

Omega Healthcare Investors, Inc.  
\$550,000,000  
4.750% Senior Notes due 2028  
\$150,000,000  
4.500% Senior Notes due 2025  
March 28, 2017

---

**2028 Notes**

**2025 Notes**

|                                    |  |  |
|------------------------------------|--|--|
| <b>Issuer:</b>                     | Omega Healthcare Investors, Inc.   | 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. | 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>        | 4.750% Senior Notes due 2028   | 4.500% Senior Notes due 2025   |
| <b>Aggregate Principal Amount:</b> | \$550,000,000  | \$150,000,000<br><br>The 4.50% Senior Notes due 2025 will be part of the same series of notes as the \$250,000,000 principal amount of 4.50% Senior Notes due 2025 offered and sold by the prospectus dated June 17, 2015.               |
| <b>Trade Date:</b>                 | March 28, 2017   | March 28, 2017   |
| <b>Settlement Date:</b>            | April 4, 2017 (T + 5)  | April 4, 2017 (T + 5)  |
| <b>Final Maturity Date:</b>        | January 15, 2028   | January 15, 2025   |
| <b>Issue Price to Public:</b>      | 98.978% plus accrued interest, if any, from April 4, 2017  | 99.540% plus accrued interest from January 15, 2017  |

---

|  |  |  |
|--|--|--|
| <b>Gross Proceeds to Issuer<br/>(excludes accrued interest):</b> | \$544,379,000  | \$149,310,000  |
| <b>Coupon:</b>   | 4.750%   | 4.500%   |
| <b>Yield to Maturity:</b>  | 4.87%  | 4.57%  |
| <b>Spread to Treasury:</b>                                       | +245 basis points  | +215 basis points  |
| <b>Benchmark Treasury:</b>                                       | UST 2.250% due February 15, 2027   | UST 2.250% due February 15, 2027   |
| <b>Benchmark Treasury Yield:</b>                                 | 2.420%   | 2.420%   |
| <b>Interest Payment Dates:</b>                                   | January 15 and July 15, commencing January 15, 2018  | January 15 and July 15, commencing July 15, 2017   |
| <b>Record Dates:</b>   | January 1 and July 1   | January 1 and July 1   |
| <b>Optional Redemption:</b>                                      | Make-whole call @ T+40 bps<br>Par call on or after October 15, 2027  | Make-whole call @ T+35 bps<br>Par call on or after October 15, 2024  |
| <b>Joint Book-Running Managers:</b>                              | J.P. Morgan Securities LLC Credit Agricole Securities<br>(USA) Inc.<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated<br>Stifel, Nicolaus and Company, Incorporated                  | J.P. Morgan Securities LLC<br>Credit Agricole Securities (USA) Inc.<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated<br>Stifel, Nicolaus and Company, Incorporated                  |
| <b>Senior Co-Managers:</b>                                       | Capital One Securities, Inc.<br>RBC Capital Markets, LLC<br>SunTrust Robinson Humphrey, Inc.<br>Wells Fargo Securities, LLC<br>Morgan Stanley & Co. LLC<br>MUFG Securities Americas Inc. | Capital One Securities, Inc.<br>RBC Capital Markets, LLC<br>SunTrust Robinson Humphrey, Inc.<br>Wells Fargo Securities, LLC<br>Morgan Stanley & Co. LLC<br>MUFG Securities Americas Inc. |
| <b>Co-Managers:</b>  | BBVA Securities Inc.<br>BB&T Capital Markets, a division of BB&T Securities,<br>LLC<br>Regions Securities LLC<br>SMBC Nikko Securities America, Inc.<br>Synovus Securities, Inc.         | BBVA Securities Inc.<br>BB&T Capital Markets, a division of BB&T Securities,<br>LLC<br>Regions Securities LLC<br>SMBC Nikko Securities America, Inc.<br>Synovus Securities, Inc.         |

---

**CUSIP/ISIN Numbers:** CUSIP: 681936BK5  
ISIN: US681936BK50

CUSIP: 681936BD1  
ISIN: US681936BD18

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 get 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, Credit Agricole Securities (USA) Inc. at (866) 807-6030, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, or Stifel, Nicolaus and Company, Incorporated at (800) 966-1559.

---