skyler Maitland LLC | Delaware | 6798 | 20-3888672 |
| Skyler Pensacola, LLC | Florida | 6798 | 59-3561064 |
| Skyview Associates, L.L.C. | Delaware | 6798 | 36-4572023 |
| Southeast Missouri Property, L.L.C. | Delaware | 6798 | 27-3502072 |
| Southern California Nevada, L.L.C. | Delaware | 6798 | 30-0705746 |

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| St. Joseph Missouri Property, L.L.C. | Delaware | 6798 | 36-4786588 |
| St. Mary's Properties, LLC | Ohio | 6798 | 20-1914905 |
| Star City Arkansas, L.L.C. | Delaware | 6798 | 43-2089308 |
| Stephenville Texas Property, L.L.C. | Delaware | 6798 | 46-5421870 |
| Sterling Acquisition, LLC | Kentucky | 6798 | 38-3207992 |
| Stevens Avenue Property, L.L.C. | Delaware | 6798 | 35-2446030 |
| Sun-Mesa Properties, L.L.C. | Illinois | 6798 | 36-4047650 |
| Suwanee, LLC | Delaware | 6798 | 20-5223977 |
| Texas Fifteen Property, L.L.C. | Delaware | 6798 | 35-2437626 |
| Texas Four Property, L.L.C. | Delaware | 6798 | 46-5459201 |
| Texas Lessor – Stonegate GP, LLC | Maryland | 6798 | 32-0008071 |
| Texas Lessor – Stonegate, Limited, LLC | Maryland | 6798 | 32-0008072 |
| Texas Lessor – Stonegate, LP | Maryland | 6798 | 32-0008073 |

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|---|---|--|---|
| Texhoma Avenue Property, L.L.C. | Delaware | 6798 | 35-2470607 |
| The Suburban Pavilion, LLC | Ohio | 6798 | 34-1035431 |
| Tujunga, L.L.C. | Delaware | 6798 | 36-4389732 |
| Tulare County Property, L.L.C. | Delaware | 6798 | 46-5446413 |
| VRB Aviv, L.L.C. | Delaware | 6798 | 76-0802032 |
| Washington Idaho Property, L.L.C. | Delaware | 6798 | 61-1743318 |
| Washington Lessor – Silverdale, LLC | Maryland | 6798 | 56-2386887 |
| Washington-Oregon Associates, L.L.C. | Illinois | 6798 | 36-4192347 |
| Watauga Associates, L.L.C. | Illinois | 6798 | 36-4163268 |
| Wellington Leasehold, L.L.C. | Delaware | 6798 | 27-3971187 |
| West Pearl Street, L.L.C. | Delaware | 6798 | 81-0637081 |
| West Yarmouth Property I, L.L.C. | Delaware | 6798 | 46-5495346 |
| Westerville Ohio Office Property, L.L.C. | Delaware | 6798 | 32-0452280 |
| Wheeler Healthcare Associates, L.L.C. | Texas | 6798 | 74-2752353 |
| Whitlock Street Property, L.L.C. | Delaware | 6798 | 32-0419832 |
| Wilcare, LLC | Ohio | 6798 | 26-0110550 |
| Willis Texas Aviv, L.L.C. | Delaware | 6798 | 37-1522942 |
| Yuba Aviv, L.L.C. | Delaware | 6798 | 11-3750228 |

(1) Address, including zip code of the principal executive offices of each subsidiary guarantor listed above is c/o Omega Healthcare Investors, Inc., 200 International Circle, Suite 3500, Hunt Valley, Maryland, 21030 and the telephone number, including area code, is (410) 427-1700. The guarantors may change from time to time as reflected in subsequent amendments to this Registration Statement.

EXPLANATORY NOTE

This Post-Effective Amendment relates to the Automatic Shelf Registration Statement on Form S-3 (File No. 333-208710) of Omega Healthcare Investors, Inc. and its subsidiary co-registrants, which was filed with the Securities and Exchange Commission and became effective on December 22, 2015 (as amended, the “Registration Statement”). This Post-Effective Amendment is being filed for the purpose of adding the subsidiaries identified below as co-registrants that are, or may potentially be, guarantors of some or all of the debt securities with respect to which offers and sales are registered under the Registration Statement:

| | |
|---|--|
| OHI Asset (FL) Pensacola, LLC | OHI Asset (NC) Shallotte, LLC |
| OHI Asset (GA) Nashville, LLC | OHI Asset (NC) Waynesville, LLC |
| OHI Asset (GA) Valdosta, LLC | OHI Asset (NC) Wilmington, LLC |
| OHI Asset (MD) Baltimore - Pall Mall, LLC | OHI Asset (NC) Winston Salem, LLC |
| OHI Asset (MD) Baltimore - West Belvedere, LLC | OHI Asset (OH) Huber Heights, LLC |
| OHI Asset (MD) Salisbury, LLC | OHI Asset (OH) New London, LLC |
| OHI Asset (MI) Carson City, LLC | OHI Asset (OH) Steubenville, LLC |
| OHI Asset (NC) Biscoe, LLC | OHI Asset (OH) Toledo, LLC |
| OHI Asset (NC) Cornelius, LLC | OHI Asset (OH) West Carrollton, LLC |
| OHI Asset (NC) Drexel, LLC | OHI Asset (TX) Schertz, LLC |
| OHI Asset (NC) Fayetteville, LLC | OHI Asset (VA) Charlottesville - 1165 Pepsi Place, LLC |
| OHI Asset (NC) Hallsboro, LLC | OHI Asset (VA) Chesapeake, LLC |
| OHI Asset (NC) Marion, LLC | OHI Asset (VA) Galax, LLC |
| OHI Asset (NC) Marshville, LLC | OHI Asset (VA) Madison, LLC |
| OHI Asset (NC) Mocksville – 1007 Howard Street, LLC | OHI Asset (VA) Mechanicsville, LLC |
| OHI Asset (NC) Mocksville – 1304 Madison Road, LLC | OHI Asset (VA) Norfolk, LLC |
| OHI Asset (NC) Nashville, LLC | OHI Asset (VA) Portsmouth, LLC |
| OHI Asset (NC) Raeford, LLC | OHI Asset (VA) Richmond - 2420 Pemberton Road, LLC |
| OHI Asset (NC) Rocky Mount – 1558 S. Winstead, LLC | OHI Asset (VA) Richmond - 9101 Bon Air, LLC |
| OHI Asset (NC) Rocky Mount – 415 N. Winstead, LLC | OHI Asset (VA) Suffolk, LLC |
| OHI Asset (NC) Salisbury, LLC | PV Realty-Clinton, LLC |
| OHI Asset (NC) Saluda, LLC | PV Realty-Kensington, LLC |

and additionally, removing Aviv Healthcare Capital Corporation as a co-registrant, as such subsidiary has been dissolved. No changes are being made to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing. This Post-Effective Amendment shall become effective immediately upon filing with the Securities and Exchange Commission.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth the costs and expenses to be paid by Omega Healthcare Investors, Inc. (the “Company” or “Omega”) in connection with the offering of the securities registered. All amounts are estimates except for the registration fee.

| | |
|------------------------------|-------|
| SEC Registration Fee | \$ * |
| Rating Agency Fees | ** |
| Trustee’s Fees and Expenses | ** |
| Accounting Fees and Expenses | ** |
| Legal Fees and Expenses | ** |
| Printing and Filing Expenses | ** |
| Transfer Fees and Expenses | ** |
| Miscellaneous | ** |
| Total | \$ ** |

*Deferred in reliance on Rule 456(b) and 457(r)

** An estimate of the aggregate amount of these expenses will be reflected in the applicable prospectus supplement

Item 15. Indemnification of Directors and Officers

The charter and bylaws of Omega provide for indemnification of directors and officers to the fullest extent permitted by Maryland law.

Section 2-418 of the General Corporation Law of the State of Maryland generally permits indemnification of any director or officer with respect to any proceedings unless it is established that: (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and was either (i) committed in bad faith or (ii) the

result of active and deliberate dishonesty; (b) the director or officer actually received an improper personal benefit in money, property or services; or (c) in the case of a criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. The indemnity may include judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the director or officer in connection with the proceedings. However, a corporation may not indemnify a director or officer who shall have been adjudged to be liable to the corporation, or who instituted a proceeding against the corporation (unless such proceeding was brought to enforce the indemnification provisions of Section 2-418, or the charter, bylaws, a resolution of the board of directors of the corporation or an agreement approved by the board of directors). In addition, a director may not be indemnified under Section 2-418 in respect of any proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged to be liable on the basis that personal benefit was improperly received. The termination of any proceeding by judgment, order or settlement does not create a presumption that the director or officer did not meet the requisite standard of conduct required for permitted indemnification. The termination of any proceeding by conviction, or plea of nolo contendere or its equivalent, or an entry of an order of probation prior to judgment, creates a rebuttable presumption that the director or officer did not meet that standard of conduct. A director or officer who has been successful on the merits or otherwise, in the defense of any proceeding referred to above shall be indemnified against any reasonable expenses incurred by the director or officer in connection with the proceeding. As noted below, the SEC may limit the corporation's obligation to provide this indemnification.

Omega has also entered into indemnity agreements with the officers and directors of the registrant that provide that the registrant will, subject to certain conditions, pay on behalf of the indemnified party any amount which the indemnified party is or becomes legally obligated to pay because of any act or omission or neglect or breach of duty, including any actual or alleged error or misstatement or misleading statement, which the indemnified party commits or suffers while acting in the capacity as an officer or director of the registrant. Once an initial determination is made by the registrant that a director or officer did not act in bad faith or for personal benefit, the indemnification provisions contained in the charter, bylaws, and indemnity agreements would require the registrant to advance any reasonable expenses incurred by the director or officer, and to pay the costs, judgments, and penalties determined against a director or officer in a proceeding brought against them.

Insofar as indemnification for liabilities arising under the Securities Act is permitted to directors and officers of Omega pursuant to the above-described provisions, Omega understands that the SEC is of the opinion that such indemnification contravenes federal public policy as expressed in said act and therefore is unenforceable.

Item 16. Exhibits

The exhibits to this registration statement are listed in the Exhibit Index that immediately precedes such exhibits and is hereby incorporated by reference.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in this registration statement. Notwithstanding the foregoing, any increase or decrease in

volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii), and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) If the registrant is relying on Rule 430B:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hunt Valley, State of Maryland, on this 30th day of June, 2016.

OMEGA HEALTHCARE
INVESTORS, INC.

By: /s/ C. Taylor Pickett
C. Taylor Pickett
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of June 2016.

| Signature | Position |
|--|---|
| /s/ C. Taylor Pickett C. Taylor Pickett | Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Robert O. Stephenson Robert O. Stephenson | Chief Financial Officer (Principal Financial Officer) |
| /s/ Michael D. Ritz Michael D. Ritz | Chief Accounting Officer (Principal Accounting Officer) |
| * Bernard J. Korman | Chairman of the Board of Directors |
| * Craig M. Bernfield | Director |
| * Norman Bobins | Director |
| * Craig R. Callen | Director |

* Director
Barbara B. Hill

* Director
Harold J. Kloosterman

* Director
Edward Lowenthal

* Director
Ben W. Perks

* Director
Stephen D. Plavin

* By: /s/ Robert O. Stephenson

Robert O. Stephenson as attorney-in-fact pursuant to authority granted by power of attorney, copies of which have been previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, C. Taylor Pickett has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hunt Valley, State of Maryland, on this 30th day of June, 2016.

11900 East Artesia Boulevard, LLC
1200 Ely Street Holdings Co. LLC
13922 Cerise Avenue, LLC
1628 B Street, LLC
2400 Parkside Drive, LLC
2425 Teller Avenue, LLC
245 East Wilshire Avenue, LLC
3232 Artesia Real Estate, LLC
3806 Clayton Road, LLC
42235 County Road Holdings Co. LLC
446 Sycamore Road, L.L.C.
48 High Point Road, LLC
523 Hayes Lane, LLC
637 East Romie Lane, LLC
Alamogordo Aviv, L.L.C.
Albany Street Property, L.L.C.
Arizona Lessor – Infinia, LLC
Arkansas Aviv, L.L.C.
Arma Yates, L.L.C.
Avery Street Property, L.L.C
Aviv Asset Management, L.L.C.
Aviv Financing I, L.L.C.
Aviv Financing II, L.L.C.
Aviv Financing III, L.L.C.
Aviv Financing IV, L.L.C.
Aviv Financing V, L.L.C.
Aviv Foothills, L.L.C.
Aviv Healthcare Properties Operating Partnership I, L.P.
Aviv Liberty, L.L.C.
Avon Ohio, L.L.C.
Bala Cynwyd Real Estate, LP
Bayside Colorado Healthcare Associates, LLC
Bayside Street II, LLC
Bayside Street, LLC
Belleville Illinois, L.L.C.
Bellingham II Associates, L.L.C.
Bethel ALF Property, L.L.C.

BHG Aviv, L.L.C.
Biglerville Road, L.L.C.
Bonham Texas, L.L.C.
Bradenton ALF Property, L.L.C.
Burton NH Property, L.L.C.
California Aviv Two, L.L.C.
California Aviv, L.L.C.
Camas Associates, L.L.C.
Canton Health Care Land, LLC
Carnegie Gardens LLC
Casa/Sierra California Associates, L.L.C.
CFG 2115 Woodstock Place LLC

Champaign Williamson Franklin, L.L.C.
Chardon Ohio Property Holdings, L.L.C.
Chardon Ohio Property, L.L.C.
Chatham Aviv, L.L.C.
Chippewa Valley, L.L.C.
CHR Bartow LLC
CHR Boca Raton LLC
CHR Bradenton LLC
CHR Cape Coral LLC
CHR Fort Myers LLC
CHR Fort Walton Beach LLC
CHR Lake Wales LLC
CHR Lakeland LLC
CHR Pompano Beach Broward LLC
CHR Pompano Beach LLC
CHR Sanford LLC
CHR Spring Hill LLC
CHR St. Pete Bay LLC
CHR St. Pete Egret LLC
CHR Tampa Carrollwood LLC
CHR Tampa LLC
CHR Tarpon Springs LLC
CHR Titusville LLC
Clarkston Care, L.L.C.
Clayton Associates, L.L.C.
Colonial Gardens, LLC
Colonial Madison Associates, L.L.C.
Colorado Lessor - Conifer, LLC
Columbus Texas Aviv, L.L.C.
Columbus Western Avenue, L.L.C.
Colville Washington Property, L.L.C.
Commerce Nursing Homes, L.L.C.
Commerce Sterling Hart Drive, L.L.C.
Conroe Rigby Owen Road, L.L.C.
CR Aviv, L.L.C.
Crete Plus Five Property, L.L.C.
Crooked River Road, L.L.C.
CSE Albany LLC
CSE Amarillo LLC
CSE Arden L.P.
CSE Augusta LLC
CSE Bedford LLC
CSE Blountville LLC
CSE Bolivar LLC
CSE Cambridge LLC
CSE Cambridge Realty LLC
CSE Camden LLC

CSE Canton LLC
CSE Casablanca Holdings II LLC
CSE Casablanca Holdings LLC
CSE Cedar Rapids LLC
CSE Centennial Village, LP
CSE Chelmsford LLC
CSE Chesterton LLC
CSE Claremont LLC
CSE Corpus North LLC

CSE Denver Iliff LLC
CSE Denver LLC
CSE Douglas LLC
CSE Elkton LLC
CSE Elkton Realty LLC
CSE Fairhaven LLC
CSE Fort Wayne LLC
CSE Frankston LLC
CSE Georgetown LLC
CSE Green Bay LLC
CSE Hilliard LLC
CSE Huntingdon LLC
CSE Huntsville LLC
CSE Indianapolis-Continental LLC
CSE Indianapolis-Greenbriar LLC
CSE Jacinto City LLC
CSE Jefferson City LLC
CSE Jeffersonville-Hillcrest Center LLC
CSE Jeffersonville-Jennings House LLC
CSE Kerrville LLC
CSE King L.P.
CSE Kingsport LLC
CSE Knightdale L.P.
CSE Lake City LLC
CSE Lake Worth LLC
CSE Lakewood LLC
CSE Las Vegas LLC
CSE Lawrenceburg LLC
CSE Lenoir L.P.
CSE Lexington Park LLC
CSE Lexington Park Realty LLC
CSE Ligonier LLC
CSE Live Oak LLC
CSE Lowell LLC
CSE Marianna Holdings LLC
CSE Memphis LLC
CSE Mobile LLC
CSE Moore LLC
CSE North Carolina Holdings I LLC
CSE North Carolina Holdings II LLC
CSE Omro LLC
CSE Orange Park LLC
CSE Orlando-Pinar Terrace Manor LLC
CSE Orlando-Terra Vista Rehab LLC
CSE Pennsylvania Holdings, LP
CSE Piggott LLC
CSE Pilot Point LLC

CSE Pine View LLC
CSE Ponca City LLC
CSE Port St. Lucie LLC
CSE Richmond LLC
CSE Ripley LLC
CSE Ripon LLC
CSE Safford LLC
CSE Salina LLC
CSE Seminole LLC

CSE Shawnee LLC
CSE Spring Branch LLC
CSE Stillwater LLC
CSE Taylorsville LLC
CSE Texarkana LLC
CSE Texas City LLC
CSE The Village LLC
CSE Upland LLC
CSE Walnut Cove L.P.
CSE West Point LLC
CSE Whitehouse LLC
CSE Williamsport LLC
CSE Winter Haven LLC
CSE Woodfin L.P.
CSE Yorktown LLC
Cuyahoga Falls Property, L.L.C.
Dallas Two Property, L.L.C.
Danbury ALF Property, L.L.C.
Darien ALF Property, L.L.C.
Delta Investors I, LLC
Delta Investors II, LLC
Denison Texas, L.L.C.
Desert Lane LLC
Dixie White House Nursing Home, LLC
Dixon Health Care Center, LLC
East Rollins Street, L.L.C.
Edgewood Drive Property, L.L.C.
Effingham Associates, L.L.C.
Elite Mattoon, L.L.C.
Elite Yorkville, L.L.C.
Encanto Senior Care, LLC
Falcon Four Property Holding, L.L.C.
Falcon Four Property, L.L.C.
Falfurrias Texas, L.L.C.
Florida ALF Properties, L.L.C.
Florida Four Properties, L.L.C.
Florida Lessor – Meadowview, LLC
Florida Real Estate Company, LLC
Fort Stockton Property, L.L.C.
Four Fountains Aviv, L.L.C.
Fredericksburg South Adams Street, L.L.C.
Freewater Oregon, L.L.C.
Fullerton California, L.L.C.
G&L Gardens, LLC
Gardnerville Property, L.L.C.
Georgia Lessor - Bonterra/Parkview, LLC
Germantown Property, L.L.C.

Giltex Care, L.L.C.

Glendale NH Property, L.L.C.

Golden Hill Real Estate Company, LLC

Gonzales Texas Property, L.L.C.

Great Bend Property, L.L.C.

Greenbough, LLC

Greenville Kentucky Property, L.L.C.

Heritage Monterey Associates, L.L.C.

HHM Aviv, L.L.C.

Hidden Acres Property, L.L.C.
Highland Leasehold, L.L.C.
Hobbs Associates, L.L.C.
Hot Springs Atrium Owner, LLC
Hot Springs Aviv, L.L.C.
Hot Springs Cottages Owner, LLC
Hot Springs Marina Owner, LLC
Houston Texas Aviv, L.L.C.
Hutchinson Kansas, L.L.C.
Hutton I Land, LLC
Hutton II Land, LLC
Hutton III Land, LLC
Idaho Associates, L.L.C.
Illinois Missouri Properties, L.L.C.
Indiana Lessor – Wellington Manor, LLC
Iowa Lincoln County Property, L.L.C.
Jasper Springhill Street, L.L.C.
Kansas Five Property, L.L.C.
Karan Associates Two, L.L.C.
Karan Associates, L.L.C.
Karissa Court Property, L.L.C.
KB Northwest Associates, L.L.C.
Kentucky NH Properties, L.L.C.
Kingsville Texas, L.L.C.
LAD I Real Estate Company, LLC
Leatherman 90-1, LLC
Leatherman Partnership 89-1, LLC
Leatherman Partnership 89-2, LLC
Louisville Dutchmans Property, L.L.C.
Magnolia Drive Property, L.L.C.
Manor Associates, L.L.C.
Mansfield Aviv, L.L.C.
Massachusetts Nursing Homes, L.L.C.
McCarthy Street Property, L.L.C.
Meridian Arms Land, LLC
Minnesota Associates, L.L.C.
Mishawaka Property, L.L.C.
Missouri Associates, L.L.C.
Missouri Regency Associates, L.L.C.
Montana Associates, L.L.C.
Monterey Park Leasehold Mortgage, L.L.C.
Mount Washington Property, L.L.C.
Mt. Vernon Texas, L.L.C.
Murray County, L.L.C.
Muscatine Toledo Properties, L.L.C.
N.M. Bloomfield Three Plus One Limited Company
N.M. Espanola Three Plus One Limited Company

N.M. Lordsburg Three Plus One Limited Company
N.M. Silver City Three Plus One Limited Company
New Hope Property, L.L.C.
Newtown ALF Property, L.L.C.
Nicholasville Kentucky Property, L.L.C.
North Las Vegas LLC
North Royalton Ohio Property, L.L.C.
Norwalk ALF Property, L.L.C.
NRS Ventures, L.L.C.

Oakland Nursing Homes, L.L.C.
Ocean Springs Nursing Home, LLC
October Associates, L.L.C.
Ogden Associates, L.L.C.
OHI (Connecticut), LLC
OHI (Illinois), LLC
OHI (Indiana), LLC
OHI (Iowa), LLC
OHI Asset (AR) Ash Flat, LLC
OHI Asset (AR) Camden, LLC
OHI Asset (AR) Conway, LLC
OHI Asset (AR) Des Arc, LLC
OHI Asset (AR) Hot Springs, LLC
OHI Asset (AR) Malvern, LLC
OHI Asset (AR) Mena, LLC
OHI Asset (AR) Pocahontas, LLC
OHI Asset (AR) Sheridan, LLC
OHI Asset (AR) Walnut Ridge, LLC
OHI Asset (AZ) Austin House, LLC
OHI Asset (CA), LLC
OHI Asset (CO), LLC
OHI Asset (CT) Lender, LLC
OHI Asset (FL) Eustis, LLC
OHI Asset (FL) Lake Placid, LLC
OHI Asset (FL) Lender, LLC
OHI Asset (FL) Lutz, LLC
OHI Asset (FL) Pensacola - Hillview, LLC
OHI Asset (FL) Pensacola, LLC
OHI Asset (FL), LLC
OHI Asset (GA) Dunwoody, LLC
OHI Asset (GA) Macon, LLC
OHI Asset (GA) Moultrie, LLC
OHI Asset (GA) Nashville, LLC
OHI Asset (GA) Roswell, LLC
OHI Asset (GA) Snellville, LLC
OHI Asset (GA) Valdosta, LLC
OHI Asset (ID) Holly, LLC
OHI Asset (ID) Midland, LLC
OHI Asset (ID), LLC
OHI Asset (IL), LLC
OHI Asset (IN) American Village, LLC
OHI Asset (IN) Anderson, LLC
OHI Asset (IN) Beech Grove, LLC
OHI Asset (IN) Clarksville, LLC
OHI Asset (IN) Clinton, LLC
OHI Asset (IN) Connersville, LLC
OHI Asset (IN) Crown Point, LLC

OHI Asset (IN) Eagle Valley, LLC
OHI Asset (IN) Elkhart, LLC
OHI Asset (IN) Forest Creek, LLC
OHI Asset (IN) Fort Wayne, LLC
OHI Asset (IN) Franklin, LLC
OHI Asset (IN) Greensburg, LLC
OHI Asset (IN) Indianapolis, LLC
OHI Asset (IN) Jasper, LLC
OHI Asset (IN) Kokomo, LLC

OHI Asset (IN) Lafayette, LLC
OHI Asset (IN) Madison, LLC
OHI Asset (IN) Monticello, LLC
OHI Asset (IN) Noblesville, LLC
OHI Asset (IN) Rosewalk, LLC
OHI Asset (IN) Salem, LLC
OHI Asset (IN) Seymour, LLC
OHI Asset (IN) Spring Mill, LLC
OHI Asset (IN) Terre Haute, LLC
OHI Asset (IN) Wabash, LLC
OHI Asset (IN) Westfield, LLC
OHI Asset (IN) Zionsville, LLC
OHI Asset (LA) Baton Rouge, LLC
OHI Asset (LA), LLC
OHI Asset (MD) Baltimore - Pall Mall, LLC
OHI Asset (MD) Baltimore - West Belvedere, LLC
OHI Asset (MD) Salisbury, LLC
OHI Asset (MD), LLC
OHI Asset (MI) Carson City, LLC
OHI Asset (MI) Heather Hills, LLC
OHI Asset (MI), LLC
OHI Asset (MO), LLC
OHI Asset (MS) Byhalia, LLC
OHI Asset (MS) Cleveland, LLC
OHI Asset (MS) Clinton, LLC
OHI Asset (MS) Columbia, LLC
OHI Asset (MS) Corinth, LLC
OHI Asset (MS) Greenwood, LLC
OHI Asset (MS) Grenada, LLC
OHI Asset (MS) Holly Springs, LLC
OHI Asset (MS) Indianola, LLC
OHI Asset (MS) Natchez, LLC
OHI Asset (MS) Picayune, LLC
OHI Asset (MS) Vicksburg, LLC
OHI Asset (MS) Yazoo City, LLC
OHI Asset (NC) Biscoe, LLC
OHI Asset (NC) Cornelius, LLC
OHI Asset (NC) Drexel, LLC
OHI Asset (NC) Fayetteville, LLC
OHI Asset (NC) Hallsboro, LLC
OHI Asset (NC) Marion, LLC
OHI Asset (NC) Marshville, LLC
OHI Asset (NC) Mocksville – 1007 Howard Street, LLC
OHI Asset (NC) Mocksville – 1304 Madison Road, LLC
OHI Asset (NC) Nashville, LLC
OHI Asset (NC) Raeford, LLC
OHI Asset (NC) Rocky Mount – 1558 S. Winstead, LLC

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OHI Asset (NC) Rocky Mount – 415 N. Winstead, LLC

OHI Asset (NC) Salisbury, LLC

OHI Asset (NC) Saluda, LLC

OHI Asset (NC) Shallotte, LLC

OHI Asset (NC) Wadesboro, LLC

OHI Asset (NC) Waynesville, LLC

OHI Asset (NC) Wilmington, LLC

OHI Asset (NC) Winston Salem, LLC

OHI Asset (NY) 2nd Avenue, LLC

OHI Asset (NY) 93rd Street, LLC
OHI Asset (OH) Huber Heights, LLC
OHI Asset (OH) Lender, LLC
OHI Asset (OH) New London, LLC
OHI Asset (OH) Steubenville, LLC
OHI Asset (OH) Toledo, LLC
OHI Asset (OH) West Carrollton, LLC
OHI Asset (OH), LLC
OHI Asset (OR) Portland, LLC
OHI Asset (OR) Troutdale, LLC
OHI Asset (PA) GP, LLC
OHI Asset (PA) West Mifflin, LP
OHI Asset (PA), LLC
OHI Asset (PA), LP
OHI Asset (SC) Aiken, LLC
OHI Asset (SC) Anderson, LLC
OHI Asset (SC) Easley Anne, LLC
OHI Asset (SC) Easley Crestview, LLC
OHI Asset (SC) Edgefield, LLC
OHI Asset (SC) Greenville Griffith, LLC
OHI Asset (SC) Greenville Laurens, LLC
OHI Asset (SC) Greenville North, LLC
OHI Asset (SC) Greenville, LLC
OHI Asset (SC) Greer, LLC
OHI Asset (SC) Marietta, LLC
OHI Asset (SC) McCormick, LLC
OHI Asset (SC) Orangeburg, LLC
OHI Asset (SC) Pickens East Cedar, LLC
OHI Asset (SC) Pickens Rosemond, LLC
OHI Asset (SC) Piedmont, LLC
OHI Asset (SC) Simpsonville SE Main, LLC
OHI Asset (SC) Simpsonville West Broad, LLC
OHI Asset (SC) Simpsonville West Curtis, LLC
OHI Asset (TN) Bartlett, LLC
OHI Asset (TN) Collierville, LLC
OHI Asset (TN) Jefferson City, LLC
OHI Asset (TN) Memphis, LLC
OHI Asset (TN) Rogersville, LLC
OHI Asset (TX) Anderson, LLC
OHI Asset (TX) Bryan, LLC
OHI Asset (TX) Burleson, LLC
OHI Asset (TX) College Station, LLC
OHI Asset (TX) Comfort, LLC
OHI Asset (TX) Diboll, LLC
OHI Asset (TX) Granbury, LLC
OHI Asset (TX) Hondo, LLC
OHI Asset (TX) Italy, LLC

Edgar Filing: OHI Asset (NC) Mocksville - 1304 Madison Road, LLC - Form POSASR

OHI Asset (TX) Schertz, LLC

OHI Asset (TX) Winnsboro, LLC

OHI Asset (TX), LLC

OHI Asset (UT) Ogden, LLC

OHI Asset (UT) Provo, LLC

OHI Asset (UT) Roy, LLC

OHI Asset (VA) Charlottesville - 1165 Pepsi Place, LLC

OHI Asset (VA) Charlottesville, LLC

OHI Asset (VA) Chesapeake, LLC

OHI Asset (VA) Farmville, LLC
OHI Asset (VA) Galax, LLC
OHI Asset (VA) Hillsville, LLC
OHI Asset (VA) Madison, LLC
OHI Asset (VA) Martinsville SNF, LLC
OHI Asset (VA) Mechanicsville, LLC
OHI Asset (VA) Norfolk, LLC
OHI Asset (VA) Portsmouth, LLC
OHI Asset (VA) Richmond - 2420 Pemberton Road, LLC
OHI Asset (VA) Richmond - 9101 Bon Air, LLC
OHI Asset (VA) Rocky Mount, LLC
OHI Asset (VA) Suffolk, LLC
OHI Asset (WA) Battle Ground, LLC
OHI Asset (WA) Fort Vancouver, LLC
OHI Asset (WV) Danville, LLC
OHI Asset (WV) Ivydale, LLC
OHI Asset CHG ALF, LLC
OHI Asset CSB LLC
OHI Asset CSE-E Subsidiary, LLC
OHI Asset CSE-E, LLC
OHI Asset CSE-U Subsidiary, LLC
OHI Asset CSE-U, LLC
OHI Asset HUD CFG, LLC
OHI Asset HUD Delta, LLC
OHI Asset HUD H-F, LLC
OHI Asset HUD SF CA, LLC
OHI Asset HUD SF, LLC
OHI Asset HUD WO, LLC
OHI Asset II (CA), LLC
OHI Asset II (FL), LLC
OHI Asset II (PA), LP
OHI Asset III (PA), LP
OHI Asset IV (PA) Silver Lake, LP
OHI Asset Management, LLC
OHI Asset RO PMM Services, LLC
OHI Asset RO, LLC
OHI Asset, LLC
OHI Healthcare Properties Holdco, Inc.
OHI Healthcare Properties Limited Partnership
OHI Mezz Lender, LLC
OHI Tennessee, LLC
OHIMA, LLC
Ohio Aviv Three, L.L.C.
Ohio Aviv Two, L.L.C.
Ohio Aviv, L.L.C.
Ohio Indiana Property, L.L.C.
Ohio Pennsylvania Property, L.L.C.

Oklahoma Two Property, L.L.C.
Oklahoma Warr Wind, L.L.C.
Omaha Associates, L.L.C.
Omega TRS I, Inc.
Orange ALF Property, L.L.C.
Orange Village Care Center, LLC
Orange, L.L.C.
Oregon Associates, L.L.C.
Oso Avenue Property, L.L.C.

Ostrom Avenue Property, L.L.C.
Palm Valley Senior Care, LLC
Panama City Nursing Center LLC
Pavillion North Partners, LLC
Pavillion North, LLP
Pavillion Nursing Center North, LLC
Peabody Associates Two, L.L.C.
Peabody Associates, L.L.C.
Pennington Road Property, L.L.C.
Pensacola Real Estate Holdings I, LLC
Pensacola Real Estate Holdings II, LLC
Pensacola Real Estate Holdings III, LLC
Pensacola Real Estate Holdings IV, LLC
Pensacola Real Estate Holdings V, LLC
Pocatello Idaho Property, L.L.C.
Pomona Vista L.L.C.
Prescott Arkansas, L.L.C.
PV Realty-Clinton, LLC
PV Realty-Kensington, LLC
PV Realty-Willow Tree, LLC
Raton Property Limited Company
Ravenna Ohio Property, L.L.C.
Red Rocks, L.L.C.
Richland Washington, L.L.C.
Ridgecrest Senior Care, LLC
Riverside Nursing Home Associates Two, L.L.C.
Riverside Nursing Home Associates, L.L.C.
Rockingham Drive Property, L.L.C.
Rose Baldwin Park Property L.L.C.
S.C. Portfolio Property, L.L.C.
Salem Associates, L.L.C.
San Juan NH Property, LLC
Sandalwood Arkansas Property, L.L.C.
Santa Ana-Bartlett, L.L.C.
Santa Fe Missouri Associates, L.L.C.
Savoy/Bonham Venture, L.L.C.
Searcy Aviv, L.L.C.
Sedgwick Properties, L.L.C.
Seguin Texas Property, L.L.C.
Sierra Ponds Property, L.L.C.
Skyler Boyington, LLC
Skyler Florida, LLC
Skyler Maitland LLC
Skyler Pensacola, LLC
Skyview Associates, L.L.C.
Southeast Missouri Property, L.L.C.
Southern California Nevada, L.L.C.

St. Joseph Missouri Property, L.L.C.
St. Mary's Properties, LLC
Star City Arkansas, L.L.C.
Stephenville Texas Property, L.L.C.
Sterling Acquisition, LLC
Stevens Avenue Property, L.L.C.
Sun-Mesa Properties, L.L.C.
Suwanee, LLC
Texas Fifteen Property, L.L.C.

Texas Four Property, L.L.C.
Texas Lessor – Stonegate GP, LLC
Texas Lessor – Stonegate, Limited, LLC
Texas Lessor – Stonegate, LP
Texhoma Avenue Property, L.L.C.
The Suburban Pavilion, LLC
Tujunga, L.L.C.
Tulare County Property, L.L.C.
VRB Aviv, L.L.C.
Washington Idaho Property, L.L.C.
Washington Lessor – Silverdale, LLC
Washington-Oregon Associates, L.L.C.
Watauga Associates, L.L.C.
Wellington Leasehold, L.L.C.
West Pearl Street, L.L.C.
West Yarmouth Property I, L.L.C.
Westerville Ohio Office Property, L.L.C.
Wheeler Healthcare Associates, L.L.C.
Whitlock Street Property, L.L.C.
Wilcare, LLC
Willis Texas Aviv, L.L.C.
Yuba Aviv, L.L.C.

By: /s/ C. Taylor Pickett
C. Taylor Pickett
Chief Executive Officer

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 1.1 | Form of Underwriting Agreement.* |
| 4.1 | Articles of Amendment and Restatement of Omega Healthcare Investors, Inc., as amended (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3, filed on September 3, 2015). |
| 4.2 | Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on April 20, 2011). |
| 4.3 | Form of Indenture of Omega Healthcare Investors, Inc. (including form of Debt Security).** |
| 5.1 | Opinion of Bryan Cave LLP as to legality with respect to Debt Securities and Guarantees. ** |
| 5.2 | Opinion of Robinson & Cole LLP as to legality with respect to Guarantees.** |
| 5.3 | Opinion of Akerman LLP as to legality with respect to Guarantees.** |
| 5.4 | Opinion of Ice Miller LLP as to legality with respect to Guarantees.** |
| 5.5 | Opinion of Baudino Law Group, PLC as to legality with respect to Guarantees.** |
| 5.6 | Opinion of Wyatt, Tarrant & Combs, LLP as to legality with respect to Guarantees.** |
| 5.7 | Opinion of Partridge, Snow & Hahn LLP as to legality with respect to Guarantees.** |
| 5.8 | Opinion of Miller, Johnson, Snell & Cummiskey, P.L.C. as to legality with respect to Guarantees.** |
| 5.9 | Opinion of Butler Snow, LLP as to legality with respect to Guarantees.** |
| 5.10 | Opinion of Jones & Smith Law Firm, LLC as to legality with respect to Guarantees.** |
| 5.11 | Opinion of Dinsmore & Shohl LLP as to legality with respect to Guarantees.** |
| 5.12 | Opinion of Montgomery, McCracken, Walker & Rhoads, LLP as to legality with respect to Guarantees.** |
| 5.13 | Bryan Cave LLP as to legality with respect to Debt Securities and Guarantees.+ |
| 8.1 | Opinion of Bryan Cave LLP regarding certain tax matters.** |
| 12.1 | Ratio of Earnings to Fixed Charges.+ |
| 23.1 | Consent of Bryan Cave LLP (included in Exhibit 5.1 and Exhibit 8.1).** |
| 23.2 | Consent of Bryan Cave LLP (included in Exhibit 5.13). |
| 23.3 | Consent of Ernst & Young LLP.+ |
| 24.1 | Powers of Attorney (previously included in the signature page to the Registration Statement). |
| 25.1 | Form of T-1 Statement of Eligibility under the Trustee Indenture Act of 1939, of U.S. Bank National Association, as Trustee under the Indenture of Omega Healthcare Investors, Inc.** |

* To be filed by amendment or as an exhibit to a document to incorporated by reference to this registration statement, including a Current Report on Form 8-K.

** Previously filed as an exhibit to the Registration Statement.

+ Filed herewith.