

**\$700,000,000**  
**Omega Healthcare Investors, Inc.**  
**4.375% Senior Notes due 2023**

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<b>Issuer:</b>	Omega Healthcare Investors, Inc.
<b>Guarantees:</b>	The notes will be fully and unconditionally guaranteed by the Company's existing and future subsidiaries that guarantee indebtedness under the Company's existing senior notes and the facilities under the Company's credit agreements.
<b>Title of Securities:</b>	4.375% Senior Notes due 2023
<b>Aggregate Principal Amount:</b>	\$700,000,000
<b>Trade Date:</b>	June 30, 2016
<b>Settlement Date:</b>	July 12, 2016 (T + 7)
<b>Final Maturity Date:</b>	August 1, 2023
<b>Issue Price to Public:</b>	99.739% plus accrued interest, if any, from July 12, 2016
<b>Gross Proceeds to Issuer:</b>	\$698,173,000
<b>Coupon:</b>	4.375%
<b>Yield to Maturity:</b>	4.418%
<b>Spread to Treasury:</b>	+312.5 basis points
<b>Benchmark Treasury:</b>	UST 1.375% due June 30, 2023
<b>Benchmark Treasury Yield:</b>	1.293%
<b>Interest Payment Dates:</b>	August 1 and February 1, commencing February 1, 2017
<b>Record Dates:</b>	July 15 and January 15
<b>Optional Redemption:</b>	Make-whole call @ T+50 bps Par call on or after June 1, 2023

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**Joint Book-Running Managers:**

J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Credit Agricole Securities (USA) Inc.  
Stifel, Nicolaus and Company, Incorporated

**Co-Managers:**

Capital One Securities, Inc.  
Morgan Stanley & Co. LLC  
RBC Capital Markets, LLC  
SunTrust Robinson Humphrey, Inc.  
Wells Fargo Securities, LLC  
Mitsubishi UFJ Securities (USA), Inc.  
BB&T Capital Markets, a division of BB&T Securities, LLC  
BBVA Securities Inc.  
Regions Securities LLC

**CUSIP/ISIN Numbers:**

CUSIP: 681936 BJ8  
ISIN: US681936BJ87

The issuer has filed a registration statement (including a preliminary prospectus supplement and a prospectus) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC's website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and prospectus if you request it by calling J.P. Morgan Securities LLC, collect at 212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Credit Agricole Securities (USA) Inc. at 1-866-807-6030.

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