

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**  
(State or other jurisdiction of incorporation or  
organization)

**38-3041398**  
(IRS Employer Identification Number)

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.

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.

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities to Be Registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per unit(1)</b>	<b>Proposed maximum offering price(1)</b>	<b>Amount of registration fee(2)</b>
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.

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

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**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
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.  
Chatham Aviv, L.L.C.

Delaware  
Delaware

6798  
6798

61-1722650  
27-0354315

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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
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  
CSE Elkton LLC

Delaware  
Delaware

6798  
6798

20-5883761  
20-5887006

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 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
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  
CSE Taylorsville LLC

Delaware  
Delaware

6798  
6798

20-5887548  
20-5886196

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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
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.  
Hot Springs Atrium Owner, LLC

Illinois  
Delaware

6798  
6798

36-4177337  
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
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



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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
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



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
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





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 (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
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



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
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  
Pavillion North Partners, LLC

Delaware  
Pennsylvania

6798  
6798

20-2568041  
47-3255261

<b>Exact name of registrant as specified in its charter (1)</b>	<b>State or other jurisdiction of incorporation or organization</b>	<b>Primary Standard Industrial Classification Code No.</b>	<b>I.R.S. Employer Identification No.</b>
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
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



<b>Exact name of registrant as specified in its charter (1)</b>	<b>State or other jurisdiction of incorporation or organization</b>	<b>Primary Standard Industrial Classification Code No.</b>	<b>I.R.S. Employer Identification No.</b>
Texhoma Avenue Property, L.L.C.	Delaware	6798	35-2470607
The Suburban Pavilion, LLC	Ohio	6798	34-1035431
Tujungang, 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.

<u>Signature</u>	<u>Position</u>
<u>/s/ C. Taylor Pickett</u> C. Taylor Pickett	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Robert O. Stephenson</u> Robert O. Stephenson	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Michael D. Ritz</u> Michael D. Ritz	Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Bernard J. Korman	Chairman of the Board of Directors
<u>*</u> Craig M. Bernfield	Director
<u>*</u> Norman Bobins	Director
<u>*</u> Craig R. Callen	Director
<u>*</u> Barbara B. Hill	Director
<u>*</u> Harold J. Kloosterman	Director
<u>*</u> Edward Lowenthal	Director
<u>*</u> Ben W. Perks	Director
<u>*</u> Stephen D. Plavin	Director

\* 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

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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 Iloff 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  
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  
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

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## 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 & Cumiskey, 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.



June 30, 2016

Omega Healthcare Investors, Inc.  
200 International Circle  
Suite 3500  
Hunt Valley, Maryland 21030

Re: Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-208710)

Ladies and Gentlemen:

We have acted as counsel to Omega Healthcare Investors, Inc., a Maryland corporation (the "Company") in connection with a Registration Statement on Form S-3 (the "Initial Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") on December 22, 2015, as amended by Post-Effective Amendment No. 1 ("Amendment No. 1") and, together with the Initial Registration Statement, the "Registration Statement", being filed by the Company with the Commission under the Act. The Registration Statement relates to (i) debt securities of the Company (the "Debt Securities"), which may be issued under one or more series under one or more indentures or supplemental indentures (the "Indentures") proposed to be entered into with one or more indenture trustees (each, an "Indenture Trustee") and (ii) guarantees by one or more of the Company or the Registrant Guarantors (as such term is defined below) of the Debt Securities, including guarantees by one or more of the New Registrant Guarantors (as such term is defined below) (the "New Guarantees," and together with the Debt Securities, the "Securities"). An indeterminate amount of the Securities may be offered at indeterminate prices from time to time by the Company as set forth in the Registration Statement, any amendment thereto, the prospectus contained therein (the "Prospectus") and supplements to the Prospectus (the "Prospectus Supplements") filed pursuant to Rule 415 under the Act.

We have also acted as counsel to each of the subsidiaries of the Company listed on Schedule A (each a "New Registrant Guarantor" and collectively, the "New Registrant Guarantors") and the subsidiaries of the Company listed on Schedule B (the "Existing Registrant Guarantors," and collectively with the New Registrant Guarantors, the "Registrant Guarantors").

The Securities will be issued under an applicable Indenture to be entered into among the Company, the Registrant Guarantors and an Indenture Trustee. The Indentures together with the Registration Statement (including all exhibits thereto), the Prospectus, the Prospectus Supplements, the Debt Securities and the Guarantees are collectively referred to as the "Transaction Documents."

In connection herewith, we have examined and relied without investigation, as to matters of fact, upon the Registration Statement and the exhibits thereto and such certificates, statements and results of inquiries of public officials and officers and representatives of the Company and the Registrant Guarantors and originals or copies, certified or otherwise identified to our satisfaction, of such other documents, corporate (or analogous) records, certificates and instruments as we have deemed necessary or appropriate to enable us to render the opinions expressed herein. We have assumed the genuineness of all signatures on all documents examined by us, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals, and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering, Analysis and Retrieval system ("Edgar") or other sites maintained by a court or governmental authority or regulatory body and the authenticity of the originals of such latter documents. If any document we examined in printed, word processed or similar form has been filed with the Commission on Edgar or such court or governmental authority or regulatory body, we have assumed that the document so filed is identical to the document we examined except for formatting changes. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to certificates and statements of appropriate representatives of the Company and the Registrant Guarantors.

We also have assumed that (i) at the time of execution, authentication, issuance and delivery of the Debt Securities and (ii) at the time of execution, issuance and delivery of the New Guarantees, the applicable Indenture will be the valid and legally binding obligation of the Indenture Trustee, enforceable against such Indenture Trustee in accordance with its terms.

We have assumed further that (i) at the time of execution, authentication, issuance and delivery of any of the Debt Securities, the applicable Indenture will be in full force and effect and will not have been terminated or rescinded by the Company or the Indenture Trustee and at the time of issuance and sale of any of the Debt Securities, the terms of such Debt Securities, and their issuance and sale, will have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company and (ii) at the time of execution, issuance and delivery of any New Guarantee offered by any New Registrant Guarantor, the New Guarantee will have been duly authorized, executed and delivered by such New Registrant Guarantor and will be in full force and effect and will not have been terminated or rescinded by such New Registrant Guarantor and at the time of issuance and sale of any New Guarantee by any New Registrant Guarantor, the terms of the New Guarantee, and its issuance and sale, will have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon such New Registrant Guarantor, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over such New Registrant Guarantor.

Based upon the foregoing, in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions stated herein and the effectiveness of the Registration Statement under the Act, we are of the opinion that:

1. With respect to the Debt Securities, assuming the (a) taking of all necessary corporate action to authorize and approve the issuance and terms of any Debt Securities, the terms of the offering thereof and related matters by the Board of Directors of the Company, a duly constituted and acting committee of such board or duly authorized officers of the Company (such Board of Directors, committee or authorized officers being referred to herein as the "Board") and (b) due execution, authentication, issuance and delivery of such Debt Securities, upon payment of the consideration therefor provided for in the applicable definitive purchase, underwriting or similar agreement approved by the Board and otherwise in accordance with the provisions of the applicable Indenture, such Debt Securities will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
2. With respect to the New Guarantees, assuming the (a) taking of all necessary entity action to authorize and approve the issuance and terms of the New Guarantees, the terms of the offering thereof and related matters and (b) due execution, issuance and delivery of the New Guarantees upon payment of the consideration therefor provided for in the applicable definitive purchase, underwriting or similar agreement approved by each New Registrant Guarantor's board of directors, general partners or managers, or any authorized committee thereof, or by each New Registrant Guarantor's members, as applicable, and otherwise in accordance with the provisions of the applicable Indenture, any supplemental indenture to be entered into in connection with the issuance of such New Guarantees, such New Guarantees will constitute valid and binding obligations of the New Registrant Guarantors, enforceable against such New Registrant Guarantors in accordance with their terms.

In addition to the assumptions, comments, qualifications, limitations and exceptions set forth above, the opinions set forth herein are further limited by, subject to and based upon the following assumptions, comments, qualifications, limitations and exceptions:

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(a) Our opinions set forth herein reflect only the application of applicable New York State law (excluding the securities, blue sky and criminal laws of such state, as to which we express no opinion), and to the extent required by the foregoing opinions, the Delaware Limited Liability Company Act (6 Delaware Code Chapter 18), the Maryland General Corporation Law (Titles 1-3, Corporations and Associations, Maryland Code), and the Maryland Limited Liability Company Act (Title 4A, Corporations and Associations, Maryland Code) (the jurisdictions referred to in this sentence being sometimes collectively referred to herein as the "Opinion Jurisdictions") and the laws of the states of Delaware and Maryland, set forth in this section are referred to as the "Opinion Delaware and Maryland Laws"). The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinion, we have not considered, and hereby disclaim any opinion as to, the application or impact of the laws of any jurisdiction other than the Opinion Jurisdictions and in the case of Delaware and Maryland, any laws of such States other than the Opinion Delaware and Maryland Laws (excluding any judicial or interpretive laws).

(b) Our opinions herein are subject to and may be limited by (i) applicable bankruptcy, insolvency, reorganization, receivership, moratorium and other similar laws affecting or relating to the rights and remedies of creditors generally including, without limitation, laws relating to fraudulent transfers or conveyances, preferences and equitable subordination; (ii) general principles of equity (regardless of whether considered in a proceeding in equity or at law); (iii) an implied covenant of good faith and fair dealing; (iv) requirements that a claim with respect to the Securities denominated other than in United States dollars (or a judgment denominated other than in United States dollars with respect to such a claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law; and (v) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign or composite currency.

(c) Our opinions are further subject to the effect of generally applicable rules of law arising from statutes, judicial and administrative decisions, and the rules and regulations of governmental authorities that: (i) limit or affect the enforcement of provisions of a contract that purport to require waiver of the obligations of good faith, fair dealing, diligence and reasonableness; (ii) limit the availability of a remedy under certain circumstances where another remedy has been elected; (iii) limit the enforceability of provisions releasing, exculpating or exempting a party from, or requiring indemnification of a party for, liability for its own action or inaction, to the extent the action or inaction involves negligence, recklessness, willful misconduct or unlawful conduct; (iv) may, where less than all of the contract may be unenforceable, limit the enforceability of the balance of the contract to circumstances in which the unenforceable portion is not an essential part of the agreed exchange; and (v) govern and afford judicial discretion regarding the determination of damages and entitlement to attorneys' fees.

(d) We express no opinion as to the enforceability of any rights to indemnification or contribution provided for in any Transaction Document which are violative of public policy underlying any law, rule or regulation (including any federal or state securities law, rule or regulation) or the legality of such rights.

(e) We express no opinion as to the enforceability of (i) any provision in any Transaction Document purporting or attempting to (A) confer exclusive jurisdiction and/or venue upon certain courts or otherwise waive the defenses of forum non conveniens or improper venue, (B) confer subject matter jurisdiction on a court not having independent grounds therefor, (C) modify or waive the requirements for effective service of process for any action that may be brought, (D) waive the right of the Company, any Registrant Guarantor or any other person to a trial by jury, (E) provide that remedies are cumulative or that decisions by a party are conclusive, or (F) modify or waive the rights to notice, legal defenses, statutes of limitations or other benefits that cannot be waived under applicable law or (ii) any choice of law provision of any Transaction Document.

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(f) We express no opinion as to the validity, binding effect or enforceability of any provision in the Indenture, any Debt Security or Guarantee that (i) purports to create joint and several liability for affiliated obligors except to the extent that each such affiliated obligor may be determined to have benefited from the incurrence of the obligations by its affiliated obligors or whether such benefit may be measured other than by the extent to which the proceeds of the obligations incurred by its affiliated obligors are, directly or indirectly, made available to such affiliated obligor for its corporate, limited liability company or other analogous purposes or (ii) seeks to preserve the solvency of any Registrant Guarantor by purporting to limit the amount of the liability of, and/or to provide rights of contribution in favor of, such Registrant Guarantor.

(g) You have informed us that you intend to issue the Securities from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof. We understand that prior to issuing any Securities you will afford us an opportunity to review the operative documents pursuant to which such Securities are to be issued (including the applicable Prospectus Supplement) and will file such supplement or amendment to this opinion letter (if any) as we may reasonably consider necessary or appropriate by reason of the terms of such Securities.

We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very truly yours,

/s/ Bryan Cave LLP

Bryan Cave LLP

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Schedule A

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

Schedule B

Existing Registrant Guarantors	State or other jurisdiction of formation
11900 East Artesia Boulevard, LLC	California
1200 Ely Street Holdings Co. LLC	Michigan
13922 Cerise Avenue, LLC	California
1628 B Street, LLC	California
2400 Parkside Drive, LLC	California
2425 Teller Avenue, LLC	Colorado
245 East Wilshire Avenue, LLC	California
3232 Artesia Real Estate, LLC	California
3806 Clayton Road, LLC	California
42235 County Road Holdings Co. LLC	Michigan
446 Sycamore Road, L.L.C.	Delaware
48 High Point Road, LLC	Maryland
523 Hayes Lane, LLC	California
637 East Romie Lane, LLC	California
Alamogordo Aviv, L.L.C.	New Mexico
Albany Street Property, L.L.C.	Delaware
Arizona Lessor – Infinia, LLC	Maryland
Arkansas Aviv, L.L.C.	Delaware
Arma Yates, L.L.C.	Delaware
Avery Street Property, L.L.C	Delaware
Aviv Asset Management, L.L.C.	Delaware
Aviv Financing I, L.L.C.	Delaware
Aviv Financing II, L.L.C.	Delaware
Aviv Financing III, L.L.C.	Delaware
Aviv Financing IV, L.L.C.	Delaware
Aviv Financing V, L.L.C.	Delaware
Aviv Foothills, L.L.C.	Delaware
Aviv Healthcare Properties Operating Partnership I, L.P.	Delaware
Aviv Liberty, L.L.C.	Delaware
Avon Ohio, L.L.C.	Delaware
Bala Cynwyd Real Estate, LP	Pennsylvania
Bayside Colorado Healthcare Associates, LLC	Colorado
Bayside Street II, LLC	Delaware
Bayside Street, LLC	Maryland
Belleville Illinois, L.L.C.	Delaware
Bellingham II Associates, L.L.C.	Delaware
Bethel ALF Property, L.L.C.	Delaware
BHG Aviv, L.L.C.	Delaware
Biglerville Road, L.L.C.	Delaware
Bonham Texas, L.L.C.	Delaware
Bradenton ALF Property, L.L.C.	Delaware
Burton NH Property, L.L.C.	Delaware
California Aviv Two, L.L.C.	Delaware
California Aviv, L.L.C.	Delaware
Camas Associates, L.L.C.	Delaware
Canton Health Care Land, LLC	Ohio



<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
Carnegie Gardens LLC	Delaware
Casa/Sierra California Associates, L.L.C.	Delaware
CFG 2115 Woodstock Place LLC	Delaware
Champaign Williamson Franklin, L.L.C.	Delaware
Chardon Ohio Property Holdings, L.L.C.	Delaware
Chardon Ohio Property, L.L.C.	Delaware
Chatham Aviv, L.L.C.	Delaware
Chippewa Valley, L.L.C.	Illinois
CHR Bartow LLC	Delaware
CHR Boca Raton LLC	Delaware
CHR Bradenton LLC	Delaware
CHR Cape Coral LLC	Delaware
CHR Fort Myers LLC	Delaware
CHR Fort Walton Beach LLC	Delaware
CHR Lake Wales LLC	Delaware
CHR Lakeland LLC	Delaware
CHR Pompano Beach Broward LLC	Delaware
CHR Pompano Beach LLC	Delaware
CHR Sanford LLC	Delaware
CHR Spring Hill LLC	Delaware
CHR St. Pete Bay LLC	Delaware
CHR St. Pete Egret LLC	Delaware
CHR Tampa Carrollwood LLC	Delaware
CHR Tampa LLC	Delaware
CHR Tarpon Springs LLC	Delaware
CHR Titusville LLC	Delaware
Clarkston Care, L.L.C.	Delaware
Clayton Associates, L.L.C.	New Mexico
Colonial Gardens, LLC	Ohio
Colonial Madison Associates, L.L.C.	Delaware
Colorado Lessor - Conifer, LLC	Maryland
Columbus Texas Aviv, L.L.C.	Delaware
Columbus Western Avenue, L.L.C.	Delaware
Colville Washington Property, L.L.C.	Delaware
Commerce Nursing Homes, L.L.C.	Illinois
Commerce Sterling Hart Drive, L.L.C.	Delaware
Conroe Rigby Owen Road, L.L.C.	Delaware
CR Aviv, L.L.C.	Delaware
Crete Plus Five Property, L.L.C.	Delaware
Crooked River Road, L.L.C.	Delaware
CSE Albany LLC	Delaware
CSE Amarillo LLC	Delaware
CSE Arden L.P.	Delaware
CSE Augusta LLC	Delaware
CSE Bedford LLC	Delaware
CSE Blountville LLC	Delaware
CSE Bolivar LLC	Delaware
CSE Cambridge LLC	Delaware
CSE Cambridge Realty LLC	Delaware

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
CSE Camden LLC	Delaware
CSE Canton LLC	Delaware
CSE Casablanca Holdings II LLC	Delaware
CSE Casablanca Holdings LLC	Delaware
CSE Cedar Rapids LLC	Delaware
CSE Centennial Village, LP	Delaware
CSE Chelmsford LLC	Delaware
CSE Chesterton LLC	Delaware
CSE Claremont LLC	Delaware
CSE Corpus North LLC	Delaware
CSE Denver IIliff LLC	Delaware
CSE Denver LLC	Delaware
CSE Douglas LLC	Delaware
CSE Elkton LLC	Delaware
CSE Elkton Realty LLC	Delaware
CSE Fairhaven LLC	Delaware
CSE Fort Wayne LLC	Delaware
CSE Frankston LLC	Delaware
CSE Georgetown LLC	Delaware
CSE Green Bay LLC	Delaware
CSE Hilliard LLC	Delaware
CSE Huntingdon LLC	Delaware
CSE Huntsville LLC	Delaware
CSE Indianapolis-Continental LLC	Delaware
CSE Indianapolis-Greenbriar LLC	Delaware
CSE Jacinto City LLC	Delaware
CSE Jefferson City LLC	Delaware
CSE Jeffersonville-Hillcrest Center LLC	Delaware
CSE Jeffersonville-Jennings House LLC	Delaware
CSE Kerrville LLC	Delaware
CSE King L.P.	Delaware
CSE Kingsport LLC	Delaware
CSE Knightdale L.P.	Delaware
CSE Lake City LLC	Delaware
CSE Lake Worth LLC	Delaware
CSE Lakewood LLC	Delaware
CSE Las Vegas LLC	Delaware
CSE Lawrenceburg LLC	Delaware
CSE Lenoir L.P.	Delaware
CSE Lexington Park LLC	Delaware
CSE Lexington Park Realty LLC	Delaware
CSE Ligonier LLC	Delaware
CSE Live Oak LLC	Delaware
CSE Lowell LLC	Delaware
CSE Marianna Holdings LLC	Delaware
CSE Memphis LLC	Delaware
CSE Mobile LLC	Delaware
CSE Moore LLC	Delaware
CSE North Carolina Holdings I LLC	Delaware

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
CSE North Carolina Holdings II LLC	Delaware
CSE Omro LLC	Delaware
CSE Orange Park LLC	Delaware
CSE Orlando-Pinar Terrace Manor LLC	Delaware
CSE Orlando-Terra Vista Rehab LLC	Delaware
CSE Pennsylvania Holdings, LP	Delaware
CSE Piggott LLC	Delaware
CSE Pilot Point LLC	Delaware
CSE Pine View LLC	Delaware
CSE Ponca City LLC	Delaware
CSE Port St. Lucie LLC	Delaware
CSE Richmond LLC	Delaware
CSE Ripley LLC	Delaware
CSE Ripon LLC	Delaware
CSE Safford LLC	Delaware
CSE Salina LLC	Delaware
CSE Seminole LLC	Delaware
CSE Shawnee LLC	Delaware
CSE Spring Branch LLC	Delaware
CSE Stillwater LLC	Delaware
CSE Taylorsville LLC	Delaware
CSE Texarkana LLC	Delaware
CSE Texas City LLC	Delaware
CSE The Village LLC	Delaware
CSE Upland LLC	Delaware
CSE Walnut Cove L.P.	Delaware
CSE West Point LLC	Delaware
CSE Whitehouse LLC	Delaware
CSE Williamsport LLC	Delaware
CSE Winter Haven LLC	Delaware
CSE Woodfin L.P.	Delaware
CSE Yorktown LLC	Delaware
Cuyahoga Falls Property, L.L.C.	Delaware
Dallas Two Property, L.L.C.	Delaware
Danbury ALF Property, L.L.C.	Delaware
Darien ALF Property, L.L.C.	Delaware
Delta Investors I, LLC	Maryland
Delta Investors II, LLC	Maryland
Denison Texas, L.L.C.	Delaware
Desert Lane LLC	Delaware
Dixie White House Nursing Home, LLC	Mississippi
Dixon Health Care Center, LLC	Ohio
East Rollins Street, L.L.C.	Delaware
Edgewood Drive Property, L.L.C.	Delaware
Effingham Associates, L.L.C.	Illinois
Elite Mattoon, L.L.C.	Delaware
Elite Yorkville, L.L.C.	Delaware
Encanto Senior Care, LLC	Arizona
Falcon Four Property Holding, L.L.C.	Delaware

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
Falcon Four Property, L.L.C.	Delaware
Falfurrias Texas, L.L.C.	Delaware
Florida ALF Properties, L.L.C.	Delaware
Florida Four Properties, L.L.C.	Delaware
Florida Lessor – Meadowview, LLC	Maryland
Florida Real Estate Company, LLC	Florida
Fort Stockton Property, L.L.C.	Delaware
Four Fountains Aviv, L.L.C.	Delaware
Fredericksburg South Adams Street, L.L.C.	Delaware
Freewater Oregon, L.L.C.	Delaware
Fullerton California, L.L.C.	Delaware
G&L Gardens, LLC	Arizona
Gardnerville Property, L.L.C.	Delaware
Georgia Lessor - Bonterra/Parkview, LLC	Maryland
Germantown Property, L.L.C.	Delaware
Giltex Care, L.L.C.	Delaware
Glendale NH Property, L.L.C.	Delaware
Golden Hill Real Estate Company, LLC	California
Gonzales Texas Property, L.L.C.	Delaware
Great Bend Property, L.L.C.	Delaware
Greenbough, LLC	Delaware
Greenville Kentucky Property, L.L.C.	Delaware
Heritage Monterey Associates, L.L.C.	Illinois
HHM Aviv, L.L.C.	Delaware
Hidden Acres Property, L.L.C.	Delaware
Highland Leasehold, L.L.C.	Delaware
Hobbs Associates, L.L.C.	Illinois
Hot Springs Atrium Owner, LLC	Delaware
Hot Springs Aviv, L.L.C.	Delaware
Hot Springs Cottages Owner, LLC	Delaware
Hot Springs Marina Owner, LLC	Delaware
Houston Texas Aviv, L.L.C.	Delaware
Hutchinson Kansas, L.L.C.	Delaware
Hutton I Land, LLC	Ohio
Hutton II Land, LLC	Ohio
Hutton III Land, LLC	Ohio
Idaho Associates, L.L.C.	Illinois
Illinois Missouri Properties, L.L.C.	Delaware
Indiana Lessor – Wellington Manor, LLC	Maryland
Iowa Lincoln County Property, L.L.C.	Delaware
Jasper Springhill Street, L.L.C.	Delaware
Kansas Five Property, L.L.C.	Delaware
Karan Associates Two, L.L.C.	Delaware
Karan Associates, L.L.C.	Delaware
Karissa Court Property, L.L.C.	Delaware
KB Northwest Associates, L.L.C.	Delaware
Kentucky NH Properties, L.L.C.	Delaware
Kingsville Texas, L.L.C.	Delaware
LAD I Real Estate Company, LLC	Delaware

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
Leatherman 90-1, LLC	Ohio
Leatherman Partnership 89-1, LLC	Ohio
Leatherman Partnership 89-2, LLC	Ohio
Louisville Dutchmans Property, L.L.C.	Delaware
Magnolia Drive Property, L.L.C.	Delaware
Manor Associates, L.L.C.	Delaware
Mansfield Aviv, L.L.C.	Delaware
Massachusetts Nursing Homes, L.L.C.	Delaware
McCarthy Street Property, L.L.C.	Delaware
Meridian Arms Land, LLC	Ohio
Minnesota Associates, L.L.C.	Delaware
Mishawaka Property, L.L.C.	Delaware
Missouri Associates, L.L.C.	Delaware
Missouri Regency Associates, L.L.C.	Delaware
Montana Associates, L.L.C.	Illinois
Monterey Park Leasehold Mortgage, L.L.C.	Delaware
Mount Washington Property, L.L.C.	Delaware
Mt. Vernon Texas, L.L.C.	Delaware
Murray County, L.L.C.	Delaware
Muscatine Toledo Properties, L.L.C.	Delaware
N.M. Bloomfield Three Plus One Limited Company	New Mexico
N.M. Espanola Three Plus One Limited Company	New Mexico
N.M. Lordsburg Three Plus One Limited Company	New Mexico
N.M. Silver City Three Plus One Limited Company	New Mexico
New Hope Property, L.L.C.	Delaware
Newtown ALF Property, L.L.C.	Delaware
Nicholasville Kentucky Property, L.L.C.	Delaware
North Las Vegas LLC	Delaware
North Royalton Ohio Property, L.L.C.	Delaware
Norwalk ALF Property, L.L.C.	Delaware
NRS Ventures, L.L.C.	Delaware
Oakland Nursing Homes, L.L.C.	Delaware
Ocean Springs Nursing Home, LLC	Mississippi
October Associates, L.L.C.	Delaware
Ogden Associates, L.L.C.	Delaware
OHI (Connecticut), LLC	Connecticut
OHI (Illinois), LLC	Illinois
OHI (Indiana), LLC	Indiana
OHI (Iowa), LLC	Iowa
OHI Asset (AR) Ash Flat, LLC	Delaware
OHI Asset (AR) Camden, LLC	Delaware
OHI Asset (AR) Conway, LLC	Delaware
OHI Asset (AR) Des Arc, LLC	Delaware
OHI Asset (AR) Hot Springs, LLC	Delaware
OHI Asset (AR) Malvern, LLC	Delaware
OHI Asset (AR) Mena, LLC	Delaware
OHI Asset (AR) Pocahontas, LLC	Delaware
OHI Asset (AR) Sheridan, LLC	Delaware
OHI Asset (AR) Walnut Ridge, LLC	Delaware

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
OHI Asset (AZ) Austin House, LLC	Delaware
OHI Asset (CA), LLC	Delaware
OHI Asset (CO), LLC	Delaware
OHI Asset (CT) Lender, LLC	Delaware
OHI Asset (FL) Eustis, LLC	Delaware
OHI Asset (FL) Lake Placid, LLC	Delaware
OHI Asset (FL) Lender, LLC	Delaware
OHI Asset (FL) Lutz, LLC	Delaware
OHI Asset (FL) Pensacola - Hillview, LLC	Delaware
OHI Asset (FL), LLC	Delaware
OHI Asset (GA) Dunwoody, LLC	Delaware
OHI Asset (GA) Macon, LLC	Delaware
OHI Asset (GA) Moultrie, LLC	Delaware
OHI Asset (GA) Roswell, LLC	Delaware
OHI Asset (GA) Snellville, LLC	Delaware
OHI Asset (ID) Holly, LLC	Delaware
OHI Asset (ID) Midland, LLC	Delaware
OHI Asset (ID), LLC	Delaware
OHI Asset (IL), LLC	Delaware
OHI Asset (IN) American Village, LLC	Delaware
OHI Asset (IN) Anderson, LLC	Delaware
OHI Asset (IN) Beech Grove, LLC	Delaware
OHI Asset (IN) Clarksville, LLC	Delaware
OHI Asset (IN) Clinton, LLC	Delaware
OHI Asset (IN) Connersville, LLC	Delaware
OHI Asset (IN) Crown Point, LLC	Delaware
OHI Asset (IN) Eagle Valley, LLC	Delaware
OHI Asset (IN) Elkhart, LLC	Delaware
OHI Asset (IN) Forest Creek, LLC	Delaware
OHI Asset (IN) Fort Wayne, LLC	Delaware
OHI Asset (IN) Franklin, LLC	Delaware
OHI Asset (IN) Greensburg, LLC	Delaware
OHI Asset (IN) Indianapolis, LLC	Delaware
OHI Asset (IN) Jasper, LLC	Delaware
OHI Asset (IN) Kokomo, LLC	Delaware
OHI Asset (IN) Lafayette, LLC	Delaware
OHI Asset (IN) Madison, LLC	Delaware
OHI Asset (IN) Monticello, LLC	Delaware
OHI Asset (IN) Noblesville, LLC	Delaware
OHI Asset (IN) Rosewalk, LLC	Delaware
OHI Asset (IN) Salem, LLC	Delaware
OHI Asset (IN) Seymour, LLC	Delaware
OHI Asset (IN) Spring Mill, LLC	Delaware
OHI Asset (IN) Terre Haute, LLC	Delaware
OHI Asset (IN) Wabash, LLC	Delaware
OHI Asset (IN) Westfield, LLC	Delaware
OHI Asset (IN) Zionsville, LLC	Delaware
OHI Asset (LA) Baton Rouge, LLC	Delaware
OHI Asset (LA), LLC	Delaware

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
OHI Asset (MD), LLC	Delaware
OHI Asset (MI) Heather Hills, LLC	Delaware
OHI Asset (MI), LLC	Delaware
OHI Asset (MO), LLC	Delaware
OHI Asset (MS) Byhalia, LLC	Delaware
OHI Asset (MS) Cleveland, LLC	Delaware
OHI Asset (MS) Clinton, LLC	Delaware
OHI Asset (MS) Columbia, LLC	Delaware
OHI Asset (MS) Corinth, LLC	Delaware
OHI Asset (MS) Greenwood, LLC	Delaware
OHI Asset (MS) Grenada, LLC	Delaware
OHI Asset (MS) Holly Springs, LLC	Delaware
OHI Asset (MS) Indianola, LLC	Delaware
OHI Asset (MS) Natchez, LLC	Delaware
OHI Asset (MS) Picayune, LLC	Delaware
OHI Asset (MS) Vicksburg, LLC	Delaware
OHI Asset (MS) Yazoo City, LLC	Delaware
OHI Asset (NC) Wadesboro, LLC	Delaware
OHI Asset (NY) 2nd Avenue, LLC	Delaware
OHI Asset (NY) 93rd Street, LLC	Delaware
OHI Asset (OH) Lender, LLC	Delaware
OHI Asset (OH), LLC	Delaware
OHI Asset (OR) Portland, LLC	Delaware
OHI Asset (OR) Troutdale, LLC	Delaware
OHI Asset (PA) GP, LLC	Delaware
OHI Asset (PA) West Mifflin, LP	Delaware
OHI Asset (PA), LLC	Delaware
OHI Asset (PA), LP	Maryland
OHI Asset (SC) Aiken, LLC	Delaware
OHI Asset (SC) Anderson, LLC	Delaware
OHI Asset (SC) Easley Anne, LLC	Delaware
OHI Asset (SC) Easley Crestview, LLC	Delaware
OHI Asset (SC) Edgefield, LLC	Delaware
OHI Asset (SC) Greenville Griffith, LLC	Delaware
OHI Asset (SC) Greenville Laurens, LLC	Delaware
OHI Asset (SC) Greenville North, LLC	Delaware
OHI Asset (SC) Greenville, LLC	Delaware
OHI Asset (SC) Greer, LLC	Delaware
OHI Asset (SC) Marietta, LLC	Delaware
OHI Asset (SC) McCormick, LLC	Delaware
OHI Asset (SC) Orangeburg, LLC	Delaware
OHI Asset (SC) Pickens East Cedar, LLC	Delaware
OHI Asset (SC) Pickens Rosemond, LLC	Delaware
OHI Asset (SC) Piedmont, LLC	Delaware
OHI Asset (SC) Simpsonville SE Main, LLC	Delaware
OHI Asset (SC) Simpsonville West Broad, LLC	Delaware
OHI Asset (SC) Simpsonville West Curtis, LLC	Delaware
OHI Asset (TN) Bartlett, LLC	Delaware
OHI Asset (TN) Collierville, LLC	Delaware

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
OHI Asset (TN) Jefferson City, LLC	Delaware
OHI Asset (TN) Memphis, LLC	Delaware
OHI Asset (TN) Rogersville, LLC	Delaware
OHI Asset (TX) Anderson, LLC	Delaware
OHI Asset (TX) Bryan, LLC	Delaware
OHI Asset (TX) Burleson, LLC	Delaware
OHI Asset (TX) College Station, LLC	Delaware
OHI Asset (TX) Comfort, LLC	Delaware
OHI Asset (TX) Diboll, LLC	Delaware
OHI Asset (TX) Granbury, LLC	Delaware
OHI Asset (TX) Hondo, LLC	Delaware
OHI Asset (TX) Italy, LLC	Delaware
OHI Asset (TX) Winnsboro, LLC	Delaware
OHI Asset (TX), LLC	Delaware
OHI Asset (UT) Ogden, LLC	Delaware
OHI Asset (UT) Provo, LLC	Delaware
OHI Asset (UT) Roy, LLC	Delaware
OHI Asset (VA) Charlottesville, LLC	Delaware
OHI Asset (VA) Farmville, LLC	Delaware
OHI Asset (VA) Hillsville, LLC	Delaware
OHI Asset (VA) Martinsville SNF, LLC	Delaware
OHI Asset (VA) Rocky Mount, LLC	Delaware
OHI Asset (WA) Battle Ground, LLC	Delaware
OHI Asset (WA) Fort Vancouver, LLC	Delaware
OHI Asset (WV) Danville, LLC	Delaware
OHI Asset (WV) Ivydale, LLC	Delaware
OHI Asset CHG ALF, LLC	Delaware
OHI Asset CSB LLC	Delaware
OHI Asset CSE-E Subsidiary, LLC	Delaware
OHI Asset CSE-E, LLC	Delaware
OHI Asset CSE-U Subsidiary, LLC	Delaware
OHI Asset CSE-U, LLC	Delaware
OHI Asset HUD CFG, LLC	Delaware
OHI Asset HUD Delta, LLC	Delaware
OHI Asset HUD H-F, LLC	Delaware
OHI Asset HUD SF CA, LLC	Delaware
OHI Asset HUD SF, LLC	Delaware
OHI Asset HUD WO, LLC	Delaware
OHI Asset II (CA), LLC	Delaware
OHI Asset II (FL), LLC	Delaware
OHI Asset II (PA), LP	Maryland
OHI Asset III (PA), LP	Maryland
OHI Asset IV (PA) Silver Lake, LP	Maryland
OHI Asset Management, LLC	Delaware
OHI Asset RO PMM Services, LLC	Delaware
OHI Asset RO, LLC	Delaware
OHI Asset, LLC	Delaware
OHI Healthcare Properties Holdco, Inc.	Delaware
OHI Healthcare Properties Limited Partnership	Delaware



<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
OHI Mezz Lender, LLC	Delaware
OHI Tennessee, LLC	Maryland
OHIMA, LLC	Massachusetts
Ohio Aviv Three, L.L.C.	Delaware
Ohio Aviv Two, L.L.C.	Delaware
Ohio Aviv, L.L.C.	Delaware
Ohio Indiana Property, L.L.C.	Delaware
Ohio Pennsylvania Property, L.L.C.	Delaware
Oklahoma Two Property, L.L.C.	Delaware
Oklahoma Warr Wind, L.L.C.	Delaware
Omaha Associates, L.L.C.	Delaware
Omega TRS I, Inc.	Maryland
Orange ALF Property, L.L.C.	Delaware
Orange Village Care Center, LLC	Ohio
Orange, L.L.C.	Illinois
Oregon Associates, L.L.C.	Delaware
Oso Avenue Property, L.L.C.	Delaware
Ostrom Avenue Property, L.L.C.	Delaware
Palm Valley Senior Care, LLC	Arizona
Panama City Nursing Center LLC	Delaware
Pavillion North Partners, LLC	Pennsylvania
Pavillion North, LLP	Pennsylvania
Pavillion Nursing Center North, LLC	Pennsylvania
Peabody Associates Two, L.L.C.	Delaware
Peabody Associates, L.L.C.	Delaware
Pennington Road Property, L.L.C.	Delaware
Pensacola Real Estate Holdings I, LLC	Florida
Pensacola Real Estate Holdings II, LLC	Florida
Pensacola Real Estate Holdings III, LLC	Florida
Pensacola Real Estate Holdings IV, LLC	Florida
Pensacola Real Estate Holdings V, LLC	Florida
Pocatello Idaho Property, L.L.C.	Delaware
Pomona Vista L.L.C.	Illinois
Prescott Arkansas, L.L.C.	Delaware
PV Realty-Willow Tree, LLC	Maryland
Raton Property Limited Company	New Mexico
Ravenna Ohio Property, L.L.C.	Delaware
Red Rocks, L.L.C.	Illinois
Richland Washington, L.L.C.	Delaware
Ridgecrest Senior Care, LLC	Arizona
Riverside Nursing Home Associates Two, L.L.C.	Delaware
Riverside Nursing Home Associates, L.L.C.	Delaware
Rockingham Drive Property, L.L.C.	Delaware
Rose Baldwin Park Property L.L.C.	Illinois
S.C. Portfolio Property, L.L.C.	Delaware
Salem Associates, L.L.C.	Delaware
San Juan NH Property, LLC	Delaware
Sandalwood Arkansas Property, L.L.C.	Delaware
Santa Ana-Bartlett, L.L.C.	Illinois

<b>Existing Registrant Guarantors</b>	<b>State or other jurisdiction of formation</b>
Santa Fe Missouri Associates, L.L.C.	Illinois
Savoy/Bonham Venture, L.L.C.	Delaware
Searcy Aviv, L.L.C.	Delaware
Sedgwick Properties, L.L.C.	Delaware
Seguin Texas Property, L.L.C.	Delaware
Sierra Ponds Property, L.L.C.	Delaware
Skylar Boyington, LLC	Mississippi
Skylar Florida, LLC	Mississippi
Skylar Maitland LLC	Delaware
Skylar Pensacola, LLC	Florida
Skyview Associates, L.L.C.	Delaware
Southeast Missouri Property, L.L.C.	Delaware
Southern California Nevada, L.L.C.	Delaware
St. Joseph Missouri Property, L.L.C.	Delaware
St. Mary's Properties, LLC	Ohio
Star City Arkansas, L.L.C.	Delaware
Stephenville Texas Property, L.L.C.	Delaware
Sterling Acquisition, LLC	Kentucky
Stevens Avenue Property, L.L.C.	Delaware
Sun-Mesa Properties, L.L.C.	Illinois
Suwanee, LLC	Delaware
Texas Fifteen Property, L.L.C.	Delaware
Texas Four Property, L.L.C.	Delaware
Texas Lessor – Stonegate GP, LLC	Maryland
Texas Lessor – Stonegate, Limited, LLC	Maryland
Texas Lessor – Stonegate, LP	Maryland
Texhoma Avenue Property, L.L.C.	Delaware
The Suburban Pavilion, LLC	Ohio
Tujungga, L.L.C.	Delaware
Tulare County Property, L.L.C.	Delaware
VRB Aviv, L.L.C.	Delaware
Washington Idaho Property, L.L.C.	Delaware
Washington Lessor – Silverdale, LLC	Maryland
Washington-Oregon Associates, L.L.C.	Illinois
Watauga Associates, L.L.C.	Illinois
Wellington Leasehold, L.L.C.	Delaware
West Pearl Street, L.L.C.	Delaware
West Yarmouth Property I, L.L.C.	Delaware
Westerville Ohio Office Property, L.L.C.	Delaware
Wheeler Healthcare Associates, L.L.C.	Texas
Whitlock Street Property, L.L.C.	Delaware
Wilcare, LLC	Ohio
Willis Texas Aviv, L.L.C.	Delaware
Yuba Aviv, L.L.C.	Delaware

### RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges on a reported basis for the periods indicated. Earnings consist of income from continuing operations plus fixed charges. Fixed charges consist of interest expense, amortization of deferred financing costs and gains and losses related to retiring certain debt early. We have calculated the ratio of earnings to fixed charges by adding net income to fixed charges and dividing that sum by such fixed charges.

(in thousands, except for ratios)	Year ended December 31,					Three months ended March 31,	
	2011	2012	2013	2014	2015	2015	2016
Net income	\$ 52,606	\$ 120,698	\$ 172,521	\$ 221,349	\$ 233,315	\$ 43,052	\$ 58,196
Interest expense <sup>(1)</sup>	86,899	106,096	92,048	126,869	183,208	43,089	39,652
Income before fixed charges	\$ 139,505	\$ 226,794	\$ 264,569	\$ 348,218	\$ 416,523	\$ 86,141	\$ 97,848
Capitalized interest	\$ 139	\$ 240	\$ 190	\$ —	\$ 3,701	\$ 20	\$ 1,720
Interest expense <sup>(1)</sup>	86,899	106,096	92,048	\$ 126,869	\$ 183,208	\$ 43,089	\$ 39,652
Total fixed charges	\$ 87,038	\$ 106,336	\$ 92,238	\$ 126,869	\$ 186,909	\$ 43,109	\$ 41,372
<b>Earnings/fixed charges coverage ratio</b>	<b>1.6x</b>	<b>2.1x</b>	<b>2.9x</b>	<b>2.7x</b>	<b>2.2x</b>	<b>2.0x</b>	<b>2.4x</b>

<sup>(1)</sup>Includes interest refinancing costs, gains and losses on refinancing and amortization of deferred financing costs.

**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption "Experts" in Post-Effective Amendment No. 1 to the Registration Statement (Form S-3 No. 333-208710) and related Prospectus of Omega Healthcare Investors, Inc. for the registration of debt securities and guarantees of debt securities and to the incorporation by reference therein of (i) our report dated February 26, 2016 (except as to Note 21, as to which the date is June 30, 2016), with respect to the consolidated financial statements and schedules of Omega Healthcare Investors, Inc. included in its Current Report on Form 8-K filed with the Securities and Exchange Commission on the date hereof, and (ii) our report dated February 26, 2016 with respect to the effectiveness of internal control over financial reporting of Omega Healthcare Investors, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Baltimore, Maryland  
June 30, 2016

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