

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OMEGA HEALTHCARE INVESTORS, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(Omega Healthcare Investors, Inc.)
(State or other jurisdiction of incorporation or organization)

1-11316
(Omega Healthcare Investors, Inc.)
(Commission file number)

38-3041398
(Omega Healthcare Investors, Inc.)
(IRS Employer Identification No.)

303 International Circle, Suite 200, Hunt Valley, MD 21030

(Address of principal executive offices)

(410) 427-1700

(Telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Registrant	Title of Each Class	Trading Symbol (s)	Name of Exchange on Which Registered
Omega Healthcare Investors, Inc.	Common Stock, \$.10 Par Value	OHI	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

Large accelerated filer
Smaller reporting company

Accelerated filer
Emerging growth company

Non-accelerated filer

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2) (B) of the Securities Act.

Yes No

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Yes No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of the common stock Omega Healthcare Investors, Inc. held by non-affiliates was \$6,599,342,597 as of June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter. The aggregate market value was computed using the \$28.19 closing price per share for such stock on the New York Stock Exchange on such date.

As of February 8, 2023, there were 234,267,646 shares of Omega Healthcare Investors, Inc. common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Proxy Statement for the registrant's 2023 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2022, is incorporated by reference in Part III herein.

TABLE OF CONTENTS

	<u>Page</u>
Forward-Looking Statements	3
<u>PART I</u>	
Item 1. Business	4
Item 1A. Risk Factors	17
Item 1B. Unresolved Staff Comments	31
Item 2. Properties	31
Item 3. Legal Proceedings	31
Item 4. Mine Safety Disclosures	31
<u>PART II</u>	
Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	32
Item 6. [Reserved]	33
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	47
Item 8. Financial Statements and Supplementary Data	48
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	48
Item 9A. Controls and Procedures	48
Item 9B. Other Information	49
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	49
<u>PART III</u>	
Item 10. Directors, Executive Officers of the Registrant and Corporate Governance	50
Item 11. Executive Compensation	50
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	50
Item 13. Certain Relationships and Related Transactions, and Director Independence	50
Item 14. Principal Accountant Fees and Services	50
<u>PART IV</u>	
Item 15. Exhibits and Financial Statement Schedules	51
Item 16. Form 10-K Summary	51

Forward-Looking Statements

Unless otherwise indicated or except where the context otherwise requires, the terms “we,” “us” and “our” and other similar terms in this Annual Report on Form 10-K refer to Omega Healthcare Investors, Inc. and its consolidated subsidiaries.

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this document. This document contains “forward-looking statements” within the meaning of the federal securities laws. These statements relate to our expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements other than statements of historical facts. In some cases, you can identify forward-looking statements by the use of forward-looking terminology including, but not limited to, terms such as “may,” “will,” “anticipates,” “expects,” “believes,” “intends,” “should” or comparable terms or the negative thereof. These statements are based on information available on the date of this filing and only speak as to the date hereof and no obligation to update such forward-looking statements should be assumed.

Our actual results may differ materially from those reflected in the forward-looking statements contained herein as a result of a variety of factors, including, among other things:

- (1) those items discussed under “Risk Factors” in Part I, Item 1A to this Annual Report on Form 10-K;
- (2) uncertainties relating to the business operations of the operators of our assets, including those relating to reimbursement by third-party payors, regulatory matters and occupancy levels;
- (3) the impact of the COVID-19 pandemic on our business and the business of our operators, including without limitation, the announced termination of the federally declared public health emergency and related government and regulatory support scheduled for May 11, 2023, the levels of staffing shortages, increased costs and decreased occupancy experienced by operators of skilled nursing facilities (“SNFs”) and assisted living facilities (“ALFs”) in connection with the pandemic, the ability of our operators to comply with infection control and vaccine protocols and to manage facility infection rates, and the sufficiency of government support and reimbursement rates to offset such costs and the conditions related thereto;
- (4) the ability of our operators in bankruptcy to reject unexpired lease obligations, modify the terms of our mortgages and impede our ability to collect unpaid rent or interest during the pendency of a bankruptcy proceeding and retain security deposits for the debtor’s obligations, and other costs and uncertainties associated with operator bankruptcies;
- (5) our ability to re-lease, otherwise transition, or sell underperforming assets or assets held for sale on a timely basis and on terms that allow us to realize the carrying value of these assets;
- (6) the availability and cost of capital to us;
- (7) changes in our credit ratings and the ratings of our debt securities;
- (8) competition in the financing of healthcare facilities;
- (9) competition in the long-term healthcare industry and shifts in the perception of various types of long-term care facilities, including SNFs and ALFs;
- (10) additional regulatory and other changes in the healthcare sector;
- (11) changes in the financial position of our operators;
- (12) the effect of economic and market conditions generally and, particularly, in the healthcare industry;
- (13) changes in interest rates and the impact of inflation;
- (14) the timing, amount and yield of any additional investments;
- (15) changes in tax laws and regulations affecting real estate investment trusts (“REITs”);
- (16) the potential impact of changes in the SNF and ALF markets or local real estate conditions on our ability to dispose of assets held for sale for the anticipated proceeds on a timely basis, or to redeploy the proceeds therefrom on favorable terms;
- (17) our ability to maintain our status as a REIT; and
- (18) the effect of other factors affecting our business or the businesses of our operators that are beyond our or their control, including natural disasters, other health crises or pandemics and governmental action; particularly in the healthcare industry.

PART I

Item 1 – Business

Overview

Omega Healthcare Investors, Inc. (“Parent”) is a Maryland corporation that, together with its consolidated subsidiaries (collectively, “Omega” or “Company”) has elected to be taxed as a REIT for federal income tax purposes. Omega is structured as an umbrella partnership REIT (“UPREIT”) under which all of Omega's assets are owned directly or indirectly by, and all of Omega's operations are conducted directly or indirectly through, its operating partnership subsidiary, OHI Healthcare Properties Limited Partnership (collectively with subsidiaries, “Omega OP”). As of December 31, 2022, Parent owned approximately 97% of the issued and outstanding units of partnership interest in Omega OP (“Omega OP Units”), and other investors owned approximately 3% of the outstanding Omega OP Units. Omega became a publicly traded company listed on the New York Stock Exchange in 1992.

Omega has one reportable segment consisting of investments in healthcare-related real estate properties located in the United States (“U.S.”) and the United Kingdom (“U.K.”). Our goal is to provide strong returns to our investors, while serving as the preferred capital partner to our healthcare operating companies and affiliates (collectively, our “operators”) so they can concentrate on providing a high level of care for their resident-patients.

Property Types

Our core business is to provide financing and capital to the long-term healthcare industry with a particular focus on skilled nursing facilities (“SNFs”), assisted living facilities (“ALFs”), and to a lesser extent, independent living facilities (“ILFs”), rehabilitation and acute care facilities (“specialty facilities”) and medical office buildings (“MOBs”). The following is a summary of our various property types.

- *Skilled nursing facilities* - SNFs provide services that include daily nursing, therapeutic rehabilitation, social services, activities, housekeeping, nutrition, medication management and administrative services for individuals requiring certain assistance for activities in daily living.
- *Assisted living facilities* - ALFs provide services that include assistance for activities in daily living and permit residents to maintain some of their privacy and independence as they do not require constant supervision and assistance. Services usually include daily housekeeping, laundry, medical reminders and assistance with the activities of daily living, such as eating, dressing and bathing.
- *Independent living facilities* - ILFs are age-restricted multi-family properties with central dining facilities that provide services that include security, housekeeping, activities, nutrition and limited laundry services.
- *Specialty facilities* – Specialty facilities consist of specialty hospitals, long-term acute care hospitals, inpatient rehabilitation facilities, behavioral health substance facilities, behavioral health psychiatric facility and traumatic brain injury facilities.
- *Medical office buildings* – MOBs are facilities designed specifically for healthcare providers such as physicians, dentists and other clinicians.

Investment Strategy & Types

We maintain a portfolio of long-term healthcare facilities, mortgages and other real estate loans on healthcare facilities located in the U.S. and the U.K. Our investments are generally geographically diverse and operated by a diverse group of established, middle-market healthcare operators that we believe meet our standards for quality and experience of management and creditworthiness. Our criteria for evaluating potential investments includes but is not limited to:

- the quality and experience of management and the creditworthiness of the operator of the facility;
- the facility's historical and forecasted cash flow and its ability to meet operational needs, capital expenditure requirements and lease or debt service obligations;

[Table of Contents](#)

- the construction quality, condition and design of the facility and its environmental impact;
- the location of the facility;
- the tax, growth, regulatory and reimbursement environment of the applicable jurisdiction;
- the occupancy rate for the facility and demand for similar healthcare facilities in the same or nearby communities; and
- the payor mix of private, Medicare and Medicaid patients at the facility.

As healthcare delivery continues to evolve, we continuously evaluate potential investments, as well as our assets, operators and markets to position our portfolio for long-term success. Our strategy includes applying data analytics to our investment underwriting and asset management, as well as selling or transitioning assets that do not meet our portfolio criteria.

We prefer to invest in fee simple ownership of properties. Due to regulatory, tax or other considerations, we may pursue alternative investment structures, such as mortgages and investments in joint ventures. While the market for long-term care real estate acquisitions in the U.S. remained competitive in 2022, we continued to seek and identify selective investments that are accretive to our portfolio. In addition to our U.S.-based investments, we expect to continue to pursue investments in alternative jurisdictions such as the U.K. As part of our continuous evaluation of our portfolio and in connection with certain operator workout transactions, we expect to continue to opportunistically sell assets, or portfolios of assets, from time to time. In addition, as the long-term care industry evolves and adapts to new protocols, we have made and may continue to make select ancillary investments in companies that enhance the technology and infrastructure of long-term care providers and our operators.

We typically seek substantial liquidity deposits, covenants regarding minimum working capital and net worth, liens on accounts receivable and other operating assets, and various provisions for cross-default, cross-collateralization and corporate and/or personal guarantees for our investments when appropriate.

The following summarizes our primary investment structures. The average annualized yields described below reflect obligations under existing contractual arrangements. However, due to the nature of the long-term care industry, we cannot assure that the operators of our facilities will meet their payment obligations in full or when due. Therefore, the annualized yields as of December 31, 2022, set forth below, are not necessarily indicative of future yields, which may be lower.

Real Estate Assets & Leases

Our real estate assets are primarily comprised of land, buildings and improvements and any furniture and equipment contained within our facilities. Substantially all of our leases are triple-net operating leases and require the operator to pay rent and all additional charges incurred in the operation of the leased facility. At December 31, 2022, we had one direct financing lease. Our triple-net operating leases typically range from 5 to 15 years, plus renewal options. Our leases generally provide for minimum annual rents that are subject to annual escalators. Leases with fixed annual rental escalators are generally recognized on a straight-line basis over the initial lease period, subject to a collectibility assessment. At December 31, 2022, our average annualized yield from operating leases was approximately 9.0%. At December 31, 2022, approximately 78% of our operating leases have initial lease terms expiring after 2027. The majority of our leased real estate properties are leased under provisions of master lease agreements that govern more than one facility, and to a lesser extent, we lease facilities under single facility leases. Under our master leases, our operators are required to make one monthly payment that represents rent on all the properties that are subject to the master lease. Certain of our leases also contain operator purchase options or landlord put options.

Some of our leases provide our operators with advances for the construction of facilities or capital expenditures for strategic facility enhancements. Typically, these advances require the operator to pay a fixed percentage of the advances funded as capital expenditure rent under the lease. Construction and upgrades made under these lease clauses are capitalized within our real estate assets. We direct a significant amount of our capital back into existing assets, which we believe sets the stage for our long-term strategic success.

[Table of Contents](#)

Real Estate Loans

Real estate loans consist of mortgage loans and other real estate loans which are primarily collateralized by a first, second or third mortgage lien or a leasehold mortgage on, or an assignment of the partnership interest in, the related properties. Our real estate loans typically have a fixed interest rate for the loan term. We enter into real estate loans for existing facilities and for the construction of facilities. At December 31, 2022, our average annualized yield on these investments was approximately 10.1%. At December 31, 2022, approximately 76% of our real estate loans have primary terms that expire after 2027.

Investments in Unconsolidated Joint Ventures

From time to time, we also acquire equity interests in joint ventures or entities that support the long-term healthcare industry and our operators. These are investments in entities that we do not consolidate but for which we can exercise significant influence over operating and financial policies and are reported under the equity method of accounting. Our investments in unconsolidated entities generally represent interests ranging from 9% to 51%. Under the equity method of accounting, our share of the investee's earnings or losses is included in our consolidated results of operations. The initial carrying value of investments in unconsolidated entities is based on the amount paid to purchase the entity interest inclusive of transaction costs.

Non-Real Estate Loans

Non-real estate loans are loans to our operators and/or their principals that may be either unsecured or secured by the collateral of the borrower and are typically short-term in nature. Collateral under secured non-real estate loans typically consists of the working capital of operator entities. At December 31, 2022, our average annualized yield on these investments was approximately 8.7%. At December 31, 2022, approximately 12% of our non-real estate loans have primary terms that expire after 2027.

Portfolio and Investment Summary

As of December 31, 2022, our portfolio of real estate investments included 926 healthcare facilities located in 42 states and the U.K. operated by 67 third-party operators and was made up of the following:

- Real estate assets, subject to operating leases, that include 664 SNFs, 169 ALFs, 20 ILFs, 16 specialty facilities and two MOBs;
- investment in a direct financing lease on one SNF;
- real estate loans, including first lien mortgages, on 48 SNFs, two ALFs and two specialty facilities;
- investments in unconsolidated joint ventures that hold 63 ALFs and two specialty facilities; and
- 2 facilities held for sale.

Included below is a summary of our total investment assets, excluding accumulated depreciation, as of December 31, 2022 and 2021 (dollars in thousands):

	As of December 31,	
	2022	2021
Real estate assets:		
Real estate assets	\$ 8,860,264	\$ 9,028,745
Investments in direct financing leases – net	8,503	10,873
Real estate loans receivable – net	1,042,731	1,180,786
Investments in unconsolidated joint ventures	178,920	194,687
Assets held for sale	9,456	203,025
Total real estate investments	10,099,874	10,618,116
Non-real estate loans receivable – net	225,281	124,184
Total investments	<u>\$ 10,325,155</u>	<u>\$ 10,742,300</u>

[Table of Contents](#)*Revenues*

The following table summarizes our revenues by investment category for 2022, 2021 and 2020 (dollars in thousands):

	Year Ended December 31,		
	2022	2021	2020
Real estate related income:			
Rental income	\$ 750,208	\$ 923,677	\$ 753,427
Income from direct financing leases	1,023	1,029	1,033
Real estate loans interest income	110,322	123,649	117,289
Total real estate related revenues	861,553	1,048,355	871,749
Non-real estate loans interest income	13,597	12,733	16,997
Miscellaneous income	3,094	1,721	3,635
Total revenues	\$ 878,244	\$ 1,062,809	\$ 892,381

The table set forth in Item 2 – Properties contains additional information regarding the geographic concentration of our facilities and investments as of December 31, 2022.

Borrowing Policies

We generally attempt to match the maturity of our indebtedness with the maturity of our investment assets and employ long-term, fixed-rate debt to the extent practicable in view of market conditions in existence from time to time.

We may use the proceeds of new indebtedness to finance our investments in additional healthcare facilities. In addition, we may invest in properties subject to existing loans, secured by mortgages, deeds of trust or similar liens on properties.

Policies With Respect To Certain Activities

With respect to our capital requirements, we typically rely on equity offerings, debt financing and retention of cash flow (subject to provisions in the Internal Revenue Code of 1986, as amended (the “Code”) concerning taxability of undistributed REIT taxable income), or a combination of these methods. Our financing alternatives include bank borrowings, publicly or privately placed debt instruments, purchase money obligations to the sellers of assets or securitizations, any of which may be issued as secured or unsecured indebtedness. We have the authority to issue our common stock or other equity or debt securities in exchange for property and to repurchase or otherwise reacquire our securities. Subject to the percentage of ownership limitations and gross income and asset tests necessary for REIT qualification, we may invest in securities of other REITs, other entities engaged in real estate activities or securities of other issuers, including for the purpose of exercising control over such entities. We may engage in the purchase and sale of investments. We do not underwrite the securities of other issuers. Our officers and directors may change any of these policies without a vote of our stockholders. In the opinion of our management, our properties are adequately covered by insurance.

Competition

The healthcare industry is highly competitive and will likely become more competitive in the future. We face competition in making and pricing new investments from other public and private REITs, investment companies, private equity and hedge fund investors, healthcare operators, lenders, developers and other institutional investors, some of whom may have greater resources and lower costs of capital than us. In addition, a significant amount of our rental and loan interest income is generally derived from facilities in states that require state approval for development and expansion of healthcare facilities. We believe that such state approvals may reduce competition for our operators and enhance the value of our properties. Our operators compete on a local and regional basis with operators of facilities that provide comparable services and, in certain cases, home and community health solutions. The basis of competition for our operators includes, amongst other factors, the quality of care provided, reputation, the physical appearance of a facility, price, the range of services offered, family preference, alternatives for healthcare delivery, the supply of competing properties, physicians, staff, referral sources, location and the size and demographics of the population and surrounding areas.

[Table of Contents](#)

Increased competition makes it more challenging for us to identify and successfully capitalize on opportunities that meet our objectives. Our ability to compete is also impacted by national and local economic trends, availability of investment alternatives, availability and cost of capital, our financial condition, construction and renovation costs, existing laws and regulations, new legislation and population trends.

Taxation of Omega

Omega elected to be taxed as a REIT, under Sections 856 through 860 of the Code, beginning with our taxable year ended December 31, 1992. To continue to qualify as a REIT, we must continue to meet certain tests that, among other things, generally require that our assets consist primarily of real estate assets, our income be derived primarily from real estate assets, and that we distribute at least 90% of our REIT taxable income (other than net capital gains) to our stockholders annually. Provided we maintain our qualification as a REIT, we generally will not be subject to U.S. federal income taxes at the corporate level on our net income to the extent such net income is distributed to our stockholders annually. Even if we continue to qualify as a REIT, we will continue to be subject to certain federal, state and local taxes on our income and property. We believe that we were organized and have operated in such a manner as to qualify for taxation as a REIT. We intend to continue to operate in a manner that will allow us to maintain our qualification as a REIT, but no assurance can be given that we have operated or will be able to continue to operate in a manner so as to qualify or remain qualified as a REIT.

We have utilized, and may continue to utilize, one or more taxable REIT subsidiaries (“TRS”) to engage in activities that REITs may be prohibited from performing, including the provision of management and other services to third parties and the conduct of certain nonqualifying real estate transactions. Our TRSs generally are taxable as regular corporations, and therefore, subject to federal, foreign, state and local income taxes.

To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100% of our “REIT taxable income,” as adjusted, we will be subject to tax thereon at regular corporate rates. If we were to fail to qualify as a REIT in any taxable year, as a result of a determination that we failed to meet the annual distribution requirement or otherwise, we would be subject to federal and state income tax, and any applicable alternative minimum tax on our taxable income at regular corporate rates with respect to each such taxable year for which the statute of limitations remains open. In addition, even if we continue to qualify as a REIT, we could become subject to certain excise taxes. Moreover, unless entitled to relief under certain statutory provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification is lost. This treatment would significantly reduce our net earnings and cash flow because of our additional tax liability for the years involved, which could significantly impact our financial condition.

All of our investments are held directly or through entities owned by Omega OP. Omega OP is a pass through entity for U.S. federal income tax purposes, and therefore we are required to take into account our allocable share of each item of Omega OP’s income, gain, loss, deduction, and credit for any taxable year of Omega OP ending within or with our taxable year, without regard to whether we have received or will receive any distribution from Omega OP. Although a partnership agreement for pass through entities generally will determine the allocation of income and losses among partners, such allocations will be disregarded for tax purposes if they do not comply with the provisions of the Code and Treasury Regulations governing partnership allocations. If an allocation is not recognized for federal income tax purposes, the item subject to the allocation will be reallocated in accordance with the partners’ interests in the partnership, which will be determined by considering all the facts and circumstances relating to the economic arrangement of the partners with respect to such item. While Omega OP should generally not be a taxable entity for federal income tax purposes, any state or local revenue, excise or franchise taxes that result from the operating activities of the Omega OP may be incurred at the entity level.

Investors are strongly urged to consult their own tax advisors regarding the potential tax consequences of an investment in us based on such investor’s particular circumstances.

Government Regulation and Reimbursement

The healthcare industry is heavily regulated. Our operators, which are primarily based in the U.S., are subject to extensive and complex federal, state and local healthcare laws and regulations; we also have several U.K.-based operators which are subject to a variety of laws and regulations in their jurisdiction. These laws and regulations are subject to frequent and substantial changes resulting from the adoption of new legislation, rules and regulations, and administrative and judicial interpretations of existing law. The ultimate timing or effect of these changes, which may be applied retroactively, cannot be predicted. Changes in laws and regulations impacting our operators, in addition to regulatory non-compliance by our operators, can have a significant effect on the operations and financial condition of our operators, which in turn may adversely impact us. There is the potential that we may be subject directly to healthcare laws and regulations because of the broad nature of some of these regulations, such as the Anti-kickback Statute and False Claims Act, among others.

The U.S. Department of Health and Human Services (“HHS”) declared a public health emergency on January 31, 2020 following the World Health Organization's decision to declare COVID-19 a public health emergency of international concern. This declaration, which has been extended through its scheduled expiration date of May 11, 2023, allows HHS to provide temporary regulatory waivers and new reimbursement rules, such as a temporary increase in the Medicaid Federal Medical Assistance Percentage and other rules designed to equip providers with flexibility to respond to the COVID-19 pandemic by suspending various Medicare patient coverage criteria and documentation and care requirements, including, for example, suspension of the three-day prior hospital stay coverage requirement and expanding the list of approved services which may be provided via telehealth. The three-day prior hospital stay waiver was a significant benefit to the skilled nursing industry during the height of the pandemic, as the reimbursement associated with the ability to skill in place helped to offset some of the increased costs connected with managing the pandemic. These regulatory actions have contributed, and may continue to contribute, to a change in census volumes and skilled nursing mix that may not otherwise have occurred. The public health emergency declaration is scheduled to terminate on May 11, 2023; however, it remains uncertain whether and/or when federal and state regulators will resume enforcement of those regulations which have waived or otherwise not been enforced during the public health emergency due to the exercise of enforcement discretion.

These temporary changes to regulations and reimbursement, as well as emergency legislation, including the CARES Act enacted on March 27, 2020 and discussed below, have had a significant impact on the operations and financial condition of our operators. The extent of the COVID-19 pandemic's continued effect, including through prolonged labor shortages, slow occupancy recovery, and expense increases, on the Company's and our operators' operational and financial performance will depend on future developments, including the recovery in occupancy and availability of labor, the ability of our operators to manage the impact of the termination of public health emergency and temporary relief thereunder, the sufficiency and timeliness of additional governmental relief and reimbursement rate setting in offsetting cost increases, and the continued efficacy of vaccination, treatment and infection control programs relating to COVID-19, all of which developments and impacts are uncertain and difficult to predict and may continue to adversely impact our business, results of operations, financial condition and cash flows.

A significant portion of our operators' revenue is derived from government-funded reimbursement programs, consisting primarily of Medicare and Medicaid. As federal and state governments continue to focus on healthcare reform initiatives, efforts to reduce costs by government payors will likely continue. Significant limits on the scope of services reimbursed and/or reductions of reimbursement rates could therefore have a material adverse effect on our operators' results of operations and financial condition. Additionally, new and evolving payor and provider programs that are tied to quality and efficiency could adversely impact our tenants' and operators' liquidity, financial condition or results of operations, and there can be no assurance that payments under any of these government healthcare programs are currently, or will be in the future, sufficient to fully reimburse the property operators for their operating and capital expenses. In addition to quality and value-based reimbursement reforms, the U.S. Centers for Medicare and Medicaid Services (“CMS”) has implemented a number of initiatives focused on the reporting of certain facility specific quality of care indicators that could affect our operators, including publicly released quality ratings for all of the nursing homes that participate in Medicare or Medicaid under the CMS “Five Star Quality Rating System.” Facility rankings, ranging from five stars (“much above average”) to one star (“much below average”) are updated on a monthly basis. SNFs are required to provide information for the CMS Nursing Home Compare website regarding staffing and quality measures. These rating changes have impacted referrals to SNFs, and it is possible that changes to this system or other ranking systems could lead to future reimbursement policies that reward or penalize facilities on the basis of the reported quality of care parameters.

The following is a discussion of certain U.S. laws and regulations generally applicable to our operators, and in certain cases, to us.

Reimbursement Changes Related to COVID-19:

U.S. Federal Stimulus Funds and Financial Assistance for Healthcare Providers. In response to the pandemic, Congress has enacted a series of economic stimulus and relief measures. On March 18, 2020, the Families First Coronavirus Response Act (“FFCRA”) was enacted in the U.S., providing a temporary 6.2% increase to each qualifying state and territory’s Medicaid Federal Medical Assistance Percentage (“FMAP”) effective January 1, 2020. The temporary FMAP increase was set to extend through the last day of the calendar quarter in which the public health emergency terminates. In exchange for receiving the enhanced federal funding, the FFCRA included a requirement that Medicaid programs keep beneficiaries enrolled through the end of the month in which the public health emergency terminates. However, as part of the Consolidated Appropriations Act of 2023 signed into law on December 29, 2022, Congress decoupled the Medicaid continuous enrollment from the public health emergency and terminates this provision effective March 31, 2023. Additionally, starting April 1, 2023, states that comply with federal rules regarding conducting renewals may begin the phase-down of the enhanced federal funding according to the following schedule: 6.2 percentage points through March 2023; 5 percentage points through June 2023; 2.5 percentage points through September 2023 and 1.5 percentage points through December 2023. States cannot restrict eligibility standards, methodologies, and procedures and states cannot increase premiums as required in FFCRA. Primarily due to the continuous enrollment provision, Medicaid enrollment has grown substantially compared to before the pandemic and the uninsured rate has dropped. The extent to which this increase in Medicaid enrollment is sustained following the discontinuation of the continuous enrollment provision is uncertain.

In further response to the pandemic, the CARES Act authorized approximately \$178 billion to be distributed through the Provider Relief Fund to reimburse eligible healthcare providers for healthcare related expenses or lost revenues that were attributable to coronavirus. Funds have been allocated since 2020 in targeted and general distributions, the latter over four phases. In September 2021, HHS announced the release of \$25.5 billion in phase four provider funding, including \$17 billion of the \$178 billion previously authorized through the CARES Act and \$8.5 billion for rural providers, including those with Medicaid and Medicare patients, through the American Rescue Plan Act, with payments that began in December 2021. The Provider Relief Fund is administered under the broad authority and discretion of HHS and recipients are not required to repay distributions received to the extent they are used in compliance with applicable requirements. HHS continues to evaluate and provide allocations of, and issue regulation and guidance regarding, grants made under the CARES Act. We do not expect our operators will receive additional funding from HHS.

The CARES Act and related legislation also made other forms of financial assistance available to healthcare providers, which have the potential to impact our operators to varying degrees. This assistance includes Medicare and Medicaid payment adjustments and an expansion of the Medicare Accelerated and Advance Payment Program, which made available accelerated payments of Medicare funds in order to increase cash flow to providers. These payments are loans that providers were scheduled to repay beginning one year from the issuance date of each provider’s or supplier’s accelerated or advance payment, with repayment made through automatic recoupment of 25% of Medicare payments otherwise owed to the provider or supplier for eleven months, followed by an increase to 50% for another six months, after which any outstanding balance would be repaid subject to an interest rate of 4%. We believe these repayments commenced for many of our operators in April 2021 and have adversely impacted operating cash flows of these operators. While not limited to healthcare providers, the CARES Act additionally provided payroll tax relief for employers, allowing them to defer payment of employer Social Security taxes that are otherwise owed for wage payments made after March 27, 2020 through December 31, 2020 to December 31, 2021 with respect to 50% of the payroll taxes owed, with the remaining 50% deferred until December 31, 2022.

The Budget Control Act of 2011 established a Medicare Sequestration of 2%, which is an automatic reduction of certain federal spending as a budget enforcement tool. Originally, the sequester was supposed to be in effect from FY 2013 to FY 2021. However, most recently, the Infrastructure Investment and Jobs Act extended the sequester through FY 2031. Additional legislation, including the CARES Act and the Protecting Medicare and American Farmers Act, suspended the application of the sequester to Medicare from May 1, 2020 through March 30, 2022. It also limited Medicare reductions to 1% from April 1, 2022 through June 30, 2022. The full 2% Medicare sequestration went into effect as of July 1, 2022. The sequestration is currently extended through fiscal year 2031, and gradually increases to 4% from 2030 through 2031.

[Table of Contents](#)

Quality of Care Initiatives and Additional Requirements Related to COVID-19. In addition to COVID-19 reimbursement changes, several regulatory initiatives announced from 2020 to 2022 focused on addressing quality of care in long-term care facilities, including those related to COVID-19 testing and infection control protocols, vaccine protocols, staffing levels, reporting requirements, and visitation policies, as well as increased inspection of nursing homes. In August 2021, CMS announced it was developing an emergency regulation requiring staff vaccinations within the nation's more than 15,000 Medicare and Medicaid-participating nursing homes, and in September 2021, CMS further announced that the scope of the regulation would be expanded to include workers in hospitals, dialysis facilities, ambulatory surgical settings, and home health agencies. In addition, recent updates to the Nursing Home Care website and the Five Star Quality Rating System include revisions to the inspection process, adjustment of staffing rating thresholds, the implementation of new quality measures and the inclusion of a staff turnover percentage (over a 12-month period). Although the American Rescue Plan Act did not allocate specific funds directly to SNF or ALF providers, certain funds were allocated to states who then distributed a portion of these funds to SNF and ALF providers. In addition, the American Rescue Plan Act allocated funds to quality improvement organizations to provide infection control and vaccination uptake support to SNFs and to the CDC for staffing, training and deployment of state-based nursing home and long-term care "strike teams" to assist facilities with known or suspected COVID-19 outbreaks. Additionally, the Biden Administration announced a focus on implementing minimum staffing requirements and increased inspections as part of the nursing home reforms announced in the 2022 State of the Union Address, and in July 2022, CMS announced it was evaluating a proposed federal staffing mandate for SNFs. It is uncertain whether such a mandate will be implemented and, if it is, whether it will be accompanied by additional funding to offset any increased staffing requirements for our operators; an unfunded mandate to increase staff in SNFs may have a material and adverse impact on the financial condition of our operators.

On June 16, 2020, the U.S. House of Representatives Select Subcommittee on the Coronavirus Crisis announced the launch of an investigation into the COVID-19 response of nursing homes and the use of federal funds by nursing homes during the pandemic. The Select Subcommittee continued to be active throughout the remainder of 2020, 2021 and 2022. In March 2021, the Oversight Subcommittee of the House Ways and Means Committee held a hearing on examining the impact of private equity in the U.S. healthcare system, including the impact on quality of care provided within the skilled nursing industry. The Biden Administration additionally announced in March 2022 a focus on reviewing private equity investment specifically in the skilled nursing sector. These initiatives, as well as additional calls for government review of the role of private equity in the U.S. healthcare industry, could result in additional requirements on our operators.

Reimbursement Generally:

Medicaid. Most of our SNF operators derive a substantial portion of their revenue from state Medicaid programs. Whether and to what extent the level of Medicaid reimbursement covers the actual cost to care for a Medicaid eligible resident varies by state. While periodic rate setting occurs and, in most cases, has an inflationary component, the state rate setting process not always keep pace with inflation or, even if it does, there is a risk that it may still not be sufficient to cover all or a substantial portion of the cost to care for Medicaid eligible residents. Additionally, rate setting is also subject to changes based on state budgetary constraints and political factors, both of which could result in decreased or insufficient reimbursement to the industry even in an environment where costs are rising. Since our operators' profit margins on Medicaid patients are generally relatively low, more than modest reductions in Medicaid reimbursement or an increase in the percentage of Medicaid patients has in the past, and may in the future, adversely affect our operators' results of operations and financial condition, which in turn could adversely impact us.

The CARES Act and American Rescue Plan Act contained several provisions designed to increase coverage, expand benefits, and adjust federal financing for state Medicaid programs. While the CARES Act provided for a 6.2% FMAP add-on to the Medicaid program during the PHE, only certain states passed any of that specifically on to SNF operators either via an enhanced rate or lump sum payments. Additionally, the American Rescue Plan Act provided for a 10% FMAP add-on for state home and community-based service expenditures from April 1, 2021 through March 30, 2022 in an effort to assist seniors and people with disabilities to receive services safely in the community rather than in nursing homes and other congregate care settings. Both of these programs came with conditions that states had to meet to be eligible for the FMAP add-on. There may be future initiatives proposed to allocate funding available for reimbursement away from SNFs in favor of home health agencies and community-based care.

[Table of Contents](#)

The risks of insufficient Medicaid reimbursement rates along with possible initiatives to push residents historically cared for in SNFs to alternative settings may impact us more acutely in states where we have a larger presence, including Florida and Texas, our states with the largest concentration of investments. In Texas several of our operators have historically experienced lower operating margins on their SNFs, as compared to other states, as a result of lower Medicaid reimbursement rates and higher labor costs. The state did provide for a sizeable increase in rate during the PHE based on the FMAP add-on; however, there is a risk that this increase won't be captured in normal rate setting when the FMAP add-on expires. In Florida, added support to our operators during the pandemic has generally been limited, with approximately \$100 million in additional FMAP funds announced in November 2021, payable over a three-month period through increased Medicaid rates. In March 2022, a revised state budget for 2022-23, which took effect October 1, 2022, increased Medicaid reimbursement rates by 7.8% to fund, in part, increased wages for certain nursing home staff. In addition, on April 6, 2022, the State of Florida enacted staffing reforms for SNFs that may provide additional flexibility to our operators in meeting minimum staffing requirements by using supplemental staff. We continue to monitor rate adjustment activity in other states in which we have a meaningful presence, and it is too early to assess whether rates will generally keep pace with increased operator costs.

Medicare. On July 29, 2022, CMS issued a final rule regarding the government fiscal year 2023 Medicare payment rates and quality payment programs for SNFs, with aggregate Medicare Part A payments projected to increase by \$904 million, or 2.7%, for fiscal year 2023 compared to fiscal year 2022. This estimated reimbursement increase is attributable to a 3.9% market basket increase factor plus a 1.5 percentage point market basket forecast error adjustment and less a 0.3 percentage point productivity adjustment, as well as a \$780 million decrease in the SNF prospective payment system rates as a result of the recalibrated parity adjustment described below, which is being phased in over two years. The annual update is reduced by two percentage points for SNFs that fail to submit required quality data to CMS under the SNF Quality Reporting Program. CMS has indicated that these impact figures did not incorporate the SNF Value-Based Program reductions that are estimated to be \$186 million in fiscal year 2023. While Medicare reimbursement rate setting, which takes effect annually each October, has historically included forecasted inflationary adjustments, the degree to which those forecasts accurately reflect current inflation rates remains uncertain. Additionally, it remains uncertain whether these adjustments will ultimately be offset by non-inflationary factors, including any adjustments related to the impact of various payment models, such as those described below.

Payments to providers continue to be increasingly tied to quality and efficiency. The Patient Driven Payment Model ("PDPM"), which was designed by CMS to improve the incentives to treat the needs of the whole patient, became effective October 1, 2019. CMS has stated that it intended PDPM to be revenue-neutral to operators, with future Medicare reimbursement reductions possible if that was not the case. In April 2022, CMS issued a proposal for comment, which included an adjustment to obtain that revenue neutrality as early as the 2023 rate setting period. After considering the feedback received in the rulemaking cycle, CMS finalized recalibration of the PDPM parity adjustment factor of 4.6% with a two-year phase-in period that would reduce SNF spending by 2.3%, or approximately \$780 million, in each of fiscal years 2023 and 2024. Prior to COVID-19, we believed that certain of our operators could realize efficiencies and cost savings from increased concurrent and group therapy under PDPM and some had reported early positive results. Given the ongoing impacts of COVID-19, many operators are and may continue to be restricted from pursuing concurrent and group therapy and unable to realize these benefits. Additionally, our operators continue to adapt to the reimbursement changes and other payment reforms resulting from the value-based purchasing programs applicable to SNFs under the 2014 Protecting Access to Medicare Act. These reimbursement changes have had and may, together with any further reimbursement changes to PDPM or value-based purchasing models, in the future have an adverse effect on the operations and financial condition of some operators and could adversely impact the ability of operators to meet their obligations to us.

On May 27, 2020, CMS added physical therapy, occupational therapy and speech-language pathology to the list of approved telehealth Providers for the Medicare Part B programs provided by a SNF as a part of the COVID-19 1135 waiver provisions. The COVID-19 1135 waiver provisions also allow for the facility to bill an originating site fee to CMS for telehealth services provided to Medicare Part B beneficiary residents of the facility when the services are provided by a physician from an alternate location, effective March 6, 2020 through May 11, 2023, the scheduled end of the public health emergency.

[Table of Contents](#)

Other Regulation:

Office of the Inspector General Activities. The Office of Inspector General (“OIG”) of HHS has provided long-standing guidance for SNFs regarding compliance with federal fraud and abuse laws. More recently, the OIG has conducted increased oversight activities and issued additional guidance regarding its findings related to identified problems with the quality of care and the reporting and investigation of potential abuse or neglect at group homes, nursing homes and SNFs. The OIG has additionally reviewed the staffing levels reported by SNFs as part of its August 2018 and February 2019 Work Plan updates, and included a review of involuntary transfers and discharges from nursing homes in the June 2019 Work Plan updates. In August 2020, the OIG released its findings regarding its review of staffing levels in SNFs from 2018. The OIG recommended that CMS enhance efforts to ensure nursing homes meet daily staffing requirements and explore ways to provide consumers with additional information on nursing homes’ daily staffing levels and variability. The OIG indicated that while the review was initiated before the COVID-19 pandemic emerged, the pandemic reinforces the importance of sufficient staffing for nursing homes, as inadequate staffing can make it more difficult for nursing homes to respond to infectious disease outbreaks like COVID-19. It is unknown what impact, if any, enhanced scrutiny of staffing levels by OIG and CMS will have on our operators.

Department of Justice and Other Enforcement Actions. SNFs are under intense scrutiny for ensuring the quality of care being rendered to residents and appropriate billing practices conducted by the facility. The Department of Justice (“DOJ”) has historically used the False Claims Act to civilly pursue nursing homes that bill the federal government for services not rendered or care that is grossly substandard. For example, California prosecutors announced in March 2021 an investigation into a skilled nursing provider that is affiliated with one of our operators, alleging the chain manipulated the submission of staffing level data in order to improve its Five Star rating. In 2020, the DOJ launched a National Nursing Home Initiative to coordinate and enhance civil and criminal enforcement actions against nursing homes with grossly substandard deficiencies. Such enforcement activities are unpredictable and may develop over lengthy periods of time. An adverse resolution of any of these enforcement activities or investigations incurred by our operators may involve injunctive relief and/or substantial monetary penalties, either or both of which could have a material adverse effect on their reputation, business, results of operations and cash flows.

Medicare and Medicaid Program Audits. Governmental agencies and their agents, such as the Medicare Administrative Contractors, fiscal intermediaries and carriers, as well as the OIG, CMS and state Medicaid programs, conduct audits of our operators’ billing practices from time to time. CMS contracts with Recovery Audit Contractors on a contingency basis to conduct post-payment reviews to detect and correct improper payments in the fee-for-service Medicare program, to managed Medicare plans and in the Medicaid program. Regional Recovery Audit Contractor program auditors along with the OIG and DOJ are expected to continue their efforts to evaluate SNF Medicare claims for any excessive therapy charges. CMS also employs Medicaid Integrity Contractors to perform post-payment audits of Medicaid claims and identify overpayments. In addition, the state Medicaid agencies and other contractors have increased their review activities. To the extent any of our operators are found out of compliance with any of these laws, regulations or programs, their financial position and results of operations can be adversely impacted, which in turn could adversely impact us.

Fraud and Abuse. There are various federal and state civil and criminal laws and regulations governing a wide array of healthcare provider referrals, relationships and arrangements, including laws and regulations prohibiting fraud by healthcare providers. Many of these complex laws raise issues that have not been clearly interpreted by the relevant governmental authorities and courts.

These laws include: (i) federal and state false claims acts, which, among other things, prohibit providers from filing false claims or making false statements to receive payment from Medicare, Medicaid or other federal or state healthcare programs; (ii) federal and state anti-kickback and fee-splitting statutes, including the Medicare and Medicaid Anti-kickback statute, which prohibit the payment or receipt of remuneration to induce referrals or recommendations of healthcare items or services, such as services provided in a SNF; (iii) federal and state physician self-referral laws (commonly referred to as the Stark Law), which generally prohibit referrals by physicians to entities for designated health services (some of which are provided in SNFs) with which the physician or an immediate family member has a financial relationship; (iv) the federal Civil Monetary Penalties Law, which prohibits, among other things, the knowing presentation of a false or fraudulent claim for certain healthcare services and (v) federal and state privacy laws, including the privacy and security rules contained in the Health Insurance Portability and Accountability Act of 1996, which provide for the privacy and security of personal health information.

[Table of Contents](#)

Violations of healthcare fraud and abuse laws carry civil, criminal and administrative sanctions, including punitive sanctions, monetary penalties, imprisonment, denial of Medicare and Medicaid reimbursement and potential exclusion from Medicare, Medicaid or other federal or state healthcare programs. Additionally, there are criminal provisions that prohibit filing false claims or making false statements to receive payment or certification under Medicare and Medicaid, as well as failing to refund overpayments or improper payments. Violation of the Anti-kickback statute or Stark Law may form the basis for a federal False Claims Act violation. These laws are enforced by a variety of federal, state and local agencies and can also be enforced by private litigants through, among other things, federal and state false claims acts, which allow private litigants to bring qui tam or whistleblower actions, which have become more frequent in recent years.

Several of our operators have responded to subpoenas and other requests for information regarding their operations in connection with inquiries by the DOJ or other regulatory agencies. In addition, MedEquities Realty Trust, Inc., which we acquired in May 2019, received a Civil Investigative Demand from the DOJ in connection with Lakeway Regional Medical Center, and in November 2022, the Company and several of its affiliates entered into a settlement agreement relating to such demand.

Privacy. Our operators are subject to various federal, state and local laws and regulations designed to protect the confidentiality and security of patient health information, including the federal Health Insurance Portability and Accountability Act of 1996, as amended, the Health Information Technology for Economic and Clinical Health Act (“HITECH”), and the corresponding regulations promulgated thereunder (collectively referred to herein as “HIPAA”). The HITECH Act expanded the scope of these provisions by mandating individual notification in instances of breaches of protected health information, providing enhanced penalties for HIPAA violations, and granting enforcement authority to states’ Attorneys General in addition to the HHS Office for Civil Rights (“OCR”). Additionally, in a final rule issued in January 2013, HHS modified the standard for determining whether a breach has occurred by creating a presumption that any non-permitted acquisition, access, use or disclosure of protected health information is a breach unless the covered entity or business associate can demonstrate through a risk assessment that there is a low probability that the information has been compromised.

Various states have similar laws and regulations that govern the maintenance and safeguarding of patient records, charts and other information generated in connection with the provision of professional medical services. These laws and regulations require our operators to expend the requisite resources to secure protected health information, including the funding of costs associated with technology upgrades. Operators found in violation of HIPAA or any other privacy law or regulation may face significant monetary penalties. In addition, compliance with an operator’s notification requirements in the event of a breach of unsecured protected health information could cause reputational harm to an operator’s business.

Licensing and Certification. Our operators and facilities are subject to various federal, state and local licensing and certification laws and regulations, including laws and regulations under Medicare and Medicaid requiring operators of SNFs and ALFs to comply with extensive standards governing operations. Governmental agencies administering these laws and regulations regularly inspect our operators’ facilities and investigate complaints. Our operators and their managers receive notices of observed violations and deficiencies from time to time, and sanctions have been imposed from time to time on facilities operated by them. In addition, many states require certain healthcare providers to obtain a certificate of need, which requires prior approval for the construction, expansion or closure of certain healthcare facilities, which has the potential to impact some of our operators’ abilities to expand or change their businesses.

Other Laws and Regulations. Additional federal, state and local laws and regulations affect how our operators conduct their operations, including laws and regulations protecting consumers against deceptive practices and otherwise generally affecting our operators’ management of their property and equipment and the conduct of their operations (including laws and regulations involving fire, health and safety; the Americans with Disabilities Act (the “ADA”), which imposes certain requirements to make facilities accessible to persons with disabilities, the costs for which we may be directly or indirectly responsible; the U.S. Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively referred to as the “Healthcare Reform Law”), which amended requirements for staff training, discharge planning, infection prevention and control programs, and pharmacy services, among others; staffing; quality of services, including care and food service; residents’ rights, including abuse and neglect laws; and health standards, including those set by the federal Occupational Safety and Health Administration (in the U.S.)). It is anticipated that our operators will continue to face additional federal and state regulatory requirements related to the operation of their facilities in response to the COVID-19 pandemic. These requirements may continue to evolve and develop over lengthy periods of time.

General and Professional Liability. Although arbitration agreements have been effective in limiting general and professional liabilities for SNF and long-term care providers, there have been numerous lawsuits in recent years challenging the validity of arbitration agreements in long-term care settings. On July 16, 2019, CMS issued a final rule lifting the prohibition on pre-dispute arbitration agreements offered to residents at the time of admission provided that certain requirements are met. The rule prohibits providers from requiring residents to sign binding arbitration agreements as a condition for receiving care and requires that the agreements specifically grant residents the explicit right to rescind the agreement within thirty calendar days of signing. A number of professional liability and employment related claims have been filed or are threatened to be filed against long-term care providers related to COVID-19. While such claims may be subject to liability protection provisions within various state executive orders or legislation and/or federal legislation, an adverse resolution of any of legal proceeding or investigations against our operators may involve injunctive relief and/or substantial monetary penalties, either or both of which could have a material adverse effect on our operators' reputation, business, results of operations and cash flows.

U.K. Regulations. The U.K. also imposes very high levels of regulation on our U.K.-based operators. In England, where all of our operators are based, the Care Quality Commission has regulatory oversight authority over the health and social care sectors and is responsible for approving, registering and inspecting our operators and the properties where they provide services. There is also a detailed legislative and regulatory framework in the U.K. designed to protect the vulnerable (whether by virtue of age or physical and/or mental impairment) and to prevent abuse. Each of these regulatory regimes carries significant enforcement powers, including the ability to criminally prosecute offending operators and facilities, impose fines or revoke registrations. Additionally, under the purview of the Competition and Markets Authority, local authorities are tasked with providing and funding the care needs of eligible residents within the applicable local authority area. There is ongoing debate and uncertainty within the U.K. as to how growing care needs will be met and funded in the future, and it is not clear at this stage what, if any, or the extent of such, impact will be on our U.K.-based operators.

Additionally, there has been significant legislation passed and guidance issued in the U.K. in respect of the COVID-19 pandemic. Much of the legislation or guidance set out the additional precautions, measures or restrictions which were required in the care sector, including infection control measures and vaccination requirements for care sector workers. As the U.K. transitions to a post-COVID-19 pandemic position with lessened regulation across the U.K. as a whole, the care sector remains subject to specific COVID-19 guidance and requirements issued by the Care Quality Commission and the U.K. government's Department for Health and Social Care, including in relation to infection control measures, the use of personal protective equipment and testing. As a result, our U.K. operators still face significantly increased regulatory burdens under which they must deliver services and continue to experience significant impacts on their operations and financial condition, which has been somewhat offset by the level of stimulus provided.

Environmental, Social and Governance (“ESG”)

We prioritize environmental, social and governance initiatives that matter most to our business and shareholders. Our Nominating and Corporate Governance Committee of our Board of Directors has been charged with primary oversight of our sustainability efforts. The Company has established an ESG Steering Committee, with senior representation from all divisions of the company, that is responsible for advancing the Company's governance, sustainability, and social programs, including diversity and inclusion. The Nominating and Corporate Governance Committee exercises oversight of the ESG Steering Committee.

As a triple-net landlord, our third-party operators maintain operational control and responsibility for our real estate on a day-to-day basis. While our ability to mandate environmental changes to their operations is limited, our tenants are contractually bound to preserve and maintain our properties in good working order and condition. In connection with this, they are required to meet or exceed annual expenditure thresholds on capital improvements and enhancements of our properties, which in some cases may facilitate improvements in the environmental performance of our properties and reduces energy usage, water usage, and direct and indirect greenhouse gas emissions. Beginning in 2021, we have also implemented a capital expenditure sustainability initiative to encourage operators to invest in financially beneficial and environmentally enhancing investment projects. The goal is to incentivize operators to invest in sustainable capital projects that provide a favorable return on investment while reducing the environmental footprint of these operations. Our due diligence on real estate acquisitions generally includes environmental assessments as part of our analysis to understand the environmental condition of the property, and to determine whether the property meets certain environmental standards. Similarly, during the due diligence process, we seek to evaluate the risk of physical, natural disaster or extreme weather patterns on the properties we are looking to acquire and to assess their compliance with building codes, which often results in remediations that incorporate sustainable improvements into our properties.

We are committed to providing a positive and engaging work environment for our employees and taking an active role in the betterment of the communities in which our employees live and work. See also “Human Capital Management” immediately below.

Additional information regarding our ESG programs and initiatives is available in the ESG section of our website at www.omegahealthcare.com. Information on our website, including our Corporate ESG Report or sections thereof, is not incorporated by reference into this Annual Report.

Human Capital Management

Our success is based on the focused passion and dedication of our people. We believe our employees' commitment to Omega provides better service to our tenants and stakeholders, supports an inclusive and collegial working environment and generates long-term value for our shareholders and the communities which we serve. As of February 1, 2023, we had 52 employees including the executive officers listed below, none of whom is subject to a collective bargaining agreement. Due to the size and nature of our business, our future performance depends to a significant degree upon the continued contributions of our executive management team and other key employees. As such, the ability to attract, develop and retain qualified personnel will continue to be important to the Company's long-term success.

We have a long-standing commitment to being an equal opportunity employer. Additionally, in 2021, we reinforced our diversity and inclusion commitment by signing the CEO Action for Diversity and Inclusion Pledge, one of the largest CEO-driven business commitments to act on and advance diversity, equity and inclusion in the workplace. The Company has expanded its recruitment practices to reach more diverse candidates for employment and Board positions and has developed an internship program with a focus on increasing diversity in the pipeline of eligible employees. The Company requires employees and Board members to certify its Code of Business Conduct & Ethics periodically, and from time to time, conducts compliance training for all employees and Directors, including diversity and inclusion training. As of February 1, 2023, at the executive level, one of the Company's four executive officers is a woman and brings ethnic diversity to the team, and on the senior management team, 25% are women and 25% bring ethnic diversity to the team. We regularly conduct pay equity reviews as we seek for women and men, on average, at various roles and levels of the Company, to be paid equitably for their roles and contributions to our success.

We are committed to providing a positive and engaging work environment for our employees and taking an active role in the betterment of the communities in which our employees live and work. Our full-time employees are provided a competitive benefits program, including comprehensive healthcare benefits and a 401(k) plan with a matching contribution from the Company, the opportunity to participate in our employee stock purchase program, bonus and incentive pay opportunities, competitive paid time-off benefits and paid parental leave, wellness programs, continuing education and development opportunities, and periodic engagement surveys. In addition, we believe that giving back to our community is an extension of our mission to improve the lives of our stockholders, our employees, and their families. The Company has implemented a matching program for charitable contributions of employees, provides annual charitable donations to our local Baltimore community and has implemented a scholarship, mentorship and internship program with a local, historically Black university.

Information about our Executive Officers

Biographical information regarding our executive officers and their ages as of February 1, 2023 are set forth below:

C. Taylor Pickett (61) is our Chief Executive Officer and has served in this capacity since June 2001. Mr. Pickett has also served as Director of the Company since May 30, 2002. Mr. Pickett has also been a member of the board of trustees of Corporate Office Properties Trust, an office REIT focusing on U.S. government agencies and defense contractors, since November 2013. From January 1993 to June 2001, Mr. Pickett served as a member of the senior management team of Integrated Health Services, Inc., most recently as Executive Vice President and Chief Financial Officer. Prior to joining Integrated Health Services, Inc. Mr. Pickett held various positions at PHH Corporation and KPMG Peat Marwick.

Daniel J. Booth (59) is our Chief Operating Officer and has served in this capacity since October 2001. From 1993 to October 2001, Mr. Booth served as a member of the management team of Integrated Health Services, Inc., most recently serving as Senior Vice President, Finance. Prior to joining Integrated Health Services, Inc., Mr. Booth served as a Vice President in the Healthcare Lending Division of Maryland National Bank (now Bank of America).

[Table of Contents](#)

Robert O. Stephenson (59) is our Chief Financial Officer and has served in this capacity since August 2001. From 1996 to July 2001, Mr. Stephenson served as the Senior Vice President and Treasurer of Integrated Health Services, Inc. Prior to joining Integrated Health Services, Inc., Mr. Stephenson held various positions at CSX Intermodal, Inc., Martin Marietta Corporation and Electronic Data Systems.

Gail D. Makode (47) is our Chief Legal Officer, General Counsel and has served in this capacity since September 2019. Previously, she served as Senior Vice President, General Counsel and Corporate Secretary of IES Holdings, Inc., from October 2012 to September 2019. Prior to IES, she served in various legal capacities at MBIA Inc., including as General Counsel and Member of the Board at MBIA Insurance Corporation and Chief Compliance Officer of MBIA Inc., from 2006 to 2012. Earlier in her career, she served as Vice President and Counsel for Deutsche Bank AG, and as an associate at Cleary, Gottlieb, Steen, & Hamilton, where she specialized in public and private securities offerings and mergers and acquisitions.

Available Information

Our website address is www.omegahealthcare.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) are available on our website, free of charge, as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the U.S. Securities and Exchange Commission (“SEC”). Additionally, the SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us, at www.sec.gov.

Item 1A – Risk Factors

This section discusses material risk factors that may affect our business, operations and financial condition. It does not describe all risks and uncertainties applicable to us, our industry or ownership of our securities. If any of the following risks, or any other risks and uncertainties that are not addressed below or that we have not yet identified, actually occur, we could be materially adversely affected and the value of our securities could decline.

Risks Related to the Operators of Our Facilities

Our financial position could be weakened and our ability to make distributions and fulfill our obligations with respect to our indebtedness could be limited if our operators, or a portion thereof, become unable to meet their obligations to us or fail to renew or extend their relationship with us as their lease terms expire or their mortgages mature, or if we become unable to lease or re-lease our facilities or make mortgage loans on economically favorable terms. We have no operational control over our operators.

The bankruptcy or insolvency of our operators could limit or delay our ability to recover on our investments.

We are exposed to the risk that a distressed or insolvent operator may not be able to meet its lease, loan, mortgage or other obligations to us or other third parties. This risk is heightened during a period of economic or political instability. Although each of our lease and loan agreements typically provides us with the right to terminate, evict an operator, foreclose on our collateral, demand immediate payment and exercise other remedies upon the bankruptcy or insolvency of an operator, title 11 of the U.S. Code (the “Bankruptcy Code”) would limit or, at a minimum, delay our ability to collect unpaid pre-bankruptcy rents and mortgage payments and to pursue other remedies against a bankrupt operator. While we sometimes have third-party guarantees of an operator’s lease or loan obligations, such guarantees can be expensive to enforce, and have their own risks of collection as against the guarantors.

[Table of Contents](#)

Leases. A bankruptcy filing by one of our lessee operators would typically prevent us from collecting unpaid pre-bankruptcy rents or evicting the operator, absent approval of the bankruptcy court. The Bankruptcy Code provides a lessee with the option to assume or reject an unexpired lease within certain specified periods of time. Generally, a lessee is required to pay all rent that becomes payable between the date of its bankruptcy filing and the date of the assumption or rejection of the lease (although such payments will likely be delayed as a result of the bankruptcy filing). If one of our lessee operators chooses to assume its lease with us, the operator must promptly cure all monetary defaults existing under the lease (including payment of unpaid pre-bankruptcy rents) and provide adequate assurance of its ability to perform its future lease obligations. Even where a lessee operator assumes its lease with us, it will first often threaten to reject that lease to obtain better lease terms from us, and we sometimes have to consider making, or we do make, such economic concessions to avoid rejection of the lease and our taking a closed facility back. If one of our lessee operators opts to reject its lease with us, we would have a claim against such operator for unpaid and future rents payable under the lease, but such claim would be subject to a statutory “cap” under the Bankruptcy Code, and would likely result in a recovery substantially less than the face value of such claim. Although the operator’s rejection of the lease would permit us to recover possession of the leased facility, we would likely face losses, costs and delays associated with repairs and/or maintenance of the facility and then re-leasing the facility to a new operator, or costs associated with selling the facility. In any event, re-leasing a facility or selling it could take a material amount of time, and the pool of interested and qualified tenants or buyers will be limited due to the unique nature of our properties, which may depress values and our eventual recovery. Finally, whether a lease operator in bankruptcy ends up assuming or rejecting our lease, we will incur legal and collection costs, which can be difficult or impossible to recover.

Several other factors could impact our rights under leases with bankrupt operators. First, the operator could seek to assign its lease with us to a third party. The Bankruptcy Code disregards anti-assignment provisions in leases to permit the assignment of unexpired leases to third parties (provided all monetary defaults under the lease are promptly cured and the assignee can demonstrate its ability to perform its obligations under the lease). Second, in instances in which we have entered into a master lease agreement with an operator that operates more than one facility, the bankruptcy court could determine that the master lease was comprised of separate, divisible leases (each of which could be separately assumed or rejected), rather than a single, integrated lease (which would have to be assumed or rejected in its entirety). Finally, the bankruptcy court could re-characterize our lease agreement as a disguised financing arrangement, which could require us to receive bankruptcy court approval to foreclose or pursue other remedies with respect to the facility.

Mortgages. A bankruptcy filing by an operator to which we have made a loan secured by a mortgage would typically prevent us from collecting unpaid pre-bankruptcy mortgage payments and foreclosing on our collateral, absent approval of the bankruptcy court. As an initial matter, we could ask the bankruptcy court to order the operator to make periodic payments or provide other financial assurances to us during the bankruptcy case (known as “adequate protection”), but the ultimate decision regarding “adequate protection” (including the timing and amount of any “adequate protection” payments) rests with the bankruptcy court. In addition, we would need bankruptcy court approval before commencing or continuing any foreclosure action against the operator’s collateral (including a facility). The bankruptcy court could withhold such approval, especially if the operator can demonstrate that the facility or other collateral is necessary for an effective reorganization and that we have a sufficient “equity cushion” in the facility or that we are otherwise protected from any diminution in value of the collateral. If the bankruptcy court does not either grant us “adequate protection” or permit us to foreclose on our collateral, we may not receive any loan payments until after the bankruptcy court confirms a plan of reorganization for the operator. In addition, in any bankruptcy case of an operator to which we have made a loan, the operator may seek bankruptcy court approval to pay us (i) over a longer period of time than the terms of our loan, (ii) at a different interest rate, and/or (iii) for only the value of the collateral, instead of the full amount of the loan. Finally, even if the bankruptcy court permits us to foreclose on the facility, we would still be subject to the losses, costs and other risks associated with a foreclosure sale, including possible successor liability under government programs, indemnification obligations and suspension or delay of third-party payments. Should such events occur, our income and cash flow from operations would be adversely affected.

Failure by our operators to comply with government regulations may adversely impact their ability to make debt or lease payments to us.

Our operators are subject to numerous federal, state and local laws and regulations in the U.S. and, for certain operators, in the U.K., including those described in Item 1. Business – Government Regulation and Reimbursement. Laws and regulations impacting our operators include, without limitation, those relating to reimbursement (including Medicare and Medicaid reimbursement programs in the U.S.), quality of care initiatives, licensing and certification of our operators, fraud and abuse laws and regulations, privacy and security laws. Other federal, state and local laws and regulations also affect how our operators conduct their operations. We cannot predict the effect that the costs of complying with these laws may have on the revenues of our operators, and thus their ability to meet their obligations to us. In addition, requirements applicable to our operators are subject to frequent and substantial changes (sometimes applied retroactively) resulting from new legislation, adoption of rules and regulations, and administrative and judicial interpretations of existing law, and any changes in the regulatory framework could have a material adverse effect on our tenants, operators, guarantors and managers. Any of these changes may be more pronounced following federal and state leadership changes and particularly following a change in presidential administrations. The ultimate timing or effect of these changes cannot be predicted. These changes may have a dramatic effect on our operators' costs of doing business and on the amount of reimbursement by both government and other third-party payors. The failure of any of our operators to comply with these laws, requirements and regulations could adversely affect their ability to meet their obligations to us. If we fail to effectively implement or appropriately adjust our operational and strategic initiatives with respect to the implementation of new laws and regulations, or do not do so as effectively as our competitors, our results of operations may be materially adversely affected.

Our U.S. operators depend on reimbursement from governmental and other third-party payors, and reimbursement rates from such payors may be reduced or modified, including through reductions to the Medicare and Medicaid programs.

Changes in the reimbursement rate or methods of payment from governmental and other third-party payors, including the Medicare and Medicaid programs, or the implementation of other measures to reduce reimbursements for services provided by our operators has in the past, and could in the future, result in a substantial reduction in our operators' revenues and operating margins. Reimbursement from governmental and other third-party payors could be reduced as part of spending cuts and tax reform initiatives that impact Medicare, Medicaid or Medicare Advantage Plans, or as part of retroactive adjustments during claims settlement processes or as a result of post-payment audits. Further, alternative payment models, as well as other regulatory initiatives, have the potential to affect Medicare payments to SNFs, including, but not limited to, provisions changing the payment methodology, setting reimbursement caps, implementing value-based purchasing and payment bundling, and studying the appropriateness of restrictions on payments for healthcare acquired conditions. In some cases, states have enacted or are considering enacting measures designed to reduce Medicaid expenditures or freeze Medicaid rates, to allocate funding available for reimbursement away from SNFs in favor of home health agencies and community-based care, and to make changes to private healthcare insurance. Several commercial payors have expressed an intent to pursue certain value-based purchasing models and initiatives. Since our operators' profit margins on Medicaid patients are generally relatively low, more than modest reductions in Medicaid reimbursement to our SNF operators and an increase in the number of Medicaid patients could place some operators in financial distress, which in turn could adversely affect us. If funding for Medicare and/or Medicaid is reduced, it could have a material adverse effect on our operators' results of operations and financial condition, which could adversely affect our operators' ability to meet their obligations to us. Significant limits on the scope of services reimbursed and on reimbursement rates, as well as changes in reimbursement policies or other measures altering payment methodologies for services provided by our operators, could have a material adverse effect on our operators' results of operations and financial condition, which could cause the revenues of our operators to decline and negatively impact their ability to meet their obligations to us.

We may be unable to find a replacement operator for one or more of our leased properties.

From time to time, we need to find a replacement operator for one or more of our leased properties for a variety of reasons, including upon the expiration of the lease term or the occurrence of an operator default. While we are attempting to locate one or more replacement operators, we sometimes experience and may in the future experience a decrease or cessation of rental payments on the applicable property or properties. We cannot assure you that any of our current or future operators will elect to renew their respective leases with us upon expiration of the terms thereof. Similarly, we cannot assure you that we will be able to locate a suitable replacement operator or, if we are successful in locating a replacement operator, that the rental payments from the new operator would not be significantly less than the existing rental payments. Our ability to locate a suitable replacement operator may be significantly delayed or limited by various state licensing, receivership, certificate of need or other laws, as well as by Medicare and Medicaid change-of-ownership rules. We also may incur substantial additional expenses in connection with any such licensing, receivership or change-of-ownership proceedings. Any such delays, limitations and expenses could materially delay or impact our ability to collect rent, obtain possession of leased properties or otherwise exercise remedies for default.

Our operators may be subject to significant legal actions that could result in their increased operating costs and substantial uninsured liabilities, which may affect their ability to meet their obligations to us; and we may become party to such legal actions.

Our operators may be subject to claims for damages relating to the services that they provide. While we are unable to predict the scope of future federal, state and local regulations and legislation, including the Medicare and Medicaid statutes and regulations, we believe that long-term care providers will continue to be the focus of governmental investigations, particularly in the area of Medicare/Medicaid false claims and in the use of COVID-19 related funds and compliance with infection control and quality standards. We can give no assurance that the insurance coverage maintained by our operators will cover all claims made against them or continue to be available at a reasonable cost, if at all. In some states, insurance coverage for the risk of punitive damages arising from professional and general liability claims and/or litigation may not, in certain cases, be available to operators due to state law prohibitions or limitations of availability. As a result, our operators operating in these states may be liable for punitive damage awards that are either not covered or are in excess of their insurance policy limits.

Any adverse determination in a legal proceeding or governmental investigation, whether currently asserted or arising in the future, could have a material adverse effect on an operator's financial condition and its ability to meet its obligations to us, which, in turn, could have a material adverse effect on our business, financial condition, results of operations and ability to make distributions to our stockholders.

In addition, we may in some circumstances be named as a defendant in litigation involving the services provided by our operators. In the past, we and several of our wholly-owned subsidiaries have been named as defendants in professional liability and general liability claims related to our owned and operated facilities, and we could be named as defendants in similar suits in the future. In these suits, patients of our operators have alleged significant damages, including punitive damages, against the defendants. Although we generally have no involvement in the services provided by our operators, and our standard lease and loan agreements generally require our operators to indemnify us and carry insurance to cover us in certain cases, a significant judgment against us in such litigation could exceed our and our operators' insurance coverage, which would require us to make payments to cover the judgment.

Increased competition as well as increased operating costs result in lower revenues for some of our operators and may affect the ability of our operators to meet their obligations to us.

The long-term healthcare industry is highly competitive, and we expect that it may become more competitive in the future. Our operators are competing with numerous other companies providing similar healthcare services or alternatives such as home health agencies, life care at home, community-based service programs, retirement communities and convalescent centers. Our operators compete on a number of different levels including the quality of care provided, reputation, the physical appearance of a facility, price, the range of services offered, family preference, alternatives for healthcare delivery, the supply of competing properties, physicians, staff, referral sources, location and the size and demographics of the population in the surrounding areas. Our operators may encounter increased competition in the future that could limit their ability to attract residents or expand their businesses and therefore affect their ability to pay their lease or mortgage payments and meet their obligations to us.

In addition, the market for qualified personnel is highly competitive and our operators may experience difficulties in attracting and retaining such personnel, in particular due to labor constraints and, in some cases, wage increases, which have been elevated since the beginning of the COVID-19 pandemic and may continue to remain elevated. Increases in labor costs could affect our operators' ability to meet their obligations to us, which could be particularly acute in certain states that have established minimum staffing requirements.

We may be unable to successfully foreclose on the collateral securing our mortgage loans, and even if we are successful in our foreclosure efforts, we may be unable to successfully find a replacement operator, or operate or occupy the underlying real estate, which may adversely affect our ability to recover our investments.

If an operator defaults under one of our mortgage loans, we may foreclose on the loan or otherwise protect our interest by acquiring title to the property. In such a scenario, we may be required to make substantial improvements or repairs to maximize the facility's investment potential. Operators may contest enforcement of foreclosure or other remedies, seek bankruptcy protection against our exercise of enforcement or other remedies and/or bring claims for lender liability in response to actions to enforce mortgage obligations. Even if we are able to successfully foreclose on the collateral securing our mortgage loans, we may be unable to expeditiously find a replacement operator, if at all, or otherwise successfully operate or occupy the property, which could adversely affect our ability to recover our investment.

Inflation could adversely impact our operators and our results of operations.

Inflation, both real or anticipated, as well as any resulting governmental policies, could adversely affect the economy and the costs of labor, goods and services to our operators or borrowers. Our long-term leases and loans typically contain provisions such as rent and interest escalators that are designed to mitigate the adverse impact of inflation on Omega's results of operations. However, these provisions may have limited effectiveness at mitigating the risk of high levels of inflation due to contractual limits on escalation that exist in substantially all of our escalation provisions. Our leases are triple-net and typically require the operator to pay all property operating expenses, and therefore, increases in property-level expenses at our leased properties generally do not directly affect us. However, increased operating costs resulting from inflation have had, and may continue to have, an adverse impact on our operators and borrowers if increases in their operating expenses exceed increases in their reimbursements, which has affected, and may continue to adversely affect, our operators' or borrowers' ability to pay rent or other obligations owed to us.

An increase in our operators' expenses and a failure of their reimbursements to increase at least with inflation could adversely impact our operators' and our financial condition and our results of operations.

Uninsured losses or losses in excess of our operators' insurance coverage could adversely affect our financial position and our cash flow.

Under the terms of our leases, our operators are generally required to maintain comprehensive general liability, fire, flood, earthquake, boiler and machinery, nursing home or long-term care professional liability and extended coverage insurance with respect to our properties with policy specifications set forth in the leases or other written agreements between us and the operator. However, our properties may be adversely affected by casualty or other losses which exceed insurance coverages and reserves. In addition, we cannot provide any assurances that our tenants will maintain the required coverages, that we will continue to require the same levels of insurance under our leases, or that such insurance will be available at a reasonable cost in the future or that the policies maintained will fully cover all losses on our properties upon the occurrence of a catastrophic event. We also cannot make any guaranty as to the future financial viability of the insurers that underwrite the policies maintained by our tenants, or, alternatively if our tenants utilize captive or self-insurance programs, that such programs will be adequately funded.

Should an uninsured loss or a loss in excess of insured limits occur, we could lose both our investment in, and anticipated profits and cash flows from, the property and disputes over insurance claims could arise. Even if it were practicable to restore the property to its condition prior to the damage caused by a major casualty, the operations of the affected property would likely be suspended for a considerable period of time.

Our development and redevelopment projects may not yield anticipated returns.

We consider and, when appropriate, invest in various development and redevelopment projects. In deciding whether to make an investment in a particular project, we make certain assumptions regarding the expected future performance of the property. Our assumptions are subject to risks generally associated with development and redevelopment projects, including, among others, that:

- Our operators may not be able to complete the project on schedule or within budgeted amounts;
- Our operators may encounter delays in obtaining or fail to obtain all necessary zoning, land use, building, occupancy, environmental and other governmental permits and authorizations, or underestimate the costs necessary to develop or redevelop the property to market standards;
- Volatility in the price of construction materials or labor may increase project costs;
- The builders may fail to perform or satisfy the expectations of our operators;
- We may incorrectly forecast risks associated with development in new geographic regions;
- Demand for our project may decrease prior to completion, due to competition from other developments; and
- New facilities may take longer than expected to reach stabilized operating levels, if at all.

If any of the risks described above occur, our development and redevelopment projects may not yield anticipated returns, which could have a material adverse effect on us.

Risks Related to Us and Our Operations

The COVID-19 pandemic and measures intended to prevent its spread, as well as a future variant of COVID-19 or unrelated pandemic, could have a material adverse effect on our business, results of operations, cash flows and financial condition.

The COVID-19 pandemic has significantly and adversely impacted SNFs and long-term care providers due to the higher rates of virus transmission and fatality among the elderly and frail populations that these facilities serve, as well as reduced revenue due to lower occupancy and increased expenses and uncertainties regarding the continuing availability of sufficient government support and sufficiency of Medicare and Medicaid reimbursement rates to address longer-term cost increases faced by operators. As a result, many of our operators have been, and may continue to be, significantly impacted by the pandemic. See Part II Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations – Overview.

Our facilities, on average, experienced declines, in some cases that are material, in occupancy levels as a result of the pandemic. Occupancy in our facilities has generally improved on average since early 2021; however, average occupancy has not returned to pre-pandemic levels. It remains unclear when and the extent to which demand and occupancy levels will return to pre-COVID-19 levels. We believe these challenges to occupancy recovery may be in part due to staffing shortages, which in some cases have required operators to limit admissions, as well as COVID-19 related fatalities at the facilities, the delay of SNF placement and/or utilization of alternative care settings for those with lower level of care needs, the suspension and/or postponement of elective hospital procedures, fewer discharges from hospitals to SNFs and higher hospital readmittances from SNFs.

While certain states have provided pandemic-related relief measures and/or reimbursement increases, there remains uncertainty as to how widespread these measures will continue to be and to what extent they may be distributed to and benefit our operators, especially when the federally declared public health emergency expires as scheduled on May 11, 2023, or previously released federal funds to states have been fully utilized. Likewise, while certain states may in the course of routine rate-setting of Medicaid rates address inflationary factors and other expense-related items, there can be no assurance that these changes will be sufficient to offset existing increased inflation and expenses or that all states will address these items. See the “Government Regulation and Reimbursement” section for additional information. Further, to the extent the cost and occupancy impacts on our operators continue or accelerate and are not offset by continued government relief that is sufficient and timely, we anticipate that the operating results of additional operators may be materially and adversely affected, some may be unwilling or unable to pay their contractual obligations to us in full or on a timely basis and we may be unable to restructure such obligations on terms as favorable to us as those currently in place.

There are a number of uncertainties we face as we consider the continuing impact of COVID-19 on our business, including how long census disruption and related cost increases will last, as well as the rate and impact of future virus transmission in our facilities, continued efficacy of vaccination programs in reducing the spread and severity of COVID-19 in our facilities, the impact of genetic mutations of the virus into new variants on our facilities, and the extent to which funding support from the federal government and the states will offset these incremental costs as well as lost revenues. Notwithstanding vaccination programs, we expect that heightened clinical protocols for infection control within facilities will continue; however, we do not know if future reimbursement rates or equipment provided by governmental agencies will be sufficient to cover the increased costs of enhanced infection control and monitoring.

Continued uncertainty exists relating to our other operators’ ability to meet their payments obligations generally or meet their payment obligations to us due to these factors. To the extent our operators are unable to meet their payment obligations, we may record additional impairment charges with respect to straight-line rent receivables associated with any such operator or with respect to outstanding loans and our financial condition could be adversely impacted. See “Our assets, including our real estate and loans, are subject to impairment charges, and our valuation and reserve estimates are based on assumptions and may be subject to adjustment” in Item 1A contained in Part I of this Annual Report on Form 10-K.

The COVID-19 pandemic has from time to time also caused, and may continue to cause, severe economic, market and other disruptions worldwide. We cannot assure you that conditions in the bank lending, capital and other financial markets will not deteriorate or fluctuate as a result of the COVID-19 pandemic or due to a future variant of COVID-19 or a future unrelated pandemic, or that our access to capital and other sources of funding will not become constrained, which could adversely affect the availability and terms of future borrowings, renewals or refinancing. In addition, our employees may be impacted directly or indirectly by the pandemic, and we may be required to make changes to our internal controls as a result of changes in our business processes or personnel; any such changes may increase our operational and financial reporting risks.

The extent of the COVID-19 pandemic's effect on our and our operators' operational and financial performance will depend on future developments, including the ability to control the spread of the outbreak generally and in our facilities, and the delivery and efficacy of and participation in vaccination programs and other treatments for COVID-19, government funds and other support for the senior care sector and the efficacy of other policies and measures that may mitigate the impact of the pandemic, as well as the future demand for needs-based skilled nursing care and senior living facilities, all of which are uncertain and difficult to predict. Due to these uncertainties, we are not able at this time to estimate the effect of these factors on our business, but the adverse impact on our business, results of operations, financial condition and cash flows could be material.

There are no assurances of our ability to pay dividends in the future.

Our ability to pay dividends may be adversely affected upon the occurrence of any of the risks described herein. Our payment of dividends is subject to compliance with restrictions contained in our credit agreements, the indentures governing our senior notes and any preferred stock that our Board may from time to time designate and authorize for issuance. All dividends will be paid at the discretion of our Board and will depend upon our earnings, our financial condition, maintenance of our REIT status and such other factors as our Board may deem relevant from time to time. There are no assurances of our ability to pay dividends in the future. In addition, our dividends in the past have included, and may in the future include a return of capital.

We rely on external sources of capital to fund future capital needs, and if we encounter difficulty in obtaining such capital, we may not be able to make future investments necessary to grow our business or meet maturing commitments.

As a REIT under the Code, we are required to, among other things, distribute at least 90% of our REIT taxable income each year to our stockholders. Because of this distribution requirement, we may not be able to fund, from cash retained from operations, all future capital needs, including capital needed to make investments and to satisfy or refinance maturing commitments. As a result, we rely on external sources of capital, including debt and equity financing. If we are unable to obtain needed capital at all or only on unfavorable terms from these sources, we might not be able to make the investments needed to grow our business, or to meet our obligations and commitments as they mature, which could negatively affect the ratings of our debt and even, in extreme circumstances, affect our ability to continue operations. We may not be in a position to take advantage of future investment opportunities in the event that we are unable to access the capital markets on a timely basis or we are only able to obtain financing on unfavorable terms.

Our ability to raise capital through equity sales is dependent, in part, on the market price of our common stock, and our failure to meet market expectations with respect to our business, or other factors we do not control, could negatively impact such market price and availability of equity capital.

As with other publicly-traded companies, the availability of equity capital will depend, in part, on the market price of our common stock which, in turn, will depend upon various market conditions and other factors, some of which we cannot control, that may change from time to time including:

- the extent of investor interest;
- the general reputation of REITs and the attractiveness of their equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;
- the financial performance of us and our operators;
- concentrations in our investment portfolio by tenant and facility type;
- concerns about our tenants' financial condition due to uncertainty regarding reimbursement from governmental and other third-party payor programs;
- our credit ratings and analyst reports on us and the REIT industry in general, including recommendations, and our ability to meet our guidance estimates or analysts' estimates;
- general economic, global and market conditions, including changes in interest rates on fixed income securities, which may lead prospective purchasers of our common stock to demand a higher annual yield from future distributions, or the impacts of a future pandemic or global conflicts on our operators;
- our failure to maintain or increase our dividend, which is dependent, to a large part, on the increase in funds from operations, which in turn depends upon increased revenues from additional investments and rental increases; and
- other factors such as governmental regulatory action and changes in REIT tax laws, as well as changes in litigation and regulatory proceedings.

The market value of the equity securities of a REIT is generally based upon the market's perception of the REIT's growth potential and its current and potential future earnings and cash distributions. Our failure to meet the market's expectation with regard to future earnings and cash distributions would likely adversely affect the market price of our common stock and, as a result, the availability of equity capital to us.

We are subject to risks associated with debt financing, including changes in our credit ratings, which could negatively impact our business and limit our ability to make distributions to our stockholders and to repay maturing debt.

The financing required to make future investments and satisfy maturing commitments may be provided by borrowings under our credit facilities, private or public offerings of debt or equity, the assumption of secured indebtedness, mortgage financing on a portion of our owned portfolio or through joint ventures. To the extent we must obtain debt financing from external sources to fund our capital requirements, we cannot guarantee such financing will be available on favorable terms, if at all. In addition, if we are unable to refinance or extend principal payments due at maturity or pay them with proceeds from other capital transactions, our cash flow may not be sufficient to make distributions to our stockholders and repay our maturing debt. Furthermore, if prevailing interest rates, changes in our debt credit ratings or other factors at the time of refinancing result in higher interest rates upon refinancing, the interest expense relating to that refinanced indebtedness would increase, which could reduce our profitability and the amount of dividends we are able to pay. Factors that may affect our credit ratings include, among other things, our financial performance, our success in raising sufficient equity capital, adverse changes in our debt and fixed charge coverage ratios, our capital structure and level of indebtedness and pending or future changes in the regulatory framework applicable to our operators and our industry. Further, additional debt financing increases the amount of our leverage. The degree of leverage could have important consequences to stockholders, including affecting our investment grade ratings and our ability to obtain additional financing in the future, and making us more vulnerable to a downturn in our results of operations or the economy generally.

The interest rate of our credit facilities, term loan facilities and derivatives contracts are priced using LIBOR and are subject to risks associated with the transition from LIBOR to an alternative reference rate.

London Inter-bank Offered Rate (“LIBOR”) is the basic rate of interest used in lending between banks on the London interbank market and is widely used as a reference for setting the interest rate on loans globally. We typically use LIBOR as a reference rate in credit facilities, term loan facilities and derivative contracts. In July 2017, the U.K.’s Financial Conduct Authority (“FCA”) that regulates LIBOR announced that it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021, and while the transition period for many LIBOR tenors has been extended to June 2023, the U.S. Federal Reserve advised banks to stop new LIBOR issuances by the end of 2021. At this time, no consensus exists as to which reference rate or rates or benchmarks may become acceptable alternatives to LIBOR. The Alternative Reference Rates Committee, a steering committee composed of U.S. financial market participants, has identified the secured overnight financing rate, or SOFR, as the recommended alternative rate for all LIBOR. At this time, it is impossible to predict whether the SOFR or another reference rate will become an accepted alternative to LIBOR. Any changes in the methods by which LIBOR is determined or regulatory activity related to LIBOR’s phaseout could cause LIBOR to perform differently than in the past or cease to exist. Further, the consequences of these developments, or any alternative reference rate that is adopted, cannot be entirely predicted but could include an increase in the cost of our variable rate borrowings, of which we had \$91.1 million of borrowings outstanding as of December 31, 2022 and \$400 million notional value derivative instruments that are indexed to LIBOR. For some instruments, the method of transitioning to an alternative rate may be challenging, as this may require negotiation with the respective counterparty.

We may be subject to additional risks in connection with our acquisitions of long-term care facilities.

We may be subject to additional risks in connection with our acquisitions of long-term care facilities, including but not limited to the following:

- our limited prior business experience with certain of the operators of the facilities we have recently acquired or may acquire in the future;
- the facilities may underperform due to various factors, including unfavorable terms and conditions of the lease agreements that we assume, disruptions caused by the management of the operators of the facilities or changes in economic conditions impacting the facilities and/or the operators;
- large acquisitions or investments could place significant additional demands on, and require us to expand, our management, resources and personnel, as well as to adapt our administrative, accounting and operational systems to integrate and manage the long-term care facilities we have acquired or may acquire in a timely manner;
- diversion of our management’s attention away from other business concerns;
- exposure to any undisclosed or unknown potential liabilities relating to the facilities; and
- potential underinsured losses on the facilities.

We cannot assure you that we will be able to manage our recently acquired facilities, or the future growth in our business, without encountering difficulties or that any such difficulties will not have a material adverse effect on us. Our growth could also increase our capital requirements, which may require us to issue potentially dilutive equity securities and incur additional debt.

Our assets, including our real estate and loans, are subject to impairment charges, and our valuation and reserve estimates are based on assumptions and may be subject to adjustment.

Our asset portfolio primarily consists of real estate and mortgage loans, which are subject to write-downs in value. From time to time, we close facilities and actively market such facilities for sale. To the extent we are unable to sell these properties for our book value, we may be required to take a non-cash impairment charge or loss on the sale, either of which would reduce our net income. In addition, we periodically, but not less than annually, evaluate our real estate investments and other assets for impairment indicators, and we establish general and specific reserves for our issued loans at least quarterly. The quarterly evaluation of our investments for impairment may result in significant fluctuations in our provision for credit losses or real estate impairments from quarter to quarter, impacting our results of operations. Judgments regarding the existence of impairment indicators or loan reserves are based on a number of factors, including market conditions, operator performance and legal structure, and these factors may involve estimates. If we determine that a significant impairment has occurred, we are required to make an adjustment to the net carrying value of the asset, which could have a material adverse effect on our results of operations. Our estimates of loan reserves, and other accounting estimates, are inherently uncertain and may be subject to future adjustment, leading potentially to an increase in reserves.

Our indebtedness could adversely affect our financial condition.

We have a material amount of indebtedness and we may increase our indebtedness in the future. Our level and type of indebtedness could have important consequences for our stockholders. For example, it could:

- increase our vulnerability to adverse changes in general economic, industry and competitive conditions;
- limit our ability to borrow additional funds, on satisfactory terms or at all, for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business plan or other general corporate purposes;
- increase our cost of borrowing;
- require us to dedicate a substantial portion of our cash flow from operations to make payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- limit our ability to make material acquisitions or take advantage of business opportunities that may arise;
- limit our ability to make distributions to our stockholders, which may cause us to lose our qualification as a REIT under the Code or to become subject to federal corporate income tax on any REIT taxable income that we do not distribute;
- expose us to fluctuations in interest rates, to the extent our borrowings bear variable rates of interest;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and
- place us at a competitive disadvantage compared to our competitors that have less debt.

Further, we have the ability to incur substantial additional debt, including secured debt, which could intensify the risks above. In addition, if we are unable to refinance any of our floating rate debt, we would continue to be subject to interest rate risk. The short-term nature of some of our debt also subjects us to the risk that market conditions may be unfavorable or may prevent us from refinancing our debt at or prior to their existing maturities. In addition, our cash flow from operations may not be sufficient to repay all of our outstanding debt as it becomes due, and we may not be able to borrow money, sell assets or otherwise raise funds on acceptable terms, if at all, to refinance our debt.

Covenants in our debt documents limit our operational flexibility, and a covenant breach could materially adversely affect our operations.

The terms of our credit agreements and note indentures require us to comply with a number of customary financial and other covenants that may limit our management's discretion by restricting our ability to, among other things, incur additional debt, redeem our capital stock, enter into certain transactions with affiliates, pay dividends and make other distributions, make investments and other restricted payments, engage in mergers and consolidations, create liens, sell assets or engage in new lines of business. In addition, our credit facilities require us to maintain compliance with specified financial covenants, including those relating to maximum total leverage, maximum secured leverage, maximum unsecured leverage, minimum fixed charge coverage, minimum consolidated tangible net worth and minimum unsecured interest coverage. Any additional financing we may obtain could contain similar or more restrictive covenants. Our continued ability to incur indebtedness, conduct our operations, and take advantage of business opportunities as they arise is subject to compliance with these financial and other covenants. Breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness, in addition to any other indebtedness cross-defaulted against such instruments. Any such breach could materially adversely affect our business, results of operations and financial condition.

We are subject to particular risks associated with real estate ownership, which could result in unanticipated losses or expenses.

Our business is subject to many risks that are associated with the ownership of real estate. For example, if our operators do not renew their leases, we may be unable to re-lease the facilities at favorable rental rates, if at all. Other risks that are associated with real estate acquisition and ownership include, without limitation, the following:

- general liability, property and casualty losses, some of which may be uninsured;
- the inability to purchase or sell our assets rapidly to respond to changing economic conditions, due to the illiquid nature of real estate and the real estate market;
- leases that are not renewed or are renewed at lower rental amounts at expiration;
- contingent rent escalators tied to changes in the Consumer Price Index or other parameters;
- the exercise of purchase options by operators resulting in a reduction of our rental revenue;
- costs relating to maintenance and repair of our facilities and the need to make expenditures due to changes in governmental regulations, including the Americans with Disabilities Act;
- environmental hazards created by prior owners or occupants, existing tenants, mortgagors or other persons for which we may be liable; and
- acts of God or terrorism affecting our properties.

Our real estate investments are relatively illiquid.

Real estate investments are relatively illiquid and generally cannot be sold quickly. The real estate market is affected by many factors which are beyond our control, including general economic conditions, availability of financing, interest rates and supply and demand. Additional factors that are specific to our industry also tend to limit our ability to vary our portfolio promptly in response to changes in economic or other conditions. For example, all of our properties are “special purpose” properties that cannot be readily converted into general residential, retail or office use. In addition, transfers of operations of nursing homes and other healthcare-related facilities are subject to extensive regulatory approvals. We cannot predict whether we will be able to sell any property for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property, or that we will have funds available to make necessary repairs and improvements to a property held for sale. To the extent we are unable to sell any properties for our book value, we may be required to take a non-cash impairment charge or loss on the sale, either of which would reduce our net income.

We face possible risks and costs associated with severe weather conditions, natural disasters or the physical effects of climate change.

A large number of our properties are located in areas particularly susceptible to revenue loss, cost increase or damage caused by severe weather conditions or natural disasters such as hurricanes, earthquakes, tornadoes, fires and floods, as well as the effects of climate change. To the extent that climate change impacts changes in weather patterns, our markets could experience more frequent and severe natural disasters. Operationally, such events could cause a major power outage, leading to a disruption of our operators’ operations or require them to incur additional cost associated with evacuation plans. Over time, any of these conditions could result in increased operator costs, delays in construction, resulting in increased construction costs, or in the inability of our operators to operate our facilities at all. Climate change and severe weather may also have indirect effects on our business by increasing the cost to our operators of, or decreasing the availability to our operators of, property insurance on terms they find acceptable, and by increasing the cost of energy, maintenance, repair of water and/or wind damage, and snow removal at our properties. In the event of a loss in excess of insured limits, we could lose our incremental capital invested in the affected property.

Although Congress has not yet enacted comprehensive federal legislation to address climate change, numerous states and municipalities have adopted laws and policies on climate change and emission reduction targets. Changes in federal, state and local legislation and regulation based on concerns about climate change could result in increased capital expenditures on our existing properties and our new development properties (for example, to improve their energy efficiency and/or resistance to severe weather) without a corresponding increase in revenue, resulting in adverse impacts to our net income. There can be no assurance that climate change and severe weather will not have a material adverse effect on our properties, operations, or business.

As an owner or lender with respect to real property, we may be exposed to possible environmental liabilities.

Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner of real property or a secured lender may be liable in certain circumstances for the costs of investigation, removal or remediation of certain hazardous or toxic substances at such property, as well as certain other potential related costs, including government fines and damages for injuries to persons and adjacent property. Such laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence or disposal of such substances. As a result, liability may be imposed on the owner in connection with the activities of an operator of the property, and the owner's liability could exceed the value of the property and/or the assets of the owner. In addition, the presence of such substances, or the failure to properly dispose of or remediate such substances, may adversely affect an operators' ability to attract additional residents and our ability to sell or rent such property or to borrow using such property as collateral which, in turn, could negatively impact our revenues.

Although our leases and mortgage loans generally require the lessee and the mortgagor to indemnify us for certain environmental liabilities, they may be unable to fulfill their indemnification obligations to us, and the scope of such obligations may be limited. For instance, most of our leases do not require the lessee to indemnify us for environmental liabilities arising before the lessee took possession of the premises.

The industry in which we operate is highly competitive. Increasing investor interest in our sector and consolidation at the operator level or REIT level could increase competition and reduce our profitability.

Our business is highly competitive and we expect that it may become more competitive in the future. We compete for healthcare facility investments with other healthcare investors, including other REITs, some of which have greater resources and lower costs of capital than we do. Increased competition makes it more challenging for us to identify and successfully capitalize on opportunities that meet our business goals. If we cannot capitalize on our development pipeline, identify and purchase a sufficient quantity of healthcare facilities at favorable prices, or are unable to finance such acquisitions on commercially favorable terms, our business, results of operations and financial condition may be materially adversely affected. In addition, if our cost of capital should increase relative to the cost of capital of our competitors, the spread that we realize on our investments may decline if competitive pressures limit or prevent us from charging higher lease or mortgage rates.

Our charter and bylaws contain significant anti-takeover provisions which could delay, defer or prevent a change in control or other transactions that could provide our stockholders with the opportunity to realize a premium over the then-prevailing market price of our common stock.

Our charter and bylaws contain various procedural and other requirements which could make it difficult for stockholders to effect certain corporate actions. Our Board of Directors ("Board") has the authority to issue additional shares of preferred stock and to fix the preferences, rights and limitations of the preferred stock without stockholder approval. In addition, our charter contains limitations on the ownership of our capital stock intended to ensure we continue to meet the requirements for qualification as a REIT. For example, our charter, among other restrictions, prohibits the beneficial or constructive ownership (as defined for federal income tax purposes) by any person of more than 9.8% in value or in number of shares of the outstanding shares of any class or series of our capital stock, unless our Board grants an exemption or modifies the ownership limit for such person and certain conditions are satisfied. These provisions could discourage unsolicited acquisition proposals or make it more difficult for a third party to gain control of us, which could adversely affect the market price of our securities and/or result in the delay, deferral or prevention of a change in control or other transactions that could provide our stockholders with the opportunity to realize a premium over the then-prevailing market price of our common stock.

Ownership of property outside the U.S. may subject us to different or greater risks than those associated with our U.S. investments, including currency fluctuations.

We have investments in the U.K. and may from time to time may seek to acquire other properties in the U.K. or otherwise outside the U.S. International development, investment, ownership and operating activities involve risks that are different from those we face with respect to our U.S. properties and operations. These risks include, but are not limited to, any international currency gain recognized with respect to changes in exchange rates may not qualify under the income tests that we must satisfy annually in order to qualify and maintain our status as a REIT; fluctuations in the exchange rates between USD and the British Pound Sterling (“GBP”), or other foreign currencies in which we may transact in the future, which we may be unable to protect against through hedging; changes in foreign political, regulatory, and economic conditions, including increases in energy prices, such as those experienced in the U.K. resulting in part from the conflict in Ukraine and sanctions imposed on Russia; challenges in managing international operations and enforcing obligations in other countries; challenges of complying with a variety of foreign laws and regulations, including those relating to real estate, healthcare operations, taxes, employment and legal proceedings; differences in lending practices and the willingness of domestic or foreign lenders to provide financing; regional or country-specific business cycles and economic instability; and changes in applicable laws and regulations in the U.S. that affect foreign operations. If we are unable to successfully manage the risks associated with international expansion and operations, our results of operations and financial condition may be adversely affected.

On January 31, 2020, the U.K. withdrew from the European Union (“E.U.”), commonly referred to as “Brexit.” Changes in economic conditions in the U.K. relating to Brexit may subject the operators of our facilities in the U.K. to increased risk, including potential disruptions in supply, increases in costs or difficulty staffing. In addition, the uncertainty related to Brexit has caused foreign exchange rate fluctuations in the past, including the strengthening of the USD relative to the Euro and GBP immediately following the announcement of Brexit, and may continue to do so in the future, which could materially adversely affect our business, financial condition and results of operations. Furthermore, Brexit could lead to legal uncertainty or the imposition of additional legal or regulatory requirements on the Company, which could have adverse consequences on our business, financial condition and results of operations. To date, one of the key effects of Brexit on the U.K. market is increased difficulty recruiting suitably qualified staff members within properties, as historically the E.U. and freedom of movement provided a reliable personnel resource for the U.K. market. The employment pool within the U.K. is further impacted by vaccination requirements for those working in the sector, meaning that those in certain roles who refuse to be vaccinated may not be employed (unless exempt from the requirement).

Our assets are concentrated in the long-term care industry and face geographic and operator concentration risk.

Our assets are generally not diversified by industry and face risks associated with the long-term care industry. In addition, at December 31, 2022, one operator represented greater than 10% of our investments, and the three states in which we had our highest concentration of investments were Florida (11.5%), Texas (10.3%) and Indiana (6.6%). As a result, we are subject to increased exposure to adverse conditions affecting these operators and regions, with regional risks including unfavorable Medicaid reimbursements rates for SNFs, downturns in the local economies, local real estate conditions, staffing challenges, increased competition or decreased demand for our facilities, regional climate events, and unfavorable legislative or regulatory developments, which could adversely affect our business and results of operations.

Our primary assets are the units of partnership interest in Omega OP and, as a result, we will depend on distributions from Omega OP to pay dividends and expenses.

The Company is a holding company and has no material assets other than units of partnership interest in Omega OP. We intend to cause the partnership to make distributions to its partners, including the Company, in an amount sufficient to allow us to qualify as a REIT for U.S. federal income tax purposes and to pay all of our expenses. To the extent we need funds and the partnership is restricted from making distributions under applicable law or otherwise, or if the partnership is otherwise unable to provide such funds, the failure to make such distributions could materially adversely affect our liquidity and financial condition.

Members of our management and Board hold partnership interests in Omega OP, and their interests may differ from those of our public stockholders.

Some members of our management and Board hold partnership interests in Omega OP. Those unitholders may have conflicting interests with holders of the Company’s common stock. For example, such unitholders of Omega OP Units may have different tax positions from the Company or holders of our common stock, which could influence their decisions in their capacities as members of management regarding whether and when to dispose of assets, whether and when to incur new or refinance existing indebtedness and how to structure future transactions.

Our investments in joint ventures could be adversely affected by shared decision-making authority, our joint venture partners' financial condition, and our exposure to potential losses from the actions of our joint venture partners.

As of December 31, 2022, we have ownership interests in two consolidated joint ventures and several unconsolidated joint ventures. These joint ventures involve additional risks, including the following:

- We may be unable to take actions that are opposed by our joint venture partners under arrangements that require us to share decision-making authority over major decisions affecting the ownership or operation of the joint venture and any property owned by the joint venture, such as the sale or financing of the property, our ability to sell or transfer our interest in a joint venture or the making of additional capital contributions for the benefit of the property;
- For joint ventures in which we have a noncontrolling interest, our joint venture partners may take actions that we oppose;
- Our joint venture partners may become bankrupt or fail to fund their share of required capital contributions, which could delay construction or development of a property or increase our financial commitment to the joint venture;
- Our joint venture partners may have business interests or goals with respect to a property that conflict with our business interests and goals, including with respect to the timing, terms and strategies for investment, which could increase the likelihood of disputes regarding the ownership, management or disposition of the property;
- Disagreements with our joint venture partners could result in litigation or arbitration that increases our expenses, distracts our officers and directors, and disrupts the day-to-day operations of the property, including by delaying important decisions until the dispute is resolved; and
- We may suffer losses resulting from actions taken by our joint venture partners with respect to our joint venture investments.

Risks Related to Taxation

Qualifying as a REIT involves highly technical and complex provisions of the Code; failure to qualify as a REIT would subject us to increased taxes and impair our ability to expand our business and make distributions; and complying with REIT requirements may affect our profitability.

We were organized to qualify for taxation as a REIT under Sections 856 through 860 of the Code. See Item 1 – Business – Taxation of Omega. Qualification as a REIT involves the application of technical and intricate Code provisions for which there are only limited judicial and administrative interpretations, and which involve the determination of various factual matters and circumstances not entirely within our control. We cannot assure that we will at all times satisfy these rules and tests. Even a technical or inadvertent violation could jeopardize our REIT qualification.

If we were to fail to qualify as a REIT in any taxable year, as a result of a determination that we failed to meet the annual distribution requirement or otherwise, we would be subject to federal corporate income tax, and any applicable alternative minimum tax with respect to each such taxable year for which the statute of limitations remains open, as well certain excise taxes on nonqualified REIT income, or disqualification from treatment as a REIT for the four taxable years following the year during which qualification is lost. This treatment would significantly reduce our net earnings and cash flow because of our additional tax liability for the years involved, which could significantly impact our financial condition. We generally must distribute annually at least 90% of our taxable income to our stockholders to maintain our REIT status. To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100% of our “REIT taxable income,” as adjusted, we will be subject to tax thereon at regular corporate rates. As a result of all these factors, our failure to maintain our qualification as a REIT could impair our ability to expand our business and raise capital, and would substantially reduce our ability to make distributions to you.

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the nature and diversification of our assets, the sources of our income and the amounts we distribute to our stockholders. Thus, we may be required to liquidate otherwise attractive investments from our portfolio or be unable to pursue investments that would be otherwise advantageous to us, to satisfy the asset and income tests or to qualify under certain statutory relief provisions. We may also be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution (e.g., if we have assets which generate mismatches between taxable income and available cash). Having to comply with the distribution requirement could cause us to: (i) sell assets in adverse market conditions; (ii) borrow on unfavorable terms; or (iii) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt. As a result, satisfying the REIT requirements could have an adverse effect on our business results and profitability.

There is a risk of changes in the tax law applicable to REITs.

The Internal Revenue Service, the U.S. Treasury Department and Congress frequently review U.S. federal income tax legislation, regulations and other guidance. We cannot predict whether, when or to what extent new U.S. federal tax laws, regulations, interpretations or rulings will be adopted. Any legislative action may prospectively or retroactively modify our tax treatment and, therefore, may adversely affect taxation of us, our properties, or our shareholders.

Risks Related to Our Stock and Capital Structure

Our issuance of additional capital stock, warrants or debt securities, whether or not convertible, may reduce the market price for our outstanding securities, including our common stock, and dilute the ownership interests of existing stockholders, and we may issue securities with greater dividend, liquidation and other rights than our common stock.

We cannot predict the effect, if any, that future sales of our capital stock, warrants or debt securities, or the availability of our securities for future sale, will have on the market price of our securities, including our common stock. Sales of substantial amounts of our common stock or preferred shares, warrants or debt securities convertible into or exercisable or exchangeable for common stock in the public market, or the perception that such sales might occur, could negatively impact the market price of our stock and the terms upon which we may obtain additional equity financing in the future. Our Board has the authority to designate and issue preferred stock that may have dividend, liquidation and other rights that are senior to those of our common stock.

Any debt securities, preferred shares, warrants or other rights to acquire shares or convertible or exchangeable securities that we issue in the future may have some rights, preferences and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. Holders of our common stock are not entitled to preemptive rights or other protections against dilution. Our preferred shares, if issued, could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability pay dividends or other distributions to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk that our future offerings could reduce the per share trading price of our common stock and dilute their interest in us.

General Risk Factors

Our success depends in part on our ability to retain key personnel and our ability to attract or retain other qualified personnel.

Our future performance depends to a significant degree upon the continued contributions of our executive management team and other key employees, the loss of whom could have an adverse impact on our operations. Although we have entered into employment agreements with the members of our executive management team, these agreements may not assure their continued service. In addition, our failure to successfully attract, hire, retain and train the people we need may impede our ability to implement our business strategy.

We rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, personal identifying information, tenant and lease data. In addition, we may from time to time offer technology services to tenants, which may involve storage of customer or resident data. We purchase some of our information technology from vendors, on whom our systems depend. We generally rely on third-party systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential tenant and other customer information, such as individually identifiable information, including information relating to financial accounts. It is possible that our safety and security measures will not be able to prevent the systems' improper functioning or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. Security breaches, including physical or electronic break-ins, computer viruses, attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of our information systems, and the privacy of the data we store, or failure to comply with related regulations, could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could have a material adverse effect on our business, financial condition and results of operations. The regulatory environment related to cyber and information security, data collection and privacy is increasingly rigorous, with new and constantly changing requirements applicable to our business or to which we may become subject, including E.U. data protection legislation, such as they General Data Protection Regulation, or the GDPR, and the U.K.'s Data Protection Act, which impose significant data protection requirements and penalties for noncompliance. Compliance with any of these requirements may result in additional costs and could impact how we conduct in business in new jurisdictions.

Failure to maintain effective internal control over financial reporting could have a material adverse effect on our business, results of operations, financial condition and stock price.

We are required to provide a report by management on internal control over financial reporting, including management’s assessment of the effectiveness of such control. Changes to our business will necessitate ongoing changes to our internal control systems and processes, and internal control over financial reporting may not prevent or detect misstatements due to inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal controls or to implement required new or improved controls, our business, results of operations and financial condition could be materially adversely harmed, we could fail to meet our reporting obligations and there could be a material adverse effect on our stock price. In addition, we may be adversely impacted by new accounting pronouncements which change our lease recognition or other accounting practices or otherwise alter how we report our financial results, or which require that we change our internal control and operating procedures, which we may be unable to do in a timely manner.

Item 1B – Unresolved Staff Comments

None.

Item 2 – Properties

At December 31, 2022, our real estate investments include SNFs and ALFs and to a lesser extent ILFs, specialty facilities and MOBs, in the form of (i) owned facilities that are leased to operators or their affiliates, (ii) investments in direct financing leases to operators or their affiliates and (iii) real estate loans, including mortgages on facilities that are operated by the mortgagors or their affiliates. Our facilities related to these investments are located in 42 states and the U.K.

The following table presents the concentration of our gross real estate assets, assets held for sale, gross investment in direct financing leases and gross mortgage notes receivables (included within our real estate loans receivable) by state and the U.K. as of December 31, 2022:

Location	Number of Operating Beds	Number of Facilities	Gross Investment (in thousands)	% of Gross Investment
Florida	12,022	98	\$ 1,104,417	11.5 %
Texas	10,957	111	987,456	10.3 %
Indiana	6,937	70	638,275	6.6 %
California	4,322	52	568,726	5.9 %
Ohio	4,894	43	541,412	5.6 %
United Kingdom	4,791	92	522,457	5.4 %
Michigan	3,598	38	501,496	5.2 %
Pennsylvania	4,399	46	498,297	5.2 %
Virginia	3,668	28	424,099	4.4 %
North Carolina	4,676	45	406,736	4.2 %
Remaining States	29,701	303	3,419,191	35.7 %
	<u>89,965</u>	<u>926</u>	<u>\$ 9,612,562</u>	<u>100.0 %</u>

Item 3 – Legal Proceedings

See Note 20— Commitments and Contingencies to the Consolidated Financial Statements - Part IV, Item 15, which is hereby incorporated by reference in response to this item.

Item 4 – Mine Safety Disclosures

None.

PART II

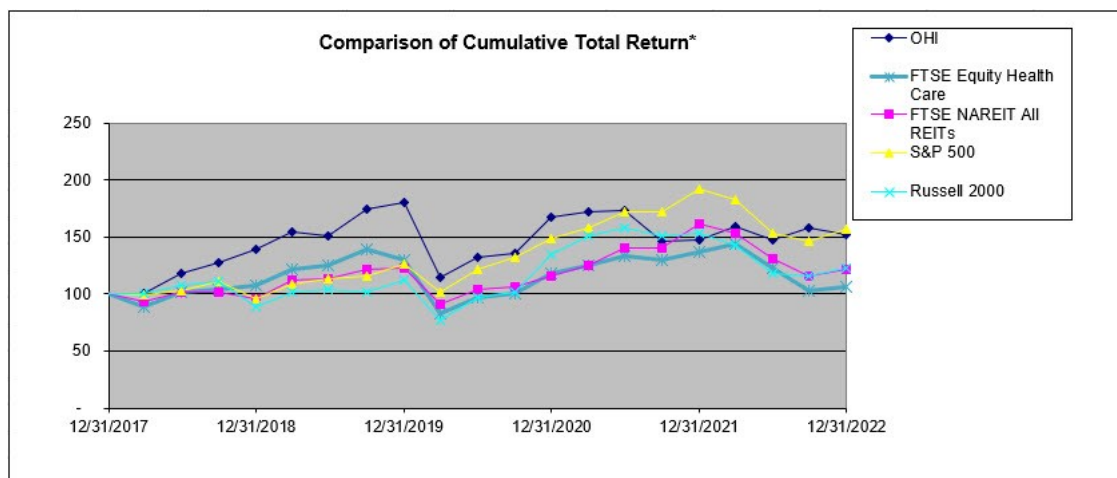
Item 5 – Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Shares of Omega Healthcare Investors, Inc. (together with its consolidated subsidiaries, collectively, “Omega” or the “Company”) common stock are traded on the New York Stock Exchange under the symbol “OHI.” As of February 8, 2023, there were 2,744 registered holders and 234,267,646 shares of Omega common stock outstanding.

Performance Graph

The graph and table below compare the cumulative total return of Omega, the FTSE NAREIT Equity Health Care Index (Ticker: FN11-FTX), the FTSE NAREIT All REITs Index (Ticker: FNAR), the S&P 500 Index, and the Russell 2000 from January 1, 2018 to December 31, 2022. We have included the FTSE NAREIT Equity Health Care Index and the FTSE NAREIT All REITs Index because we believe that they are representative of the industry in which we compete and are relevant to an assessment of our performance. Total cumulative return is based on a \$100 investment in Omega common stock and in each of the indices at the close of trading on December 31, 2017 and assumes quarterly reinvestment of dividends. Stockholder returns over the indicated periods should not be considered indicative of future stock prices or stockholder returns.



	12/31/2017	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022
Omega Healthcare Investors, Inc.	\$ 100.00	\$ 139.43	\$ 180.05	\$ 167.47	\$ 147.73	\$ 152.44
FTSE NAREIT Health Care Index	\$ 100.00	\$ 107.58	\$ 130.39	\$ 117.53	\$ 136.71	\$ 106.39
FTSE NAREIT All REITs Index	\$ 100.00	\$ 95.90	\$ 122.82	\$ 115.62	\$ 161.73	\$ 121.13
S&P 500 Index	\$ 100.00	\$ 95.62	\$ 125.72	\$ 148.85	\$ 191.58	\$ 156.88
Russell 2000 Index	\$ 100.00	\$ 88.99	\$ 111.70	\$ 134.00	\$ 153.85	\$ 122.41

Issuer Purchases of Equity Securities

On January 27, 2022, the Company authorized the repurchase of up to \$500 million of our outstanding common stock from time to time through March 2025. The Company is authorized to repurchase shares of its common stock in open market and privately negotiated transactions or in any other manner as determined by the Company's management and in accordance with applicable law. The timing and amount of stock repurchases will be determined, in management's discretion, based on a variety of factors, including but not limited to market conditions, other capital management needs and opportunities, and corporate and regulatory considerations. The Company has no obligation to repurchase any amount of its common stock, and such repurchases, if any, may be discontinued at any time. During 2022, we repurchased 5.2 million shares of our common stock at an average price per share of \$27.32 and an aggregate repurchase cost of \$142.3 million (including the cost of commissions). We did not repurchase any shares during the fourth quarter of 2022.

Unregistered Sales of Equity Securities

From time to time, Omega issues shares of common stock in reliance on the private placement exemption under Section 4(a)(2) of the Securities Act of 1933, as amended, in exchange for units of partnership interest in OHI Healthcare Properties Limited Partnership (collectively with subsidiaries, "Omega OP"). During the quarter ended December 31, 2022, Omega did not issue any shares of Omega common stock.

Item 6 – [Reserved]

Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is based primarily on the consolidated financial statements of Omega Healthcare Investors, Inc. presented in conformity with U.S. generally accepted accounting principles ("GAAP") for the periods presented and should be read together with the notes thereto contained in this Annual Report on Form 10-K. Other important factors are identified in "Forward-Looking Statements" and "Item 1A – Risk Factors" above.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations is organized as follows:

- Business Overview
- Outlook, Trends and Other Conditions
- 2022 and Recent Highlights
- Results from Operations
- Funds from Operations
- Liquidity and Capital Resources
- Supplemental Guarantor Information
- Critical Accounting Policies and Estimates

Business Overview

Omega Healthcare Investors, Inc. ("Parent") is a Maryland corporation that, together with its consolidated subsidiaries has elected to be taxed as a REIT for federal income tax purposes. Omega is structured as an umbrella partnership REIT ("UPREIT") under which all of Omega's assets are owned directly or indirectly by, and all of Omega's operations are conducted directly or indirectly through, its operating partnership subsidiary, Omega OP. As of December 31, 2022, Parent owned approximately 97% of the issued and outstanding units of partnership interest in Omega OP ("Omega OP Units"), and other investors owned approximately 3% of the outstanding Omega OP Units.

Omega has one reportable segment consisting of investments in healthcare-related real estate properties located in the United States (“U.S.”) and the United Kingdom (“U.K.”). Our core business is to provide financing and capital to the long-term healthcare industry with a particular focus on skilled nursing facilities (“SNFs”), assisted living facilities (“ALFs”), and to a lesser extent, independent living facilities (“ILFs”), rehabilitation and acute care facilities (“specialty facilities”) and medical office buildings (“MOBs”). Our core portfolio consists of our long-term leases and real estate loans with healthcare operating companies and affiliates (collectively, our “operators”). Real estate loans consist of mortgage loans and other real estate loans which are primarily collateralized by a first, second or third mortgage lien or a leasehold mortgage on, or an assignment of the partnership interest in the related properties. In addition to our core investments, we make loans to operators and/or their principals. These loans, which may be either unsecured or secured by the collateral of the borrower, are classified as non-real estate loans. From time to time, we also acquire equity interests in joint ventures or entities that support the long-term healthcare industry and our operators.

Our portfolio of real estate investments (including properties associated with mortgages, direct financing leases, assets held for sale and consolidated joint ventures) at December 31, 2022, included 926 healthcare facilities, located in 42 states and the U.K. that are operated by 67 third-party operators. Our real estate investment in these facilities totaled approximately \$9.5 billion at December 31, 2022, with approximately 97% of our real estate investments related to long-term healthcare facilities. The portfolio is made up of (i) 665 SNFs, (ii) 169 ALFs, (iii) 20 ILFs, (iv) 16 specialty facilities, (v) two MOBs, (vi) real estate loans, including mortgages on 48 SNFs, two ALFs and two specialty facilities and (vii) two facilities that are held for sale. At December 31, 2022, we also held other real estate loans (excluding mortgages) receivable of \$394.6 million and non-real estate loans receivable of \$225.3 million, consisting primarily of secured loans to third-party operators of our facilities, and \$178.9 million of investments in six unconsolidated joint ventures.

As healthcare delivery continues to evolve, we continuously evaluate potential investments, our assets, operators and markets to position our portfolio for long-term success. Our strategy includes applying data analytics to our investment underwriting and asset management, as well as selling or transitioning assets that do not meet our portfolio criteria.

Outlook, Trends and Other Conditions

The COVID-19 pandemic has significantly and adversely impacted SNFs and long-term care providers due to the higher rates of virus transmission and fatality among the elderly and frail populations that these facilities serve; in addition, the pandemic contributed to occupancy declines, labor shortages and cost increases which continue to significantly impact our operators. As discussed further in “Collectibility Issues” below, during the year we have had several operators that have failed to make contractual payments under their lease and loan agreements, and we have agreed to short-term deferrals, lease and portfolio restructurings and/or allowed the application of security deposits or letters of credit to pay rent for several operators.

We believe these operators were impacted by, among other things, reduced revenue as a result of lower occupancy and increased expenses resulting from the COVID-19 pandemic and uncertainties regarding the continuing availability of sufficient government support and adequate reimbursement levels. These increases have been offset to some extent by increases in reimbursements due to increased skilling in place, which has been necessitated by pandemic-related protocols and may decrease when such protocols subside or when the federally declared public health emergency expires as scheduled on May 11, 2023. We believe these increases primarily stem from elevated labor costs, including increased use of overtime and bonus pay and reliance on agency staffing due to staffing shortages, as well as a significant increase in both the cost and usage of personal protective equipment (“PPE”), testing equipment and processes and supplies, as well as implementation of new infection control protocols and vaccination programs. In addition, operators who do not achieve full compliance with applicable vaccination and infection control requirements may face potential survey issues and penalties. At this time, there is significant uncertainty regarding the impact of such developments.

We remain cautious as the COVID-19 pandemic continues to have a significant impact on our operators and their financial conditions, particularly given the trend of reduced pandemic-related federal support to our operators beginning in 2021, the persistence of staffing shortages that continue to impact our operators’ occupancy levels and profitability, uncertainty as to whether Medicare and Medicaid reimbursement rates will be sufficient to address longer-term cost increases faced by operators, factors that may impact future virus transmission in our facilities, including vaccination rates and efficacy of the vaccine for staff members and residents at our facilities and genetic mutations of the virus into new variants, and the commencement in December 2021 of repayment of deferred FICA obligations.

We believe that the incidence and severity of COVID-19 among our operators’ residents and employees, based on reporting by our operators, tend to correlate with levels of incidence and severity experienced by the applicable community in which such operators’ are located, and it remains uncertain whether certain of our facilities will be impacted by future community spread of the virus.

[Table of Contents](#)

Our facilities, on average, experienced declines, in some cases that are material, in occupancy levels as a result of the pandemic. Occupancy in our facilities has generally improved on average since early 2021; however, average occupancy has not returned to pre-pandemic levels. It remains unclear when and the extent to which demand and occupancy levels will return to pre-COVID-19 levels. We believe these challenges to occupancy recovery may be in part due to staffing shortages, which in some cases have required operators to limit admissions, as well as COVID-19 related fatalities at the facilities, the delay of SNF placement and/or utilization of alternative care settings for those with lower level of care needs, the suspension and/or postponement of elective hospital procedures, fewer discharges from hospitals to SNFs and higher hospital readmittances from SNFs.

While substantial government support was allocated to SNFs and to a lesser extent to ALFs in 2020, federal relief efforts have been limited since 2021 as have been relief efforts in certain states. The additional 6.2% FMAP reimbursement in connection with the pandemic is being phased out in 2023 pursuant to the Consolidated Appropriations Act of 2023 as further discussed under “Government Regulation – Reimbursement Changes Related to COVID-19” under “Item 1 – Business.” The additional 6.2% FMAP provided some of our operators with significant support, based on which states they are located in, and the phase out of such support may adversely affect their operations to the extent that expenses are not reduced or other support is not provided. We believe further government support will be needed to continue to offset these impacts on operators, which could be in the form of direct support or reimbursement rate adjustments to reflect sustained cost changes experienced by operators. It is unclear whether and to what extent such government support will continue to be sufficient and timely to offset these impacts. In particular, while \$25.5 billion in federal funding for healthcare providers impacted by COVID-19 was announced in September 2021 with distributions beginning in late 2021 pursuant to the Public Health and Social Services Emergency Fund (“Provider Relief Fund”), we do not expect additional Provider Relief Funds to be allocated to healthcare operators or our operators, and it remains uncertain whether additional Medicaid funds under the American Rescue Plan Act of 2021 (the “American Rescue Plan Act”) or other changes in Medicare or Medicaid reimbursement rates in the U.S., or U.K. reimbursement and relief programs for our U.K. operators, will ultimately support reimbursement to our operators. While certain states have provided pandemic-related relief measures and/or reimbursement increases, there remains uncertainty as to how widespread these measures will continue to be and to what extent they may be distributed to and benefit our operators, especially when the federally declared public health emergency expires as scheduled on May 11, 2023 or previously released federal funds to states have been fully utilized. Likewise, while certain states may in the course of routine rate-setting of Medicaid rates address inflationary factors and other expense-related items, there can be no assurance that these changes will be sufficient to offset existing increased inflation and expenses or that all states will address these items. See the “Government Regulation and Reimbursement” section for additional information. Further, to the extent the cost and occupancy impacts on our operators continue or accelerate and are not offset by continued government relief or reimbursement rates that are sufficient and timely, we anticipate that the operating results of additional operators may be materially and adversely affected, some may be unwilling or unable to pay their contractual obligations to us in full or on a timely basis and we may be unable to restructure such obligations on terms as favorable to us as those currently in place.

There are a number of uncertainties we face as we consider the continuing impact of COVID-19 on our business, including how long census disruption and elevated COVID-19 costs will last, the ability of our operators to manage the impact of the termination of public health emergency and temporary relief thereunder, the continued efficacy of vaccination programs in reducing the spread and severity of COVID-19 in our facilities, the impact of genetic mutations of the virus into new variants on our facilities, and the extent to which funding support from the federal government, the states and the U.K. will continue to offset these incremental costs as well as lost revenues. Notwithstanding vaccination programs, we expect that heightened clinical protocols for infection control within facilities will continue for some period; however, we do not know if future reimbursement rates or equipment provided by governmental agencies will be sufficient to cover the increased costs of enhanced infection control and monitoring.

While we continue to believe that longer term demographics will drive increasing demand for needs-based skilled nursing care, we expect the uncertainties to our business described above to persist at least for the near term until we can gain more information as to the level of costs our operators will continue to experience and for how long, and the level of additional governmental support that will be available to them, the potential support our operators may request from us and the future demand for needs-based skilled nursing care and senior living facilities. We continue to monitor the rate of occupancy recovery at many of our operators, and it remains uncertain whether and when demand, staffing availability and occupancy levels will return to pre-COVID-19 levels.

In addition to the impacts of COVID-19 discussed above, our operators have been and are likely to continue to be adversely affected by labor shortages and increased labor costs as well as other inflation-related cost increases. In addition, our operations have also been and are likely to continue to be impacted by increased competition for the acquisition of facilities in the U.S., which has decreased the number of investment opportunities that would be accretive to our portfolio. As part of our continuous evaluation of our portfolio and in connection with certain operator restructuring transactions, we expect to continue to opportunistically sell assets, or portfolios of assets, from time to time.

[Table of Contents](#)

We continue to monitor the impacts of other regulatory changes, as discussed below, including any significant limits on the scope of services reimbursed and on reimbursement rates and fees, which could have a material adverse effect on an operator's results of operations and financial condition, which could adversely affect the operator's ability to meet its obligations to us.

2022 and Recent Highlights

Investments

- We acquired 41 facilities for an aggregate consideration of \$225.2 million in 2022. The initial cash yield (the initial annual contractual cash rent divided by the purchase price) on these asset acquisitions was between 8% and 9.5%.
- We invested \$64.4 million under our construction-in-progress and capital improvement programs in 2022.
- We financed \$56.2 million of new real estate loans with a weighted average interest rate of 12% in 2022. Our 2022 new real estate loans primarily relate to two new loans that we entered into during the year. We also advanced \$60.0 million under existing real estate loans in 2022.
- During 2022, Ciena Healthcare ("Ciena") made \$158.5 million of early principal payments under its mortgage loans. In connection with the partial repayments, the maturity date of all the Ciena mortgage notes was extended to June 30, 2030 (with exception of two loans with an aggregate principal balance of \$40.4 million with maturity dates in 2023).

Dispositions and Impairments

- In 2022, we sold 66 facilities for approximately \$759.0 million in net cash proceeds, recognizing a net gain of approximately \$360.0 million. Our sales during 2022 were primarily driven by restructuring transactions associated with facilities formerly leased to the following operators: Gulf Coast Health Care LLC (together with certain affiliates "Gulf Coast") – 22 facilities, Guardian Healthcare ("Guardian") – nine facilities, and Agemo Holdings, LLC ("Agemo") – 22 facilities.
- In December 2022, in connection with restructuring negotiations with LaVie Care Centers, LLC ("LaVie," f/k/a Consulate Health Care), we sold 11 facilities previously leased to LaVie for a sales price of \$129.8 million. Omega provided \$104.8 million in senior seller financing, collateralized by first lien mortgages on the 11 facilities, to fund a portion of the purchase price. The senior note has a December 29, 2027 maturity date and bears interest at 8% with required monthly interest payments (due in arrears beginning February 1, 2023), with no principal payments due until the maturity date. The remaining consideration received under the purchase agreement is the assumption of a \$25.0 million liability, incurred by Omega as part of the transaction, by the buyer from Omega. The 11-facility sale does not meet the contract criteria to be recognized as a sale for accounting purposes and we will continue to account for these facilities on our Consolidated Balance Sheets and depreciate the facilities until the sale recognition requirements are met. A contract liability will be recognized on our Consolidated Balance Sheets within accrued expenses and other liabilities for the \$25.0 million liability assumed, which will be relieved when the sale is recognized. The loan receivable associated with the seller financing will not be recorded on our Consolidated Balance Sheets until the sale is recognized, and any cash interest received will be deferred and recorded as a contract liability within accrued expenses and other liabilities on our Consolidated Balance Sheets. No interest income or gain or loss will be recognized until the sale recognition requirements are met.
- In 2022, we recorded impairments on real estate properties of approximately \$38.5 million on 22 facilities. Of the \$38.5 million, \$3.5 million related to two facilities that were classified as held for sale and \$35.0 million related to 20 held-for-use facilities of which \$17.2 million relates to 12 facilities leased to and operated by LaVie that are expected to be impacted by the on-going restructuring negotiations.

Financing Activities

- In January 2022, our Board of Directors authorized the repurchase of up to \$500 million of our outstanding common stock from time to time through March 2025. For the year ended December 31, 2022, we repurchased 5.2 million shares of our outstanding common stock at an average price of \$27.32 per share.

[Table of Contents](#)

- We sold 0.3 million shares of common stock under our Dividend Reinvestment and Common Stock Purchase Plan (“DRSPP”) during the year ended December 31, 2022. Aggregate net proceeds from these sales generated \$9.2 million during 2022.

Other Highlights

- During 2022, we made \$126.1 million of new non-real estate loans with a weighted average interest rate of 10.2%. We also advanced \$124.8 million under existing non-real estate loans. Of the \$124.8 million, an aggregate \$105.9 million related to two revolving working capital loans that also had aggregate repayments of \$80.0 million during 2022.
- In 2022, Omega was included in the Bloomberg Gender-Equality Index (GEI) – one of only 418 companies worldwide, and fewer than 15 U.S. REITs, to be included in the 2022 index.

Collectibility Issues

- During the year ended December 31, 2022, we placed nine operators on a cash basis of revenue recognition. These include LaVie, Maplewood Senior Living (along with affiliates, “Maplewood”), and operators representing 0.4% (“0.4% Operator”), 1.2% (“1.2% Operator”) and 2.0% (“2.0% Operator”) of total revenue (excluding the impact of write-offs), respectively, for the year ended December 31, 2022. In connection with placing these operators on a cash basis, we recognized \$119.8 million in total straight-line accounts receivable write-offs through rental income. As of December 31, 2022, 20 operators are on a cash basis. These operators represent an aggregate 36.5% of our total revenues (excluding the impact of write-offs) for the year ended December 31, 2022.
- During the year ended December 31, 2022, we allowed ten operators to defer \$27.0 million of contractual rent and interest. The deferrals primarily related to the following operators: Agemo, Guardian, the 3.7% Operator (defined below) and the 1.2% Operator. Additionally, we allowed seven operators to apply collateral, such as security deposits or letters of credit, to contractual rent and interest during the year ended December 31, 2022. The total collateral applied to contractual rent and interest was \$11.0 million for the year ended December 31, 2022. These applications of collateral to contractual rent and interest primarily relate to the 2.0% Operator and the 1.2% Operator.
- Agemo, a cash basis operator, continued to not pay contractual rent and interest due under its lease and loan agreements during the year ended December 31, 2022. We have not recorded any rental income or interest income related to Agemo during the year ended December 31, 2022. Subsequent to year end, we entered into a restructuring agreement with Agemo. See Note 5 – Contractual Receivables and Other Receivables and Lease Inducements to the Consolidated Financial Statements - Part I, Item 15 hereto for additional details.
- Guardian did not make rent and interest payments under its lease and loan agreements during the first quarter of 2022, but it resumed making contractual rent and interest payments during the second quarter of 2022, and it continued making such payments in the third and fourth quarters of 2022, in accordance with the restructuring terms discussed further below. Guardian is on a cash basis of revenue recognition for lease purposes, and we recorded rental income of \$11.3 million for the year ended December 31, 2022 for contractual rent payments that were received. Additionally, Guardian’s mortgage loan is on non-accrual status and is being accounted for under the cost recovery method and therefore the \$6.0 million of interest payments that we received during the year ended December 31, 2022 were applied directly against the principal balance outstanding. In the second quarter of 2022, we agreed to a formal restructuring agreement, master lease amendments and mortgage loan amendments with Guardian. As part of the restructuring agreement and related agreements, Omega agreed to, among other things, allow for the retrospective deferral of \$18.0 million of aggregate contractual rent and interest, with repayment required after September 30, 2024, and reduce the combined rent and mortgage interest to an aggregate of \$24.0 million per year effective as of July 1, 2022.

[Table of Contents](#)

- In the fourth quarter of 2022, Omega began the process of restructuring our portfolio with LaVie, which primarily consists of two master lease agreements and two term loan agreements. On December 30, 2022, we sold 11 facilities previously subject to one of two lease agreements with LaVie. See further discussion on the sale and the accounting treatment in *Dispositions and Impairments* above. Concurrent with the sale, we also amended the lease agreement impacted by the sale and our loan agreements with LaVie. As part of the lease amendments, Omega agreed to, among other terms, remove the 11 sold facilities from the lease agreement and reduce monthly contractual rent from \$8.3 million to \$7.3 million. We amended the loans to, among other terms, extend the loan maturities to November 30, 2036 to align with the lease term, and starting in January 2023, reduce the interest rates to 2%, remove the requirement to make any principal payments until the maturity dates and to convert from monthly cash interest payments to interest paid-in-kind. The restructuring discussions are still ongoing and subject to change, but we anticipate additional restructuring activity related to this operator in 2023. As a result of the restructuring activities during 2022 and future expected restructuring activities, during the fourth quarter of 2022, we placed LaVie on a cash basis of revenue recognition as collection of substantially all contractual lease payments due from them was deemed no longer probable. As a result, we wrote-off approximately \$58.0 million of straight-line rent receivables and lease inducements to rental income during the fourth quarter of 2022. In the first quarter of 2023, as part of the restructuring, we have agreed to a partial rent deferral in the first four months of 2023. In doing so, we agreed to allow LaVie to defer up to \$10.0 million of contractual rent from January 2023 through April 2023 under one of our lease agreements for 32 facilities. Omega is in discussions to allow LaVie to defer up to \$9.1 million of contractual rent from January 2023 through April 2023 under another lease agreement for 41 facilities. In January 2023, as a result, LaVie deferred the full contractual payment of \$2.5 million under the 32-facility lease and paid \$2.5 million of the \$4.7 million of contractual rent due under the 41-facility lease.
- During the fourth quarter of 2022, we placed Maplewood on a cash basis of revenue recognition as collection of substantially all contractual lease payments due from them was deemed no longer probable based on the proposed restructuring of our lease and loan agreements with Maplewood. As a result, we wrote-off approximately \$29.3 million of straight-line rent receivables and lease inducements to rental income during the fourth quarter of 2022. Subsequent to year end, we entered into a restructuring agreement with Maplewood. See Note 5 - Contractual Receivables and Other Receivables and Lease Inducements to the Consolidated Financial Statements - Part I, Item 15 hereto for additional details surrounding the restructuring.
- In December 2022, we agreed to allow Healthcare Homes Limited (“Healthcare Homes”), a U.K. based operator, the ability to defer up to £6.7 million of contractual rent from January 2023 through April 2023 with regular payments scheduled to resume in May 2023. The deferred rent balance accrues interest monthly at a rate of 8% per annum and must be fully repaid by December 31, 2024. Healthcare Homes has had near-term liquidity issues in connection with increased staffing and utility costs. Healthcare Homes remains current as of December 31, 2022 and is on a straight-line basis of revenue recognition.
- From January through March 2022, an operator (the “3.7% Operator”) representing 3.7% of total revenue (excluding the impact of write-offs) for the year ended December 31, 2022, did not pay its contractual amounts due under its lease agreement. In March 2022, the lease with the 3.7% Operator was amended to allow for a short-term rent deferral for January through March 2022. The 3.7% Operator paid the contractual amount due under its lease agreement from April through December 2022. Omega holds a \$1.0 million letter of credit and a \$150 thousand security deposit from the 3.7% Operator. The 3.7% Operator remains current on its \$25.0 million revolving credit facility, which is fully drawn as of December 31, 2022 and is secured by a first lien on the 3.7% Operator’s accounts receivable. The 3.7% Operator remains on a straight-line basis of revenue recognition.

Dividends

- Quarterly cash dividends paid during 2022 aggregated to \$2.68 per share. On January 26, 2023, the Board of Directors declared a cash dividend of \$0.67 per share. The dividend will be paid on February 15, 2023 to stockholders of record as of the close of business on February 6, 2023.

Results of Operations

The following is our discussion of the consolidated results of operations for the year ended December 31, 2022 as compared to the year ended December 31, 2021. For a discussion of our results of operation for the year ended December 31, 2021 as compared to the year ended December 31, 2020, see “Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our [Form 10-K](#) for the year ended December 31, 2021 (“2021 Form 10-K”).

[Table of Contents](#)

Comparison of results of operations for the years ended December 31, 2022 and 2021 (dollars in thousands):

	Year Ended December 31,		Increase/(Decrease)
	2022	2021	
Revenues:			
Rental income	\$ 750,208	\$ 923,677	\$ (173,469)
Income from direct financing leases	1,023	1,029	(6)
Interest income	123,919	136,382	(12,463)
Miscellaneous income	3,094	1,721	1,373
Expenses:			
Depreciation and amortization	332,407	342,014	(9,607)
General and administrative	69,397	64,628	4,769
Real estate taxes	15,500	12,260	3,240
Acquisition, merger and transition related costs	42,006	1,814	40,192
Impairment on real estate properties	38,451	44,658	(6,207)
Recovery on direct financing leases	—	(717)	717
Provision for credit losses	68,663	77,733	(9,070)
Interest expense	233,244	234,604	(1,360)
Other income (expense):			
Other expense – net	(1,997)	(581)	(1,416)
Loss on debt extinguishment	(389)	(30,763)	30,374
Gain on assets sold – net	359,951	161,609	198,342
Income tax expense	(4,561)	(3,840)	(721)
Income from unconsolidated joint ventures	7,261	16,062	(8,801)

Revenues

Following is a description of certain of the changes in revenues for the year ended December 31, 2022 compared to 2021:

- The decrease in rental income was primarily the result of (i) a \$85.7 million decrease as a result of a net increase in straight-line rent receivable and lease inducement write-offs in 2022 primarily due to placing operators LaVie, Maplewood and seven other operators on a cash basis for revenue recognition due to collectibility concerns, (ii) a \$67.2 million net decrease in rental income from 13 cash basis operators, including Agemo, as a result of not recording straight-line lease revenue and/or receiving less cash rent payments period over period from these operators, (iii) a \$36.8 million decrease due to recognizing no rental income related to Gulf Coast, a cash basis operator, in 2022, as we received no contractual payments in the first quarter related to the lease with this operator, and we sold or transitioned 23 of the facilities subject to the Gulf Coast lease in March and April 2022 and (iv) a \$7.1 million decrease related to facility sales, transitions and lease terminations, partially offset by (i) a \$18.3 million increase related to facility acquisitions made in 2022 and (ii) a \$3.1 million increase related to a lease extension with one operator.
- The decrease in interest income was primarily due to (i) a \$17.0 million decrease related to principal payments received during 2021 and 2022, including those on the Ciena mortgage loans discussed above, and (ii) a \$12.4 million decrease related to loans placed on non-accrual status, primarily the Guardian mortgage loan, during 2021 and 2022, partially offset by a \$16.9 million increase related to new and refinanced loans and additional funding to existing operators made throughout 2021 and 2022. As noted above, in 2022, we funded \$116.2 million for new or existing real estate loans and \$250.9 million for new or existing non-real estate loans.

Expenses

Following is a description of certain of the changes in our expenses for the year ended December 31, 2022 compared to 2021:

- The decrease in depreciation and amortization expense primarily relates to facility sales and facilities reclassified to assets held for sale, such as the 22 Gulf Coast facilities and 22 Agemo facilities that were sold during 2022, partially offset by facility acquisitions and capital additions.

Table of Contents

- The increase in general and administrative (“G&A”) expense primarily relates to a \$5.9 million increase in stock-based compensation expense (see Note 19 – Stock-Based Compensation to the Consolidated Financial Statements for a full summary of stock-compensation movements over the last three years) partially offset by a \$2.6 million decrease in payroll and benefits and severance expenses.
- The increase in acquisition, merger and transition related costs primarily relates to costs incurred related to the transition of facilities with LaVie (as discussed further in “Collectibility Issues” above) and other troubled operators.
- The 2022 impairments were recognized in connection with two facilities that were classified as held-for-sale for which the carrying values exceeded the estimated fair values less costs to sell and 20 held-for-use facilities for which the carrying value exceeded the fair value. The 2021 impairments were recognized in connection with 13 facilities that were classified as held-for-sale for which the carrying values exceeded the estimated fair values less costs to sell and one held-for-use facility because of the closure of the facility in the first quarter. The 2022 and 2021 impairments were primarily the result of decisions to exit certain non-strategic facilities and/or operators.
- The decrease in provision for credit losses primarily relates to a net decrease in aggregate specific provisions recorded in 2022 compared to specific provisions recorded in 2021, partially offset by increases in the general reserve recorded primarily resulting from increases in loss rates utilized in the estimate of expected losses for loans (see Note 9 – Allowance for Credit Losses to the Consolidated Financial Statements for a full summary of allowance movements over the last three years).

Other Income (Expenses)

The increase in total other income (expense) was primarily due to (i) a \$198.3 million increase in gain on assets sold resulting from the sale of 66 facilities in 2022 compared to the sale of 48 facilities in 2021 as we continue to exit certain facilities, operator relationships and/or states to improve the strength of our overall portfolio and (ii) a \$30.4 million decrease in loss on debt extinguishment primarily related to fees, premiums, and expenses related to the early redemption of \$350 million of principal of the 4.375% Senior Notes due 2023 during the first quarter of 2021.

Income Tax Expense

As a REIT, we generally are not subject to federal income taxes on the REIT taxable income that we distribute to stockholders, subject to certain exceptions. For tax year 2022, we made common dividend payments of \$632.9 million to satisfy REIT requirements relating to qualifying income. We have elected to treat certain of our active subsidiaries as TRSs. Our domestic TRSs are subject to federal, state and local income taxes at the applicable corporate rates. Our foreign TRSs are subject to foreign income taxes. As of December 31, 2022, one of our TRSs that is subject to income taxes at the applicable corporate rates had a net operating loss (“NOL”) carry-forward of approximately \$10.2 million. Also, in connection with the acquisition of one U.K. entity in the first quarter of 2022, we acquired foreign net operating losses of \$55.0 million resulting in an NOL deferred tax asset of \$13.4 million (see Note 3 – Real Estate Asset Acquisitions and Development and Note 17 – Taxes). The \$10.2 million NOL carry-forward was fully reserved as of December 31, 2022, with a valuation allowance due to uncertainties regarding realization.

Under U.S. current law, NOL carry-forwards generated up through December 31, 2017 may be carried forward for no more than 20 years, and our NOL carry-forwards generated in our taxable years ended after December 31, 2017 may be carried forward indefinitely.

For the year ended December 31, 2022, we recorded approximately \$1.2 million of federal, state and local income tax provision and approximately \$3.4 million of tax provision for foreign income taxes. These amounts do not include any gross receipts or franchise taxes payable to certain states and municipalities.

Income from Unconsolidated Joint Ventures

The decrease in income from unconsolidated joint ventures was primarily due to one of the joint ventures realizing a \$14.9 million gain on sale of real estate investments during 2021.

Funds From Operations

We use funds from operations (“Nareit FFO”), a non-GAAP financial measure, as one of several criteria to measure the operating performance of our business. We calculate and report Nareit FFO in accordance with the definition of Funds from Operations and interpretive guidelines issued by the National Association of Real Estate Investment Trusts (“Nareit”). Nareit FFO is defined as net income (computed in accordance with GAAP), adjusted for the effects of asset dispositions and certain non-cash items, primarily depreciation and amortization and impairment on real estate assets, and after adjustments for unconsolidated partnerships and joint ventures and changes in the fair value of warrants. Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect funds from operations on the same basis. Revenue recognized based on the application of security deposits and letters of credit or based on the ability to offset against other financial instruments is included within Nareit FFO. We believe that Nareit FFO is an important supplemental measure of our operating performance. As real estate assets (except land) are depreciated under GAAP, such accounting presentation implies that the value of real estate assets diminishes predictably over time, while real estate values instead have historically risen or fallen with market conditions. Nareit FFO was designed by the real estate industry to address this issue. Nareit FFO herein is not necessarily comparable to Nareit FFO of other REITs that do not use the same definition or implementation guidelines or interpret the standards differently from us.

We further believe that by excluding the effect of depreciation, amortization, impairment on real estate assets and gains or losses from sales of real estate, all of which are based on historical costs and which may be of limited relevance in evaluating current performance, Nareit FFO can facilitate comparisons of operating performance between periods and between other REITs. We offer this measure to assist the users of our financial statements in evaluating our financial performance under GAAP, and Nareit FFO should not be considered a measure of liquidity, an alternative to net income or an indicator of any other performance measure determined in accordance with GAAP. Investors and potential investors in our securities should not rely on this measure as a substitute for any GAAP measure, including net income.

The following table presents our Nareit FFO reconciliation for the years ended December 31, 2022, 2021 and 2020:

	Year Ended December 31,		
	2022	2021 (in thousands)	2020
Net income (1)(2)	\$ 438,841	\$ 428,302	\$ 163,545
Deduct gain from real estate dispositions	(359,951)	(161,609)	(19,113)
Deduct gain from real estate dispositions - unconsolidated joint ventures	(93)	(14,880)	(5,894)
	78,797	251,813	138,538
Elimination of non-cash items included in net income:			
Depreciation and amortization	332,407	342,014	329,924
Depreciation – unconsolidated joint ventures	10,881	12,285	14,000
Add back impairments on real estate properties	38,451	44,658	72,494
Add back impairments on real estate properties - unconsolidated joint ventures	—	4,430	—
Add back unrealized loss on warrants	—	43	988
Nareit FFO	\$ 460,536	\$ 655,243	\$ 555,944

(1) The years ended December 31, 2022 and 2021 include the application of \$11.0 million and \$11.8 million, respectively, of security deposits (letter of credit and cash deposits) in revenue.

(2) The year ended December 31, 2021 includes \$21.3 million of revenue related to Gulf Coast recognized based on our ability to offset uncollected rent against the interest and principal of certain debt obligations of Omega.

The \$194.7 million decrease in Nareit FFO for the year ended December 31, 2022 compared to 2021 is primarily driven by the overall decrease in total revenue, which is discussed in more detail in the Results of Operations above.

Liquidity and Capital Resources

Sources and Uses

Our primary sources of cash include rental income and interest payment receipts on our loans, existing availability under our Revolving Credit Facility, proceeds from our DRSP and the 2021 ATM Program, facility sales, and proceeds from mortgage and other investment payoffs. We anticipate that these sources will be adequate to meet our principal cash flow needs through the next twelve months, which include: funding dividends and distributions to our stockholders and non-controlling interest members, making debt service payments (including principal and interest), funding real estate investments (including facility acquisitions, capital improvement programs and other capital expenditures), funding new and committed loan investments and paying normal recurring G&A expenses (primarily consisting of employee payroll and benefits and expenses relating to third parties for legal, consulting and audit services).

Capital Structure

At December 31, 2022, we had total assets of \$9.4 billion, total equity of \$3.8 billion and total debt of \$5.3 billion, with such debt representing approximately 58.4% of total capitalization.

Debt

At December 31, 2022, the weighted-average annual interest rate of our debt was 4.1%. Additionally, as of December 31, 2022, 98% of our debt with outstanding principal balances has fixed interest payments. Our high percentage of fixed interest debt has kept our interest expense relatively flat year over year despite rising interest rates. As of December 31, 2022, Omega's debt obligations consisted of the following:

- A \$1.45 billion Revolving Credit Facility that bears interest at LIBOR (or in the case of loans denominated in GBP, the Sterling overnight index average reference rate plus an adjustment of 0.1193% per annum) plus an applicable percentage (with a range of 95 to 185 basis points) based on our credit ratings. The Revolving Credit Facility matures on April 30, 2025, subject to Omega's option to extend such maturity date for two six-month periods. As of December 31, 2022, Omega had \$19.2 million outstanding on the Revolving Credit Facility.
- A \$50.0 million OP Term Loan that bears interest at LIBOR plus an applicable percentage (with a range of 85 to 185 basis points) based on our credit ratings. The OP Term Loan matures on April 30, 2025, subject to Omega OP's option to extend such maturity date for two six-month periods.
- \$4.9 billion of senior unsecured notes with staggered maturity dates in 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2031 and 2033. These notes bear fixed interest rates between 3.25% and 5.25% per annum.
- \$366.6 million of secured borrowings consisting of HUD Mortgages and two term loans. We had \$344.7 million of outstanding HUD Mortgages as of December 31, 2022, with weighted average interest rates of 3.01% per annum that mature from 2046 to 2052.

As of December 31, 2022, we had long-term credit ratings of Baa3 from Moody's and BBB- from S&P Global and Fitch. Credit ratings impact our ability to access capital and directly impact our cost of capital as well. For example, our Revolving Credit Facility accrues interest and fees at a rate per annum equal to LIBOR plus a margin that depends upon our credit rating. A downgrade in credit ratings by Moody's and S&P Global may have a negative impact on the interest rates and fees for our Revolving Credit Facility.

Our credit facilities that reference LIBOR contain customary LIBOR replacement language, including, but not limited to, the use of rates based on the secured overnight financing rate.

Certain of our other secured and unsecured borrowings are subject to customary affirmative and negative covenants, including financial covenants. As of December 31, 2022 and 2021, we were in compliance with all affirmative and negative covenants, including financial covenants, for our secured and unsecured borrowings.

[Table of Contents](#)

As of December 31, 2022 we have five forward starting swaps totaling \$400 million that are indexed to 3-month LIBOR. We designated the forward starting swaps as cash flow hedges of interest rate risk associated with interest payments on a forecasted issuance of fixed rate long-term debt. The swaps are effective on August 1, 2023 and expire on August 1, 2033 and were issued at a weighted average fixed rate of approximately 0.8675%. The fair value associated with these swaps was \$93.0 million as of December 31, 2022.

Equity

At December 31, 2022, we had 234.3 million shares of common stock outstanding and our shares had a market value of \$6.5 billion. As of December 31, 2022, we had the following equity programs in place that we can utilize to raise capital:

- The 2021 ATM Program under which shares of common stock having an aggregate gross sales price of up to \$1.0 billion may be sold from time to time. The 2021 ATM Program has a forward sale provision that generally allows Omega to lock in a price on the sale of shares of common stock when sold by the forward sellers but defer receiving the net proceeds from such sales until the shares of our common stock are issued at settlement on a later date. We did not utilize the forward provisions under the 2021 ATM Program during 2022. We have \$929.9 million of sales remaining under the 2021 ATM Program as of December 31, 2022.
- We have a DRSP that allows for the reinvestment of dividends and the optional purchase of our common stock.

Dividends

As a REIT, we are required to distribute dividends (other than capital gain dividends) to our stockholders in an amount at least equal to (A) the sum of (i) 90% of our "REIT taxable income" (computed without regard to the dividends paid deduction and our net capital gain), and (ii) 90% of the net income (after tax), if any, from foreclosure property, minus (B) the sum of certain items of non-cash income. In addition, if we dispose of any built-in gain asset during a recognition period, we will be required to distribute at least 90% of the built-in gain (after tax), if any, recognized on the disposition of such asset. Such distributions must be paid in the taxable year to which they relate, or in the following taxable year if declared before we timely file our tax return for such year and paid on or before the first regular dividend payment after such declaration. In addition, such distributions are required to be made pro rata, with no preference to any share of stock as compared with other shares of the same class, and with no preference to one class of stock as compared with another class except to the extent that such class is entitled to such a preference. To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100% of our "REIT taxable income" as adjusted, we will be subject to tax thereon at regular corporate rates.

Material Cash Requirements

The following table shows our material cash requirements, described below, as of December 31, 2022:

	Total	Payments due by period			
		Less than 1 year	Years 2-3 (in thousands)	Years 4-5	More than 5 years
Debt ⁽¹⁾	\$ 5,335,865	\$ 359,898	\$ 905,185	\$ 1,317,191	\$ 2,753,591
Interest payments on long-term debt	1,234,702	222,918	369,614	263,075	379,095
Operating lease and other obligations ⁽²⁾	43,889	1,992	4,090	3,389	34,418
Total	\$ 6,614,456	\$ 584,808	\$ 1,278,889	\$ 1,583,655	\$ 3,167,104

(1) The \$5.3 billion of debt outstanding includes: (i) \$50 million under the OP Term Loan due April 2025, (ii) \$350 million of 4.375% Senior Notes due August 2023, (iii) \$400 million of 4.95% Senior Notes due April 2024, (iv) \$400 million of 4.50% Senior Notes due January 2025, (v) \$600 million of 5.25% Senior Notes due January 2026, (vi) \$700 million of 4.5% Senior Notes due April 2027, (vii) \$550 million of 4.75% Senior Notes due January 2028, (viii) \$500 million of 3.625% Senior Notes due October 2029, (ix) \$700 million of 3.375% Senior Notes due February 2031, (x) \$700 million of 3.25% Senior Notes due April 2033, (xi) \$2.2 million of 8.0% per annum debt held at a consolidated joint venture due February 2023, (xii) \$19.8 million of 9.63% per annum debt held at a consolidated joint venture due February 2024 and (xiii) \$344.7 million of HUD debt at a 3.01% weighted average interest rate due between 2046 and 2052. Other than the \$50 million outstanding under the OP Term Loan, the \$344.7 million of HUD debt and the \$22.0 million of debt held at consolidated joint ventures, Parent is the obligor of all outstanding debt.

(2) In connection with the adoption of Topic 842, we recognized lease liabilities in connection with ground and/or facility leases. Certain operators pay these obligations directly to the landlord. We recognize rental income for ground and/or facility leases where the operator reimburses us, or pays the obligation directly to the landlord on our behalf.

[Table of Contents](#)

Capital Expenditures and Funding Commitments

In addition to the obligations in the table above, as of December 31, 2022, we also had \$210.9 million of commitments to fund the construction of new leased and mortgaged facilities, capital improvements and other commitments. Additionally, we have commitments to fund \$71.4 million of advancements under existing non-real estate loans. These commitments are expected to be funded over the next several years and are dependent upon the operators' election to use the commitments.

Other Arrangements

We own interests in certain unconsolidated joint ventures as described in Note 11 to the Consolidated Financial Statements – Investments in Joint Ventures. Our risk of loss is generally limited to our investment in the joint venture and any outstanding loans receivable.

We also hold variable interests in certain unconsolidated entities through our loan and other investments. See disclosures regarding our risk of loss associated with these entities with Note 10 to the Consolidated Financial Statements – Variable Interest Entities.

We use derivative instruments to hedge interest rate and foreign currency exchange rate exposure as discussed in Note 15 to the Consolidated Financial Statements – Derivatives and Hedging. We have seen significant increases in fair value of our hedging instruments in 2022, primarily due to macroeconomic factors impacting interest rates and foreign currency rates.

Cash Flow Summary

The following is a summary of our sources and uses of cash flows for the year ended December 31, 2022 as compared to the year ended December 31, 2021 (dollars in thousands):

	Year Ended December 31,		Increase/(Decrease)
	2022	2021	
Net cash provided by (used in):			
Operating activities	\$ 625,727	\$ 722,136	\$ (96,409)
Investing activities	442,853	(524,173)	967,026
Financing activities	(789,447)	(341,117)	(448,330)

For a discussion of our consolidated cash flows for the year ended December 31, 2021 as compared to the year ended December 31, 2020, see “Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our [2021 Form 10-K](#).

Cash, cash equivalents and restricted cash totaled \$300.6 million as of December 31, 2022, an increase of \$276.2 million as compared to the balance at December 31, 2021. The following is a discussion of changes in cash, cash equivalents and restricted cash due to operating, investing and financing activities, which are presented in our Consolidated Statements of Cash Flows.

Operating Activities –The decrease in net cash provided by operating activities is primarily driven by a decrease of \$144.9 million of net income, net of \$155.4 million of non-cash items, primarily due to a year over year reduction in rental income and interest income, as discussed in our material changes analysis under Results of Operations above. The decrease was partially offset by a \$48.4 million change in the net movements of the operating assets and liabilities.

[Table of Contents](#)

Investing Activities –The change in cash used in investing activities related primarily to (i) a \$440.5 million increase in proceeds from the sales of real estate investments driven by an attractive real estate market in which Omega elected to sell non-strategic assets, (ii) a \$391.6 million decrease in real estate acquisitions, primarily related to the acquisition of 24 senior living facilities from Healthpeak in the first quarter of 2021, (iii) a \$75.7 million decrease in capital improvements to real estate investments and construction in progress (including \$68.0 million related to the purchase of a real estate property located in Washington, D.C. in the third quarter of 2021 that Omega, in conjunction with Maplewood, plans to redevelop), (iv) a \$68.9 million increase in loan repayments, net of placements which is primarily driven by higher repayments in 2022 and (v) a \$10.4 million decrease in investments in unconsolidated joint ventures primarily related to Second Spring II LLC, a new joint venture investment in 2021. Offsetting these changes were: (i) a \$14.5 million decrease in distributions from unconsolidated joint ventures in excess of earnings primarily related to the Second Spring Healthcare Investments joint venture due to significant facility sales in the first quarter of 2021 and (ii) a \$4.7 million decrease in receipts from insurance proceeds.

Financing Activities –The change in cash used in financing activities was primarily related to (i) a \$265.9 million decrease in cash proceeds from the issuance of common stock in 2022 due to decreased issuances under our DRSP and our 2021 ATM program, as compared to the same period in 2021, (ii) \$142.3 million of repurchases of shares of common stock in 2022 as a result of implementing a \$500 million repurchase program in January 2022, (iii) a \$88.7 million decrease in proceeds from other long-term borrowings, net of repayments and (iv) a \$9.6 million increase in redemptions of OP units, partially offset by (i) a \$48.6 million decrease in payment of financing related costs due to fees and premiums paid in the first quarter of 2021 related to the early redemption of \$350 million of principal of the 4.375% senior notes due 2023, (ii) a \$4.8 million decrease in dividends paid primarily resulting from share repurchases throughout 2022 and (iii) a \$4.7 million decrease in distributions to Omega OP Unit holders.

Supplemental Guarantor Information

Parent has issued approximately \$4.9 billion aggregate principal of senior notes outstanding at December 31, 2022 that were registered under the Securities Act of 1933, as amended. The senior notes are guaranteed by Omega OP.

The SEC adopted amendments to Rule 3-10 of Regulation S-X and created Rule 13-01 to simplify disclosure requirements related to certain registered securities, such as our senior notes. As a result of these amendments, registrants are permitted to provide certain alternative financial and non-financial disclosures, to the extent material, in lieu of separate financial statements for subsidiary issuers and guarantors of registered debt securities. Accordingly, separate consolidated financial statements of Omega OP have not been presented. Parent and Omega OP, on a combined basis, have no material assets, liabilities or operations other than financing activities (including borrowings under the senior unsecured revolving and term loan credit facility, Omega OP term loan and the outstanding senior notes) and their investments in non-guarantor subsidiaries.

Omega OP is currently the sole guarantor of our senior notes. The guarantees by Omega OP of our senior notes are full and unconditional and joint and several with respect to the payment of the principal and premium and interest on our senior notes. The guarantees of Omega OP are senior unsecured obligations of Omega OP that rank equal with all existing and future senior debt of Omega OP and are senior to all subordinated debt. However, the guarantees are effectively subordinated to any secured debt of Omega OP. As of December 31, 2022, there were no significant restrictions on the ability of Omega OP to make distributions to Omega.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses. Our significant accounting policies are described in Note 2 – Summary of Significant Accounting Policies to the Consolidated Financial Statements. These policies were followed in preparing the Consolidated Financial Statements for all periods presented. Actual results could differ from those estimates.

[Table of Contents](#)

We have identified the following accounting policies that we believe are critical accounting policies. These critical accounting policies are those that have the most impact on the reporting of our financial condition and those requiring significant assumptions, judgments and estimates. With respect to these critical accounting policies, we believe the application of assumptions, judgments and estimates is consistently applied and produces financial information that fairly presents the results of operations for all periods presented. The following table presents information about our critical accounting policies, as well as the material assumptions used to develop each estimate:

Nature of Critical Accounting Estimate	Assumptions/Approach Used
<p>Revenue Recognition Rental income from our operating leases is generally recognized on a straight-line basis over the lease term when we have determined that the collectibility of substantially all of the lease payments are probable. If we determine that it is not probable that substantially all of the lease payments will be collected, we account for the revenue under the lease on a cash basis.</p>	<p>We assess the probability of collecting substantially all payments under our leases based on several factors, including, among other things, payment history of the lessee, the financial strength of the lessee and any guarantors, historical operations and operating trends, current and future economic conditions and expectations of performance (which includes known substantial doubt about an operator's ability to continue as a going concern). If our evaluation of these factors indicates it is probable that we will be unable to collect substantially all rents, we place that operator on a cash basis and limit our rental income to the lesser of lease income on a straight-line basis plus variable rents when they become accruable or cash collected. As a result of placing an operator on a cash basis, we may recognize a charge to rental income for any contractual rent receivable, straight-line rent receivable and lease inducements.</p> <p>As of December 31, 2022 and 2021, we had outstanding straight-line rent receivables of \$166.1 million and \$148.5 million, respectively, and lease inducements of \$6.0 million and \$93.8 million, respectively. During 2022, we wrote-off approximately \$119.8 million of contractual receivables, straight-line rent receivables and lease inducements to rental income primarily as a result of placing nine operators on a cash-basis. During 2021, we wrote-off approximately \$36.0 million of contractual receivables, straight-line rent receivables and lease inducements to rental income primarily as a result of placing six operators on a cash-basis. If we change our conclusion regarding the probability of collecting rent payments required by a lessee, we may recognize an adjustment to rental income in the period we make a change to our prior conclusion. Changes in the assessment of probability are accounted for on a cumulative basis as if the lease had always been accounted for based on the current determination of the likelihood of collection, potentially resulting in increased volatility of rental income.</p>
<p>Real Estate Investment Impairment Assessing impairment of real property involves subjectivity in determining if indicators of impairment are present and in estimating the future undiscounted cash flows. The estimated future undiscounted cash flows are generally based on the related lease which relates to one or more properties and may include cash flows from the eventual disposition of the asset. In some instances, there may be various potential outcomes for a real estate investment and its potential future cash flows. In these instances, the undiscounted future cash flows used to assess the recoverability are probability-weighted based on management's best estimates as of the date of evaluation. These estimates can have a significant impact on the undiscounted cash flows.</p>	<p>We evaluate our real estate investments for impairment indicators at each reporting period, including the evaluation of our assets' useful lives. The judgment regarding the existence of impairment indicators is based on factors such as, but not limited to, market conditions, operator performance including the current payment status of contractual obligations and expectations of the ability to meet future contractual obligations, legal structure, as well as our intent with respect to holding or disposing of the asset. If indicators of impairment are present, we evaluate the carrying value of the related real estate investments in relation to our estimate of future undiscounted cash flows of the underlying facilities to determine if an impairment charge is necessary. This analysis requires us to use judgment in determining whether indicators of impairment exist, probabilities of potential outcomes and to estimate the expected future undiscounted cash flows or estimated fair values of the facility which impact our assessment of impairment, if any.</p> <p>During 2022, we recorded impairments on real estate properties of approximately \$38.5 million on 22 facilities. During 2021, we recorded impairments on real estate properties of approximately \$44.7 million on 14 facilities.</p>

Nature of Critical Accounting Estimate	Assumptions/Approach Used
<p>Asset Acquisitions</p> <p>We believe that our real estate acquisitions are typically considered asset acquisitions. The assets acquired and liabilities assumed are recognized by allocating the cost of the acquisition, including transaction costs, to the individual assets acquired and liabilities assumed on a relative fair value basis. Tangible assets consist primarily of land, building and site improvements and furniture and equipment. Identifiable intangible assets and liabilities primarily consist of the above or below market component of in-place leases.</p>	<p>The allocation of the purchase price to the related real estate acquired (tangible assets and intangible assets and liabilities) involves subjectivity as such allocations are based on a relative fair value analysis. In determining the fair values that drive such analysis, we estimate the fair value of each component of the real estate acquired which generally includes land, buildings and site improvements, furniture and equipment, and the above or below market component of in-place leases. Significant assumptions used to determine such fair values include comparable land sales, capitalization rates, discount rates, market rental rates and property operating data, all of which can be impacted by expectations about future market or economic conditions. Our estimates of the values of these components affect the amount of depreciation and amortization we record over the estimated useful life of the property or the term of the lease.</p> <p>During 2022 and 2021, we acquired real estate assets of approximately \$225.2 million and \$604.0 million, respectively. These transactions were accounted for as asset acquisitions and the purchase price of each was allocated based on the relative fair values of the assets acquired and liabilities assumed.</p>
<p>Allowance for Credit Losses on Real Estate Loans, Non-real Estate Loans and Direct Financing Leases</p> <p>For purposes of determining our allowance for credit loss, we pool financial assets that have similar risk characteristics. We aggregate our financial assets by financial instrument type and by internal risk rating. Our internal ratings range between 1 and 7. An internal rating of 1 reflects the lowest likelihood of loss and a 7 reflects the highest likelihood of loss.</p> <p>We have a limited history of incurred losses and consequently have elected to employ external data to perform our expected credit loss calculation. We utilize a probability of default (“PD”) and loss given default (“LGD”) methodology.</p> <p>Periodically, the Company may identify an individual loan for impairment. When we identify a loan impairment, the loan is written down to the present value of the expected future cash flows. In cases where expected future cash flows are not readily determinable, the loan is written down to the fair value of the underlying collateral. We may base our valuation on a loan’s observable market price, if any, or the fair value of collateral, net of sales costs, if the repayment of the loan is expected to be provided solely by the sale of the collateral.</p>	<p>We assess our internal credit ratings on a quarterly basis. Our internal credit ratings consider several factors including the collateral and/or security, the performance of borrowers underlying facilities, if applicable, available credit support (e.g., guarantees), borrowings with third parties, and other ancillary business ventures and real estate operations of the borrower.</p> <p>Our model’s historic inputs consider PD and LGD data for residential care facilities published by the Federal Housing Administration (“FHA”) along with Standards & Poor’s one-year global corporate default rates. Our historical loss rates revert to historical averages after 36 periods. Our model’s current conditions and supportable forecasts consider internal credit ratings, current and projected U.S. unemployment rates published by the U.S. Bureau of Labor Statistics and the Federal Reserve Bank of St. Louis and the weighted average life to maturity of the underlying financial asset. During 2022 and 2021, we recorded a provision for credit losses of approximately \$68.7 million and \$77.7 million, respectively. As of December 31, 2022 and 2021, we had a total allowance for credit loss of \$188.4 million and \$144.5 million, respectively. A 10% increase or decrease in the FHA default rates as of December 31, 2022 would result in an additional provision or recovery for credit losses of \$10.1 million or \$9.3 million, respectively. If the weighted average yield to maturity on our portfolio increases or decreases by 10%, this will result in an additional provision or recovery for credit losses of \$4.6 million or \$5.4 million, respectively.</p>

Item 7A – Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates and foreign currency exchange rates. We seek to mitigate the effects of fluctuations in interest rates by matching the terms of new investments with new long-term fixed rate borrowings to the extent possible. We also use financial derivative instruments to hedge our interest rate exposure as well as our foreign currency exchange rate exposure. We do not enter into our market risk sensitive financial instruments and related derivative positions (if any) for trading or speculative purposes. The following disclosures discuss potential fluctuations in interest rates and foreign currency exchange rates and are subjective in nature and are dependent on a number of important assumptions, including estimates of future cash flows, risks, discount rates and relevant comparable market information associated with each financial instrument. Readers are cautioned that many of the statements contained in these paragraphs are forward-looking and should be read in conjunction with our disclosures under the heading “Forward-Looking Statements” set forth above. The use of different market assumptions and estimation methodologies may have a material effect on the reported estimated fair value amounts. Accordingly, the estimates presented below are not necessarily indicative of the amounts we would realize in a current market exchange.

Interest Rate Risk

We borrow debt at a combination of variable and fixed rates. Movements in interest rates on our variable rate borrowings would change our future earnings and cash flows but not significantly affect the fair value of those instruments. During the year ended December 31, 2022, we incurred interest expense of \$4.1 million related to variable rate borrowings outstanding under our Revolving Credit Facility, OP Term Loan and two other term loans. Assuming no changes in outstanding balances, a 1% increase in interest rates would not have significantly impacted the annual interest expense on our Revolving Credit Facility, OP Term Loan and two other term loans.

A change in interest rates will not affect the interest expense associated with our long-term fixed rate borrowings but will affect the fair value of our long-term fixed rate borrowings. The estimated fair value of our total long-term fixed-rate borrowings at December 31, 2022 was approximately \$4.7 billion. A one percent increase in interest rates would result in a decrease in the fair value of long-term fixed-rate borrowings by approximately \$212.0 million at December 31, 2022.

At December 31, 2022, we have \$400 million of forward interest rate swaps outstanding that are recorded at fair value in other assets on our Consolidated Balance Sheets. The forward-starting swaps hedge the interest rate risk associated with interest payments on a forecasted issuance of fixed rate long-term debt.

Foreign Currency Risk

We are exposed to foreign currency risk through our investments in the U.K. Increases or decreases in the value of the British Pound Sterling relative to the U.S. Dollar impact the amount of net income we earn from our investments in the U.K. Based solely on our results for the year ended December 31, 2022, if the applicable exchange rate was to increase or decrease by 10%, our net income from our consolidated U.K.-based investments would increase or decrease, as applicable by \$1.4 million.

To hedge a portion of our net investments in the U.K., at December 31, 2022, we have six foreign currency forward contracts with notional amounts totaling £250.0 million, four of which mature on March 8, 2024 and two of which mature on May 21, 2029.

Item 8 – Financial Statements and Supplementary Data

The consolidated financial statements listed under Item 15 – Exhibits and Financial Statement Schedules and the report of Ernst & Young LLP, Independent Registered Public Accounting Firm, on such financial statements are filed as part of this report beginning on page F-1. There have been no retrospective changes to our Consolidated Statements of Operations for any of the quarters within the two most recent fiscal years that are individually or in the aggregate material.

Item 9 – Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A – Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of our Form 10-K as of and for the year ended December 31, 2022, management evaluated the effectiveness of the design and operation of disclosure controls and procedures of the Company as of December 31, 2022. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the disclosure controls and procedures of the Company were effective at the reasonable assurance level as of December 31, 2022.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations and can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

In connection with the preparation of this Form 10-K, our management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2022. In making that assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework ("2013 framework"). Based on management's assessment, management believes that, as of December 31, 2022, the Company's internal control over financial reporting was effective based on those criteria.

The independent registered public accounting firm's attestation reports regarding the Company's internal control over financial reporting is included in the 2022 financial statements under the caption entitled Report of Independent Registered Public Accounting Firm and is incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the quarter ended December 31, 2022 identified in connection with the evaluation of their disclosure controls and procedures described above that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B – Other Information

None.

Item 9C – Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

PART III

Item 10 – Directors, Executive Officers of the Registrant and Corporate Governance

The information required by this item is incorporated herein by reference to our Company’s definitive proxy statement for the 2023 Annual Meeting of Stockholders, to be filed with the SEC pursuant to Regulation 14A.

For information regarding executive officers of our Company, see Item 1 – Business – Information about our Executive Officers.

Code of Business Conduct and Ethics

We have adopted a written Code of Business Conduct and Ethics (“Code of Ethics”) that applies to all of our directors and employees, including our chief executive officer, chief financial officer, chief accounting officer and controller. A copy of our Code of Ethics is available on our website at www.omegahealthcare.com. Any amendment to our Code of Ethics or any waiver of our Code of Ethics that is required to be disclosed will be provided on our website at www.omegahealthcare.com promptly following the date of such amendment or waiver.

Item 11 – Executive Compensation

The information required by this item is incorporated herein by reference to our Company’s definitive proxy statement for the 2023 Annual Meeting of Stockholders, to be filed with the SEC pursuant to Regulation 14A.

Item 12 – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to our Company’s definitive proxy statement for the 2023 Annual Meeting of Stockholders, to be filed with the SEC pursuant to Regulation 14A, except as set forth below.

The following table provides information about shares available for future issuance under our equity compensation plans as of December 31, 2022:

Equity Compensation Plan Information

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	(b) Weighted-average exercise price of outstanding options, warrants and rights ⁽²⁾	(c) Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a) ⁽³⁾
Equity compensation plans approved by security holders	4,145,974	\$ —	2,093,354
Equity compensation plans not approved by security holders	—	—	—
Total	4,145,974	\$ —	2,093,354

(1) Reflects (i) 353,185 time-based restricted stock units (“RSUs”) and profit interest units (“PIUs”), (ii) 3,145,918 shares related to performance-based RSUs (“PRSUs”) and performance-based PIUs that could be issued if certain performance conditions are achieved and (iii) 646,871 shares in respect of outstanding deferred stock units.

(2) No exercise price is payable with respect to the RSUs and PRSUs.

(3) Reflects (i) 1,621,463 shares of common stock under our 2018 Stock Incentive Plan and (ii) 471,891 shares of common stock under the Omega Healthcare Investors, Inc. Employee Stock Purchase Plan.

Item 13 – Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to our Company’s definitive proxy statement for the 2023 Annual Meeting of Stockholders, to be filed with the SEC pursuant to Regulation 14A.

Item 14 – Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to our Company’s definitive proxy statement for the 2023 Annual Meeting of Stockholders, to be filed with the SEC pursuant to Regulation 14A.

PART IV

Item 15 – Exhibits and Financial Statement Schedules

(a)(1) Listing of Consolidated Financial Statements

<u>Title of Document</u>	<u>Page Number</u>
Reports of Independent Registered Public Accounting Firm (PCAOB ID: 42)	F-1
Consolidated Balance Sheets as of December 31, 2022 and 2021	F-4
Consolidated Statements of Operations for the three years ended December 31, 2022	F-5
Consolidated Statements of Comprehensive Income for the three years ended December 31, 2022	F-6
Consolidated Statements of Equity for the three years ended December 31, 2022	F-7
Consolidated Statements of Cash Flows for the three years ended December 31, 2022	F-8
Notes to Consolidated Financial Statements	F-9

(a)(2) Financial Statement Schedules. The following consolidated financial statement schedules are included herein:

Schedule III – Real Estate and Accumulated Depreciation	F-69
Schedule IV – Mortgage Loans on Real Estate	F-71

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable or have been omitted because sufficient information has been included in the notes to the Consolidated Financial Statements.

(a)(3) Exhibits — See “*Index to Exhibits*” beginning on Page I-1 of this report.

Item 16 – Form 10-K Summary

None.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Omega Healthcare Investors, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Omega Healthcare Investors, Inc. (the Company) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and financial statement schedules listed in the Index at Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 14, 2023 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Collectibility of future lease payments

Description of the Matter

During 2022, the Company recognized rental income of \$750.2 million and recorded straight-line rent and lease inducement receivables of \$172.1 million at December 31, 2022. As described in Note 2 to the consolidated financial statements, the timing and pattern of rental income recognition for operating leases is affected by the Company's determination as to whether the collectibility of substantially all lease payments is probable.

Auditing the Company's accounting for rental income is complex due to the judgment involved in the Company's determination of the collectibility of future lease payments. The determination involves consideration of the lessee's payment history, an assessment of the financial strength of the lessee and any guarantors, where applicable, historical operations and operating trends, current and future economic conditions, and expectations of performance (which includes known substantial doubt about an operator's ability to continue as a going concern).

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's controls over the recognition of rental income, including controls over management's assessment of the collectibility of future lease payments. For example, we tested controls over management's consideration of the factors used in assessing collectibility and controls over the completeness and accuracy of the data used in management's analyses.

To test the rental income recognized, we performed audit procedures that included, among others, evaluating the collectibility of future lease payments. For example, we assessed the lessee's payment history, historical operating results of the properties, and factors contributing to the financial strength of the lessee, including current and future economic conditions, as well as management's assessment of the expectation of performance of a sample of operators. We also considered whether other information obtained throughout the course of our audit procedures corroborated or contradicted management's analysis. In addition, we tested the completeness and accuracy of the data that was used in management's analyses.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1992.
Baltimore, Maryland
February 14, 2023

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Omega Healthcare Investors, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Omega Healthcare Investors, Inc.'s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Omega Healthcare Investors, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Omega Healthcare Investors, Inc. as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and financial statement schedules listed in the Index at Item 15(a)(2) and our report dated February 14, 2023 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Baltimore, Maryland
February 14, 2023

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

	December 31,	
	2022	2021
ASSETS		
Real estate assets		
Buildings and improvements	\$ 7,347,853	\$ 7,515,658
Land	923,605	919,180
Furniture and equipment	499,902	519,845
Construction in progress	88,904	74,062
Total real estate assets	8,860,264	9,028,745
Less accumulated depreciation	(2,322,773)	(2,181,528)
Real estate assets – net	6,537,491	6,847,217
Investments in direct financing leases – net	8,503	10,873
Real estate loans receivable – net	1,042,731	1,180,786
Investments in unconsolidated joint ventures	178,920	194,687
Assets held for sale	9,456	203,025
Total real estate investments	7,777,101	8,436,588
Non-real estate loans receivable – net	225,281	124,184
Total investments	8,002,382	8,560,772
Cash and cash equivalents	297,103	20,534
Restricted cash	3,541	3,877
Contractual receivables – net	8,228	11,259
Other receivables and lease inducements	177,798	251,815
Goodwill	643,151	651,417
Other assets	272,960	138,804
Total assets	<u>\$ 9,405,163</u>	<u>\$ 9,638,478</u>
LIABILITIES AND EQUITY		
Revolving credit facility	\$ 19,246	\$ —
Secured borrowings	366,596	362,081
Senior notes and other unsecured borrowings – net	4,900,992	4,891,455
Accrued expenses and other liabilities	315,047	276,716
Total liabilities	<u>5,601,881</u>	<u>5,530,252</u>
Equity:		
Preferred stock \$1.00 par value authorized – 20,000 shares, issued and outstanding – none	—	—
Common stock \$0.10 par value authorized – 350,000 shares, issued and outstanding – 234,252 shares as of December 31, 2022 and 239,061 shares as of December 31, 2021	23,425	23,906
Additional paid-in capital	6,314,203	6,427,566
Cumulative net earnings	3,438,401	3,011,474
Cumulative dividends paid	(6,186,986)	(5,553,908)
Accumulated other comprehensive income (loss)	20,325	(2,200)
Total stockholders' equity	3,609,368	3,906,838
Noncontrolling interest	193,914	201,388
Total equity	3,803,282	4,108,226
Total liabilities and equity	<u>\$ 9,405,163</u>	<u>\$ 9,638,478</u>

See accompanying notes.

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended December 31,		
	2022	2021	2020
Revenues			
Rental income	\$ 750,208	\$ 923,677	\$ 753,427
Income from direct financing leases	1,023	1,029	1,033
Interest income	123,919	136,382	134,286
Miscellaneous income	3,094	1,721	3,635
Total revenues	878,244	1,062,809	892,381
Expenses			
Depreciation and amortization	332,407	342,014	329,924
General and administrative	69,397	64,628	59,889
Real estate taxes	15,500	12,260	12,316
Acquisition, merger and transition related costs	42,006	1,814	2,018
Impairment on real estate properties	38,451	44,658	72,494
Recovery on direct financing leases	—	(717)	(3,079)
Provision for credit losses	68,663	77,733	37,997
Interest expense	233,244	234,604	223,389
Total expenses	799,668	776,994	734,948
Other income (expense)			
Other expense – net	(1,997)	(581)	(879)
Loss on debt extinguishment	(389)	(30,763)	(13,340)
Gain on assets sold – net	359,951	161,609	19,113
Total other income	357,565	130,265	4,894
Income before income tax expense and income from unconsolidated joint ventures	436,141	416,080	162,327
Income tax expense	(4,561)	(3,840)	(4,925)
Income from unconsolidated joint ventures	7,261	16,062	6,143
Net income	438,841	428,302	163,545
Net income attributable to noncontrolling interest	(11,914)	(11,563)	(4,218)
Net income available to common stockholders	\$ 426,927	\$ 416,739	\$ 159,327
Earnings per common share available to common stockholders:			
Basic:			
Net income available to common stockholders	\$ 1.81	\$ 1.76	\$ 0.70
Diluted:			
Net income	\$ 1.80	\$ 1.75	\$ 0.70

See accompanying notes.

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Year Ended December 31,		
	2022	2021	2020
Net income	\$ 438,841	\$ 428,302	\$ 163,545
Other comprehensive income (loss):			
Foreign currency translation	(32,770)	(1,842)	7,762
Cash flow hedges	55,949	12,689	20,087
Total other comprehensive income	23,179	10,847	27,849
Comprehensive income	462,020	439,149	191,394
Comprehensive income attributable to noncontrolling interest	(12,568)	(11,842)	(4,977)
Comprehensive income attributable to common stockholders	\$ 449,452	\$ 427,307	\$ 186,417

See accompanying notes.

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(in thousands, except per share amounts)

	Common Stock Par Value	Additional Paid-in Capital	Cumulative Net Earnings	Cumulative Dividends	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2019	\$ 22,663	\$ 5,992,733	\$ 2,463,436	\$ (4,303,546)	\$ (39,858)	\$ 4,135,428	\$ 201,166	\$ 4,336,594
Cumulative effect of accounting change (see Note 2)			(28,028)			(28,028)	(757)	(28,785)
Balance at January 1, 2020	22,663	5,992,733	2,435,408	(4,303,546)	(39,858)	4,107,400	200,409	4,307,809
Stock related compensation		19,064				19,064		19,064
Issuance of common stock	452	151,409				151,861		151,861
Common dividends declared (\$2.68 per share)				(612,551)		(612,551)		(612,551)
Vesting/exercising of OP units		(11,551)				(11,551)	11,551	
Conversion and redemption of Omega OP Units to common stock	4	1,232				1,236	(1,236)	
Omega OP Units distributions							(20,970)	(20,970)
Other comprehensive income					27,090	27,090	759	27,849
Net income			159,327			159,327	4,218	163,545
Balance at December 31, 2020	23,119	6,152,887	2,594,735	(4,916,097)	(12,768)	3,841,876	194,731	4,036,607
Stock related compensation		21,578				21,578		21,578
Issuance of common stock	783	273,228				274,011		274,011
Common dividends declared (\$2.68 per share)				(637,811)		(637,811)		(637,811)
Vesting/exercising of OP units		(21,623)				(21,623)	21,623	
Conversion and redemption of Omega OP Units to common stock	4	1,496				1,500	(1,579)	(79)
Omega OP Units distributions							(25,229)	(25,229)
Other comprehensive income					10,568	10,568	279	10,847
Net income			416,739			416,739	11,563	428,302
Balance at December 31, 2021	23,906	6,427,566	3,011,474	(5,553,908)	(2,200)	3,906,838	201,388	4,108,226
Stock related compensation		27,487				27,487		27,487
Issuance of common stock	40	8,072				8,112		8,112
Repurchase of common stock	(521)	(141,746)				(142,267)		(142,267)
Common dividends declared (\$2.68 per share)				(633,078)		(633,078)		(633,078)
Vesting/exercising of OP units		(7,176)				(7,176)	7,176	
Conversion and redemption of Omega OP Units to common stock							(9,704)	(9,704)
Omega OP Units distributions							(20,498)	(20,498)
Capital contributions from noncontrolling holder in consolidated JV							2,984	2,984
Other comprehensive income					22,525	22,525	654	23,179
Net income			426,927			426,927	11,914	438,841
Balance at December 31, 2022	<u>\$ 23,425</u>	<u>\$ 6,314,203</u>	<u>\$ 3,438,401</u>	<u>\$ (6,186,986)</u>	<u>\$ 20,325</u>	<u>\$ 3,609,368</u>	<u>\$ 193,914</u>	<u>\$ 3,803,282</u>

See accompanying notes.

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2022	2021	2020
Cash flows from operating activities			
Net income	\$ 438,841	\$ 428,302	\$ 163,545
Adjustment to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	332,407	342,014	329,924
Impairment on real estate properties	38,451	44,658	75,972
Recovery on direct financing leases	—	(717)	(3,079)
Provision for rental income	124,758	38,806	146,608
Provision for credit losses	68,663	77,733	37,997
Amortization of deferred financing costs and loss on debt extinguishment	13,337	43,051	11,608
Accretion of direct financing leases	83	55	30
Stock-based compensation expense	27,302	21,415	18,822
Gain on assets sold – net	(359,951)	(161,609)	(19,113)
Amortization of acquired in-place leases – net	(5,662)	(9,516)	(14,187)
Effective yield payable (receivable) on mortgage notes	2,050	1,526	(719)
Interest paid-in-kind	(9,423)	(7,496)	(7,718)
Income from unconsolidated joint ventures	455	(2,060)	(1,315)
Change in operating assets and liabilities – net:			
Contractual receivables	3,031	(23,169)	5,709
Straight-line rent receivables	(61,044)	(52,206)	(28,968)
Lease inducements	5,957	(13,733)	(22,443)
Other operating assets and liabilities	6,472	(4,918)	15,583
Net cash provided by operating activities	<u>625,727</u>	<u>722,136</u>	<u>708,256</u>
Cash flows from investing activities			
Acquisition of a business, net of cash acquired	—	—	(5,058)
Acquisition of real estate	(229,987)	(615,873)	(105,663)
Acquisition deposit - net	—	(5,730)	(2,500)
Net proceeds from sale of real estate investments	759,047	318,529	180,851
Investments in construction in progress	(17,130)	(95,064)	(75,111)
Proceeds from sale of direct financing lease and related trust	—	717	15,414
Placement of loan principal	(371,987)	(251,457)	(230,368)
Collection of loan principal	345,665	156,276	159,733
Investments in unconsolidated joint ventures	(113)	(10,484)	(2,471)
Distributions from unconsolidated joint ventures in excess of earnings	3,328	17,868	6,291
Capital improvements to real estate investments	(47,221)	(44,948)	(31,072)
Receipts from insurance proceeds	1,251	5,993	897
Net cash provided by (used in) investing activities	<u>442,853</u>	<u>(524,173)</u>	<u>(89,057)</u>
Cash flows from financing activities			
Proceeds from long-term borrowings	597,403	2,275,128	1,852,209
Payments of long-term borrowings	(589,292)	(2,178,311)	(1,838,155)
Payments of financing related costs	(389)	(48,989)	(18,183)
Net proceeds from issuance of common stock	8,112	274,011	151,861
Repurchase of common stock	(142,267)	—	—
Dividends paid	(632,893)	(637,648)	(612,310)
Noncontrolling members' contributions to consolidated joint venture	81	—	—
Redemption of Omega OP Units	(9,704)	(79)	—
Distributions to Omega OP Unit Holders	(20,498)	(25,229)	(20,970)
Net cash used in financing activities	<u>(789,447)</u>	<u>(341,117)</u>	<u>(485,548)</u>
Effect of foreign currency translation on cash, cash equivalents and restricted cash	(2,900)	7	527
Increase (decrease) in cash, cash equivalents and restricted cash	276,233	(143,147)	134,178
Cash, cash equivalents and restricted cash at beginning of period	24,411	167,558	33,380
Cash, cash equivalents and restricted cash at end of period	<u>\$ 300,644</u>	<u>\$ 24,411</u>	<u>\$ 167,558</u>

See accompanying notes.

**OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 1 - ORGANIZATION

Omega Healthcare Investors, Inc. (“Parent”), is a Maryland corporation that, together with its consolidated subsidiaries (collectively, “Omega”, the “Company”, “we”, “our”, “us”) invests in healthcare-related real estate properties located in the United States (“U.S.”) and the United Kingdom (“U.K.”). Our core business is to provide financing and capital to the long-term healthcare industry with a particular focus on skilled nursing facilities (“SNFs”), assisted living facilities (“ALFs”), and to a lesser extent, independent living facilities (“ILFs”), rehabilitation and acute care facilities (“specialty facilities”) and medical office buildings (“MOBs”). Our core portfolio consists of our long-term “triple-net” leases and real estate loans with healthcare operating companies and affiliates (collectively, our “operators”). In addition to our core investments, we make loans to operators and/or their principals. From time to time, we also acquire equity interests in joint ventures or entities that support the long-term healthcare industry and our operators.

Omega has elected to be taxed as a real estate investment trust (“REIT”) for federal income tax purposes and is structured as an umbrella partnership REIT (“UPREIT”) under which all of Omega's assets are owned directly or indirectly by, and all of Omega's operations are conducted directly or indirectly through, its operating partnership subsidiary, OHI Healthcare Properties Limited Partnership (collectively with subsidiaries, “Omega OP”). Omega has exclusive control over Omega OP's day-to-day management pursuant to the partnership agreement governing Omega OP. As of December 31, 2022, Parent owned approximately 97% of the issued and outstanding units of partnership interest in Omega OP (“Omega OP Units”), and other investors owned approximately 3% of the outstanding Omega OP Units.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Consolidation

Omega's consolidated financial statements include the accounts of (i) Parent, (ii) all direct and indirect wholly-owned subsidiaries of Omega, including Omega OP, (iii) other entities in which Omega or Omega OP has a majority voting interest and control and (iv) variable interest entities (“VIEs”) of which Omega is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation, and Omega's net earnings are reduced by the portion of net earnings attributable to noncontrolling interests.

GAAP requires us to identify entities for which control is achieved through means other than voting rights and to determine which business enterprise, if any, is the primary beneficiary of VIEs. A VIE is broadly defined as an entity with one or more of the following characteristics: (a) the total equity investment at risk is insufficient to finance the entity's activities without additional subordinated financial support; (b) as a group, the holders of the equity investment at risk lack (i) the ability to make decisions about the entity's activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity, or (iii) the right to receive the expected residual returns of the entity; or (c) the equity investors have voting rights that are not proportional to their economic interests, and substantially all of the entity's activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. We may change our original assessment of a VIE upon subsequent events such as the modification of contractual arrangements that affects the characteristics or adequacy of the entity's equity investments at risk and the disposition of all or a portion of an interest held by the primary beneficiary.

Our variable interests in VIEs may be in the form of equity ownership, leases, guarantees and/or loans with our operators. We analyze our agreements and investments to determine whether our operators or unconsolidated joint ventures are VIEs and, if so, whether we are the primary beneficiary.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

We consolidate a VIE when we determine that we are its primary beneficiary. We identify the primary beneficiary of a VIE as the enterprise that has both: (i) the power to direct the activities of the VIE that most significantly impact the entity's economic performance; and (ii) the obligation to absorb losses or the right to receive benefits of the VIE that could be significant to the entity. Factors considered in determining whether we are the primary beneficiary of an entity include: (i) our voting rights, if any; (ii) our involvement in day-to-day capital and operating decisions; (iii) our risk and reward sharing; (iv) the financial condition of the operator or joint venture and (v) our representation on the VIE's board of directors. We perform this analysis on an ongoing basis. As of December 31, 2022, we have one joint venture that is a consolidated VIE as we have concluded that we are the primary beneficiary through our equity investment in the entity. We also have consolidated VIEs related to the Exchange Accommodation Titleholders ("EATs") discussed in Note 3 – Real Estate Asset Acquisitions and Development. As of December 31, 2021, we did not have any VIEs that we consolidated.

Revenue Recognition

Rental Income

Rental income from operating leases is recognized on a straight-line basis, inclusive of fixed annual escalators and lease inducements, over the lease term when we have determined that the collectibility of substantially all of the lease payments is probable. Certain of our operating leases contain provisions for an increase based on the change in pre-determined formulas from year to year (e.g., increases in the Consumer Price Index). We do not include in our measurement of our lease receivables these variable increases until the specific events that trigger the variable payments have occurred. Our leased real estate properties are leased under provisions of single or master leases with initial terms typically ranging from 5 to 15 years. Some of our leases have options to extend, terminate or purchase the facilities, which are considered when determining the lease term.

We assess the probability of collecting substantially all payments due under our leases on several factors, including, among other things, payment history, the financial strength of the lessee and any guarantors, as applicable, historical operations and operating trends, current and future economic conditions, and expectations of performance (which includes known substantial doubt about an operator's ability to continue as a going concern). If our evaluation of these factors indicates it is probable that we will be unable to collect substantially all rents, we recognize a charge to rental income to write off straight-line rent receivables and limit our rental income to the lesser of lease income on a straight-line basis plus variable rents when they become accruable or cash collected. Provisions for uncollectible lease payments are recognized as a direct reduction to rental income. If we change our conclusion regarding the probability of collecting rent payments required by a lessee, we may recognize an adjustment to rental income in the period we make a change to our prior conclusion, potentially resulting in increased volatility of rental income.

Under the terms of our leases, the lessee is responsible for all maintenance, repairs, taxes and insurance on the leased properties. Certain of our operating leases require the operators to reimburse us for property taxes and other expenditures that are not considered components of the lease and therefore no consideration is allocated to them as they do not result in the transfer of a good or service to the operators. We have determined that all of our leases qualify for the practical expedient, under Accounting Standards Codification ("ASC") 842, Leases ("Topic 842"), to not separate the lease and non-lease components because (i) the lease components are operating leases and (ii) the timing and pattern of recognition of the non-lease components are the same as the lease components.

Certain operators are obligated to pay directly their obligations under their leases for real estate taxes, insurance and certain other expenses. These obligations, which have been assumed by the tenants under the terms of their respective leases, are not reflected in our consolidated financial statements. To the extent any tenant responsible for these obligations under their respective lease defaults on its lease or if it is deemed probable that the tenant will fail to pay for such costs, we would record a liability for such obligation.

We have elected to exclude sales and other similar taxes from the measurement of lease revenue and expense.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Loan Interest Income

Interest income is recognized as earned over the term of the related real estate and non-real estate loans receivable. Interest income is recorded on an accrual basis to the extent that such amounts are expected to be collected using the effective interest method. In applying the effective interest method, the effective yield on a loan is determined based on its contractual payment terms, adjusted for prepayment terms.

Direct Financing Lease Income

As of December 31, 2022, we have one lease for a facility that is classified as a direct financing lease. For leases accounted for as direct financing leases, we record the present value of the future minimum lease payments (utilizing a constant interest rate over the term of the lease agreement) as a receivable and record interest income based on the contractual terms of the lease agreement. Costs related to originating direct financing leases are deferred and amortized on a straight-line basis as a reduction to income from direct financing leases over the term of the direct financing leases.

Real Estate Sales

We recognize gains on the disposition of real estate when the recognition criteria have been met, generally at the time the risks and rewards and title have transferred, and we no longer have substantial continuing involvement with the real estate sold. Gains on the sale of real estate are recognized pursuant to provisions under Accounting Standards Codification (“ASC”) 610-20, Gains and Losses from the Derecognition of Nonfinancial Assets. Under ASC 610-20, we determine whether the transaction is a sale to a customer or non-customer. As a REIT, we do not sell real estate within the ordinary course of our business and therefore, expect that our sale transactions will not be contracts with customers. ASC 610-20 refers to the revenue recognition principles under ASC 606, Revenue from Contracts with Customers. Under ASC 610-20, if we determine we do not have a controlling financial interest in the entity that holds the asset and the arrangement meets the criteria to be accounted for as a contract, we will dispose of the asset and recognize a gain or loss on the sale of the real estate when control of the underlying asset transfers to the buyer. If we determine a sale has not occurred under ASC 610-20, we continue to record the asset on the Consolidated Balance Sheets and related depreciation expense on the Consolidated Statements of Operations.

Fair Value Measurement

The Company measures and discloses the fair value of nonfinancial and financial assets and liabilities utilizing a hierarchy of valuation techniques based on whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s market assumptions. This hierarchy requires the use of observable market data when available. These inputs have created the following fair value hierarchy:

- Level 1 - quoted prices for identical instruments in active markets;
- Level 2 - quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- Level 3 - fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company measures fair value using a set of standardized procedures that are outlined herein for all assets and liabilities which are required to be measured at fair value. When available, the Company utilizes quoted market prices from an independent third-party source to determine fair value and classifies such items in Level 1. In some instances where a market price is available, but the instrument is in an inactive or over-the-counter market, the Company consistently applies the dealer (market maker) pricing estimate and classifies such items in Level 2.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

If quoted market prices or inputs are not available, fair value measurements are based upon valuation models that utilize current market or independently sourced market inputs, such as interest rates, option volatilities, credit spreads and/or market capitalization rates. Items valued using such internally-generated valuation techniques are classified according to the lowest level input that is significant to the fair value measurement. As a result, these items could be classified in either Level 2 or Level 3 even though there may be some significant inputs that are readily observable. Internal fair value models and techniques used by the Company include discounted cash flow and Monte Carlo valuation models.

Risks and Uncertainties including COVID-19

The Company is subject to certain risks and uncertainties affecting the healthcare industry, including those stemming from the novel coronavirus (“COVID-19”) global pandemic, which has disproportionately impacted the senior care sector, as well as those stemming from healthcare legislation and changing regulation by federal, state and local governments. Additionally, we are subject to risks and uncertainties as a result of changes affecting operators of nursing home facilities due to the actions of governmental agencies and insurers to limit the rising cost of healthcare services.

Real Estate Acquisitions

Upon acquisition of real estate properties, we evaluate the acquisition to determine if it is a business combination or an asset acquisition. Our real estate acquisitions are generally accounted for as asset acquisitions as substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

If the acquisition is determined to be an asset acquisition, the Company records the purchase price and other related costs incurred to the acquired tangible assets and identified intangible assets and liabilities on a relative fair value basis. In addition, costs incurred for asset acquisitions including transaction costs, are capitalized.

If the acquisition is determined to be a business combination, we record the purchase of properties to net tangible and identified intangible assets acquired and liabilities assumed at fair value. Goodwill is measured as the excess of the fair value of the consideration transferred over the fair value of the identifiable net assets. Transaction costs are expensed as incurred as part of a business combination.

In making estimates of fair value for purposes of recording asset acquisitions and business combinations, we utilize a number of sources, including independent appraisals that may be obtained in connection with the acquisition or financing of the respective property and other market data. The Company determines the fair value of acquired assets and liabilities as follows:

- Land is determined based on third-party appraisals which typically include market comparables.
- Buildings and site improvements acquired are valued using a combination of discounted cash flow projections that assume certain future revenues and costs and consider capitalization and discount rates using current market conditions as well as the residual approach.
- Furniture and fixtures are determined based on third-party appraisals which typically utilize a replacement cost approach.
- Mortgages and other investments are valued using a discounted cash flow analysis, using interest rates being offered for similar loans to borrowers with similar credit ratings.
- Investments in joint ventures are valued based on the fair value of the joint ventures’ assets and liabilities. Differences, if any, between the Company’s basis and the joint venture’s basis are generally amortized over the lives of the related assets and liabilities, and such amortization is included in the Company’s share of earnings (losses) of the joint venture.
- Intangible assets and liabilities acquired are valued using a combination of discounted cash flow projections as well as other valuation techniques based on current market conditions for the intangible asset or liability being acquired. When evaluating below market leases we consider extension options controlled by the lessee in our evaluation.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

- Other assets acquired and liabilities assumed are typically valued at stated amounts, which approximate fair value on the date of the acquisition.
- Assumed debt balances are valued by discounting the remaining contractual cash flows using a current market rate of interest.
- Noncontrolling interests are valued using a stock price on the acquisition date.

Real Estate Properties

Real estate properties are carried at initial recorded value less accumulated depreciation. The costs of significant improvements, renovations and replacements, including interest are capitalized. Our interest expense reflected in the Consolidated Statements of Operations has been reduced by the amounts capitalized. For the years ended December 31, 2022, 2021 and 2020, we capitalized \$3.2 million, \$1.5 million and \$10.0 million, respectively, of interest to our projects under development. In addition, we capitalize leasehold improvements when certain criteria are met, including when we supervise construction and will own the improvement. Expenditures for maintenance and repairs are expensed as they are incurred.

Depreciation is computed on a straight-line basis over the estimated useful lives ranging from 20 to 40 years for buildings, eight to 15 years for site improvements, and three to ten years for furniture and equipment. Leasehold interests are amortized over the shorter of the estimated useful life or term of the lease.

Management evaluates our real estate properties for impairment indicators at each reporting period, including the evaluation of our assets' useful lives. The judgment regarding the existence of impairment indicators is based on factors such as, but not limited to, market conditions, operator performance including the current payment status of contractual obligations and expectations of the ability to meet future contractual obligations, legal structure, as well as our intent with respect to holding or disposing of the asset. If indicators of impairment are present, management evaluates the carrying value of the related real estate investments in relation to management's estimate of future undiscounted cash flows of the underlying facilities. The estimated future undiscounted cash flows are generally based on the related lease which relates to one or more properties and may include cash flows from the eventual disposition of the asset. In some instances, there may be various potential outcomes for a real estate investment and its potential future cash flows. In these instances, the undiscounted future cash flows used to assess the recoverability of the assets are probability-weighted based on management's best estimates as of the date of evaluation. Impairment losses related to long-lived assets are recognized when expected future undiscounted cash flows based on our intended use of the property are determined to be less than the carrying values of the assets. An adjustment is made to the net carrying value of the real estate investments for the excess of carrying value over fair value. The fair value of the real estate investment is determined based on current market conditions and considers matters such as rental rates and occupancies for comparable properties, recent sales data for comparable properties, and, where applicable, contracts or the results of negotiations with purchasers or prospective purchasers. Additionally, our evaluation of fair value may consider valuing the property as a nursing home or other healthcare facility as well as alternative uses. All impairments are taken as a period cost at that time, and depreciation is adjusted going forward to reflect the new value assigned to the asset. Management's impairment evaluation process, and when applicable, impairment calculations involve estimation of the future cash flows from management's intended use of the property as well as the fair value of the property. Changes in the facts and circumstances that drive management's assumptions may result in an impairment to our assets in a future period that could be material to our results of operations.

Assets Held for Sale

We consider properties to be assets held for sale when (1) management commits to a plan to sell the property; (2) it is unlikely that the disposal plan will be significantly modified or discontinued; (3) the property is available for immediate sale in its present condition; (4) actions required to complete the sale of the property have been initiated; (5) sale of the property is probable and we expect the completed sale will occur within one year; and (6) the property is actively being marketed for sale at a price that is reasonable given our estimate of current market value. Upon designation of a property as an asset held for sale, we record the property's value at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and we cease depreciation.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Lessee Accounting

Omega leases real estate (corporate headquarters and certain other facilities), office equipment and is party to certain ground leases on our owned facilities. We determine if an arrangement is or contains a lease at inception. Leases are classified as either finance or operating at inception of the lease. Short-term leases, defined as leases with an initial term of 12 months or less that do not contain a purchase option, are not recorded on the balance sheet. Lease expense for short-term leases is recognized on a straight-line basis over the lease term. As of December 31, 2022 and 2021, all of the leases where we are the lessee were classified as operating leases.

We have leases that contain both lease and non-lease components and have elected, as an accounting policy, to not separate lease components and non-lease components. Operating and finance lease right-of-use ("ROU") assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Our ROU assets and lease liabilities are included in other assets and accrued expenses and other liabilities, respectively, on our Consolidated Balance Sheets. The lease liability is calculated as the present value of the remaining minimum rental payments for existing leases using either the rate implicit in the lease or, if none exists, the Company's incremental borrowing rate, as the discount rate. Certain leases have options to extend, terminate or purchase the asset and have been considered in our analysis of the lease term and the measurement of the ROU assets and lease liabilities.

On a quarterly basis, we record our lease liabilities at the present value of the future lease payments using the discount rate determined at lease commencement. Rental expense from operating leases is generally recognized on a straight-line basis over the lease term. Lease expense derived from our operating leases is recorded in general and administrative in our Consolidated Statements of Operations. We do not include in our measurement of our lease liability certain variable payments, including changes in an index until the specific events that trigger the variable payments have occurred.

We record on a straight-line basis rental income and ground lease expense for those assets we lease and are reimbursed by our operators and/or are paid for directly by our operators.

In-Place Leases

In-place lease assets and liabilities result when we assume a lease as part of an asset acquisition or business combination. The fair value of in-place leases consists of the following components, as applicable (1) the estimated cost to replace the leases and (2) the above or below market cash flow of the leases, determined by comparing the projected cash flows of the leases in place at the time of acquisition to projected cash flows of comparable market-rate leases.

Above market leases, net of accumulated amortization, are included in other assets on our Consolidated Balance Sheets. Below market leases, net of accumulated amortization, are included in accrued expenses and other liabilities on our Consolidated Balance Sheets. The net amortization related to the above and below market leases is included in our Consolidated Statements of Operations as an adjustment to rental income over the estimated remaining term of the underlying leases. Should a tenant terminate the lease, the unamortized portion of the lease intangible is recognized immediately as an adjustment to rental income.

Allowance for Credit Losses

The allowance for credit losses reflects our current estimate of the potential credit losses on our real estate loans, non-real estate loans, and our investment in direct financing leases and is recorded as a valuation account as a direct offset against these financial instruments on our Consolidated Balance Sheets. Expected credit losses inherent in non-cancelable unfunded loan commitments are accounted for as separate liabilities included in accrued expenses and other liabilities on the Consolidated Balance Sheets. The Company has elected to not measure an allowance for credit losses on accrued interest receivables related to all of its real estate loans and non-real estate loans because we write off uncollectible accrued interest receivable in a timely manner pursuant to our non-accrual policy, described below. Changes to the allowance for credit losses on loans resulting from quarterly evaluations are recorded through provision for credit losses on the Consolidated Statements of Operations.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

We assess the creditworthiness of our borrowers on a quarterly basis. For purposes of determining our allowance for credit loss, we pool financial assets that have similar risk characteristics. We aggregate our financial assets by financial instrument type (i.e. real estate loan, non-real estate loan, etc.) and by our internal risk rating. Our internal credit ratings consider several factors including the collateral and/or security, the performance of borrowers underlying facilities, if applicable, available credit support (e.g., guarantees), borrowings with third parties, and other ancillary business ventures and real estate operations of the borrower. Our internal ratings range between 1 and 7. An internal rating of 1 reflects the lowest likelihood of loss and a 7 reflects the highest likelihood of loss. The characteristics associated with each risk rating is as follows:

- Risk Rating 1 through 3 – Instruments with minimal to marginally acceptable risk.
- Risk Rating 4 - Instruments with potential weaknesses identified (Special mention).
- Risk Rating 5 - Instruments with well-defined weaknesses that may result in possible losses (Substandard).
- Risk Rating 6 – Instruments that are unlikely to be repaid in full and will probably result in losses (Doubtful).
- Risk Rating 7 – Instrument that will not be repaid in full and losses will occur (Loss).

We have a limited history of incurred losses and consequently have elected to employ external data to perform our expected credit loss calculation. We utilize a probability of default (“PD”) and loss given default (“LGD”) methodology. Our model’s historic inputs consider PD and LGD data for residential care facilities published by the Federal Housing Administration along with Standards & Poor’s one-year global corporate default rates. Our historical loss rates revert to historical averages after 36 months. Our model’s current conditions and supportable forecasts consider internal credit ratings, current and projected U.S. unemployment rates published by the U.S. Bureau of Labor Statistics and the Federal Reserve Bank of St. Louis and the weighted average life to maturity of the underlying financial asset.

Periodically, the Company may identify an individual loan for impairment. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due as scheduled according to the contractual terms of the loan agreements. Our assessment of collectibility considers several factors, including, among other things, payment history, the financial strength of the borrower and any guarantors, historical operations and operating trends, current and future economic conditions, expectations of performance (which includes known substantial doubt about an operator’s ability to continue as a going concern) and the fair value of the underlying collateral of the agreement, a Level 3 measurement, if any. Consistent with this definition, all loans on non-accrual status may be deemed impaired. To the extent circumstances improve and the risk of collectibility is diminished, we will return these loans to full accrual status. When we identify a loan impairment, the loan is written down to the present value of the expected future cash flows or to the fair value of the underlying collateral. Financial instruments are charged off against the allowance for credit losses when collectibility is determined to be permanently impaired.

We account for impaired loans using (a) the cost-recovery method, and/or (b) the cash basis method. We generally utilize the cost-recovery method for impaired loans for which impairment reserves were recorded. Under the cost-recovery method, we apply cash received against the outstanding loan balance prior to recording interest income. Under the cash basis method, we apply cash received to principal or interest income based on the terms of the agreement.

Investments in Unconsolidated Joint Ventures

We account for our investments in unconsolidated joint ventures using the equity method of accounting as we exercise significant influence, but do not control the entities.

Under the equity method of accounting, the net equity investments of the Company are reflected in the accompanying Consolidated Balance Sheets and the Company’s share of net income and comprehensive income from the joint ventures are included in the accompanying Consolidated Statements of Operations and Consolidated Statements of Comprehensive Income, respectively.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

On a periodic basis, management assesses whether there are any indicators that the value of the Company's investments in the unconsolidated joint ventures may be other-than-temporarily-impaired. An investment is impaired only if management's estimate of the value of the investment is less than the carrying value of the investment, and such a decline in value is deemed to be other than-temporary. To the extent impairment has occurred, the loss is measured as the excess of the carrying amount of the investment over the estimated fair value of the investment. The estimated fair value of the investment is determined using a discounted cash flow model which is a Level 3 valuation. We consider a number of assumptions that are subject to economic and market uncertainties including, among others, rental rates, operating costs, capitalization rates, holding periods and discount rates.

No impairment losses on our investments in unconsolidated joint ventures were recognized for the last three fiscal years.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and highly liquid investments with a maturity date of three months or less when purchased. These investments are stated at cost, which approximates fair value. The majority of our cash, cash equivalents and restricted cash are held at major commercial banks. Certain cash account balances exceed FDIC insurance limits of \$250,000 per account and, as a result, there is a concentration of credit risk related to amounts in excess of the insurance limits. We regularly monitor the financial stability of these financial institutions and believe that we are not exposed to any significant credit risk in cash, cash equivalents or restricted cash.

Restricted Cash

Restricted cash consists primarily of liquidity deposits escrowed for tenant obligations required by us pursuant to certain contractual terms and other deposits required by the U.S. Department of Housing and Urban Development ("HUD") in connection with our mortgage borrowings guaranteed by HUD.

Deposits

We obtain liquidity deposits and other deposits, security deposits and letters of credit from certain operators pursuant to our lease and mortgage agreements. These generally represent the rental and/or mortgage interest for periods ranging from three to six months with respect to certain of our investments or the required deposits in connection with our HUD borrowings. At December 31, 2022 and 2021, we held \$3.5 million and \$3.9 million, respectively, in liquidity and other deposits and \$40.3 million and \$46.1 million, respectively, in security deposits. We also had the ability to draw on \$36.5 million and \$38.1 million of letters of credit at December 31, 2022 and 2021, respectively.

The liquidity deposits and other deposits, security deposits and the letters of credit may be used in the event of lease and/or loan defaults, subject to applicable limitations under bankruptcy law with respect to operators filing under Chapter 11 of the U.S. Bankruptcy Code. Liquidity deposits and other deposits are recorded as restricted cash on our Consolidated Balance Sheets with the offset recorded as a liability in accrued expenses and other liabilities on our Consolidated Balance Sheets. Security deposits related to cash received from the operators are primarily recorded in cash and cash equivalents on our Consolidated Balance Sheets with a corresponding offset in accrued expenses and other liabilities on our Consolidated Balance Sheets. Additional security for rental and loan interest revenue from operators is provided by covenants regarding minimum working capital and net worth, liens on accounts receivable and other operating assets of the operators, provisions for cross-default, provisions for cross-collateralization and by corporate or personal guarantees.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Goodwill Impairment

We test goodwill for potential impairment at least annually in the fourth quarter, or more frequently if an event or other circumstance indicates that we may not be able to recover the carrying amount of the net assets of the reporting unit. In evaluating goodwill for impairment, we may assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we bypass the qualitative assessment, or if we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying value, then we perform a quantitative impairment test by comparing the fair value of a reporting unit with its carrying amount.

In evaluating goodwill for impairment, we assess qualitative factors such as a significant decline in real estate valuations, current macroeconomic conditions, state of the equity and capital markets and our overall financial and operating performance or a significant decline in the value of our market capitalization, to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount. Goodwill is not deductible for tax purposes. We have had no goodwill impairment charges for the last three fiscal years.

Income Taxes

Omega and its wholly-owned subsidiaries were organized to qualify for taxation as a REIT under Section 856 through 860 of the Internal Revenue Code (“Code”). As long as we qualify as a REIT, we will not be subject to federal income taxes on the REIT taxable income that we distributed to stockholders, subject to certain exceptions. However, with respect to certain of our subsidiaries that have elected to be treated as taxable REIT subsidiaries (“TRSs”), we record income tax expense or benefit, as those entities are subject to federal income tax similar to regular corporations. Omega OP is a pass-through entity for U.S. federal income tax purposes.

We account for deferred income taxes using the asset and liability method and recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in our financial statements or tax returns. Under this method, we determine deferred tax assets and liabilities based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Any increase or decrease in the deferred tax liability that results from a change in circumstances, and that causes us to change our judgment about expected future tax consequences of events, is included in the tax provision when such changes occur. Deferred income taxes also reflect the impact of operating loss and tax credit carry-forwards. A valuation allowance is provided if we believe it is more likely than not that all or some portion of the deferred tax asset will not be realized. Any increase or decrease in the valuation allowance that results from a change in circumstances, and that causes us to change our judgment about the realizability of the related deferred tax asset, is included in the tax provision when such changes occur.

We are subject to certain state and local income tax, franchise taxes and foreign taxes. The expense associated with these taxes are included in income tax expense on the Consolidated Statements of Operations.

Stock-Based Compensation

We recognize stock-based compensation expense adjusted for estimated forfeitures to employees and directors, in general and administrative in our Consolidated Statements of Operations on a straight-line basis over the requisite service period of the awards.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Deferred Financing Costs and Original Issuance Premium and/or Discounts for Debt Issuance

External costs incurred from the placement of our debt are capitalized and amortized on a straight-line basis over the terms of the related borrowings which approximates the effective interest method. Deferred financing costs related to our revolving line of credit are included in other assets on our Consolidated Balance Sheets and deferred financing costs related to our other borrowings are included as a direct deduction from the carrying amount of the related liability on our Consolidated Balance Sheets. Original issuance premium or discounts reflect the difference between the face amount of the debt issued and the cash proceeds received and are amortized on a straight-line basis over the term of the related borrowings. All premiums and discounts are recorded as an addition to or reduction from debt on our Consolidated Balance Sheets. Amortization of deferred financing costs and original issuance premiums or discounts totaled \$12.9 million, \$12.3 million and \$10.1 million for the years ended December 31, 2022, 2021 and 2020, respectively, and are recorded in interest expense on our Consolidated Statements of Operations. When financings are terminated, unamortized deferred financing costs and unamortized premiums or discounts, as well as charges incurred for the termination, are recognized as expense or income at the time the termination is made. Gains and losses from the extinguishment of debt are presented in loss on debt extinguishment on our Consolidated Statements of Operations.

Earnings Per Share

The computation of basic earnings per share/unit (“EPS”) is computed by dividing net income available to common stockholders by the weighted-average number of shares of common stock outstanding during the relevant period. Diluted EPS is computed using the treasury stock method, which is net income divided by the total weighted-average number of common outstanding shares plus the effect of dilutive common equivalent shares during the respective period. Dilutive common shares reflect the assumed issuance of additional common shares pursuant to certain of our share-based compensation plans, including restricted stock and profit interest units, performance restricted stock and profit interest units, the assumed issuance of additional shares related to Omega OP Units held by outside investors.

Noncontrolling Interests and Redeemable Limited Partnership Unitholder Interests

Noncontrolling interests is the portion of equity not attributable to the respective reporting entity. We present the portion of any equity that we do not own in consolidated entities as noncontrolling interests and classify those interests as a component of total equity, separate from total stockholders’ equity on our Consolidated Balance Sheets. We include net income attributable to the noncontrolling interests in net income in our Consolidated Statements of Operations.

As our ownership of a controlled subsidiary increases or decreases, any difference between the aggregate consideration paid to acquire the noncontrolling interests and our noncontrolling interest balance is recorded as a component of equity in additional paid-in capital, so long as we maintain a controlling ownership interest.

The noncontrolling interest for Omega represents the outstanding Omega OP Units held by outside investors and interests in a consolidated real estate joint venture not fully owned by Omega. Each of the Omega OP Units (other than the Omega OP Units owned by Omega) is redeemable at the election of the Omega OP Unit holder for cash equal to the then-fair market value of one share of Omega common stock, par value \$0.10 per share (“Omega Common Stock”), subject to Omega’s election to exchange the Omega OP Units tendered for redemption for unregistered shares of Omega Common Stock on a one-for-one basis, subject to adjustment as set forth in Omega OP’s partnership agreement. As of December 31, 2022, Omega owns approximately 97% of the issued and outstanding Omega OP Units, and investors own approximately 3% of the outstanding Omega OP Units.

Foreign Operations

The U.S. dollar (“USD”) is the functional currency for our consolidated subsidiaries operating in the U.S. The functional currency for our consolidated subsidiaries operating in the U.K. is the British Pound (“GBP”). Total revenues from our consolidated U.K. operating subsidiaries were \$47.7 million, \$38.1 million and \$34.8 million for the years ended December 31, 2022, 2021 and 2020, respectively. Our consolidated U.K. operating subsidiaries held long-lived assets of \$453.4 million and \$387.2 million as of December 31, 2022 and 2021, respectively.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

For our consolidated subsidiaries whose functional currency is not the USD, we translate their financial statements into the USD. We translate the balance sheet accounts at the exchange rate in effect as of the financial statement date. The income statement accounts are translated using an average exchange rate for the period. Gains and losses resulting from translation are included in accumulated other comprehensive income (loss) (“AOCI”), as a separate component of equity and a proportionate amount of gain or loss is allocated to noncontrolling interests, if applicable.

We and certain of our consolidated subsidiaries may have intercompany and third-party debt that is not denominated in the entity’s functional currency. When the debt is remeasured against the functional currency of the entity, a gain or loss can result. The resulting adjustment is reflected in results of operations within other expense - net, unless it is intercompany debt that is deemed to be long-term in nature in which case the adjustments are included in AOCI and a proportionate amount of gain or loss is allocated to noncontrolling interests, if applicable.

Derivative Instruments

We are exposed to, among other risks, the impact of changes in foreign currency exchange rates as a result of our investments in the U.K. and interest rate risk related to our capital structure. As a matter of policy, we do not use derivatives for trading or speculative purposes. Our risk management program is designed to manage the exposure and volatility arising from these risks, and utilizes foreign currency forward contracts, interest rate swaps and debt issued in foreign currencies to offset a portion of these risks.

To qualify for hedge accounting, derivative instruments used for risk management purposes must effectively reduce the risk exposure that they are designed to hedge. We formally document all relationships between hedging instruments and hedged items, as well as our risk-management objectives and strategy for undertaking various hedge transactions. This process includes designating all derivatives that are part of a hedging relationship to specific forecasted transactions as well as recognized liabilities or assets on the Consolidated Balance Sheets. In addition, at the inception of a qualifying cash flow hedging relationship, the underlying transaction or transactions, must be, and are expected to remain, probable of occurring in accordance with the Company’s related assertions. The Company recognizes all derivative instruments, including embedded derivatives required to be bifurcated, as assets or liabilities on the Consolidated Balance Sheets at fair value which is determined using a market approach and Level 2 inputs. Changes in the fair value of derivative instruments that are not designated in hedging relationships or that do not meet the criteria of hedge accounting are recognized in the Consolidated Statements of Operations. For derivatives designated in qualifying cash flow hedging relationships, the gain or loss on the derivative is recognized in AOCI as a separate component of equity and a proportionate amount of gain or loss is allocated to noncontrolling interest, if applicable.

If it is determined that a derivative instrument ceases to be highly effective as a hedge, or that it is probable the underlying forecasted transaction will not occur, the Company discontinues its cash flow hedge accounting prospectively and records the appropriate adjustment to earnings based on the current fair value of the derivative instrument. For net investment hedge accounting, upon sale or liquidation of our U.K. investment, the cumulative balance of the remeasurement value is reclassified to the Consolidated Statements of Operations.

Segments

We conduct our operations and report financial results as one business segment. The presentation of financial results as one reportable segment is consistent with the way we operate our business and is consistent with the manner in which our Chief Operating Decision Maker (CODM), our Chief Executive Officer, evaluates performance and makes resource and operating decisions for the business.

Reclassifications

Certain line items on our Consolidated Balance Sheets, Consolidated Statements of Operations and Consolidated Statements of Cash Flows have been reclassified to conform to the current period presentation.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Effective for the fourth quarter of 2022, Mortgage notes receivable - net has been renamed Real estate loans receivable - net, Other investments - net has been renamed Non-real estate loans receivable - net, and certain loans have been reclassified out of Other Investments - net into Real estate loans receivable - net. Specifically, other real estate loans collateralized by second or third mortgage liens, a leasehold mortgage on, or an assignment of partnership interest in the related properties that were previously presented in Other Investments - net are now presented in Real estate loans receivable - net. See the table below for the prior presentation compared to the current presentation.

	Prior Presentation December 31, 2021 (in thousands)		Current Presentation December 31, 2021 (in thousands)
Mortgage notes receivable, gross	\$ 908,687	Mortgage notes receivable, gross	\$ 908,687
Allowance for credit losses on mortgage notes receivable	(73,601)	Allowance for credit losses on mortgage notes receivable	(73,601)
Mortgage notes receivable – net	<u>\$ 835,086</u>	Mortgage notes receivable, net	835,086
		Leasehold mortgages and other real estate loans, gross	354,673
		Allowance for credit losses on leasehold mortgages and other real estate loans	(8,973)
Other investments, gross	\$ 539,278	Leasehold mortgages and other real estate loans – net	345,700
Allowance for credit losses on other investments	(69,394)	Real estate loans receivable – net	<u>\$ 1,180,786</u>
Other investments – net	<u>\$ 469,884</u>		
		Non-real estate loans receivable, gross	\$ 184,605
Total	<u>\$ 1,304,970</u>	Allowance for credit losses on non-real estate loans receivable	(60,421)
		Non-real estate loans receivable – net	<u>\$ 124,184</u>
		Total	<u>\$ 1,304,970</u>

We previously reported assets held for sale of \$261.2 million on the Consolidated Balance Sheet as of December 31, 2021. \$58.1 million of these assets no longer qualify as held for sale and have been reclassified to assets held for use within the applicable line items in real estate assets – net on the Consolidated Balance Sheet as of December 31, 2021. See further discussion on the held for sale reclassification in Note 4 – Assets Held for Sale.

Recently Adopted Accounting Pronouncements

ASU – 2021-05, Leases (Topic 842): Lessors – Certain Leases with Variable Lease Payments

On July 19, 2021, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2021-05. This guidance requires lessors to classify leases with variable lease payments, that do not depend on an index or rate, as an operating lease on the commencement date of the lease if specified criteria are met. The guidance is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted. We early adopted this guidance prospectively effective July 1, 2021. The adoption of the guidance did not have an impact on our consolidated financial statements.

ASU – 2022-02, Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures

On March 31, 2022, the FASB issued ASU 2022-02, which eliminates the recognition and measurement guidance for troubled debt restructurings (“TDRs”) and requires additional disclosures for certain loan modifications. ASU 2022-02 also requires entities to disclose gross write-offs of financing receivables and net investments in leases by year of origination. Omega elected to early adopt ASU 2022-02 on a prospective basis effective January 1, 2022. During 2022, we had three loan modifications with two borrowers experiencing financial difficulty pursuant to ASU 2022-02, Guardian Healthcare (“Guardian”) and LaVie Care Centers, LLC (“LaVie,” f/k/a Consulate Health Care), that require additional disclosures. The required disclosures for these loans are included in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, Note 7 – Real Estate Loans Receivable and Note 8 – Non-real Estate Loans Receivable. We have disclosed our gross write-offs of financing receivables and direct financing leases by year of origination in Note 9 – Allowance for Credit Losses.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

ASU – 2020-04, Financial Instruments – Reference Rate Reform (Topic 848)

On March 12, 2020, the FASB issued ASU 2020-04, which contains optional practical expedients for a limited period of time to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting for contracts, hedging relationships, and other transactions that reference the London Interbank Offered Rate (“LIBOR”). The guidance may be elected over time until December 31, 2022, as reference rate reform activities occur. In December 2022, the FASB issued ASU 2022-06, Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848, which extended the practical expedients under ASU 2020-04 to December 31, 2024. The Company has several derivative instruments (See Note 15 – Derivatives and Hedging), a \$1.45 billion senior unsecured multicurrency revolving credit facility, and a \$50 million senior unsecured term loan facility (See Note 14 – Borrowing Arrangements) that reference LIBOR. Beginning in the first quarter of 2020, we elected to apply the hedge accounting expedients related to probability and the assessments of effectiveness for future LIBOR indexed cash flows to assume that the index upon which future hedged transactions will be based matches the index on the corresponding derivatives. Application of these expedients preserves the presentation of derivatives consistent with past presentation. Our credit facilities that reference LIBOR contain customary LIBOR replacement language, including, but not limited to, the use of rates based on the secured overnight financing rate. The Company is evaluating: (i) how the transition away from LIBOR will impact the Company, (ii) whether any additional optional expedients provided by the standards will be adopted, and (iii) the impact that adopting ASU 2020-04 will have on our consolidated financial statements.

ASU – 2016-13, Financial Instruments - Credit Losses (Topic 326)

In June 2016, the FASB issued ASU 2016-13, which changed the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for credit losses. The new approach requires the calculation of expected lifetime credit losses and is applied to financial assets measured at amortized cost, including loans, as well as certain off-balance sheet credit exposures such as unfunded loan commitments. The allowance for credit loss on the loans is a valuation amount that is deducted from the amortized cost basis of the loans not held at fair value to present the net amount expected to be collected over the contractual term of the loans.

ASU 2016-13 specifically excludes from its scope receivables arising from operating leases accounted for under Topic 842. We adopted ASU 2016-13 on January 1, 2020 using the modified retrospective approach and we recorded an initial \$28.8 million allowance for expected credit losses with a corresponding adjustment to equity.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 3 – REAL ESTATE ASSET ACQUISITIONS AND DEVELOPMENT

2022 Acquisitions

The following table summarizes the significant asset acquisitions that occurred in 2022:

Period	Number of Facilities		Country/State	Total Real Estate Assets Acquired	Initial Annual
	SNF	ALF		(in millions)	Cash Yield ⁽¹⁾
Q1	—	1	U.K.	\$ 8.7 ⁽²⁾	8.0 %
Q1	—	1	U.K.	5.0	8.0 %
Q1	—	27	U.K.	86.6 ⁽²⁾	8.0 %
Q1	1	—	MD	8.2 ⁽³⁾	9.5 %
Q3	—	4	U.K.	28.2	8.0 %
Q4	6	1	PA, NC	88.5 ⁽⁴⁾	9.0 %
Total	7	34		\$ 225.2	

- (1) Initial annual cash yield reflects the initial annual contractual cash rent divided by the purchase price.
(2) The total consideration paid for the one-facility U.K. acquisition and the 27-facility U.K. acquisition was \$8.2 million and \$100.0 million, respectively. In connection with these acquisitions, we allocated \$0.5 million of the purchase consideration to a deferred tax liability related to the one-facility U.K. acquisition, and \$13.4 million to a deferred tax asset related to the 27-facility U.K. acquisition. See Note 17 – Taxes for additional information.
(3) Total consideration for the one-facility Maryland acquisition was paid on December 30, 2021, but the closing of the acquisition did not occur until January 1, 2022.
(4) During the fourth quarter of 2022, we acquired seven facilities using a reverse like-kind exchange structure pursuant to Section 1031 of the Code (a “reverse 1031 exchange”). As of December 31, 2022, we had completed the reverse 1031 exchange for three of the acquired facilities and the remaining four acquired facilities remained in the possession of the EATs. The EATs were classified as VIEs as they do not have sufficient equity investment at risk to permit the entity to finance its activities. The Company consolidated the EATs because it had the ability to control the activities that most significantly impacted the economic performance of the EATs and was, therefore, the primary beneficiary of the EATs. The properties held by the EATs were reflected as real estate with a carrying value of \$55.2 million as of December 31, 2022. The EATs also held cash of \$23.9 million as of December 31, 2022.

2021 Acquisitions and Other

The following table summarizes the significant asset acquisitions that occurred in 2021:

Period	Number of Facilities			Country/State	Total Real Estate Assets Acquired ⁽¹⁾	Initial Annual
	SNF	ALF	Specialty		(in millions)	Cash Yield ⁽²⁾
Q1	—	17	7	AZ, CA, FL, IL, NJ, OR, PA, TN, TX, VA, WA	\$ 511.3	8.43 %
Q1	6	—	—	FL	83.1	9.25 %
Q3	—	2	—	U.K.	9.6	7.89 %
Total	6	19	7		\$ 604.0	

- (1) Excludes \$10.6 million of land acquisitions, \$58.6 million of non-cash acquisitions of facilities previously subject to mortgage loans with Omega in which principal amounts under the loan agreements were reduced or settled in exchange for title to the facilities (See Note 7 – Real Estate Loans Receivable), and \$1.2 million of transaction costs incurred related to the non-cash acquisitions.
(2) Initial annual cash yield reflects the initial annual contractual cash rent divided by the purchase price.

On January 20, 2021, we acquired 24 senior living facilities from Healthpeak Properties, Inc. for \$511.3 million. The acquisition involved the assumption of an in-place master lease with Brookdale Senior Living Inc. We recognized approximately \$45.0 million of rental income for the year ended December 31, 2021 under this master lease, which includes 24 facilities representing 2,552 operating units.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

2020 Acquisitions

The following table summarizes the significant transactions that occurred in 2020:

Period	Number of Facilities		Country/State	Total Real Estate Assets Acquired (in millions)	Initial Annual Cash Yield ⁽¹⁾
	SNF	ALF			
Q1	—	2	U.K	\$ 12.1	8.00 %
Q1	1	—	IN	7.0	9.50 %
Q2	1	—	OH	6.9	9.50 %
Q4	6	1	VA	78.4	9.50 %
Total	<u>8</u>	<u>3</u>		<u>\$ 104.4</u>	

(1) Initial annual cash yield reflects the initial annual contractual cash rent divided by the purchase price.

Construction in progress and capital expenditure investments

We invested \$64.4 million, \$140.0 million and \$106.2 million, respectively under our construction in progress and capital improvement programs during the years ended December 31, 2022, 2021 and 2020.

In the second quarter of 2021, we placed a \$41.1 million construction project for a new build ALF in New Jersey into service and began recognizing revenue associated with this project in the third quarter of 2021. The lease for this facility provides for an annual cash yield of 7% of the amount funded in the first year following the completion of construction increasing to 8% in year two with 2.5% annual escalators thereafter.

During the third quarter of 2021, we purchased a real estate property located in Washington, D.C. (not reflected in the table above) for approximately \$68.0 million and plan to redevelop the property into a 174 bed ALF. Concurrent with the acquisition, we entered into a single facility lease for this property with Maplewood Senior Living (along with affiliates, “Maplewood”) through August 31, 2045. For accounting purposes, the lease will commence upon the substantial completion of construction of the ALF, which is currently expected to be in 2025. The lease provides for the accrual of financing costs at a rate of 5% per annum during the construction phase. The lease provides for an annual cash yield of 6% in the first year following the completion of construction, increasing to 7% in year two and 8% in year three with 2.5% annual escalators thereafter. We are committed to a maximum funding of \$177.7 million for the redevelopment of the real estate property, subject to ordinary development related cost changes (see Note 20 - Commitments and Contingencies).

NOTE 4 – ASSETS HELD FOR SALE, DISPOSITIONS AND IMPAIRMENTS

We periodically sell facilities to reduce our concentration in certain operators, geographies and non-strategic assets or due to the exercise of a tenant purchase option.

The following is a summary of our assets held for sale:

	December 31,	December 31,
	2022	2021
Number of facilities held for sale	2	28
Amount of assets held for sale (in thousands)	\$ 9,456	\$ 203,025

In the fourth quarter of 2022, we reclassified 13 facilities with aggregate net book values of \$58.1 million, from assets held for sale to assets held for use within the applicable line items in real estate assets – net. Of the \$58.1 million reclassified net of \$20.8 million of accumulated depreciation, \$67.5 million relates to buildings, \$2.8 million relates to land and \$8.6 relates to furniture and equipment. We originally reclassified these facilities as held for sale in the fourth quarter of 2021, but we no longer believe these facilities qualify as assets held for sale. We recorded a \$3.2 million cumulative catch-up adjustment to depreciation and amortization expense related to these facilities concurrent with the reclassification in the fourth quarter of 2022.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

One of the two facilities that were classified as held for sale as of December 31, 2022 was subsequently sold during the first quarter of 2023 for gross cash proceeds of \$19.5 million.

Asset Sales

2022 Activity

During the year ended December 31, 2022, we sold 66 facilities subject to operating leases for approximately \$759.0 million in net cash proceeds, recognizing a net gain of approximately \$360.0 million. Our 2022 sales were primarily driven by restructuring transactions and negotiations related to our lease agreements with the following operators: Gulf Coast Health Care LLC (together with certain affiliates “Gulf Coast”), Guardian Healthcare (“Guardian”) and Agemo Holdings, LLC (“Agemo”). In addition, during the fourth quarter of 2022, we sold 11 facilities previously leased to and operated by LaVie which did not meet the contract criteria to be recognized under ASC 610-20, further discussed below, and as such are not included in the amounts above.

In the first quarter of 2022, we sold 22 facilities that were previously leased and operated by Gulf Coast. The net cash proceeds from the sale, including related costs accrued for as of the end of the fourth quarter, were \$304.9 million, and we recognized a net gain of \$114.5 million. The agreement includes an earnout clause pursuant to which the buyer is obligated to pay an additional \$18.7 million to Omega if certain financial metrics are achieved at the facilities in the three years following the sale. As we have determined it is not probable that we will receive any additional funds, we have not recorded any income related to the earnout clause.

During the first and second quarter of 2022, we sold nine total facilities that were leased to Guardian for \$39.5 million in net proceeds, which resulted in a net gain of \$13.7 million.

In the third and fourth quarter of 2022, we sold 22 facilities that were previously leased to Agemo for \$358.7 million in net proceeds, which resulted in a net gain of \$218.9 million.

In December 2022, in connection with restructuring negotiations with LaVie, we sold 11 facilities to a third party previously leased to LaVie for a sales price of \$129.8 million. Omega provided \$104.8 million in senior seller financing, collateralized by first lien mortgages on the 11 facilities, to fund a portion of the purchase price. The senior note has a December 29, 2027 maturity date and bears interest at 8% with required monthly interest payments (due in arrears beginning February 1, 2023), with no principal payments due until the maturity date. The remaining consideration received under the purchase agreement is the assumption of a \$25.0 million liability by the buyer from Omega. The 11-facility sale does not meet the contract criteria to be recognized under ASC 610-20 and we will continue to account for these facilities on our Consolidated Balance Sheets and depreciate the facilities until the recognition requirements under ASC 610-20 are met. A contract liability was recorded and related expense of \$25.0 million was recognized on our Consolidated Balance Sheets within accrued expenses and other liabilities and Consolidated Statements of Operations within acquisition, merger and transition costs, respectively. The liability will be relieved once the sale is recognized. The loan receivable associated with the seller financing will not be recorded on our Consolidated Balance Sheets until the sale is recognized, and any cash interest received will be deferred and recorded as a contract liability within accrued expenses and other liabilities on our Consolidated Balance Sheets.

2021 Activity

During the year ended December 31, 2021, we sold 48 facilities for approximately \$318.5 million in net cash proceeds, recognizing a net gain of approximately \$161.6 million.

2020 Activity

During the year ended December 31, 2020, we sold 43 facilities for approximately \$180.9 million in net cash proceeds, recognizing a net gain of approximately \$19.1 million.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Real Estate Impairments*2022 Activity*

During the year ended December 31, 2022, we recorded impairments of approximately \$38.5 million on 22 facilities. Of the \$38.5 million, \$3.5 million related to two facilities that were classified as held for sale (and subsequently sold) for which the carrying values exceeded the estimated fair values less costs to sell, and \$35.0 million related to 20 held-for-use facilities for which the carrying value exceeded the fair value, of which \$17.2 million relates to 12 facilities leased to and operated by LaVie that are expected to be impacted by the on-going restructuring negotiations. \$10.0 million of the 2022 impairments recorded on four held-for-use facilities relate to the 2.0% Operator discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements.

2021 Activity

During the year ended December 31, 2021, we recorded impairments of approximately \$44.7 million on 14 facilities which were sold or classified as held for sale for which the carrying values exceeded the estimated fair values less costs to sell.

2020 Activity

During the year ended December 31, 2020, we recorded impairments of approximately \$76.0 million on 25 facilities. Our impairments were offset by approximately \$3.5 million of insurance proceeds received related to a facility that was previously destroyed and impaired. Of the \$76.0 million, \$41.5 million related to 14 facilities which were sold or classified as held for sale for which the carrying values exceeded the estimated fair values less costs to sell, and \$34.5 million related to 11 held-for-use facilities for which it was determined that the carrying value exceeded the fair value. The \$34.5 million relates to facilities subject to a lease with Daybreak Ventures, LLC (“Daybreak”) (see Note 5 – Contractual Receivables and Other Receivables and Lease Inducements), which were planned for resale or transitioned to another existing operator and it was determined that the new cash flows were not sufficient to support the carrying value of the facility.

To estimate the fair value of the facilities, for the impairments noted above, we utilized a market approach which considered binding sale agreements (a Level 1 input) or non-binding offers from unrelated third parties and/or broker quotes (a Level 3 input).

NOTE 5 – CONTRACTUAL RECEIVABLES AND OTHER RECEIVABLES AND LEASE INDUCEMENTS

Contractual receivables relate to the amounts currently owed to us under the terms of our lease and loan agreements. Effective yield interest receivables relate to the difference between the interest income recognized on an effective yield basis over the term of the loan agreement and the interest currently due to us according to the contractual agreement. Straight-line rent receivables relate to the difference between the rental revenue recognized on a straight-line basis and the amounts currently due to us according to the contractual agreement. Lease inducements result from value provided by us to the lessee, at the inception, modification or renewal of the lease, and are amortized as a reduction of rental income over the non-cancellable lease term.

A summary of our net receivables by type is as follows:

	<u>December 31,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
	(in thousands)	
Contractual receivables – net	\$ 8,228	\$ 11,259
Effective yield interest receivables	\$ 5,696	\$ 9,590
Straight-line rent receivables	166,061	148,455
Lease inducements	6,041	93,770
Other receivables and lease inducements	<u>\$ 177,798</u>	<u>\$ 251,815</u>

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Cash basis operators and straight-line receivable write-offs

We review our collectibility assumptions related to our operator leases on an ongoing basis. During the years ended December 31, 2022, 2021 and 2020, we placed nine, six and four additional operators on a cash basis of revenue recognition, respectively, as collection of substantially all contractual lease payments due from them was no longer deemed probable. In connection with placing these operators on a cash basis, we recognized \$119.8 million, \$36.0 million and \$129.5 million in total straight-line accounts receivable and lease inducement write-offs through rental income during the years ended December 31, 2022, 2021 and 2020, respectively. As of December 31, 2022, we had 20 operators on a cash basis for revenue recognition, which represent 36.5%, 39.2% and 41.5% of our total revenues (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively. As of December 31, 2021, we had 14 operators on a cash basis for revenue recognition, which represent 18.6% and 22.7% of our total revenues (excluding the impact of write-offs) for the years ended December 31, 2021 and 2020, respectively.

During the years ended December 31, 2022, 2021 and 2020, we also wrote-off \$3.2 million, \$1.3 million and \$3.6 million of straight-line rent receivable balances through rental income as a result of transitioning facilities between existing operators.

Operator updates

Agemo

Agemo was formed in May 2018 by Signature Healthcare, LLC, as part of an out-of-court restructuring agreement, to be the holding company of their leases and loans with Omega. As part of that restructuring agreement, we agreed to, among other things, allow for the deferral of \$6.3 million of rent per annum for a 3-year period (the “Agemo Rent Deferral”).

We placed Agemo on a cash basis of revenue recognition during the third quarter of 2020 as we received information regarding substantial doubt of their ability to continue as a going concern. As a result, we wrote-off approximately \$13.4 million of contractual rent receivables and \$61.9 million of straight-line rent receivables and lease inducements.

Agemo continued to make their rental and interest payments to us until July 2021. After July 2021, Agemo made one month of contractual rent and interest payments for the remainder of fiscal year 2021. During the third and fourth quarters of 2021, we recorded \$8.7 million of revenue by collecting rental and interest payments and we recorded \$8.5 million of revenue by drawing on a letter of credit and through application of collateral held by Omega. On September 30, 2021, the Company entered into a forbearance agreement related to Agemo’s defaults under its lease and loan agreements (the “Agemo Forbearance Agreement”), which was amended to extend the forbearance period through January 2022 and the lease agreement was amended to extend the Agemo Rent Deferral through January 2022.

Agemo continued to not pay contractual rent and interest due under its lease and loan agreements during the year ended December 31, 2022. No rental income was recorded related to Agemo during the year ended December 31, 2022. Additionally, no interest income was recognized during the year ended December 31, 2022 on the two loans with Agemo because these loans are on non-accrual status and we are utilizing the cost recovery method, under which any payments, if received, are applied against the principal amount. See Note 8 – Non-real Estate Loans Receivable for additional details on our loans with Agemo. For the years ended December 31, 2021 and 2020, Agemo generated approximately 3.9% and 5.6%, respectively, of our total revenues (excluding the impact of write-offs).

The Agemo Forbearance Agreement has been amended multiple times throughout 2022 and the most recent 2022 amendment on December 30, 2022 extended the forbearance period through January 31, 2023. In 2022, the Agemo Rent Deferral period was also extended multiple times, and the most recent amendment extended the deferral through April 2022, after which time the deferral period terminated, with the Company remaining subject to the Agemo Forbearance Agreement through January 31, 2023. As of December 31, 2022, the aggregate rent deferred under the Agemo lease agreement was \$25.2 million. As discussed in Note 4 – Assets Held for Sale, Dispositions and Impairments, we sold 22 facilities, subject to the Agemo lease agreement, during 2022.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

In the first quarter of 2023, Omega and Agemo entered into a restructuring agreement, an amended and restated master lease and a replacement loan agreement for two replacement loans. As part of the restructuring agreement and related agreements, Omega agreed to, among other things:

- Forgive and release Agemo from previously written off past due rent and interest obligations related to certain periods prior to the 2018 Restructuring and from August 2021 through January 2023, with contractual rent under the lease agreement and contractual interest under the loan agreements scheduled to resume on April 1, 2023;
- reduce monthly contractual base rent from \$4.8 million to \$1.9 million following the sales of the 22 facilities, previously leased and operated by Agemo, that occurred in the third and fourth quarters of 2022 (See Note 4 – Assets Held For Sale, Dispositions and Impairments);
- extend the initial Agemo lease term from December 31, 2030, to December 31, 2036 with three consecutive tenant 10-year extension options; and
- refinance and restructure the \$25.0 million secured working capital loan (the “Agemo WC Loan”), the \$32.0 million term loan (the “Agemo Term Loan”) and the aggregate deferred rent balance of \$25.2 million into two replacement loans to Agemo that mature on December 31, 2036, with aggregate principal of \$82.2 million and an annual interest rate of 5.71%.

Guardian

Guardian did not make rent and interest payments under its lease and mortgage loan agreements during the fourth quarter of 2021. As a result of Guardian’s non-payment of contractual rent and the anticipated restructuring of its agreements, in the fourth quarter of 2021, we placed Guardian on a cash basis of revenue recognition and wrote-off approximately \$14.0 million of straight-line rent receivables and lease inducements through rental income. In the fourth quarter of 2021, we began negotiations to restructure Guardian’s lease and loan agreements. In connection with the restructuring negotiations, on December 30, 2021, we acquired 2 facilities, previously subject to the Guardian mortgage loan, in consideration for a reduction of \$8.7 million in the mortgage principal and added the facilities to the master lease agreement.

Guardian continued to not pay contractual rent and interest due under its lease and mortgage loan agreements during the first quarter of 2022. During the first and second quarters of 2022, we completed significant restructuring activities related to the Guardian lease and loan portfolio. In the first quarter of 2022, we transitioned eight facilities previously leased to Guardian to two other operators as part of the planned restructuring. Additionally, during the six months ended June 30, 2022, we sold nine facilities to a third party that were previously leased to Guardian and three facilities previously subject to the Guardian mortgage loan. In the second quarter of 2022, we agreed to a formal restructuring agreement, master lease amendments and mortgage loan amendments with Guardian. As part of the restructuring agreement and related agreements, Omega agreed to, among other things:

- Extend the lease and loan maturity dates from January 31, 2027 to December 31, 2031 and allow Guardian the option to extend the maturity date for both the lease and loan through September 30, 2034, subject to certain conditions;
- reduce the combined rent and mortgage interest to an aggregate \$24.0 million per year as of July 1, 2022 (\$15.0 million in rent and \$9.0 million in interest) with annual escalators of 2.25% beginning in January 2023; and
- allow Guardian to retrospectively defer \$18.0 million of aggregate contractual rent and interest that it failed to pay from October 2021 through March 2022 (consisting of \$12.2 million of deferred rent and \$5.8 million of deferred interest), with repayment required beginning after September 30, 2024, based on certain financial metrics, and in full by December 31, 2031, or the earlier termination of the lease for any reason.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Following the execution of the restructuring agreement, Guardian resumed paying contractual rent and interest during the second quarter of 2022 and continued such payments in the third and fourth quarters of 2022, in accordance with the restructuring terms. For the year ended December 31, 2022, we recorded rental income of \$11.3 million for the contractual rent payments that were received. Additionally, as discussed further in Note 7 – Real Estate Loans Receivable, no mortgage interest income has been recognized on the Guardian mortgage loan during the year ended December 31, 2022, as we are accounting for this loan under the cost recovery method. Revenue from Guardian represents approximately 1.1%, 2.5% and 3.5% of our total revenues (excluding the impact of straight-line write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively.

As of December 31, 2022, we have \$7.4 million of letters of credit from Guardian as collateral.

LaVie

In the fourth quarter of 2022, Omega began the process of restructuring our portfolio with LaVie, which primarily consists of two master lease agreements and two term loan agreements. On December 30, 2022, we sold 11 facilities previously subject to one of the two leases agreements with LaVie. See further discussion on the sale and the accounting treatment in Note 4 -Assets Held For Sale, Dispositions and Impairments. Concurrent with the sale, we also amended the lease agreement impacted by the sale and our loan agreements with LaVie. The amendments to the loan agreements are discussed in Note 8 – Non-Real Estate Loans. With the lease amendment and other related documents, Omega and LaVie agreed to, among other terms:

- Remove the 11 sold facilities from the lease agreement and reduce monthly contractual rent due under all agreements from \$8.3 million to \$7.3 million;
- provide Omega the ability to enact a one-time rent reset on one of the lease agreements, if LaVie's coverage exceeds a threshold, after February 1, 2027; and
- require Omega to pay LaVie a \$35.0 million termination fee in connection with transitioning the 11 facilities sold in the fourth quarter and the additional facilities sold in the restructure (\$25.0 million was assumed by the third-party buyer of the 11 facilities).

The restructuring discussions are still ongoing and subject to change, but we anticipate additional restructuring activity related to this operator in 2023. As a result of the restructuring activities during 2022 and future expected restructuring activities, during the fourth quarter of 2022, we placed LaVie on a cash basis of revenue recognition and wrote-off approximately \$58.0 million of straight-line rent receivables and lease inducements. Revenue from LaVie represents approximately 11.1%, 9.5% and 9.4% of our total revenues (excluding the impact of straight-line write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively.

In the first quarter of 2023, as part of the restructuring, we have agreed to a partial rent deferral in the first four months of 2023. In doing so, we agreed to allow LaVie to defer up to \$10.0 million of contractual rent from January 2023 through April 2023 under one of our lease agreements for 32 facilities. Omega is in discussions to allow LaVie to defer up to \$9.1 million of contractual rent from January 2023 through April 2023 under another lease agreement for 41 facilities. In January 2023, as a result, LaVie deferred the full contractual payment of \$2.5 million under the 32-facility lease and paid \$2.5 million of the \$4.7 million of contractual rent due under the 41-facility lease.

Maplewood

During the year ended December 31, 2020, we received a one-time rent payment of approximately \$55.4 million from Maplewood, in conjunction with the restructuring of its master lease and loans with Omega (see Note 8 – Non-real Estate Loans Receivable). This payment was accounted for as an adjustment to straight-line rent receivables and was being amortized over the remaining term of the master lease prior to Maplewood being placed on a cash basis of revenue recognition in the fourth quarter of 2022.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

During the fourth quarter of 2022, Omega began discussions with Maplewood to restructure their portfolio, which includes a lease agreement and \$250.5 million revolving credit facility. During the fourth quarter of 2022, we placed Maplewood on a cash basis of revenue recognition and wrote-off approximately \$29.3 million of straight-line rent receivables and lease inducements. Revenue from Maplewood represents approximately 8.9%, 7.9% and 5.3% of our total revenues (excluding the impact of straight-line write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively.

In the first quarter of 2023, we agreed to a formal restructuring agreement, master lease amendments and loan amendments with Maplewood. As part of the restructuring agreement and related agreements, Omega agreed to, among other things:

- Extend the maturity date of the master lease from December 2033 to December 2037 with two consecutive 5-year tenant extension options;
- fix contractual rent at \$69.3 million per annum (December 2022 rent annualized) and defer the 2.5% annual escalators under our lease agreement through December 31, 2025, with mandatory repayments to be made subject to certain metrics and due in full by the maturity date;
- fund \$22.5 million of capital expenditures through December 31, 2025;
- extend the maturity date of the secured revolving credit facility from June 2030 to June 2035 with one borrower 2-year extension option;
- increase the capacity of the secured revolving credit facility from \$250.5 million to \$320.0 million, inclusive of payment-in-kind (“PIK”) interest applied to principal;
- convert the 7% per annum cash interest due on the secured revolving credit facility to all PIK interest in 2023, 1% cash interest and 6% PIK interest in 2024, 4% cash interest and 3% PIK interest in 2025 and through the maturity date; and
- reduce Maplewood’s share of any future potential sales proceeds (in excess of our gross investment) by the unpaid deferred rent balance and the \$22.5 million of capital expenditures.

Gulf Coast

During the second quarter of 2021, Gulf Coast stopped paying contractual rent under its master lease agreement because of on-going liquidity issues. Gulf Coast operated 24 facilities subject to a master lease with Omega and represented approximately 3.3% and 2.8% of Omega’s total revenues (excluding the impact of write-offs) for the years ended December 31, 2021 and 2020, respectively.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

As a result of Gulf Coast's default under its master lease agreement, in August 2021, we exercised our right to accelerate the full amount of rent due under Gulf Coast's master lease agreement. On October 14, 2021, Gulf Coast commenced voluntary cases under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). As described in Gulf Coast's filings with the Bankruptcy Court, we entered into a Restructuring Support Agreement (the "Support Agreement") that forms the basis for Gulf Coast's restructuring and liquidation. The Support Agreement established a timeline for the implementation of Gulf Coast's restructuring and liquidation, including the transition of management of the operations of the facilities to a third-party operator. As part of the Support Agreement, we committed to provide up to \$25 million of senior secured debtor-in-possession ("DIP") financing to Gulf Coast, which is discussed in further detail in Note 8 – Non-real Estate Loans Receivable. In November 2021, Gulf Coast entered into management and operations transfer agreements ("MOTAs") with a new manager ("New Manager"), pursuant to which the management of 23 of the 24 facilities subject to the master lease with Omega were performed by New Manager during an interim period until the license for the facilities subject to the MOTAs could be obtained by a new operator ("New Operator"). During the interim period, no rent was being paid by Gulf Coast, and we have provided a \$20 million working capital loan to New Manager, discussed in further detail in Note 8 – Non-real Estate Loans Receivable. The Bankruptcy Court approved the MOTAs on November 24, 2021 and the operations were transitioned effective December 1, 2021. On June 27, 2022, the Bankruptcy Court entered its order confirming Gulf Coast's bankruptcy plan which provided for, among other things, an allowed claim of \$49.0 million in relation to the accelerated rent due under Gulf Coast's master lease agreement. Payment of the allowed claim has been redirected, with Omega's approval, under the Plan to Gulf Coast's unsecured creditors.

As a result of Gulf Coast's non-payment of contractual rent, in the second quarter of 2021, we placed Gulf Coast on a cash basis of revenue recognition and wrote-off straight-line rent receivable balances of \$17.4 million through rental income. Subsequent to placing Gulf Coast on a cash basis of revenue recognition in June 2021, we recognized \$24.6 million of rental income over the remaining period of 2021, based on our ability to offset any uncollected rent receivables against Gulf Coast's security deposit and against certain debt obligations of Omega, as discussed further below. We held a security deposit of \$3.3 million from Gulf Coast, which we applied against Gulf Coast's obligations in the second and third quarters of 2021. In relation to Gulf Coast, a subsidiary of Omega ("Omega Obligor") is the obligor on five notes due to third parties with aggregate outstanding principal of \$20.0 million (collectively, the "Subordinated Debt") that bear interest at 9% per annum with a maturity date of December 21, 2021 (see Note 14 – Borrowing Activities and Arrangements). Under the terms of the Subordinated Debt, to the extent Gulf Coast fails to pay rent when due to us under its master lease, Gulf Coast's unpaid rent can be used to offset Omega Obligor's obligations under the Subordinated Debt (on a quarterly basis with respect to interest and, under some circumstances, on an annual basis with respect to principal). As of December 31, 2021, we have offset \$1.3 million of accrued interest and \$20.0 million of principal under the Subordinated Debt against the uncollected rent under the master lease with Gulf Coast. Following the application of these offsets, Omega has no further obligations under the Subordinated Debt. See Note 20 – Commitments and Contingencies for additional discussion regarding an ongoing lawsuit related to the Subordinated Debt.

As discussed in Note 4 – Assets Held For Sale, Dispositions and Impairments, we sold 22 facilities that were previously leased and operated by Gulf Coast in the first quarter of 2022. We transitioned one facility that was previously leased and operated by Gulf Coast to another operator in the second quarter of 2022.

Daybreak

Daybreak previously leased and operated 58 facilities from Omega. During the third quarter of 2017, we placed Daybreak on a cash basis for revenue recognition as a result of nonpayment of funds owed to us. We elected to terminate our relationship with Daybreak and we transitioned 31 Daybreak facilities to existing operators during 2020. The total annual contractual rent from the 31 transitioned facilities was approximately \$12.4 million. In 2021, we transitioned 14 additional facilities to existing operators with annual contractual rent of approximately \$4.0 million and sold the remaining four Daybreak facilities. The transition and sale of these facilities completed our exit from our relationship with Daybreak.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Genesis Healthcare, Inc.

During the year ended December 31, 2020, we wrote-off approximately \$64.9 million of contractual receivables, straight-line rent receivables, and lease inducements through rental income in 2020 as a result of placing Genesis Healthcare, Inc. (“Genesis”) on a cash basis based on information the Company received from Genesis during the third quarter of 2020 regarding substantial doubt as to their ability to continue as a going concern. Genesis represents approximately 6.6%, 5.9% and 7.6%, respectively, of our total revenues (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020. Genesis continued to make their rental and interest payments to us during the years ended December 31, 2022, 2021 and 2020.

3.7% Operator

From January through March 2022, an operator (the “3.7% Operator”) representing 3.7%, 3.4% and 3.1% of total revenue (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively, did not pay its contractual amounts due under its lease agreement. In March 2022, the lease with the 3.7% Operator was amended to allow for a short-term rent deferral for January through March 2022. The deferred rent balance accrues interest monthly at a rate of 5% per annum. The 3.7% Operator paid the contractual amount due under its lease agreement from April 2022 through December 2022. Omega holds a \$1.0 million letter of credit and a \$150 thousand security deposit from the 3.7% Operator as collateral under its lease agreement. The 3.7% Operator remains on a straight-line basis of revenue recognition.

We have a revolving credit facility with the 3.7% Operator, that was amended in the fourth quarter of 2022 to increase the capacity to \$25.0 million, that is fully drawn as of December 31, 2022. The credit facility is secured by a first lien on the accounts receivable of the 3.7% Operator. The 3.7% Operator paid contractual interest under the facility from January through December 2022. See Note 8 – Non-Real Estate Loans Receivable for additional details.

1.2% Operator

In March 2022, an operator (the “1.2% Operator”), representing 1.2%, 2.1% and 2.5% of total revenue (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively, did not pay its contractual amounts due under its lease agreement. In April 2022, the lease with the 1.2% Operator was amended to allow the operator to apply its \$2.0 million security deposit toward payment of March 2022 rent and to allow for a short-term rent deferral for April 2022 with regular rent payments required to resume in May 2022. The 1.2% Operator paid contractual rent in May 2022, but it failed to pay the full contractual rent for June 2022 on a timely basis. We placed the 1.2% Operator on a cash basis of revenue recognition during the second quarter of 2022 and wrote-off approximately \$8.3 million of straight-line rent receivables. During the third and fourth quarters of 2022, the 1.2% Operator made partial contractual rent payments totaling \$4.0 million. We are in discussions to sell or release to another operator a portion of the facilities included in the 1.2% Operator’s master lease.

2.0% Operator

In June 2022, an operator (the “2.0% Operator”), representing 2.0%, 2.1% and 2.2% of total revenue (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively, short-paid the contractual rent amount due under its lease agreement by \$0.6 million. In July 2022, we drew the full \$5.4 million letter of credit that was held as collateral from the 2.0% Operator and applied \$0.6 million of the proceeds to pay the unpaid portion of June 2022 rent. In the third quarter of 2022, the 2.0% Operator continued to short-pay the contractual amount due under its lease agreement. As such, we applied \$3.3 million of the remaining proceeds of the letter of credit to pay the unpaid portion of July, August and September 2022 rent. We placed the 2.0% Operator on a cash basis of revenue recognition during the third quarter of 2022 and wrote-off approximately \$10.5 million of straight-line rent receivables and lease inducements. In the fourth quarter of 2022, the 2.0% Operator paid \$2.2 million in contractual rent and we applied the remaining \$1.5 million of collateral against the remaining unpaid rent. As of February 1, 2023, we have transitioned 19 of the 23 facilities previously included in the 2.0% Operator’s master lease to other operators and are in discussions to re-lease the remaining four facilities to another operator.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

0.4% Operator

In June 2022, we placed an operator (the “0.4% Operator”), representing 0.4%, 0.5% and 0.6% of total revenue (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively, on a cash basis of revenue recognition. The change in our evaluation of the collectibility of future rent payments due from the 0.4% Operator was a result of information received from the operator during the second quarter of 2022 regarding substantial doubt as to its ability to continue as a going concern. As a result of placing the 0.4% Operator on a cash basis, we wrote-off approximately \$2.1 million of straight-line rent receivables through rental income. For the year ended December 31, 2022, the 0.4% Operator failed to pay four months of rent representing \$2.0 million.

0.9% Operator

In November and December 2022, an operator that was already on a cash basis of revenue recognition (the “0.9% Operator”), representing 0.9%, 1.0% and 1.0% of total revenue (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively, did not pay its contractual amounts due under its lease and loan agreements.

Healthcare Homes Limited

In December 2022, we agreed to allow Healthcare Homes Limited (“Healthcare Homes”), a U.K. based operator representing 2.9%, 2.4% and 2.3% of total revenue (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively, the ability to defer up to £6.7 million of contractual rent from January 2023 through April 2023 with regular payments required to resume in May 2023. The deferred rent balance accrues interest monthly at a rate of 8% per annum and must be fully repaid by December 31, 2024. Healthcare Homes remains current as of December 31, 2022 and is on a straight-line basis of revenue recognition.

Other Operators

During the year ended December 31, 2022, in addition to the operators specifically discussed above, we allowed four other operators, representing an aggregate 2.7%, 3.2% and 3.6% of total revenue (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively, to apply an aggregate of \$3.4 million of their security deposits to pay rent to accommodate short term liquidity issues, with regular rent payments required to resume shortly thereafter. These operators also are required to begin replenishing their security deposits in 2023. Additionally, we granted three of these operators short-term deferrals for a portion of their respective rent due during the year ended December 31, 2022. As of December 31, 2022, three of the four operators that were allowed to apply security deposits to rent are current on their respective lease obligations after taking into account rent deferrals and/or the application of security deposits. The one operator that is not current on contractual obligations is on a cash basis of revenue recognition as of December 31, 2022.

Lease Inducements

For the years ended December 31, 2021 and 2020, we provided fundings of \$22.3 million, and \$34.1 million, respectively, to our operators subject to operating leases, which were accounted for as lease inducements and will be amortized as a reduction to rental income over the remaining term of the leases. Of the \$22.3 million funded in 2021, \$20 million was paid to LaVie and \$2.3 million was paid to four other existing operators. Of the \$34.1 million funded in 2020, \$23.9 million was paid to Maplewood for development and start-up related costs and the remaining \$10.2 million was paid to three other operators.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 6 –LEASES

Lease Income

The following table summarizes the Company’s rental income from operating leases:

	Year Ended December 31,		
	2022	2021	2020
	(in thousands)		
Rental income – operating leases	\$ 735,247	\$ 911,701	\$ 741,681
Variable lease income – operating leases	14,961	11,976	11,746
Total rental income	\$ 750,208	\$ 923,677	\$ 753,427

Our variable lease income primarily represents the reimbursement of real estate taxes and ground lease expenses by operators that Omega pays directly.

The following amounts reflect the future minimum lease payments due to us for the remainder of the initial terms of our operating leases as of December 31, 2022:

	(in thousands)
2023	\$ 729,902
2024	761,895
2025	759,887
2026	769,715
2027	732,901
Thereafter	3,345,742
Total	\$ 7,100,042

Lease Costs

As of December 31, 2022, the Company is a lessee under ground leases and/or facility leases related to 10 SNFs, one ALF and two offices. For the years ended December 31, 2022, 2021 and 2020, the expenses associated with these operating leases were \$2.2 million, respectively and are included within general and administrative expense on the Statements of Operations.

The following table summarizes the balance sheet information related to leases where the Company is a lessee:

	December 31,	December 31,
	2022	2021
	(in thousands)	
Other assets - right of use assets	\$ 17,849	\$ 16,117
Accrued expenses and other liabilities – lease liabilities	\$ 19,130	\$ 17,180

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Direct Financing Leases

The components of investments in direct financing leases consist of the following:

	<u>December 31,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
	(in thousands)	
Minimum lease payments receivable	\$ 23,756	\$ 24,863
Less unearned income	(12,437)	(13,460)
Investment in direct financing leases	11,319	11,403
Less allowance for credit losses on direct financing leases	(2,816)	(530)
Investment in direct financing leases – net	<u>\$ 8,503</u>	<u>\$ 10,873</u>
Properties subject to direct financing leases	<u>1</u>	<u>1</u>
Number of direct financing leases	<u>1</u>	<u>1</u>

During the year ended December 31, 2021, we received \$0.7 million from a bankruptcy court created Distribution Trust related to a direct financing lease with a former operator which is recorded in recovery on direct financing leases on our Consolidated Statement of Operations.

NOTE 7 – REAL ESTATE LOANS RECEIVABLE

Real estate loans consist of mortgage loans and other real estate loans which are primarily collateralized by a first, second or third mortgage lien or a leasehold mortgage on, or an assignment of the partnership interest in the related properties. As of December 31, 2022, our real estate loans receivable consists of seven fixed rate mortgages on 52 long-term care facilities and 12 other real estate loans. The mortgage notes relate to facilities located in six states that are operated by six independent healthcare operating companies. The other real estate loans are with four of our operators as of December 31, 2022. We monitor compliance with the loans and when necessary have initiated collection, foreclosure and other proceedings with respect to certain outstanding real estate loans.

The principal amounts outstanding of real estate loans receivable, net of allowances, were as follows:

	<u>December 31,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
	(in thousands)	
Mortgage notes due 2030; interest at 10.96% ⁽¹⁾	\$ 506,321	\$ 653,564
Mortgage note due 2031; interest at 11.02%	76,049	103,762
Other mortgage notes outstanding ⁽²⁾	149,153	151,361
Mortgage notes receivable – gross	731,523	908,687
Allowance for credit losses on mortgage notes receivable	(83,393)	(73,601)
Mortgage notes receivable – net	648,130	835,086
Other real estate loan due 2030; interest at 7.00%	250,500	201,613
Other real estate loans due 2024; interest at 13.17% ⁽¹⁾	98,440	90,752
Other real estate loans due 2022-2025; interest at 12.03% ⁽¹⁾	43,628	9,992
Other real estate loan due 2024; interest at 12.00%	—	40,232
Other real estate loans outstanding ⁽³⁾	20,000	12,084
Leasehold mortgages and other real estate loans – gross	412,568	354,673
Allowance for credit losses on leasehold mortgages and other real estate loans	(17,967)	(8,973)
Leasehold mortgages and other real estate loans – net	394,601	345,700
Total real estate loans receivable – net	<u>\$ 1,042,731</u>	<u>\$ 1,180,786</u>

(1) Approximates the weighted average interest rate on facilities as of December 31, 2022.

(2) Other mortgage notes outstanding have a weighted average interest rate of 8.85% per annum as of December 31, 2022 and maturity dates ranging from 2023 through 2032 (with \$6.5 million maturing in 2023).

(3) As of December 31, 2022, includes one real estate loan with an interest rate of 12.00% and a maturity date of December 2, 2027.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Interest income on real estate loans is included within interest income on the Consolidated Statements of Operations and is summarized as follows:

	Year Ended December 31,		
	2022	2021	2020
	(in thousands)		
Mortgage notes – interest income	\$ 74,233	\$ 91,661	\$ 89,422
Leasehold mortgages and other real estate loans – interest income	36,089	31,988	27,867
Total real estate loans interest income	<u>\$ 110,322</u>	<u>\$ 123,649</u>	<u>\$ 117,289</u>

Mortgage Notes due 2030

On June 30, 2022, Ciena Healthcare (“Ciena”) repaid \$57.1 million under the \$415.0 million amortizing mortgage (the “Ciena Master Mortgage”), \$15.1 million under the \$44.7 million mortgage and \$41.5 million under four additional mortgages. Concurrent with these repayments, we released the mortgage liens on six facilities in exchange for the partial repayment and extended the maturity date of all of the Ciena mortgage notes to June 30, 2030 (with exception of two loans with an aggregate principal balance of \$40.4 million with maturity dates in 2023).

On September 9, 2022, Ciena repaid \$35.3 million under the Ciena Master Mortgage and \$9.5 million under three additional mortgages. Concurrently with these partial repayments, we released the mortgage liens on two facilities in exchange for such partial repayments.

At December 31, 2022, the \$506.3 million of Mortgage Notes with Ciena consisted of the following:

- \$415 million Ciena Master Mortgage that matures in 2030. The Ciena Master Mortgage note bore an initial interest rate of 9.0% per annum which increases by 0.225% per annum. In May 2020, we amended the Ciena Master Mortgage to increase the interest rate by 54 basis points from 10.13% per annum to 10.67% per annum and we sold eight SNFs and one ALF located in Michigan to Ciena for \$83.5 million (as discussed below). As of December 31, 2022, the outstanding principal balance of the Ciena Master Mortgage note is \$279.0 million and it is secured by 20 facilities. The interest rate on the Ciena Master Mortgage was 11.35% at December 31, 2022.
- Additional borrowings in the form of incremental facility mortgages, construction and/or improvement mortgages with maturities through 2030 (with exception to one construction mortgage with principal of \$19.1 million that matures in 2023) with initial annual interest rates ranging between 8.5% and 10% and fixed annual escalators of 2% or 2.5% over the prior year’s interest rate, or a fixed increase of 0.225% per annum. As of December 31, 2022, the outstanding principal balance of these mortgage notes which are secured by three facilities is \$94.3 million. During the second quarter of 2021, one construction mortgage, included in the mortgage notes described above, with an original maturity date of 2021 was extended to 2029 and converted into a facility mortgage. During the third quarter of 2021, we acquired a facility which was previously subject to a \$13.9 million construction mortgage, also included in the notes described above, and subsequently leased the property back to Ciena.
- \$44.7 million mortgage note related to five SNFs located in Michigan. The mortgage note matures on June 30, 2030 and bore an initial annual interest rate of 9.5% which increases each year by 0.225%. The interest rate on the mortgage note was 10.4% at December 31, 2022. During the second quarter of 2022, we released the mortgage lien on one facility under this mortgage loan in exchange for a \$15.1 million repayment (as discussed above). As of December 31, 2022, the outstanding principal balance of this mortgage note is \$28.6 million and it is secured by four SNFs. Additionally, the Company committed to fund an additional \$9.6 million to Ciena if certain performance metrics are achieved by the portfolio.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

- \$83.5 million mortgage note related to eight SNFs and one ALF located in Michigan. These nine facilities were formerly leased to Ciena and were sold to Ciena by issuance of a first mortgage on May 1, 2020. The mortgage note matures on June 30, 2030 and bore an initial annual interest rate of 10.31% which increases each year by 2%. The interest rate on the mortgage note was 10.73% at December 31, 2022. As of December 31, 2022, the outstanding principal balance of this mortgage note is \$83.1 million.
- \$21.3 million mortgage note related to one SNF located in Ohio. The mortgage note had an original maturity date of March 31, 2022 and bore an initial annual interest rate of 9.5%. During the year ended December 31, 2022, we amended the mortgage note to extend the maturity date to December 31, 2023 and to increase the interest rate to 9.74% beginning April 1, 2022 and to 9.98% beginning April 1, 2023. As of December 31, 2022, the outstanding principal balance of this mortgage note is \$21.3 million.

The mortgage notes with Ciena are cross-defaulted and cross-collateralized with our existing master lease and other non-real estate loans with Ciena.

Mortgage Note due 2031

On January 17, 2014, we entered into a \$112.5 million first mortgage loan with Guardian. The loan was originally secured by seven SNFs and two ALFs located in Pennsylvania and Ohio. The mortgage is cross-defaulted and cross-collateralized with our existing master lease with the operator. In March 2018, we extended the maturity date to January 31, 2027 and provided an option to extend the maturity for a five year period through January 31, 2032 and a second option to extend the maturity through September 30, 2034.

In the third quarter of 2021, we reduced the risk rating on the mortgage loan from a 4 to a 5, primarily due to the increased likelihood of a restructuring that would result in the modification of the mortgage loan terms. As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, Guardian failed to pay contractual rent and interest to us during the fourth quarter of 2021. The mortgage loan was placed on non-accrual status for interest recognition in October 2021 and is being accounted for under the cost recovery method. On December 30, 2021, we acquired two facilities, previously subject to the Guardian mortgage loan, in consideration for a reduction of \$8.7 million in the mortgage principal and added the facilities to the master lease agreement. Following Guardian's non-payment of rent and interest during the fourth quarter of 2021 and further negotiations with Guardian in the fourth quarter, we elected to further reduce the risk rating on the loan from a 5 to a 6 in the fourth quarter of 2021 and to evaluate the risk of loss on the loan on an individual basis. As the fair value of the 7 properties that collateralized the mortgage loan were estimated to be less than the remaining principal as of December 31, 2021 of \$103.8 million, we reserved an additional \$38.2 million through provision for credit losses in the fourth quarter of 2021. The total reserve as of December 31, 2021, related to the mortgage loan was \$47.1 million and reduced the loan carrying value to the estimated fair value of the collateral of \$56.7 million as of December 31, 2021. We also fully reserved approximately \$1.0 million of contractual interest receivable related to the mortgage loan with Guardian in the fourth quarter of 2021.

Guardian continued to not pay contractual rent and interest due under its lease and mortgage loan agreements during the first quarter of 2022. On February 15, 2022, Guardian completed the sale of three facilities subject to the Guardian mortgage loan with Omega. Concurrent with the sale, Omega agreed to release the mortgage liens on these facilities in exchange for a partial paydown of \$21.7 million. In connection with the partial paydown, we recorded a \$5.1 million recovery for credit losses in the first quarter of 2022 related to the Guardian mortgage loan. In the second quarter of 2022, we agreed to a formal restructuring agreement and amendments to the master lease and mortgage loan with Guardian, which among other adjustments, extended the loan maturity and allowed for the deferral of certain contractual interest as discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements. These amendments were treated as a loan modification. Following the execution of the restructuring agreement, Guardian resumed paying contractual rent and interest during the second quarter of 2022 and continued such payments in the third and fourth quarters of 2022, in accordance with the restructuring terms. In the third and fourth quarters of 2022, we reserved an additional \$0.3 million, in aggregate, through provision for credit losses due to a decrease in the estimated fair value of the four facilities that are collateral under the mortgage.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

As of December 31, 2022, the amortized cost basis of the Guardian mortgage loan is \$76.0 million, which represents 6.6% of the total amortized cost basis of all real estate loan receivables. The total reserve as of December 31, 2022 related to the mortgage loan was \$40.8 million and reduced the loan carrying value to the estimated fair value of the collateral of \$35.2 million as of December 31, 2022. As of December 31, 2022, the mortgage loan is secured by three SNFs and one ALF located in Pennsylvania. During the year ended December 31, 2022, we received \$6.0 million of interest payments that were applied directly against the principal balance outstanding using the cost recovery method.

Other mortgage notes outstanding

As of December 31, 2022, our other mortgage notes outstanding represents 4 mortgage loans to 4 operators with liens on 11 facilities. Included below are new mortgage loans within this bucket that were entered into during the years ended December 31, 2022, and 2021.

Mortgage Note due 2032; interest at 10.50%

On July 1, 2021, we financed six SNFs in Ohio and amended an existing \$6.4 million mortgage, inclusive of two Ohio SNFs, to include the six facilities in a consolidated \$72.4 million mortgage for eight Ohio facilities bearing interest at an initial rate of 10.5% per annum. In conjunction with this transaction, we also acquired three Maryland facilities that were previously subject to a mortgage issued by Omega bearing interest at 13.75% per annum with a principal balance of \$36.0 million that was included in other mortgage notes outstanding. The purchase price for these three facilities was equal to the remaining mortgage principal amount, and the three acquired Maryland facilities were subsequently leased back to the seller for a term expiring on December 31, 2032, assuming Omega exercises the options under the agreement. The base rent in the initial year is approximately \$5.0 million and includes annual escalators of 2.5%. As of December 31, 2022, the outstanding principal balance of this mortgage note is \$72.4 million.

Mortgage Note due 2025; interest at 7.85%

In connection with the MedEquities Merger on May 17, 2019, the Company acquired a first mortgage lien issued to Lakeway Realty, L.L.C, an unconsolidated joint venture discussed in Note 11 – Investments in Joint Ventures, in the original principal amount of approximately \$73.0 million bearing interest at 8% per annum based on a 25-year amortization schedule and maturing on March 20, 2025. We determined the acquisition date fair value of the acquired mortgage was \$69.1 million. As of December 31, 2022 and 2021, this mortgage has a carrying value of \$63.8 million and \$65.5 million, respectively.

Other real estate loan due 2030

On July 31, 2020, we entered into a \$220.5 million secured revolving credit facility with Maplewood as a part of an overall restructuring with this operator. \$132.1 million of the facility was drawn at closing which was used to repay our prior secured revolving credit facilities with aggregate capacity of \$65.0 million with Maplewood, as well as other lease obligations owed to us, of which approximately \$55.4 million was scheduled to be repaid at termination of the master lease. Loan proceeds under the new credit facility may also be used to fund Maplewood's working capital needs. Advances made under this facility bear interest at a fixed rate of 7% per annum and the facility matures on June 30, 2030. On June 22, 2022, we amended the secured revolving credit facility with Maplewood to increase the maximum commitment under the facility from \$220.5 million to \$250.5 million. Maplewood was determined to be a VIE when this loan was originated in 2020. Our balances and risk of loss associated with Maplewood are included within our disclosures in Note 10 – Variable Interest Entities. As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, we began negotiations to restructure and amend Maplewood's lease and loan agreements during the fourth quarter of 2022. As a result of the anticipated restructuring, we placed the Maplewood revolving credit facility on non-accrual status for interest recognition during the fourth quarter of 2022 due to the anticipated restructuring of its lease and loan agreement. As of December 31, 2022, \$250.5 million remains outstanding on this credit facility to Maplewood.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, in the first quarter of 2023, Omega entered into a restructuring agreement and a loan amendment that modified the senior revolving credit facility. As part of the restructuring agreement and loan amendment, Omega agreed to extend the maturity date to June 2035, increase the capacity of the senior revolving credit facility from \$250.5 million to \$320.0 million, including PIK interest applied to the principal, and to convert the 7% cash interest due on the senior revolving credit facility to all PIK interest in 2023, 1% cash interest and 6% PIK interest in 2024, 4% cash interest and 3% PIK interest in 2025 and through the maturity date.

Other real estate loans due 2024

Our other investment notes due in 2024 consists of two secured term loans with Genesis with initial borrowings of \$48.0 million and \$16.0 million at issuance. The \$48.0 million term loan was issued in July 2016 (the “2016 Term Loan”), with subsequent amendments in 2018, 2019 and 2021, and currently bears interest at a fixed rate of 14% per annum, of which 9% per annum is paid-in-kind. The 2016 Term Loan was initially scheduled to mature on July 29, 2020, but through the amendments noted above, the maturity date of this loan was extended to January 1, 2024. The \$16.0 million secured term loan was issued on March 6, 2018 (the “2018 Term Loan”), and amended in 2021, and bears interest at a fixed rate of 10% per annum, of which 5% per annum is paid-in-kind. The 2018 Term Loan was initially scheduled to mature on July 29, 2020, but through the amendments noted above was extended to January 1, 2024. Both the 2016 and 2018 Term Loans are on an accrual status as of December 31, 2022. Both the 2016 and 2018 Term Loans are secured by a first priority lien on and security interest in certain collateral of Genesis. As of December 31, 2022, there was approximately \$78.1 million and \$20.3 million outstanding on the 2016 and 2018 Term Loans, respectively.

Other real estate loans due 2022-2025

On June 28, 2022, we entered into a \$35.6 million mezzanine loan with an existing operator related to new operations undertaken by the operator. The loan bears interest at a fixed rate of 12% per annum and matures on June 30, 2025. The loan also requires quarterly principal payments of \$1.0 million commencing on January 1, 2023 and additional payments contingent on the operator’s achievement of certain metrics. The loan is secured by a leasehold mortgage and a pledge of the operator’s equity interest in a joint venture.

Other real estate loan due 2024

Our other investment note due in 2024 consisted of a \$60.0 million mezzanine loan, with an operator, that was acquired and financed in 2016 and subsequently amended and refinanced in May 2018. The loan was amended again in 2022. As amended, the mezzanine loan bore interest at a fixed interest rate of 12% per annum and contractually matured on May 31, 2024. During the third quarter of 2022, this loan was fully repaid.

Other real estate loans outstanding

Preferred Equity Investment in Joint Venture - \$20 million

On June 2, 2022, we made a \$20.0 million preferred equity investment, which is treated as a loan for accounting purposes, in a new real estate joint venture that was formed to acquire an acute care hospital in New York. Omega’s preferred equity investment bears a 12% return per annum and must be mandatorily redeemed by the joint venture at the earlier of December 2027 or the occurrence of certain significant events within the joint venture. We have determined that the joint venture is a VIE, but we are not the primary beneficiary as we do not have the power to direct the activities that most significantly impact the joint venture’s economic performance. As such, this \$20.0 million preferred equity investment is included in the unconsolidated VIE table presented in Note 10 – Variable Interest Entities.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 8 – NON-REAL ESTATE LOANS RECEIVABLE

Our non-real estate loans consist of fixed and variable rate loans to operators and/or principals. These loans may be either unsecured or secured by the collateral of the borrower, which may include the working capital of the borrower. As of December 31, 2022, we had 29 loans with 15 different borrowers. A summary of our non-real estate loans is as follows:

	<u>December 31,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
	(in thousands)	
Notes due 2024-2025; interest at 8.12% ⁽¹⁾	\$ 55,791	\$ 55,791
Notes due 2022-2028; interest at 10.44% ⁽¹⁾⁽²⁾	55,981	22,142
Notes due 2036; interest at 8.13% ⁽¹⁾	32,539	2,690
Note due 2027; interest at 12.00%	39,653	—
Note due 2024; interest at 7.50%	47,999	15,000
Other notes outstanding ⁽³⁾	77,186	88,982
Non-real estate loans receivable – gross	<u>309,149</u>	<u>184,605</u>
Allowance for credit losses on other investments	(83,868)	(60,421)
Total non-real estate loans receivable – net	<u>\$ 225,281</u>	<u>\$ 124,184</u>

(1) Approximate weighted average interest rate as of December 31, 2022.

(2) Includes one loan with a principal balance of \$1.5 million that was to mature in 2022 but remains outstanding as of December 31, 2022. We are in negotiations to extend the loan.

(3) Other notes outstanding have a weighted average interest rate of 7.18% as of December 31, 2022 with maturity dates ranging from 2022 through 2028 (with \$10.8 million maturing in 2023). We have two loans within other notes outstanding with aggregate principal of \$9.8 million that were to mature in 2022, but remain outstanding as of December 31, 2022. We are in negotiations to extend a \$4.4 million loan to 2024 and we have fully reserved the other \$5.4 million loan.

For the years ended December 31, 2022, 2021 and 2020, non-real estate loans generated interest income of \$13.6 million, \$12.7 million and \$17.0 million, respectively. Interest income on non-real estate loans is included within interest income on the Consolidated Statements of Operations.

Notes due 2024-2025

Notes due in 2024-2025 consist of a \$32 million secured term loan (the “Agemo Term Loan”) and a \$25.0 million secured working capital loan (the “Agemo WC Loan”) with Agemo. The Agemo Term Loan was acquired in 2016 and bears interest at 9% per annum. The Agemo Term Loan matures on December 31, 2024 and is secured by a security interest in certain collateral of Agemo. The Agemo WC Loan was issued on May 7, 2018 and bears interest at 7% per annum. The Agemo WC Loan matures on April 30, 2025 and is primarily secured by a collateral package that includes a second lien on the accounts receivable of Agemo. The proceeds of the Agemo WC Loan were used to pay operating expenses, settlement payments, fees, taxes and other costs approved by the Company.

During the third quarter of 2020, we evaluated both loans for impairment upon receiving information from Agemo regarding substantial doubt of its ability to continue as a going concern. Based on our evaluation, we recorded a provision for credit loss of \$22.7 million in the third quarter of 2020 to reduce the carrying value of the loans to the fair value of the underlying collateral. We also fully reserved approximately \$3.8 million of contractual interest receivable related to the Agemo Term Loan in the third quarter of 2020 (see Note 9 – Allowance for Credit Losses).

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, Agemo failed to pay contractual rent and interest to us from August 2021 through October 2021 and in December 2021. In the third quarter of 2021, we recorded an additional provision for credit loss of \$16.7 million related to these loans as a result of a reduction in the fair value of the underlying collateral assets. The reduction in fair value of the collateral assets was primarily driven by the application of Agemo’s \$9.3 million letter of credit that supported the value of the Agemo Term Loan to Omega’s uncollected receivables and a reduction in Agemo’s working capital accessible to Omega as collateral, after considering other liens on the assets. Additionally, the loan has been placed on non-accrual status and we will use the cost recovery method and will apply any interest and fees received directly against the principal of the loan. During the year ended December 31, 2021, we received \$1.2 million of interest payments which was applied against the principal.

Agemo continued to not pay contractual rent and interest due under its lease and loan agreements throughout 2022. During the year ended December 31, 2022, we recorded additional provisions for credit losses of \$10.8 million related to the Agemo WC Loan because of reductions in the fair value of the underlying collateral assets supporting the current carrying values. At December 31, 2022, the total carrying value of our loans outstanding with Agemo, net of allowances for credit losses, is approximately \$5.9 million.

As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, in the first quarter of 2023, Omega entered into a restructuring agreement and a replacement loan agreement that modified the existing Agemo loans. Under the restructuring agreement, previously written off contractual unpaid interest related to the Agemo WC Loan and the Agemo Term Loan was forgiven. The outstanding principal of the Agemo Term Loan was rolled into a \$32.0 million loan (“Agemo Replacement Loan A”). The outstanding principal of the Agemo WC Loan and the aggregate rent deferred and outstanding under the Agemo lease agreement will be combined into a \$50.2 million loan (“Agemo Replacement Loan B” and with Agemo Replacement Loan A, the “Agemo Replacement Loans”). The Agemo Replacement Loans bear interest at 5.71% per annum and mature on December 31, 2036. No interest payments will accrue or are required to be paid until March 1, 2023, contingent upon Agemo’s compliance with certain conditions of the restructuring agreement. After three years, Agemo is required to make principal payments on the Agemo Replacement Loans dependent on certain cash flow metrics.

Notes due 2022-2028

Notes due 2022-2028 consists of eight loans with the same operator that are primarily short-term revolving lines of credit that are collateralized by the accounts receivable of certain operations of the operator. The most significant of the outstanding loans is a short-term \$90.0 million revolving line of credit that we entered into on June 28, 2022 in connection with the \$35.6 million mezzanine loan discussed in Note 7 – Real Estate Loans Receivable above. The loan proceeds were used by this operator to finance working capital requirements of new operations in a new state to the operator. The line of credit consists of two \$45.0 million tranches that bear interest at fixed rates of 10% per annum and 12% per annum and mature on June 30, 2023 and June 1, 2023 (or earlier based on certain state reimbursement conditions), respectively. The revolving line of credit is secured by a first priority interest on the operator’s accounts receivable related to the new operations. As of December 31, 2022, the outstanding principal under this revolving line of credit was \$33.0 million.

Notes due 2036

On September 1, 2021, we entered into an \$8.3 million term loan with LaVie to be funded through monthly advances in the amount of \$0.7 million from September 2021 through August 2022. This term loan bears interest at a fixed rate of 7% per annum (which may be paid-in-kind for the first year of the loan), matures on March 31, 2031 and requires monthly principal payments of \$0.1 million commencing September 1, 2022. The loan is secured by a guarantee from LaVie’s parent entities.

On March 25, 2022, we entered into a \$25.0 million term loan with LaVie that bears interest at a fixed rate of 8.5% per annum and matures on March 31, 2032. This term loan requires quarterly principal payments of \$1.3 million commencing January 1, 2028 and is secured by a second priority lien on the operator’s accounts receivable.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

During the fourth quarter of 2022, we amended these loans with LaVie to, among other terms, extend the loan maturities to November 30, 2036 to align with the lease term, and starting in January 2023, reduce the interest rates to 2%, remove the requirement to make any principal payments until the maturity dates and to convert from monthly cash interest payments to interest paid-in-kind. These amendments were treated as loan modifications. In the fourth quarter of 2022, we reduced the risk rating on these loans from a 5 to a 6, primarily due to the modifications of the loan terms. Given the modifications, we evaluated the risk of loss on these loans on an individual basis based on the fair value of the collateral. Based on our evaluation of the collateral, during the fourth quarter of 2022, we recognized provisions for credit losses of \$7.5 million related to the \$8.3 million term loan (to fully reserve the loan balance) and \$15.8 million related to the \$25.0 million term loan. Following the sale of 11 facilities in the fourth quarter of 2022, discussed in Note 4 – Assets Held for Sale, Dispositions and Impairments, the remaining accounts receivable outstanding that collateralize the \$25.0 million term loan was insufficient to support the current outstanding balance, and as a result, we recorded the additional reserves to reduce the carrying value of the \$25.0 million loan to the fair value of the collateral. Additionally, the loans were placed on non-accrual status and we will use the cost recovery method and will apply any interest and fees received directly against the principal of the loans. During the year ended December 31, 2022, we applied \$0.4 million of interest payments received to the \$25.0 million term loan principal balance outstanding and \$0.1 million of interest payments received to the \$8.3 million term loan principal balance outstanding. As of December 31, 2022, the amortized cost basis of these loans was \$32.5 million, which represents 10.5% of the total amortized cost basis of all non-real estate loan receivables. The total reserve as of December 31, 2022 related to the LaVie loans was \$25.0 million.

Note due 2027

On September 1, 2022, we entered into a \$40.0 million mezzanine loan with a new operator. The loan bears interest at a fixed rate of 12% per annum and matures on September 14, 2027. The loan also requires semi-annual principal payments of \$1.7 million in January and July, commencing on January 1, 2023, and additional payments contingent on the occurrence of certain conditions. The loan is secured by an equity interest in subsidiaries of the operator. In February 2023, this loan was repaid.

Note due 2024

On July 8, 2019, the Company entered into a \$15 million unsecured revolving credit facility agreement with a principal of an operator that bears interest at a fixed rate of 7.5% per annum and originally matured on July 8, 2022. During 2022, this revolving credit facility was amended multiple times to increase the maximum principal to \$48 million, extend the maturity date to December 31, 2024 and require monthly principal payments of \$0.5 million beginning in July 2022, which increase to \$1.0 million in January 2023, to \$1.5 million in August 2023 and to \$2.5 million in December 2023. No principal payment amounts were required for the months of November and December 2022.

Other notes outstanding

As of December 31, 2022, our other notes outstanding represents 15 loans to operators that primarily consists of term loans and working capital loans or revolving credit facilities. Many of these loans are not individually significant and the use of proceeds of these loans can vary. Included below are the significant new loans entered into during the years ended December 31, 2022, 2021 and 2020 and significant updates to any existing loans.

Working Capital Loan – \$20 million

In November 2021, we entered into a \$20.0 million working capital loan (the “\$20.0 million WC loan”) with an operator that managed, on an interim basis for a 4-month period, the operations of 23 facilities formerly leased to Gulf Coast. The \$20.0 million WC loan bears interest at 3% per annum. The maturity date of the \$20.0 million WC loan was the earlier of (i) December 31, 2022, (ii) the date of the termination of one or more of the MOTAs, or (iii) the date that New Manager requests that the loan be terminated. Advances under the working capital loan are not required to be repaid until maturity. The \$20.0 million WC loan is secured by the accounts receivables of these facilities during the interim period of operation.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

During the year ended December 31, 2022, we recognized provisions for credit losses of \$5.2 million related to the \$20.0 million WC loan, which resulted in the loan being fully reserved. Following the sale of 22 facilities, discussed in Note 4 – Assets Held for Sale, Dispositions and Impairments, the remaining accounts receivable outstanding that collateralize the loan was insufficient to support the current outstanding balance, and as a result, we recorded the additional reserves to reduce the carrying value of the loan to the fair value of the collateral. The \$20.0 million WC Loan was placed on non-accrual status during the third quarter of 2022 and is being accounted for under the cost recovery method. As of December 31, 2022, the outstanding principal under this loan was \$5.4 million.

Gulf Coast – DIP Facility

As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, in October 2021, we provided an up to \$25.0 million senior secured DIP facility (the “DIP Facility”) with Gulf Coast, in order to provide liquidity for the operations of the Gulf Coast facilities during its Chapter 11 cases. A portion of the funding under the DIP Facility was tied to certain milestones and other conditions, including the transition of the management of the operations of the facilities. At December 31, 2021, these milestones and conditions had been met and the full capacity of the DIP Facility was available to be borrowed upon by Gulf Coast. The DIP Facility bears interest at LIBOR (subject to a 1% floor) plus 12% per annum and has an unused commitment fee equal to .50% of the average daily balance of the undrawn commitments. Interest and fees are payable monthly and the principal is due at maturity, unless the amount outstanding thereunder is accelerated prior to maturity. The DIP financing is guaranteed by all debtors in Gulf Coast’s Chapter 11 cases and is secured by liens on substantially all of their assets, including post-petition accounts receivable, subject in certain cases to other priorities or exceptions. As of December 31, 2021, \$20.5 million was outstanding under the DIP Facility, which was fully reserved for as discussed further below.

Given the uncertainty and complexity surrounding the bankruptcy process and the deteriorated credit of Gulf Coast, we evaluated the DIP facility on an individual basis and elected to measure the risk of loss on the DIP Facility based on the fair value of the collateral. Based on the cash forecasts provided by Gulf Coast as part of the Support Agreement and on-going monthly reporting, we estimated that the collateral will have insufficient value to support the loan at maturity and that we will be unable to collect on substantially all principal amounts advanced to Gulf Coast under the DIP Facility. Upon funding, we fully reserved all principal amounts advanced under the DIP Facility. In the fourth quarter of 2021, we recorded reserves of \$20.0 million (the principal outstanding after considering interest payments applied to principal discussed below) related to the DIP facility through the provision for credit losses on December 31, 2021. See further discussion within Note 9 – Allowance for Credit Losses. Additionally, we have placed the loan on non-accrual status and used the cost recovery method to apply any interest and fees received directly against the principal of the loan. During the year ended December 31, 2021, we received \$0.5 million of interest and fee payments that we applied against the outstanding principal and recognized a recovery for credit loss equal to the amount of payments applied against the principal.

During the year ended December 31, 2022, we recorded an additional net provision for credit losses of \$0.2 million related to the DIP Facility, which reflects the full reserve of additional advances of \$2.2 million made under the facility during 2022 and a \$2.0 million recovery for interest and fee payments received during 2022 that were applied against the outstanding principal. The DIP facility matured on August 15, 2022, which resulted in a write-off of the loan and reserve balances.

Revolving Credit Facility – \$25 million

On October 1, 2021, the Company amended the terms of a \$15 million revolving credit facility with an operator (the 3.7% Operator discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements) that was previously issued in December 2020 and had a maturity date of December 1, 2022. The amendment increased the maximum principal of \$20 million, reduced the interest rate to 5% for the first year and 6% thereafter and extended the maturity date to September 30, 2024. The credit facility is secured by a first lien on the accounts receivable of the 3.7% Operator. Following the amendment in the fourth quarter, the 3.7% Operator drew \$7.8 million under the credit facility during the fourth quarter of 2021. This revolving credit facility was further amended in the fourth quarter of 2022 to increase the maximum principal to \$25 million, with any borrowed amount in excess of \$20 million to be repaid no later than June 30, 2023. During 2022, the 3.7% Operator drew \$9.0 million under the facility and the line of credit of \$25.0 million was fully drawn as of December 31, 2022.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, from January through March 2022, the 3.7% Operator paid contractual interest under the credit facility but failed to pay contractual rent due under its lease agreement. In March 2022, the lease with the 3.7% Operator was amended to allow for a short-term rent deferral for January through March 2022. The 3.7% Operator paid the contractual amount due under its lease and loan agreements from April 2022 through December 2022.

Promissory Notes – \$20 million

In the fourth quarter of 2022, the Company entered into three unsecured loans with a principal of an operator with principal amounts of \$17.0 million, \$2.5 million and \$0.5 million. The loans bear interest at 9% and mature on September 30, 2027. All three loans require quarterly principal payments commencing on January 3, 2023.

Second Spring Healthcare Investments

On April 17, 2020, we provided a \$17.6 million unsecured loan to a subsidiary of Second Spring Healthcare Investments (an entity in which we have an approximate 15% ownership interest, see Note 11 – Investments in Joint Ventures) bearing interest at the greater of the prime interest rate or 3-month LIBOR plus 2.75% per annum which was due on demand. This loan was repaid in 2021.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 9 – ALLOWANCE FOR CREDIT LOSSES

In the fourth quarter of 2022, we revised the presentation of certain loans subject to our allowance for credit losses as discussed in Note 2 – Summary of Significant Accounting Policies. The disclosures below have been reclassified to conform to the revised presentation. A rollforward of our allowance for credit losses, summarized by financial instrument type and internal credit risk rating, for the years ended December 31, 2022, 2021 and 2020 is as follows:

Rating	Financial Statement Line Item	Provision (recovery) for Credit		Write-offs charged against	Allowance for Credit Loss as of
		Allowance for Credit Loss as of December 31, 2021	Loss for the year ended December 31, 2022	allowance for the year ended December 30, 2022	December 31, 2022
(in thousands)					
1	Real estate loans receivable	\$ —	\$ 162	\$ —	\$ 162
2	Real estate loans receivable	14	143	—	157
3	Real estate loans receivable	5,367	9,743	—	15,110
4	Real estate loans receivable	20,577	13,089	—	33,666
5	Real estate loans receivable	136	(136)	—	—
6	Real estate loans receivable	56,480	248	(4,463) ⁽¹⁾	52,265
	Sub-total	82,574	23,249	(4,463)	101,360
3	Investment in direct financing leases	530	(530)	—	—
5	Investment in direct financing leases	—	2,816	—	2,816
	Sub-total	530	2,286	—	2,816
2	Non-real estate loans receivable	29	830	—	859
3	Non-real estate loans receivable	1,206	873	—	2,079
4	Non-real estate loans receivable	56	578	—	634
5	Non-real estate loans receivable	7,861	10,758 ⁽²⁾	—	18,619
6	Non-real estate loans receivable	51,269	28,460 ⁽³⁾⁽⁴⁾	(18,052) ⁽⁵⁾	61,677
	Sub-total	60,421	41,499	(18,052)	83,868
2	Off-balance sheet non-real estate loan commitments	7	200	—	207
3	Off-balance sheet non-real estate loan commitments	207	(178)	—	29
3	Off-balance sheet real estate loan commitments	251	(251)	—	—
4	Off-balance sheet non-real estate loan commitments	216	(216)	—	—
4	Off-balance sheet real estate loan commitments	117	(33)	—	84
6	Off-balance sheet non-real estate loan commitments	143	2,107 ⁽⁵⁾	(2,250) ⁽⁵⁾	—
	Sub-total	941	1,629	(2,250)	320
	Total	\$ 144,466	\$ 68,663	\$ (24,765)	\$ 188,364

- (1) During the third quarter of 2022, we wrote-off the loan balance and reserve for one real estate loan with a rating of 6 that expired during the third quarter which had previously been fully reserved.
- (2) Reflects additional provisions of \$10.8 million recorded on the Agemo WC Loan during the year ended December 31, 2022. See Note 8 – Non-real Estate Loans Receivable for additional information on the Agemo WC Loan.
- (3) Reflects aggregate provisions of \$23.3 million recorded on the LaVie \$25.0 million term loan and on the \$8.3 million term loan during the fourth quarter of 2022. See Note 8 – Non-real Estate Loans Receivable for additional information on the LaVie term loans.
- (4) Reflects an additional provision of \$5.2 million recorded on the \$20 million WC loan during the year ended December 31, 2022 as discussed in Note 8 – Non-real Estate Loans Receivable.
- (5) In the second quarter of 2022, we recorded an additional reserve of \$2.2 million related to the remaining commitment under the DIP facility as we were notified of the operator's intent to draw the funds in the third quarter of 2022. In the third quarter of 2022, the remaining commitment under the facility was drawn and the facility expired and as a result we wrote-off the loan balance and related reserves as we do not expect to collect amounts under the facility following the expiration.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Rating	Financial Statement Line Item	Allowance for Credit Loss	Provision (recovery) for Credit	Write-offs charged against	Allowance for Credit Loss
		at December 31, 2020	Loss for the year ended December 31, 2021	allowance for the year ended December 30, 2021	as of December 31, 2021
(in thousands)					
2	Real estate loans receivable	\$ 86	\$ (72)	\$ —	\$ 14
3	Real estate loans receivable	4,652	715	—	5,367
4	Real estate loans receivable	28,206	(7,629) ⁽¹⁾	—	20,577
5	Real estate loans receivable	434	(298)	—	136
6	Real estate loans receivable	4,905	51,575 ⁽¹⁾	—	56,480
	Sub-total	38,283	44,291	—	82,574
3	Investment in direct financing leases	694	(164)	—	530
	Sub-total	694	(164)	—	530
2	Non-real estate loans receivable	94	(65)	—	29
3	Non-real estate loans receivable	1,415	(209)	—	1,206
4	Non-real estate loans receivable	23,056	(23,000) ⁽²⁾	—	56
5	Non-real estate loans receivable	1,854	6,102 ⁽³⁾	(95)	7,861
6	Non-real estate loans receivable	—	51,269 ⁽²⁾⁽⁴⁾	—	51,269
	Sub-total	26,419	34,097	(95)	60,421
2	Off-balance sheet non-real estate loan commitments	116	(109)	—	7
3	Off-balance sheet non-real estate loan commitments	209	(2)	—	207
3	Off-balance sheet real estate loan commitments	2,096	(1,845)	—	251
4	Off-balance sheet non-real estate loan commitments	—	216	—	216
4	Off-balance sheet real estate loan commitments	24	93	—	117
6	Off-balance sheet non-real estate loan commitments	—	143	—	143
	Sub-total	2,445	(1,504)	—	941
	Total	\$ 67,841	\$ 76,720	\$ (95)	\$ 144,466

- (1) Amount reflects the movement of reserves associated with our mortgage loan with Guardian due to a reduction of our internal risk rating on the loan from a 4 to a 6 during 2021. As discussed in Note 7 – Real Estate Loans Receivable, we elected to evaluate the risk of loss on the loan on an individual basis, which resulted in recording an additional \$38.2 million reserve on the mortgage loan. This amount also reflects \$4.5 million of additional allowance recorded in the second quarter of 2021 to fully impair one real estate loan receivable with a rating of 4 that was subsequently reduced to a rating of 6 in the third quarter of 2021.
- (2) Amount reflects the movement of \$22.7 million of reserves from non-real estate loans receivable with a rating of 4 to non-real estate loans receivable with a rating of 6 as a result of a reduction of our internal credit rating from a 4 to a 6 on the Agemo Term Loan during the third quarter of 2021. Concurrent with reducing the risk rating on the Agemo Term Loan to a 6, we recorded an additional provision of \$8.8 million to fully reserve the remaining carrying value of the Agemo Term Loan. See Note 8 – Non-real Estate Loans Receivable for additional information on the conditions that drove the additional Agemo Term Loan provision and rating reduction.
- (3) The provision includes an additional \$7.9 million allowance recorded on the Agemo WC Loan during the third quarter of 2021. We also reduced the internal rating on the Agemo WC Loan from a 4 to a 5 during the third quarter of 2021. See Note 8 – Non-real Estate Loans Receivable for additional information on the conditions that drove the additional Agemo WC Loan provision and rating reduction.
- (4) Amount reflects \$20.0 million of additional allowance recorded in the fourth quarter of 2021 to fully reserve the remaining carrying value of the DIP Facility. See Note 8 – Non-real Estate Loans Receivable for additional information on the DIP Facility.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Rating	Financial Statement Line Item	Allowance for Credit Loss	Allowance for Credit Loss at January 1,	Provision (recovery) for Credit Loss for the year	Write-offs charged against allowance for the year	Allowance for Credit Loss
		at December 31, 2019	2020	ended December 31, 2020	ended December 30, 2020	as of December 31, 2020
(in thousands)						
2	Real estate loans receivable	\$ —	\$ —	\$ 86	\$ —	\$ 86
3	Real estate loans receivable	—	1,721	2,931	—	4,652
4	Real estate loans receivable	—	21,419	6,787	—	28,206
5	Real estate loans receivable	—	1,150	(716)	—	434
6	Real estate loans receivable	4,905	364	(364)	—	4,905
	Sub-total	4,905	24,654	8,724	—	38,283
3	Investment in direct financing leases	217	611	83	(217)	694
	Sub-total	217	611	83	(217)	694
2	Non-real estate loans receivable	—	195	(101)	—	94
3	Non-real estate loans receivable	—	614	801	—	1,415
4	Non-real estate loans receivable	—	1,031	22,025	—	23,056
5	Non-real estate loans receivable	—	1,580	274	—	1,854
	Sub-total	—	3,420	22,999	—	26,419
2	Off-balance sheet non-real estate loan commitments	—	—	116	—	116
3	Off-balance sheet non-real estate loan commitments	—	—	209	—	209
3	Off-balance sheet real estate loan commitments	—	—	2,096	—	2,096
4	Off-balance sheet real estate loan commitments	—	100	(76)	—	24
	Sub-total	—	100	2,345	—	2,445
	Total	\$ 5,122	\$ 28,785	\$ 34,151	\$ (217)	\$ 67,841

Included below is a summary of the amortized cost basis of our financial instruments by year of origination and internal risk rating and a summary of our gross write-offs by year of origination:

Rating	Financial Statement Line Item	2022	2021	2020	2019	2018	2017	2016 & older	Revolving Loans	Balance as of
										December 31, 2022
(in thousands)										
1	Real estate loans receivable	\$ 20,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 63,811	\$ —	\$ 83,811
2	Real estate loans receivable	—	—	21,325	—	—	—	—	—	21,325
3	Real estate loans receivable	35,600	72,420	—	6,655	—	—	1,373	250,500	366,548
4	Real estate loans receivable	186	27,736	89,559	5,099	127,571	11,280	322,005	—	583,436
5	Real estate loans receivable	—	—	—	—	—	—	—	—	—
6	Real estate loans receivable	—	—	—	—	—	—	88,971	—	88,971
	Sub-total	55,786	100,156	110,884	11,754	127,571	11,280	476,160	250,500	1,144,091
5	Investment in direct financing leases	—	—	—	—	—	—	11,319	—	11,319
	Sub-total	—	—	—	—	—	—	11,319	—	11,319
2	Non-real estate loans receivable	33,000	—	—	—	—	—	—	56,299	89,299
3	Non-real estate loans receivable	63,704	—	—	5,131	10,800	—	—	9,550	89,185
4	Non-real estate loans receivable	2,299	—	—	4,260	—	—	1,000	25,000	32,559
5	Non-real estate loans receivable	—	—	—	—	24,548	—	—	—	24,548
6	Non-real estate loans receivable	24,640	7,899	—	—	4,425	—	31,243	5,351	73,558
	Sub-total	123,643	7,899	—	9,391	39,773	—	32,243	96,200	309,149
	Total	\$ 179,429	\$ 108,055	\$ 110,884	\$ 21,145	\$ 167,344	\$ 11,280	\$ 519,722	\$ 346,700	\$ 1,464,559
	Year to date gross write-offs	\$ —	\$ (20,302)	\$ —	\$ —	\$ (4,463)	\$ —	\$ —	\$ —	\$ (24,765)

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Interest Receivable on Real Estate Loans and Non-real Estate Loans

We have elected the practical expedient to exclude interest receivable from our allowance for credit losses. As of December 31, 2022 and 2021, we have excluded \$8.2 million and \$11.1 million, respectively, of contractual interest receivables and \$5.7 million and \$9.6 million, respectively, of effective yield interest receivables from our allowance for credit losses. We write-off interest receivable to provision for credit losses in the period we determine the interest is no longer considered collectible. For the years ended December 31, 2021 and 2020, we wrote-off interest receivables of \$1.0 million (related to the Guardian mortgage loan, see Note 7 – Real Estate Loans Receivable) and \$3.8 million (related to the Agemo Term Loan, see Note 8 – Non-real Estate Loans Receivable) through the provision for credit losses. This write-off is not reflected in the roll forward of the allowance for credit losses above.

During the years ended December 31, 2022, 2021 and 2020, we recognized \$17.2 million, \$25.9 million and \$22.7 million, respectively, of interest income related to loans on non-accrual status as of December 31, 2022.

NOTE 10 – VARIABLE INTEREST ENTITIES

We hold variable interests in several VIEs through our investing and financing activities, which are not consolidated, as we have concluded that we are not the primary beneficiary of these entities as we do not have the power to direct activities that most significantly impact the VIE’s economic performance and/or the variable interest we hold does not obligate us to absorb losses or provide us with the right to receive benefits from the VIE which could potentially be significant.

Below is a summary of our assets, liabilities, collateral, and maximum exposure to loss associated with these unconsolidated VIEs as of December 31, 2022 and 2021:

	<u>December 31,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
	(in thousands)	
Assets		
Real estate assets – net	\$ 982,721	\$ 1,144,851
Assets held for sale	—	191,016
Real estate loans receivable – net	270,500	201,613
Non-real estate loans receivable – net	5,929	29,155
Contractual receivables – net	114	1,227
Other receivables and lease inducements	—	22,795
Other assets	1,499	—
Total assets	<u>1,260,763</u>	<u>1,590,657</u>
Liabilities		
Net in-place lease liability	(280)	(305)
Security deposit	(4,828)	(4,715)
Contingent liability	(43,915)	(43,915)
Other liabilities	(1,499)	—
Total liabilities	<u>(50,522)</u>	<u>(48,935)</u>
Collateral		
Letters of credit	—	—
Personal guarantee	(48,000)	(48,000)
Other collateral ⁽¹⁾	(982,721)	(1,335,867)
Total collateral	<u>(1,030,721)</u>	<u>(1,383,867)</u>
Maximum exposure to loss	<u>\$ 179,520</u>	<u>\$ 157,855</u>

(1) Amount excludes accounts receivable amounts that Omega has a security interest in as collateral under the two working capital loans with operators that are unconsolidated VIEs. The fair value of the accounts receivable available to Omega was \$5.9 million and \$29.2 million as of December 31, 2022 and December 31, 2021, respectively.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

In determining our maximum exposure to loss from these VIEs, we considered the underlying carrying value of the real estate subject to leases with these operators and other collateral, if any, supporting our other investments, which may include accounts receivable, security deposits, letters of credit or personal guarantees, if any, as well as other liabilities recognized with respect to these operators.

The table below reflects our total revenues from the operators that are considered VIEs for the years ended December 31, 2022, 2021 and 2020:

Revenue	Year Ended December 31,		
	2022	2021	2020
		(in thousands)	
Rental income ⁽¹⁾	\$ 53,158	\$ 120,381	\$ 30,055
Interest income	16,456	15,336	11,864
Total	\$ 69,614	\$ 135,717	\$ 41,919

(1) The rental income for the year ended December 31, 2022, reflects the write-off of approximately \$29.3 million of straight-line rent receivables and lease inducements related to Maplewood (see Note 5 – Contractual Receivables and Other Receivables and Lease Inducements). The rental income for the year ended December 31, 2020, reflects the write-off of approximately \$75.3 million of contractual rent receivables, straight-line rent receivables and lease inducements related to Agemo (see Note 5 – Contractual Receivables and Other Receivables and Lease Inducements).

Consolidated VIEs

During the first quarter of 2022, we entered into a joint venture, which owns two ALFs, for a \$3.2 million cash contribution, representing 52.4% of the outstanding equity of the joint venture. We also sold an ALF to the joint venture for \$7.7 million in net proceeds during the first quarter of 2022. The joint venture is a VIE, and we have concluded that we are the primary beneficiary of this VIE based on a combination of our ability to direct the activities that most significantly impact the joint venture's economic performance and our rights to receive residual returns or the obligation to absorb losses arising from the joint venture. Accordingly, this joint venture has been consolidated. Omega is not required to make any additional capital contributions to the joint venture. As of December 31, 2022, this joint venture has \$25.8 million of total assets and \$19.8 million of total liabilities, which are included in our Consolidated Balance Sheets. As a result of consolidating the joint venture, in the first quarter of 2022, we recorded a \$2.9 million noncontrolling interest to reflect the contributions of the minority interest holder of the joint venture. No gain or loss was recognized on the initial consolidation of the VIE or upon the sale of the ALF to the joint venture.

In addition, as discussed in Note 3 – Real Estate Asset Acquisitions and Development, we consolidated the EATs that are classified as VIEs. See further discussion of EATs that are consolidated in Note 3 – Real Estate Asset Acquisitions and Development.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 11 – INVESTMENTS IN JOINT VENTURES

Unconsolidated Joint Ventures

Omega owns an interest in a number of joint ventures which generally invest in the long-term healthcare industry. The following is a summary of our investments in unconsolidated joint ventures (dollars in thousands):

Entity	Ownership %	Initial Investment Date	Investment ⁽¹⁾	Facility Type	Facilities at 12/31/2022	Carrying Amount	
						December 31, 2022	December 31, 2021
Second Spring Healthcare Investments ⁽²⁾	15%	11/1/2016	\$ 50,032	SNF	—	\$ 10,975	\$ 11,355
Second Spring II LLC ⁽³⁾	15%	3/10/2021	10,330	SNF	—	—	8
Lakeway Realty, L.L.C. ⁽⁴⁾	51%	5/17/2019	73,834	Specialty facility	1	70,151	71,286
Cindat Joint Venture ⁽⁵⁾	49%	12/18/2019	105,688	ALF	63	97,382	111,792
OMG Senior Housing, LLC	50%	12/6/2019	—	Specialty facility	1	—	—
OH CHS SNP, Inc.	9%	12/20/2019	1,013	N/A	N/A	412	246
			\$ 240,897			\$ 178,920	\$ 194,687

- (1) Our investment includes our transaction costs, if any.
- (2) The Company made a loan of \$17.6 million in April 2020 to the venture which is included in other investments. See Note 8 – Non-real Estate Loans Receivable. During the first quarter of 2021, this joint venture sold 16 SNFs to an unrelated third party for approximately \$328 million in net proceeds and recognized a gain on sale of approximately \$102.2 million (\$14.9 million of which represents the Company's share of the gain). During the first quarter of 2021, this joint venture also sold five SNFs to Second Spring II LLC for approximately \$70.8 million in net proceeds. During 2020, this joint venture sold 16 SNFs subject to an operating lease for approximately \$259.1 million in net cash proceeds and recognized a gain on sale of approximately \$40.4 million (\$5.9 million of which represents the Company's share of the gain).
- (3) We acquired a 15% interest in Second Spring II LLC for approximately \$10.3 million. During the first quarter of 2021, this joint venture acquired five SNFs from Second Spring Healthcare Investments for approximately \$70.8 million. During the second and third quarters of 2021, this joint venture sold five SNFs to an unrelated third party for approximately \$65 million in net proceeds and recognized a loss on sale of approximately \$0.4 million (\$0.1 million of which represents the Company's share of the loss).
- (4) We acquired an interest in a joint venture that owns the Lakeway Regional Medical Center (the "Lakeway Hospital") in Lakeway, Texas. Our initial basis difference of approximately \$69.9 million is being amortized on a straight-line basis over 40 years to income (loss) from unconsolidated joint ventures in the Consolidated Statements of Operations. The lessee of the Lakeway Hospital has an option to purchase the facility from the joint venture. The lessee also has a right of first refusal and a right of first offer in the event the joint venture intends to sell or otherwise transfer Lakeway Hospital.
- (5) We acquired a 49% interest in Cindat Ice Portfolio JV, GP Limited, Cindat Ice Portfolio Holdings, LP and Cindat Ice Portfolio Lender, LP. Cindat Ice Portfolio Holdings, LP owns 63 care homes leased to two operators in the U.K. pursuant to operating leases. Cindat Ice Portfolio Lender, LP holds loans to a third-party operator. Our investment in Cindat Joint Venture consists primarily of real estate. Our initial basis difference of approximately \$35 million is being amortized on a straight-line basis over approximately 40 years to income (loss) from unconsolidated joint ventures in the Consolidated Statements of Operations.

The following table reflects our income (loss) from unconsolidated joint ventures for the years ended December 31, 2022, 2021 and 2020:

Entity	Year Ended December 31,		
	2022	2021	2020
		(in thousands)	
Second Spring Healthcare Investments ⁽¹⁾	\$ 1,170	\$ 12,323	\$ 2,807
Second Spring II LLC	(2)	(757)	—
Lakeway Realty, L.L.C.	2,637	2,562	2,483
Cindat Joint Venture	3,910	2,478	1,812
OMG Senior Housing, LLC	(508)	(417)	(497)
OH CHS SNP, Inc.	54	(127)	(462)
Total	\$ 7,261	\$ 16,062	\$ 6,143

- (1) The income from this unconsolidated joint venture for the year ended December 31, 2021 includes a \$14.9 million gain on sale of real estate investments.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Asset Management Fees

We receive asset management fees from certain joint ventures for services provided. For the years ended December 31, 2022, 2021 and 2020, we recognized approximately \$0.7 million, \$0.8 million and \$1.2 million, respectively, of asset management fees. These fees are included in miscellaneous income in the accompanying Consolidated Statements of Operations.

Other Equity Investments

In the third quarter of 2021, we made an investment of \$20.0 million in SafelyYou, Inc. (“SafelyYou”), a technology company that has developed artificial intelligence-enabled video that detects and helps prevent resident falls in ALFs and SNFs. Through our investment, we obtained preferred shares representing 5% of the outstanding equity of SafelyYou and warrants to purchase SafelyYou common stock representing an additional 5% of outstanding equity as of the date of our investment. SafelyYou has committed, for a specified period, to using the proceeds of our investment to install its technology in our facilities or other facilities of our operators. The vesting of the warrants is contingent upon SafelyYou’s attainment of certain installation targets in our facilities. To the extent these installation targets are not attained, the investment funds associated with the unvested warrants would be returned to Omega. The investment in the preferred shares and warrants are recorded within other assets on the Consolidated Balance Sheets. As of December 31, 2022, 10% of the SafelyYou warrants have vested as a result of certain installation targets being met.

NOTE 12 – GOODWILL AND OTHER INTANGIBLES

The following is a summary of our goodwill:

	(in thousands)
Balance as of December 31, 2021	\$ 651,417
Foreign currency translation	(1,571)
Sale of subsidiary ⁽¹⁾	(6,695)
Balance as of December 31, 2022	\$ 643,151

(1) In the fourth quarter of 2022, we sold a senior living focused technology company acquired by Omega in 2020, for a 6% equity investment in the acquiring entity that offers a suite of technology services to senior living facilities. In connection with the sale, we recognized a \$1.2 million gain in other expense (income) – net. We included \$6.7 million of goodwill in the net assets disposed in connection with the transaction. Our investment in the acquiring entity is included within other assets in the consolidated balance sheet as December 31, 2022.

The following is a summary of our lease intangibles as of December 31, 2022 and 2021:

	December 31, 2022	December 31, 2021
	(in thousands)	
Assets:		
Above market leases	\$ 5,929	\$ 5,929
Accumulated amortization	(4,484)	(4,313)
Net above market leases	\$ 1,445	\$ 1,616
Liabilities:		
Below market leases	\$ 66,433	\$ 66,324
Accumulated amortization	(44,595)	(38,091)
Net below market leases	\$ 21,838	\$ 28,233

Above market leases, net of accumulated amortization, are included in other assets on our Consolidated Balance Sheets. Below market leases, net of accumulated amortization, are included in accrued expenses and other liabilities on our Consolidated Balance Sheets. The net amortization related to the above and below market leases is included in our Consolidated Statements of Operations as an adjustment to rental income.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

For the years ended December 31, 2022, 2021 and 2020, our net amortization related to intangibles was \$5.7 million, \$9.5 million and \$14.2 million, respectively. The estimated net amortization related to these intangibles for the subsequent five years is as follows: 2023 – \$3.4 million; 2024 – \$3.2 million; 2025 – \$3.2 million; 2026 – \$2.7 million; 2027 – \$2.4 million and \$5.5 million thereafter. As of December 31, 2022, the weighted average remaining amortization period of above market lease assets is approximately ten years and of below market lease liabilities is approximately seven years.

NOTE 13 - CONCENTRATION OF RISK

As of December 31, 2022, our portfolio of real estate investments (including properties associated with mortgages, direct financing leases, assets held for sale and consolidated joint ventures) consisted of 926 healthcare facilities, located in 42 states and the U.K. and operated by 67 third-party operators. Our investment in these facilities, net of impairments and allowances, totaled approximately \$9.5 billion at December 31, 2022, with approximately 97% of our real estate investments related to long-term healthcare facilities. Our portfolio is made up of (i) 665 SNFs, 169 ALFs, 20 ILFs, 16 specialty facilities and two MOBs, (ii) fixed rate mortgages on 48 SNFs, two ALFs and two specialty facilities, and (iii) two facilities that are held for sale. At December 31, 2022, we also held other real estate loans (excluding mortgages) receivable of \$394.6 million and non-real estate loans receivable of \$225.3 million, consisting primarily of secured loans to third-party operators of our facilities, and \$178.9 million of investments in six unconsolidated joint ventures.

At December 31, 2022, we had investments with one operator/or manager that approximated or exceeded 10% of our total investments: Maplewood. At December 31, 2021, we had investments with two operators/or managers that approximated or exceeded 10% of our total investments: Maplewood and LaVie. Maplewood generated approximately 8.9%, 7.9% and 5.3% of our total revenues (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively. LaVie generated approximately 11.1%, 9.5% and 9.4% of our total revenues (excluding the impact of write-offs) for the years ended December 31, 2022, 2021 and 2020, respectively.

At December 31, 2022, the three states in which we had our highest concentration of investments were Florida (11.5%), Texas (10.3%) and Indiana (6.6%).

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 14 - BORROWING ARRANGEMENTS

The following is a summary of our long-term borrowings:

	Maturity	Annual Interest Rate as of December 31, 2022	December 31, 2022	December 31, 2021
(in thousands)				
Secured borrowings:				
HUD mortgages ⁽¹⁾⁽²⁾	2046-2052	3.01 % ⁽³⁾	\$ 344,708	\$ 359,806
2023 term loan ⁽⁴⁾	2023	8.00 %	2,161	2,275
2024 term loan ⁽⁵⁾	2024	9.63 %	19,727	—
Total secured borrowings			366,596	362,081
Unsecured borrowings:				
Revolving credit facility ⁽⁶⁾⁽⁷⁾	2025	5.58 %	19,246	—
			19,246	—
Senior notes and other unsecured borrowings:				
2023 notes ⁽⁶⁾⁽⁸⁾	2023	4.375 %	350,000	350,000
2024 notes ⁽⁶⁾	2024	4.950 %	400,000	400,000
2025 notes ⁽⁶⁾	2025	4.500 %	400,000	400,000
2026 notes ⁽⁶⁾	2026	5.250 %	600,000	600,000
2027 notes ⁽⁶⁾	2027	4.500 %	700,000	700,000
2028 notes ⁽⁶⁾	2028	4.750 %	550,000	550,000
2029 notes ⁽⁶⁾	2029	3.625 %	500,000	500,000
2031 notes ⁽⁶⁾	2031	3.375 %	700,000	700,000
2033 notes ⁽⁶⁾⁽⁹⁾	2033	3.250 %	700,000	700,000
OP term loan ⁽¹⁰⁾⁽¹¹⁾	2025	5.83 %	50,000	50,000
Deferred financing costs – net			(22,276)	(26,980)
Discount – net			(26,732)	(31,565)
Total senior notes and other unsecured borrowings – net			4,900,992	4,891,455
Total unsecured borrowings – net			4,920,238	4,891,455
Total secured and unsecured borrowings – net ⁽¹²⁾⁽¹³⁾			\$ 5,286,834	\$ 5,253,536

- (1) Reflects the weighted average annual contractual interest rate on the mortgages at December 31, 2022. Secured by real estate assets with a net carrying value of \$482.2 million as of December 31, 2022.
- (2) Wholly owned subsidiaries of Omega OP are the obligor on these borrowings.
- (3) Excludes fees of approximately 0.65% for mortgage insurance premiums.
- (4) Borrowing is the debt of a consolidated joint venture.
- (5) Borrowing is the debt of the consolidated joint venture discussed in Note 10 – Variable Interest Entities which was formed in the first quarter of 2022. The borrowing is secured by two ALFs, which are owned by the joint venture.
- (6) Guaranteed by Omega OP.
- (7) As of December 31, 2022, borrowings under Omega’s \$1.45 billion senior unsecured multicurrency revolving credit facility consisted of £16.0 million British Pounds Sterling (“GBP”). The applicable interest rate on the US Dollar tranche and on the GBP borrowings under the alternative currency tranche of the credit facility were 5.58% and 4.75% as of December 31, 2022, respectively.
- (8) In March 2021, we used a portion of the proceeds from the 2033 Senior Notes offering to fund the tender offer to redeem \$350 million of the 4.375% Senior Notes due 2023. In connection with this transaction, we recorded approximately \$30.6 million in related fees, premiums, and expenses for the year ended December 31, 2021, which were recorded as Loss on debt extinguishment in our Consolidated Statement of Operations.
- (9) In March 2021, we used the proceeds from this offering to pay down outstanding borrowings on the 2017 Revolving Credit Facility, repay the Sterling term loan, and fund the tender offer to purchase \$350 million of the 4.375% Senior Notes due 2023 and the payment of accrued interest and related fees, premiums and expenses.
- (10) Omega OP is the obligor on this borrowing.
- (11) The interest rate swaps, that were cash flow hedges of Omega OP’s \$50.0 million senior unsecured term loan facility’s (the “OP term loan”) interest payments and that effectively fixed the interest rate at 3.29%, matured on February 10, 2022.
- (12) All borrowings are direct borrowings of Parent unless otherwise noted.
- (13) Certain of our other secured and unsecured borrowings are subject to customary affirmative and negative covenants, including financial covenants. As of December 31, 2022 and December 31, 2021, we were in compliance with all applicable covenants for our borrowings.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Secured Borrowings

HUD Mortgage Debt

On October 31, 2019, we assumed approximately \$389 million in mortgage loans guaranteed by HUD. The HUD loans have maturity dates between 2046 and 2052 with fixed interest rates ranging from 2.82% per annum to 3.24% per annum. The HUD loans may be prepaid subject to an initial penalty of 10% of the remaining principal balances in the first year and the prepayment penalty decreases each subsequent year by 1% until no penalty is required.

On August 26, 2020, we paid approximately \$13.7 million to retire two mortgage loans guaranteed by HUD that were assumed in 2019 and had an average interest rate of 3.08% per annum with maturities in 2051 and 2052. The payoff included a \$0.9 million prepayment fee which is included in loss on debt extinguishment on our Consolidated Statements of Operations.

On August 31, 2022, we paid approximately \$7.9 million to retire one mortgage loan guaranteed by HUD that was assumed in 2019 and had a fixed interest rate of 2.92% per annum with a maturity date in 2051. The payoff included a \$0.4 million prepayment fee which is included in loss on debt extinguishment on our Consolidated Statements of Operations.

All HUD loans are subject to the regulatory agreements that require escrow reserve funds to be deposited with the loan servicer for mortgage insurance premiums, property taxes, debt service and capital replacement expenditures. As of December 31, 2022, the Company has total escrow reserves of \$27.7 million with the loan servicer that is reported within other assets on the Consolidated Balance Sheets.

Unsecured Borrowings

Revolving Credit Facility

On April 30, 2021, Omega entered into a credit agreement (the “2021 Omega Credit Agreement”) providing us with a new \$1.45 billion senior unsecured multicurrency revolving credit facility (the “Revolving Credit Facility”), replacing our previous \$1.25 billion senior unsecured 2017 multicurrency revolving credit facility (the “2017 Revolving Credit Facility”). The 2021 Omega Credit Agreement contains an accordion feature permitting us, subject to compliance with customary conditions, to increase the maximum aggregate commitments thereunder to \$2.5 billion, by requesting an increase in the aggregate commitments under the Revolving Credit Facility or by adding term loan tranches.

The Revolving Credit Facility bears interest at LIBOR (or in the case of loans denominated in GBP, the Sterling overnight index average reference rate plus an adjustment of 0.1193% per annum, and in the case of loans denominated in Euros, the Euro interbank offered rate, or EURIBOR) plus an applicable percentage (with a range of 95 to 185 basis points) based on our credit ratings. The Revolving Credit Facility matures on April 30, 2025, subject to Omega’s option to extend such maturity date for two six-month periods. The Revolving Credit Facility may be drawn in Euros, GBP, Canadian Dollars (collectively, “Alternative Currencies”) or USD, with a \$1.15 billion tranche available in USD and a \$300 million tranche available in Alternative Currencies. For purposes of the Revolving Credit Facility, references to LIBOR include the Canadian dealer offered rates for amounts offered in Canadian Dollars and any other Alternative Currency rate approved in accordance with the terms of the 2021 Omega Credit Agreement for amounts offered in any other non-LIBOR quoted currency, as applicable. The Revolving Credit Facility includes customary LIBOR replacement language, including, but not limited to, the use of rates for U.S. dollar-denominated borrowings based on the secured overnight financing rate (“SOFR”) recommended by the Alternative Reference Rates Committee, a steering committee comprised of U.S. financial market participants, as a replacement rate for LIBOR. SOFR is a broad measure of the cost of borrowing cash in the overnight U.S. Treasury repo market, and is administered by the Federal Reserve Bank of New York.

We incurred \$12.9 million of deferred costs in connection with the 2021 Omega Credit Agreement.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

OP Term Loan

On April 30, 2021, Omega OP entered into a credit agreement (the “2021 Omega OP Credit Agreement”) providing it with a new \$50 million senior unsecured term loan facility (the “OP Term Loan”). The OP Term Loan replaces the \$50 million senior unsecured term loan obtained in 2017 (the “2017 OP Term Loan”) and the related credit agreement. The OP Term Loan bears interest at LIBOR plus an applicable percentage (with a range of 85 to 185 basis points) based on our credit ratings. The OP Term Loan includes customary LIBOR replacement language, including, but not limited to, the use of rates based on SOFR. The OP Term Loan matures on April 30, 2025, subject to Omega OP’s option to extend such maturity date for two, six-month periods.

We incurred \$0.4 million of deferred costs in connection with the 2021 Omega OP Credit Agreement.

2017 Omega Credit Facilities

On May 25, 2017, Omega entered into a credit agreement (the “2017 Omega Credit Agreement”) for a new \$1.8 billion senior unsecured revolving and term loan credit facility, consisting of a \$1.25 billion senior unsecured multicurrency revolving credit facility (the “2017 Revolving Credit Facility”), a \$425 million senior unsecured U.S. Dollar term loan facility (the “U.S. Term Loan”), and a £100 million senior unsecured British Pound Sterling term loan facility (the “Sterling Term Loan” and, together with the 2017 Revolving Credit Facility and the U.S. Term Loan Facility, collectively, the “2017 Omega Credit Facilities”). The 2017 Revolving Credit Facility bore interest at LIBOR plus an applicable percentage (with a range of 100 to 195 basis points) based on our ratings from Standard & Poor’s, Moody’s and/or Fitch Ratings. The U.S. Term Loan Facility and the Sterling Term Loan Facility bore interest at LIBOR plus an applicable percentage (with a range of 90 to 190 basis points) based on our ratings from Standard & Poor’s, Moody’s and/or Fitch Ratings.

In 2020, we repaid the outstanding balance on our U.S. Term Loan and wrote-off \$0.8 million of unamortized deferred costs to loss on debt extinguishment on our Consolidated Statements of Operations. In 2021, we repaid the outstanding balance on our 2017 Revolving Credit Facility and Sterling Term Loan using a portion of the proceeds from the 2033 Senior Notes offering and wrote-off \$0.2 million of unamortized deferred costs relating to the Sterling Term Loan to loss on debt extinguishment on our Consolidated Statements of Operations. In April 2021, the 2017 Revolving Credit Facility was replaced by the Revolving Credit Facility.

2017 OP Term Loan

On May 25, 2017, Omega OP entered into a credit agreement (the “2017 Omega OP Credit Agreement”) providing it with a new \$100 million senior unsecured term loan facility (the “2017 OP Term Loan”). The 2017 OP Term Loan bore interest at LIBOR plus an applicable percentage (with a range of 90 to 190 basis points) based on our ratings from Standard & Poor’s, Moody’s and/or Fitch Ratings. In April 2021, the 2017 OP Term loan was replaced by the OP Term Loan.

Amended 2015 Term Loan Facility

On May 25, 2017, Omega entered into an amended and restated credit agreement (the “Amended 2015 Credit Agreement”), which amended and restated our previous \$250 million senior unsecured term loan facility (the “Amended 2015 Term Loan Facility”). The Amended 2015 Term Loan Facility bore interest at LIBOR plus an applicable percentage (with a range of 140 to 235 basis points) based on our ratings from Standard & Poor’s, Moody’s and/or Fitch Ratings. We repaid the Amended 2015 Term Loan Facility in October 2020 with proceeds from the senior notes issuance and wrote-off \$0.7 million of unamortized deferred costs to loss on debt extinguishment on our Consolidated Statements of Operations.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Subordinated Debt

In connection with a 2010 acquisition, we assumed five separate \$4.0 million subordinated notes bearing interest at 9% per annum that mature on December 21, 2021. Interest on these notes is due quarterly with the principal balance due at maturity. As discussed in Note 5 – Contractual Receivables and Other Receivables and Lease Inducements, to the extent that the operator of the facilities (Gulf Coast) failed to pay rent when due to us under our existing master lease, we had the right to offset the amounts owed to us against the amounts we owe to the lender under the notes. As of December 31, 2021, we offset \$1.3 million of accrued interest and \$20.0 million of principal under the Subordinated Debt against the uncollected receivables of Gulf Coast. Following the application of these offsets, Omega believes it has no further obligations under the Subordinated Debt. See Note 20 – Commitments and Contingencies for additional discussion regarding an ongoing lawsuit related to the Subordinated Debt.

General

Parent and Omega OP, on a combined basis, have no material assets, liabilities or operations other than financing activities (including borrowings under the senior unsecured revolving and term loan credit facility, OP term loan and the outstanding senior notes) and their investments in non-guarantor subsidiaries. Substantially all of our assets are held by non-guarantor subsidiaries.

The required principal payments, excluding the premium or discount and deferred financing costs on our secured and unsecured borrowings, for each of the five years following December 31, 2022 and the aggregate due thereafter are set forth below:

	(in thousands)
2023	\$ 359,898
2024	427,723
2025	477,462
2026	608,466
2027	708,725
Thereafter	2,753,591
Total	<u>\$ 5,335,865</u>

NOTE 15 – DERIVATIVES AND HEDGING

Cash Flow Hedges of Interest Rate Risk

We enter into interest rate swaps in order to maintain a capital structure containing targeted amounts of fixed and floating-rate debt and manage interest rate risk. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for our fixed-rate payments. These interest rate swap agreements are used to hedge the variable cash flows associated with variable-rate debt.

As a result of exposure to interest rate movements associated with the Amended 2015 Term Loan Facility, on December 16, 2015, we entered into various forward-starting interest rate swap arrangements, which effectively converted \$250 million of our variable-rate debt based on one-month LIBOR to an aggregate fixed rate of approximately 3.80% effective December 30, 2016. The effective fixed rate achieved by the combination of the Amended 2015 Term Loan Facility and the interest rate swaps could fluctuate up by 55 basis points or down by 40 basis points based on future changes to our credit ratings. Each of these swaps had a scheduled maturity date of December 15, 2022. In October 2020, we terminated these \$250.0 million of notional value interest rate swaps in connection with the repayment of the Amended 2015 Term Loan Facility and paid our swap counterparties \$10.3 million which is recorded in loss on debt extinguishment on our Consolidated Statements of Operations.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

On March 27, 2020, we entered into five forward starting swaps totaling \$400 million that are indexed to 3-month LIBOR. We designated the forward starting swaps as cash flow hedges of interest rate risk associated with interest payments on a forecasted issuance of fixed rate long-term debt, initially expected to occur within the next five years. The swaps are effective on August 1, 2023 and expire on August 1, 2033 and were issued at a weighted average fixed rate of approximately 0.8675%. In March 2021, in conjunction with the issuance of \$700 million aggregate principal amount of our 3.25% Senior Notes due 2033, we discontinued hedge accounting for these five forward starting swaps. Simultaneously, we re-designated these swaps in new cash flow hedging relationships of interest rate risk associated with interest payments on another forecasted issuance of long-term debt. We are hedging our exposure to the variability in future cash flows for forecasted transactions over a maximum period of 46 months (excluding forecasted transactions related to the payment of variable interest on existing financial instruments).

In addition to the forward swaps discussed above, we also assumed various interest rate swap contracts in connection with the MedEquities Merger on May 17, 2019. We designated the interest rate swap contracts as cash flow hedges of interest rate risk associated with the 2017 Omega OP Credit Agreement. The assumed interest rate swap contracts effectively converted \$75 million of our 2017 Omega OP Credit Agreement to an aggregate fixed rate of approximately 3.29% through February 10, 2022. The effective fixed rate achieved by the combination of the 2017 Omega OP Credit Agreement and the interest rate swaps could fluctuate up by 55 basis points or down by 45 basis points based on future changes to our credit ratings. In October 2020, we terminated \$25.0 million of notional value interest rate swaps in connection with the partial repayment and paid our swap counterparty \$0.6 million which is recorded in loss on debt extinguishment on our Consolidated Statements of Operations. On February 10, 2022, the two remaining interest rate swaps with aggregate notional amounts of \$50.0 million matured. These interest rate swap contracts were designated as hedges against our exposure to changes in interest payment cash flow fluctuations in the variable interest rates on the OP Term Loan. The OP Term Loan is unhedged for the period after February 10, 2022 through its maturity on April 30, 2025.

Foreign Currency Forward Contracts and Debt Designated as Net Investment Hedges

We use debt denominated in GBP and foreign currency forward contracts to hedge a portion of our net investments, including certain intercompany loans, in the U.K. against fluctuations in foreign exchange rates.

GBP denominated borrowings under the Sterling term loan and the 2017 Revolving Credit Facility were previously used to hedge a portion of our investments in the U.K. against fluctuations in GBP against the USD. The GBP denominated borrowings under both debt instruments were deemed an effective hedge from issuance in May 2017 until the settlement of the Sterling term loan and the repayment of the GBP denominated borrowings under the 2017 Revolving Credit Facility in March 2021.

Concurrent with the settlement of the GBP denominated debt, we entered into four foreign currency forwards with notional amounts totaling £174.0 million, that mature on March 8, 2024, to hedge a portion of our net investments in the U.K., including an intercompany loan and an investment in our U.K. joint venture, effectively replacing the terminated net investment hedge.

On May 17, 2022, we entered into two new foreign currency forward contracts with notional amounts totaling £76.0 million and a GBP-USD forward rate of 1.3071, each of which mature on May 21, 2029. These currency forward contracts hedge a portion of our net investments in U.K. subsidiaries, including an intercompany loan.

The location and the fair value of derivative instruments designated as hedges, at the respective balance sheet dates, were as follows:

	December 31,		December 31,	
	2022		2021	
	(in thousands)			
Cash flow hedges:				
Other assets	\$	92,990	\$	32,849
Accrued expenses and other liabilities	\$	—	\$	96
Net investment hedges:				
Other assets	\$	34,977	\$	6,754

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

The fair value of the interest rate swaps and foreign currency forwards is derived from observable market data such as yield curves and foreign exchange rates and represents a Level 2 measurement on the fair value hierarchy.

NOTE 16 - FINANCIAL INSTRUMENTS

The net carrying amount of cash and cash equivalents, restricted cash, contractual receivables, other assets and accrued expenses and other liabilities reported in the Consolidated Balance Sheets approximates fair value because of the short maturity of these instruments (Level 1).

At December 31, 2022 and 2021, the net carrying amounts and fair values of other financial instruments were as follows:

	December 31, 2022		December 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(in thousands)				
Assets:				
Investments in direct financing leases – net	\$ 8,503	\$ 8,503	\$ 10,873	\$ 10,873
Real estate loans receivable – net	1,042,731	1,080,890	1,180,786	1,220,888
Non-real estate loans receivable – net	225,281	228,498	124,184	125,491
Total	<u>\$ 1,276,515</u>	<u>\$ 1,317,891</u>	<u>\$ 1,315,843</u>	<u>\$ 1,357,252</u>
Liabilities:				
Revolving credit facility	\$ 19,246	\$ 19,246	\$ —	\$ —
2023 term loan	2,161	2,275	2,275	2,275
2024 term loan	19,727	19,750	—	—
OP term loan	49,762	50,000	49,661	50,000
4.375% notes due 2023 – net	349,669	347,998	349,100	365,243
4.95% notes due 2024 – net	398,736	394,256	397,725	427,184
4.50% notes due 2025 – net	398,446	388,920	397,685	427,440
5.25% notes due 2026 – net	597,848	589,104	597,142	667,524
4.50% notes due 2027 – net	693,837	657,468	692,374	766,003
4.75% notes due 2028 – net	544,916	507,425	543,908	607,249
3.625% notes due 2029 – net	491,890	411,090	490,681	519,430
3.375% notes due 2031 – net	685,382	540,386	683,592	705,810
3.25% notes due 2033 – net	690,506	507,976	689,587	683,151
HUD mortgages – net	344,708	266,161	359,806	394,284
Total	<u>\$ 5,286,834</u>	<u>\$ 4,702,055</u>	<u>\$ 5,253,536</u>	<u>\$ 5,615,593</u>

Fair value estimates are subjective in nature and are dependent on a number of important assumptions, including estimates of future cash flows, risks, discount rates and relevant comparable market information associated with each financial instrument (see Note 2 – Summary of Significant Accounting Policies). The use of different market assumptions and estimation methodologies may have a material effect on the reported estimated fair value amounts.

The following methods and assumptions were used in estimating fair value disclosures for financial instruments.

- Real estate loans receivable: The fair value of the real estate loans receivable are estimated using a discounted cash flow analysis, using interest rates being offered for similar loans to borrowers with similar credit ratings (Level 3).
- Non-real estate loans receivable: Non-real estate loans receivable are primarily comprised of notes receivable. The fair values of notes receivable are estimated using a discounted cash flow analysis, using interest rates being offered for similar loans to borrowers with similar credit ratings (Level 3).

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

- Revolving credit facility, OP term loan, 2023 term loan and 2024 term loan: The carrying amount of these approximate fair value because the borrowings are interest rate adjusted. Differences between carrying value and the fair value in the table above are due to the inclusion of deferred financing costs in the carrying value.
- Senior notes: The fair value of the senior unsecured notes payable was estimated based on (Level 1) publicly available trading prices.
- HUD mortgages: The fair value of our borrowings under HUD debt agreements are estimated using an expected present value technique based on quotes obtained by HUD debt brokers (Level 2).

NOTE 17 – TAXES

Omega and Omega OP, including their wholly-owned subsidiaries were organized, have operated, and intend to continue to operate in a manner that enables Omega to qualify for taxation as a REIT under Sections 856 through 860 of the Code. On a quarterly and annual basis we perform several analyses to test our compliance within the REIT taxation rules. If we fail to meet the requirements for qualification as a REIT in any tax year, we will be subject to federal income tax on our taxable income at regular corporate rates and may not be able to qualify as a REIT for the four subsequent years, unless we qualify for certain relief provisions that are available in the event we fail to satisfy any of the requirements.

We are also subject to federal taxation of 100% of the net income derived from the sale or other disposition of property, other than foreclosure property, that we held primarily for sale to customers in the ordinary course of a trade or business. We believe that we do not hold assets for sale to customers in the ordinary course of business and that none of the assets currently held for sale or that have been sold would be considered a prohibited transaction within the REIT taxation rules.

As a REIT under the Code, we generally will not be subject to federal income taxes on the REIT taxable income that we distribute to stockholders, subject to certain exceptions. In 2022, 2021 and 2020, we distributed dividends in excess of our taxable income.

We currently own stock in certain subsidiary REITs. These subsidiary entities are required to individually satisfy all of the rules for qualification as a REIT. If we fail to meet the requirements for qualification as a REIT for any of the subsidiary REITs, it may cause the Parent REIT to fail the requirements for qualification as a REIT also.

We have elected to treat certain of our active subsidiaries as TRSs. Our domestic TRSs are subject to federal, state and local income taxes at the applicable corporate rates. Our foreign TRSs are subject to foreign income taxes and may be subject to current-year income inclusion relating to ownership of a controlled foreign corporation for U.S. income tax purposes. As of December 31, 2022, one of our TRSs that is subject to income taxes at the applicable corporate rates had a net operating loss (“NOL”) carry-forward of approximately \$10.2 million. Our NOL carry-forward was fully reserved as of December 31, 2022, with a valuation allowance due to uncertainties regarding realization. Under current law, NOL carry-forwards generated up through December 31, 2017 may be carried forward for no more than 20 years, and NOL carry-forwards generated in taxable years ended after December 31, 2017, may be carried forward indefinitely. We do not anticipate that such changes will materially impact the computation of Omega’s taxable income, or the taxable income of any Omega entity, including our TRSs.

As discussed in Note 3 – Real Estate Asset Acquisitions and Development, in connection with the acquisition of one U.K. entity in the first quarter of 2022, we acquired foreign net operating losses of \$55.0 million resulting in a NOL deferred tax asset of \$13.4 million. The NOLs have no expiration date and may be available to offset future taxable income. We believe these foreign NOLs are realizable under a “more likely than not” measurement and have not recorded a valuation allowance against the deferred tax asset.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

The following is a summary of our provision for income taxes:

	Year Ended December 31,		
	2022	2021	2020
	(in millions)		
Provision for federal, state and local income taxes ⁽¹⁾	\$ 1.2	\$ 1.4	\$ 1.3
Provision for foreign income taxes ⁽²⁾	3.4	2.4	3.6
Total provision for income taxes ⁽³⁾	\$ 4.6	\$ 3.8	\$ 4.9

- (1) For the years ended December 31, 2022, 2021 and 2020, income before income tax expense and income from unconsolidated joint ventures from domestic operations was \$418.5 million, \$403.9 million and \$151.5 million, respectively.
- (2) For the years ended December 31, 2022, 2021 and 2020, income before income tax expense and income from unconsolidated joint ventures from foreign operations was \$17.6 million, \$12.2 million and \$10.8 million, respectively.
- (3) The above amounts do not include gross income receipts or franchise taxes payable to certain states and municipalities.

The following is a summary of deferred tax assets and liabilities:

	December 31,	December 31,
	2022	2021
	(in thousands)	
U.S. Federal net operating loss carryforward	\$ 2,138	\$ 2,221
Valuation allowance on deferred tax asset	(2,138)	(2,221)
Foreign net operating loss carryforward	11,268	—
Foreign deferred tax liability ⁽¹⁾	(5,373)	(8,200)
Net deferred tax asset (liability)	\$ 5,895	\$ (8,200)

- (1) The deferred tax liability primarily resulted from inherited basis differences resulting from our acquisition of entities in the U.K. Subsequent adjustments to these accounts result from GAAP to tax differences related to depreciation, indexation and revenue recognition.

NOTE 18 – STOCKHOLDERS' EQUITY

Stock Repurchase Program

On March 20, 2020, Omega's Board of Directors authorized the repurchase of up to \$200 million of its outstanding common stock from time to time over the twelve months ending March 20, 2021. Omega did not repurchase any of its outstanding common stock under this announced program during 2020 or 2021.

On January 27, 2022, the Company authorized the repurchase of up to \$500 million of our outstanding common stock from time to time through March 2025. The Company is authorized to repurchase shares of its common stock in open market and privately negotiated transactions or in any other manner as determined by the Company's management and in accordance with applicable law. The timing and amount of stock repurchases will be determined, in management's discretion, based on a variety of factors, including but not limited to market conditions, other capital management needs and opportunities, and corporate and regulatory considerations. The Company has no obligation to repurchase any amount of its common stock, and such repurchases, if any, may be discontinued at any time. Under Maryland law, shares repurchased become authorized but unissued shares. The Company reduced the common stock at par value and to the extent the cost acquired exceeds par value, it is recorded through additional paid-in capital on our Consolidated Balance Sheets and Consolidated Statements of Equity. During the year ended December 31, 2022, the Company repurchased 5.2 million shares of our outstanding common stock at an average price of \$27.32 per share, for a total repurchase cost of \$142.3 million. The average price per share and repurchase cost includes the cost of commissions.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

At-The-Market Offering Program

On September 3, 2015, we entered into separate Equity Distribution Agreements with several financial institutions to sell \$500 million of shares of our common stock from time to time through an “at-the-market” (“ATM”) offering program (the “2015 ATM Program”). Sales of the shares, if any, were made by means of ordinary brokers’ transactions on the New York Stock Exchange at market prices, or as otherwise agreed with the applicable Manager. We paid each Manager compensation for sales of the shares up to 2% of the gross sales price per share for shares sold through such Manager under the applicable Equity Shelf Agreements.

During the second quarter of 2021, we terminated the 2015 ATM Program and entered into a new ATM Equity Offering Sales Agreement pursuant to which shares of common stock having an aggregate gross sales price of up to \$1.0 billion (the “2021 ATM Program”) may be sold from time to time (i) by Omega through several financial institutions acting as a sales agent or directly to the financial institutions as principals, or (ii) by several financial institutions acting as forward sellers on behalf of any forward purchasers pursuant to a forward sale agreement. Under the 2021 ATM Program, compensation for sales of the shares will not exceed 2% of the gross sales price per share for shares sold through each financial institution. The use of forward sales under the 2021 ATM Program generally allows Omega to lock in a price on the sale of shares of common stock when sold by the forward sellers but defer receiving the net proceeds from such sales until the shares of our common stock are issued at settlement on a later date. We did not utilize the forward provisions under the 2021 ATM Program during 2021 or 2022. The following is a summary of the shares issued under the 2021 and 2015 ATM Programs for each of the years ended December 31, 2020, 2021, and 2022 (in millions except average price per share):

Period Ended	Shares issued	Average Net Price Per Share ⁽¹⁾	Gross Proceeds	Commissions	Net Proceeds
December 31, 2020	4.2	\$ 36.16	\$ 155.1	\$ 2.5	\$ 152.6
December 31, 2021	4.2	36.53	155.1	3.4	151.7
December 31, 2022	—	—	—	—	—

(1) Represents the average price per share after commissions.

Dividend Reinvestment and Common Stock Purchase Plan

We have a Dividend Reinvestment and Common Stock Purchase Plan (the “DRSPP”) that allows for the reinvestment of dividends and the optional purchase of our common stock. On March 23, 2020, we temporarily suspended the DRSPP and on December 17, 2020, we reinstated the DRSPP. The table below presents information regarding the shares issued under the DRSPP for each of the years ended December 31, 2020, 2021, and 2022 (in millions):

Period Ended	Shares issued	Gross Proceeds
December 31, 2020	0.1	\$ 3.7
December 31, 2021	3.4	126.7
December 31, 2022	0.3	9.2

Dividends

The Board of Directors has declared common stock dividends as set forth below:

Record Date	Payment Date	Dividend per Common Share
February 7, 2022	February 15, 2022	\$ 0.67
May 2, 2022	May 13, 2022	0.67
August 1, 2022	August 15, 2022	0.67
November 1, 2022	November 15, 2022	0.67
February 6, 2023	February 15, 2023	0.67

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Per Share Distributions

Per share distributions by our Company were characterized in the following manner for income tax purposes (unaudited):

Common	Year Ended December 31,		
	2022	2021	2020
Ordinary income	\$ 1.264	\$ 1.987	\$ 1.961
Return of capital	0.095	0.117	0.654
Capital gains	1.321	0.576	0.065
Total dividends paid	<u>\$ 2.680</u>	<u>\$ 2.680</u>	<u>\$ 2.680</u>

Pursuant to Treasury Regulation Section 1.1061-6(c), Omega Healthcare Investors Inc. is disclosing the following information to its shareholders. “One Year Amounts Disclosure” is zero percent of the capital gain distributions allocated to each shareholder and “Three Year Amounts Disclosure” is zero percent of the capital gain distributions allocated to each shareholder. All capital gain distributions reported are related to Section 1231 gain.

For additional information regarding dividends, see Note 17 – Taxes.

Accumulated Other Comprehensive Income (Loss)

The following is a summary of our accumulated other comprehensive income (loss), net of tax where applicable:

	As of and for the		
	Year Ended December 31,		
	2022	2021	2020
	(in thousands)		
Foreign Currency Translation:			
Beginning balance	\$ (24,012)	\$ (18,427)	\$ (35,100)
Translation (loss) gain	(59,622)	(6,302)	16,595
Realized (loss) gain	(1,370)	717	78
Ending balance	<u>(85,004)</u>	<u>(24,012)</u>	<u>(18,427)</u>
Derivative Instruments:			
Cash flow hedges:			
Beginning balance	30,407	17,718	(2,369)
Unrealized gain	51,761	9,788	34,712
Realized gain (loss) ⁽¹⁾	4,188	2,901	(14,625)
Ending balance	<u>86,356</u>	<u>30,407</u>	<u>17,718</u>
Net investment hedges:			
Beginning balance	(9,588)	(13,331)	(4,420)
Unrealized gain (loss)	28,222	3,743	(8,911)
Ending balance	<u>18,634</u>	<u>(9,588)</u>	<u>(13,331)</u>
Total accumulated other comprehensive income (loss) before noncontrolling interest	<u>19,986</u>	<u>(3,193)</u>	<u>(14,040)</u>
Add: portion included in noncontrolling interest	339	993	1,272
Total accumulated other comprehensive income (loss) for Omega	<u>\$ 20,325</u>	<u>\$ (2,200)</u>	<u>\$ (12,768)</u>

(1) Expenses related to our effective cash flow hedges are recorded within interest expense. As noted in Note 15 – Derivatives and Hedging, we terminated \$250.0 million of notional value interest rate swaps in October 2020 and reclassified the remaining balance in AOCI to loss on debt extinguishment on the Consolidated Statements of Operations.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 19 – STOCK-BASED COMPENSATION

At December 31, 2022, we maintained several stock-based compensation plans as described below. For the years ended December 31, 2022, 2021 and 2020, we recognized stock-based compensation of \$27.3 million, \$21.4 million and \$18.8 million, respectively, related to these plans.

Time-Based Restricted Equity Awards

Restricted stock, restricted stock units (“RSUs”) and profits interest units (“PIUs”) are subject to forfeiture if the holder’s service to us terminates prior to vesting, subject to certain exceptions for certain qualifying terminations of service or a change in control of the Company. Prior to vesting, ownership of the shares/units cannot be transferred. The restricted stock has the same dividend and voting rights as our common stock. RSUs accrue dividend equivalents but have no voting rights. PIUs accrue distributions, which are equivalent to dividend equivalents, but have no voting rights. Once vested, each RSU is settled by the issuance of one share of Omega common stock and each PIU is settled by the issuance of one Omega OP Unit, subject to certain conditions. Restricted stock and RSUs are valued at the price of our common stock on the date of grant. The PIUs are valued using a Monte Carlo model to estimate fair value. We expense the cost of these awards ratably over their vesting period.

Performance-Based Restricted Equity Awards

Performance-based restricted equity awards include performance restricted stock units (“PRSUs”) and PIUs. PRSUs and PIUs are subject to forfeiture if the performance requirements are not achieved or if the holder’s service to us terminates prior to vesting, subject to certain exceptions for certain qualifying terminations of employment or a change in control of the Company. PRSUs and PIUs have varying degrees of performance requirements to achieve vesting, and each PRSU and PIU award represents the right to a variable number of shares of common stock or partnership units. Each PIU once earned is convertible into one Omega OP Unit in Omega OP, subject to certain conditions. The vesting requirements are based on either the (i) total shareholder return (“TSR”) of Omega or (ii) Omega’s TSR relative to other REITs in the FTSE NAREIT Equity Health Care Index (“Relative TSR”). We expense the cost of these awards ratably over their service period.

Prior to vesting and the distribution of shares or Omega OP Units, ownership of the PRSUs or PIUs cannot be transferred. Dividend equivalents on the PRSUs are accrued and paid to the extent the applicable performance requirements are met. While each PIU is unearned, the employee receives a partnership distribution equal to 10% of the quarterly approved regular periodic distributions per Omega OP Unit. Partnership distributions (which in the case of normal periodic distributions is equal to the total approved quarterly dividend on Omega’s common stock), less the 10% already paid, on the PIUs accumulate, and if the PIUs are earned, the accumulated distributions are paid. We used a Monte Carlo model to estimate the fair value for the PRSUs and PIUs granted to the employees. The following are the significant assumptions used in estimating the value of the awards for grants made on the following dates:

	January 1, 2022	January 1, 2021	January 1, 2020
Closing price on date of grant	\$ 29.59	\$ 36.32	\$ 42.35
Dividend yield	9.06 %	7.38 %	6.33 %
Risk free interest rate at time of grant	0.98 %	0.18 %	1.65 %
Expected volatility	38.74 %	42.55 %	21.77 %

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

The following table summarizes the activity in restricted stock, RSUs, PRSUs, and PIUs for the years ended December 31, 2020, 2021 and 2022:

	Time-Based		Performance-Based		Total Compensation Cost ⁽¹⁾ (in millions)
	Number of Shares/Omega OP Units	Weighted - Average Grant- Date Fair Value per Share	Number of Shares/Omega OP Units	Weighted - Average Grant- Date Fair Value per Share	
Non-vested at December 31, 2019	298,592	31.44	2,401,087	13.01	
Granted during 2020	158,572	39.88	1,208,537	17.11	\$ 27.00
Cancelled during 2020	(2,006)	42.05	(54,076)	16.52	
Vested during 2020	(184,480)	29.28	(658,052)	14.85	
Non-vested at December 31, 2020	270,678	37.78	2,897,496	14.24	
Granted during 2021	210,429	36.52	1,232,178	18.76	\$ 30.80
Cancelled during 2021	(14,157)	36.58	(188,128)	18.01	
Forfeited during 2021	—	—	(746,357)	14.83	
Vested during 2021	(148,538)	34.30	(973,142)	10.33	
Non-vested at December 31, 2021	318,412	38.62	2,222,047	17.94	
Granted during 2022	256,818	29.40	1,620,330	14.73	\$ 31.40
Cancelled during 2022	(2,000)	29.59	(5,232)	11.90	
Forfeited during 2022	—	—	(621,199)	13.68	
Vested during 2022 ⁽²⁾	(165,206)	40.91	—	—	
Non-vested at December 31, 2022	408,024	\$ 31.93	3,215,946	\$ 17.16	

(1) Total compensation cost to be recognized on the awards based on grant date fair value.

(2) PRSUs are shown as vesting in the year that the Compensation Committee determines the level of achievement of the applicable performance measures.

As of December 31, 2022, unrecognized compensation costs related to unvested awards to employees is as follows:

- \$5.4 million on RSUs and PIUs expected to be recognized over a weighted average period of approximately 34 months.
- \$0.7 million on RSUs and PIUs expected to be recognized over a weighted average period of approximately 12 months.
- \$14.0 million on TSR PRSUs and PIUs expected to be recognized over a weighted average period of approximately 45 months.
- \$17.1 million on Relative TSR PRSUs and PIUs expected to be recognized over a weighted average period of approximately 45 months.

In addition, we have a deferred stock compensation plan that allows employees and directors the ability to defer the receipt of stock awards (units). The deferred stock awards (units) participate in future dividend equivalents as well as the change in the value of the Company's common stock. As of December 31, 2022 and 2021, the Company had 646,871 and 630,623 deferred stock units outstanding.

Tax Withholding for Stock Compensation Plans

Stock withheld to pay tax withholdings for equity instruments granted under stock-based payment arrangements for the years ended December 31, 2022, 2021 and 2020, was \$1.1 million, \$4.6 million and \$4.7 million, respectively.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Shares Available for Issuance for Compensation Purposes

On June 8, 2018, at the Annual Meeting of Stockholders, our stockholders approved the 2018 Stock Incentive Plan (the “2018 Plan”), which amended and restated the Company’s 2013 Stock Incentive Plan (the “2013 Plan”). The 2018 Plan is a comprehensive incentive compensation plan that allows for various types of equity-based compensation, including RSUs (including PRSUs), stock awards (including restricted stock), deferred RSUs, incentive stock options, non-qualified stock options, stock appreciation rights, dividend equivalent rights, performance unit awards, certain cash-based awards (including performance-based cash awards), PIUs and other stock-based awards. The 2018 Plan increased the number of shares of common stock available for issuance under the 2013 Plan by 4.5 million.

As of December 31, 2022, approximately 1.6 million shares of common stock were reserved for issuance to our employees, directors and consultants under our stock incentive plans.

NOTE 20 – COMMITMENTS AND CONTINGENCIES

Litigation

Shareholder Litigation

The Company and certain of its officers, *C. Taylor Pickett, Robert O. Stephenson, and Daniel J. Booth*, are defendants in a purported securities class action lawsuit pending in the U.S. District Court for the Southern District of New York (the “Securities Class Action”). Brought by lead plaintiff Royce Setzer and additional plaintiff Earl Holtzman, the Securities Class Action purports to assert claims for violations of Section 10(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Rule 10b-5 promulgated thereunder, as well as Section 20(a) of the Exchange Act, and seeks monetary damages, interest, fees and expenses of attorneys and experts, and other relief. The Securities Class Action alleges that the defendants violated the Exchange Act by making materially false and/or misleading statements, and by failing to disclose material adverse facts about the Company’s business, operations, and prospects, including the financial and operating results of one of the Company’s operators, the ability of such operator to make timely rent payments, and the impairment of certain of the Company’s leases and the uncollectibility of certain receivables. The initial complaint was dismissed with prejudice by the U.S. District Court, but the dismissal was overturned by the U.S. Court of Appeals for the Second Circuit in 2020. Thereafter, the plaintiffs filed a Second Consolidated Amended Complaint in August 2020. In November 2020, the Company and the officers named in the Securities Class Action filed a Motion to Dismiss the Second Consolidated Amended Complaint. On September 28, 2021, the Court issued an order denying the motion to dismiss insofar as it requested dismissal of the entire action on grounds of loss causation, and granting it insofar as it sought dismissal of any claims arising out of defendants’ statements in February 2017.

Following a mediation, the plaintiffs and defendants reached an agreement in principle on a settlement of the Securities Class Action and thereafter executed a stipulation of settlement dated December 9, 2022 (“Settlement”), subject to the approval of the District Court. On December 27, 2022, the District Court granted preliminary approval of the settlement, and scheduled a hearing for April 25, 2023 on final approval of the Settlement. Pursuant to the preliminary approval order, and subject to final approval by the District Court, the Settlement payment of \$30.75 million has been transmitted to an escrow account by the Company’s directors and officers insurers. The Settlement does not include any admission of wrongdoing or liability on the part of the Company or the individual defendants, and upon final approval by the Court, provides for a dismissal of, and a release of all claims against the defendants by a class of persons and/or entities who purchased or otherwise acquired Company securities from February 8, 2017 through October 31, 2017. The Company recorded a \$31 million legal reserve related to the Securities Class Action in the third quarter of 2022, which is included within accrued expenses and other liabilities on the Consolidated Balance Sheets. As the Settlement proceeds are to be paid by insurance, the Company concurrently recorded a receivable for \$31 million within other assets on the Consolidated Balance Sheet, and consequently there is no impact to the Consolidated Statements of Operations related to this matter.

Certain derivative actions have also been brought against the officers named in the Securities Class Action, and certain current and former directors of the Company, alleging claims relating to the matters at issue in the Securities Class Action. These derivative actions are currently stayed pending certain developments in the Securities Class Action.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

In 2018, Stourbridge Investments LLC, a purported stockholder of the Company, filed a derivative action purportedly on behalf of the Company in the U.S. District Court for the Southern District of New York, alleging violations of Section 14(a) of the Exchange Act and state-law claims including breach of fiduciary duty. The complaint alleges, among other things, that the named defendants are responsible for the Company's failure to disclose the financial condition of Orianna Health Systems, the alleged non-disclosures that are also the subject of the Securities Class Action described above. The plaintiff did not make a demand on the Company to bring the action prior to filing it, but rather alleges that demand would have been futile. The case has been stayed pending the entry of judgment or a voluntary dismissal with prejudice in the Securities Class Action.

In 2019, purported stockholder Phillip Swan by his counsel, and stockholders Tom Bradley and Sarah Smith by their counsel, filed derivative actions in the Baltimore City Circuit Court of Maryland, purportedly on behalf of the Company, asserting claims for breach of fiduciary duty, waste of corporate assets and unjust enrichment against the named defendants. Those actions have been consolidated and stayed in the Maryland court pending completion of fact discovery in the Securities Class Action. Prior to filing suit, each of these stockholders had made demands on the Board of Directors in 2018 that the Company bring such lawsuits. After an investigation and due consideration, and in the exercise of its business judgment, the Board of Directors determined that it is not in the best interests of the Company to commence litigation against any current or former officers or directors based on the matters raised in the demands.

In addition, in late 2020, Robert Wojcik, a purported shareholder of the Company, filed a derivative action in the U.S. District Court for the District of Maryland, purportedly on behalf of the Company, asserting violations of Section 14(a) of the Exchange Act, Sections 10(b) and 21D of the Exchange Act, as well as claims for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets. Wojcik also did not make a demand on the Company prior to filing suit. The case has been stayed pending the entry of judgment or a voluntary dismissal with prejudice in the Securities Class Action.

Other

Gulf Coast Subordinated Debt

In August 2021, we filed suit in the Circuit Court for Baltimore County (the "Court") against the holders of certain Subordinated Debt (the "Debt Holders") associated with our Gulf Coast master lease agreement, following an assertion by the holders that our prior exercise of offset rights in connection with Gulf Coast's non-payment of rent had resulted in defaults under the terms of the Subordinated Debt. The suit seeks a declaratory judgment to, among other items, declare that the aggregate amount of unpaid rent due from Gulf Coast under the master lease agreement exceeds all amounts which otherwise would be due and owing by an indirect subsidiary of Omega ("Omega Obligor") under the Subordinated Debt, and that all principal and interest due and owing under the Subordinated Debt may be (and was) offset in full as of December 31, 2021. In October 2021, the defendants in the case filed a motion to dismiss for lack of personal jurisdiction. On November 3, 2022, the Court granted the noteholders' motion to dismiss for lack of personal jurisdiction, and Omega filed a timely appeal of the ruling. While Omega believes Omega Obligor is entitled to the enforcement of the offset rights sought in the action, Omega cannot predict the outcome of the declaratory judgment action, irrespective of whether (a) it is ultimately litigated in the Court if Omega Obligor prevails in its appeal or (b) if the order granting the motion to dismiss for lack of personal jurisdiction is affirmed.

On or about January 19, 2023, the Debt Holders served a lawsuit against the Omega Obligor in the Superior Court of the State of Delaware, asserting claims for (i) breach of the instruments evidencing the Subordinated Debt, (ii) declaratory judgment, and (iii) unjust enrichment, all claims that are factually based on the claims that are the subject of Omega Obligor's suit in the Court and that are now on appeal. On February 8, 2023, Omega Obligor filed a motion to dismiss or, in the alternative, to stay this action pending the outcome of the above referenced lawsuit in Maryland. The motion is presently pending before the Delaware state court. Omega believes that the claims are baseless and is evaluating procedural and substantive legal options in connection with this recently filed suit.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Lakeway Realty, L.L.C.

In September 2016, MedEquities received a Civil Investigative Demand (“CID”) from the U.S. Department of Justice (“DOJ”), which indicates that it is conducting an investigation regarding alleged violations of the False Claims Act, Stark Law and Anti-Kickback Statute in connection with claims that may have been submitted to Medicare and other federal payors for services rendered to patients at Lakeway Hospital or by providers with financial relationships with Lakeway Hospital (the “Potential Claims”). As a result of the acquisition of MedEquities, the Company owns a 51% interest in an unconsolidated limited liability company that owns Lakeway Hospital, Lakeway Realty, L.L.C. The CID requested certain documents and information related to the acquisition and ownership of Lakeway Hospital through Lakeway Realty, L.L.C. The Company has learned that the DOJ is investigating, among other items, MedEquities’ conduct in connection with its investigation of financial relationships related to Lakeway Hospital, including allegations by the DOJ that these relationships violate and continue to violate the Anti-Kickback Statute and, as a result, related claims submitted to federal payors violated and continue to violate the False Claims Act.

On September 29, 2020, the DOJ announced it had reached a settlement of a False Claims Act case with Lakeway Regional Medical Center wherein Lakeway Regional Medical Center agreed to pay \$1.1 million for inducing certain physicians to refer patients by offering a low risk and high return investment in the form of a joint venture to purchase and then lease back the hospital to Lakeway Regional Medical Center. A MedEquities subsidiary was a party to this transaction but was not included in settlement discussions, and we understand that the settlement did not fully resolve the investigation referenced in the CID.

As of November 7, 2022, Lakeway Realty, L.L.C., one of its members, MRT of Lakeway TX-ACH, LLC, and Omega (together, “Defendants”), the U.S., the State of Texas and certain named relators entered into a settlement agreement pursuant to which Defendants were released from the Potential Claims from March 2, 2015 through August 31, 2016, in exchange for Omega’s agreement to pay approximately \$3.1 million. Defendants admitted no liability associated with the Potential Claims. In the second quarter of 2022, the Company recorded a \$3.0 million legal reserve related to this matter, which is included in other (expense) income – net on the Consolidated Statements of Operations. The settlement was paid in the fourth quarter of 2022 and Omega has no remaining legal reserves related to this matter as of December 31, 2022.

In addition to the matters above, we are subject to various other legal proceedings, claims and other actions arising out of the normal course of business. While any legal proceeding or claim has an element of uncertainty, management believes that the outcome of each lawsuit, claim or legal proceeding that is pending or threatened, or all of them combined, will not have a material adverse effect on our consolidated financial position or results of operations.

Indemnification Agreements

In connection with certain facility transitions, we have agreed to indemnify certain operators in certain events. As of December 31, 2022, our maximum funding commitment under these indemnification agreements was approximately \$5.1 million. Claims under these indemnification agreements generally may be made within 18 months to 72 months of the transition date. These indemnification agreements were provided to certain operators in connection with facility transitions and generally would be applicable in the event that the prior operators do not perform under their transition agreements.

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

Commitments

We have committed to fund the construction of new leased and mortgaged facilities, capital improvements and other commitments. We expect the funding of these commitments to be completed over the next several years. Our remaining commitments at December 31, 2022, are outlined in the table below (in thousands):

Construction and capital expenditure mortgage loan commitments	\$ 7,269
Lessor construction and capital commitments under lease agreements ⁽¹⁾	203,655
Non-real estate loan commitments ⁽²⁾	71,353
Total remaining commitments ⁽³⁾	<u>\$ 282,277</u>

- (1) Includes \$93.3 million related to our \$177.7 million commitment relating to the redevelopment of the real estate property located in Washington, D.C. discussed in Note 3 – Real Estate Asset Acquisitions and Development.
(2) This amount includes \$57.0 million related to the \$90.0 million short-term revolving line of credit discussed in Note 8 – Non-real Estate Loans Receivable.
(3) Includes finance costs.

NOTE 21 – SUPPLEMENTAL DISCLOSURE TO CONSOLIDATED STATEMENTS OF CASH FLOWS

The following are supplemental disclosures to the consolidated statements of cash flows for the years ended December 31, 2022, 2021 and 2020:

	Year Ended December 31,		
	2022	2021 (in thousands)	2020
Reconciliation of cash and cash equivalents and restricted cash:			
Cash and cash equivalents	\$ 297,103	\$ 20,534	\$ 163,535
Restricted cash	3,541	3,877	4,023
Cash, cash equivalents and restricted cash at end of year	<u>\$ 300,644</u>	<u>\$ 24,411</u>	<u>\$ 167,558</u>
Supplemental information:			
Interest paid during the year, net of amounts capitalized	\$ 220,748	\$ 214,406	\$ 216,206
Taxes paid during the year	\$ 5,793	\$ 6,288	\$ 6,974
Non cash investing activities			
Non-cash acquisition of business	\$ —	\$ —	\$ (1,826)
Non-cash acquisition of real estate	\$ (9,818)	\$ (58,595)	\$ —
Non-cash proceeds from sale of real estate investments	\$ —	\$ —	\$ 83,910
Non-cash proceeds from sale of business	\$ 7,532	\$ —	\$ —
Non-cash placement of loan principal	\$ —	\$ (7,000)	\$ (208,075)
Non-cash collection of loan principal	\$ —	\$ 65,595	\$ 68,025
Non-cash investment in other investments	\$ (7,532)	\$ —	\$ —
Non cash financing activities			
Non-cash (repayment) borrowing of other long-term borrowings	\$ —	\$ (20,000)	\$ 6,459
Non-cash contribution from noncontrolling member in consolidated joint venture	\$ 2,903	\$ —	\$ —
Change in fair value of cash flow hedges	\$ 88,460	\$ 23,457	\$ 19,788
Remeasurement of debt denominated in a foreign currency	\$ (4,077)	\$ 3,010	\$ 8,911

OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – Continued

NOTE 22 - EARNINGS PER SHARE

The following tables set forth the computation of basic and diluted earnings per share:

	Year Ended December 31,		
	2022	2021	2020
(in thousands, except per share amounts)			
Numerator:			
Net income	\$ 438,841	\$ 428,302	\$ 163,545
Deduct: net income attributable to noncontrolling interests	(11,914)	(11,563)	(4,218)
Net income available to common stockholders	<u>\$ 426,927</u>	<u>\$ 416,739</u>	<u>\$ 159,327</u>
Denominator:			
Denominator for basic earnings per share	236,256	236,933	227,741
Effect of dilutive securities:			
Common stock equivalents	1,198	785	1,239
Noncontrolling interest – Omega OP Units	6,836	6,620	6,124
Denominator for diluted earnings per share	<u>244,290</u>	<u>244,338</u>	<u>235,104</u>
Earnings per share – basic:			
Net income available to common stockholders	<u>\$ 1.81</u>	<u>\$ 1.76</u>	<u>\$ 0.70</u>
Earnings per share – diluted:			
Net income	<u>\$ 1.80</u>	<u>\$ 1.75</u>	<u>\$ 0.70</u>

OMEGA HEALTHCARE INVESTORS, INC.

SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION
(in thousands)
December 31, 2022

Description (1)	Initial Cost to Company		Cost Capitalized Subsequent to Acquisition			Gross Amount at Which Carried at Close of Period (3) (5)			(4) Accumulated Depreciation	Date of Construction	(7) Date Acquired	Life on Which Depreciation in Latest Income Statements is Computed	
	Encumbrances	Land	Buildings and Improvements	Improvements	(6) Carrying Cost	(6) Other	(8) Land	Buildings and Improvements					Total
Alabama (SNF)		\$ 1,817	\$ 33,356	\$ 12,916	\$ —	\$ —	\$ 1,817	\$ 46,272	\$ 48,089	\$ (40,830)	1960-1982	1992-1997	31 years - 33 years
Arizona (ALF, ILF, SNF)		11,502	121,240	3,653	—	—	11,502	124,893	136,395	(31,171)	1949-1999	2005-2021	25 years - 40 years
Arkansas (ALF, SNF)		2,893	59,094	8,517	—	(36)	2,893	67,575	70,468	(43,108)	1967-1988	1992-2014	25 years - 31 years
California (ALF, SH, SNF)		81,970	464,633	7,925	—	(479)	81,970	472,079	554,049	(141,641)	1938-2013	1997-2021	5 years - 35 years
Colorado (ILF, SNF)		11,279	88,830	7,790	—	—	11,279	96,620	107,899	(50,881)	1925-1975	1998-2016	20 years - 39 years
Connecticut (ALF)		25,063	252,417	7,116	1,320	—	25,063	260,853	285,916	(65,116)	1968-2019	2010-2017	30 years - 33 years
Florida (ALF, ILF, SNF)	(2)	122,046	1,017,770	20,143	—	(55,540)	121,106	983,313	1,104,419	(265,779)	1942-2018	1993-2021	2 years - 39 years
Georgia (ALF, SNF)		3,740	47,689	768	—	—	3,740	48,457	52,197	(16,072)	1967-1997	1998-2016	30 years - 40 years
Idaho (SNF)		5,735	47,530	1,514	—	(542)	5,193	49,044	54,237	(21,697)	1920-2008	1997-2014	25 years - 39 years
Illinois (ALF)		1,830	13,967	1,536	—	—	1,830	15,503	17,333	(1,429)	1999	2021	25 years
Indiana (ALF, ILF, IRF, MOB, SH, SNF)		48,429	585,487	11,739	—	(7,380)	48,408	589,867	638,275	(198,490)	1942-2015	1992-2020	20 years - 40 years
Iowa (ALF, SNF)		2,343	59,310	—	—	—	2,343	59,310	61,653	(20,796)	1961-1998	2010-2014	23 years - 33 years
Kansas (SNF)		4,092	38,693	14,219	—	—	4,092	52,912	57,004	(24,740)	1957-1977	2005-2011	25 years
Kentucky (ALF, SNF)		15,556	130,819	7,517	—	—	15,556	138,336	153,892	(53,921)	1964-2002	1999-2016	20 years - 33 years
Louisiana (ALF, SNF)	(2)	6,577	93,709	4,877	448	(4,690)	6,577	94,344	100,921	(31,207)	1957-2020	1997-2019	22 years - 39 years
Maryland (SNF)		15,144	111,651	4,985	—	—	15,144	116,636	131,780	(36,628)	1921-1985	2008-2022	25 years - 30 years
Massachusetts (ALF, SNF)		23,621	143,172	20,052	—	(693)	23,621	162,531	186,152	(65,139)	1964-2017	1997-2014	20 years - 33 years
Michigan (SNF)		380	16,120	—	—	—	380	16,120	16,500	(7,835)	1964-1973	2011	25 years
Minnesota (ALF, ILF, SNF)		10,502	52,585	5,972	—	—	10,502	58,557	69,059	(20,777)	1966-2002	1999-2016	33 years
Mississippi (SNF)	(2)	8,803	191,448	827	—	—	8,803	192,275	201,078	(43,425)	1965-2008	2009-2019	20 years - 30 years
Missouri (SNF)		4,584	86,316	13,910	—	(23,425)	4,424	76,961	81,385	(22,560)	1955-1994	1999-2019	25 years - 33 years
Montana (SNF)		1,319	11,698	432	—	—	1,319	12,130	13,449	(6,354)	1963-1971	2005	33 years
Nebraska (SNF)		750	14,892	—	—	—	750	14,892	15,642	(5,534)	1966-1969	2012-2015	20 years - 33 years
Nevada (BHS, SH, SNF)		8,811	92,797	8,350	—	—	8,811	101,147	109,958	(33,334)	1972-2012	2009-2017	25 years - 33 years
New Hampshire (ALF, SNF)		1,782	19,837	1,463	—	—	1,782	21,300	23,082	(11,907)	1963-1999	1998-2006	33 years - 39 years
New Jersey (ALF)		12,953	58,199	1,576	1,559	—	12,953	61,334	74,287	(4,346)	1999-2021	2019-2021	25 years
New Mexico (SNF)		6,008	45,285	1,318	—	—	6,008	46,603	52,611	(13,530)	1960-1985	2005	33 years
New York (ALF)		118,606	176,921	1,841	40,543	—	118,606	219,305	337,911	(22,665)	2020	2015	25 years
North Carolina (ALF, SNF)	(2)	30,935	367,008	9,171	336	(714)	30,935	375,801	406,736	(104,222)	1964-2019	1994-2022	25 years - 36 years
Ohio (ALF, BHP, BHS, SH, SNF)		32,147	419,651	18,460	345	(22,937)	32,147	415,519	447,666	(109,899)	1929-2021	1994-2020	25 years - 39 years
Oklahoma (SNF)		2,296	19,934	—	—	—	2,296	19,934	22,230	(10,790)	1965-1993	2010-2013	20 years - 33 years
Oregon (ALF, ILF, SNF)		7,331	125,133	9,913	—	—	7,331	135,046	142,377	(23,639)	1959-2007	2005-2021	25 years - 33 years
Pennsylvania (ALF, ILF, SNF)		30,072	393,156	18,026	—	(19,006)	30,067	392,181	422,248	(121,187)	1873-2012	2004-2022	20 years - 39 years
Rhode Island (SNF)		3,299	23,487	3,805	—	—	3,299	27,292	30,591	(15,843)	1965-1981	2006	39 years
South Carolina (SNF)		8,480	76,912	2,860	—	—	8,480	79,772	88,252	(26,687)	1959-2007	2014-2016	20 years - 33 years
Tennessee (ALF, BHP, SNF)		12,976	268,846	7,227	—	—	12,976	276,073	289,049	(108,446)	1968-2018	1992-2021	20 years - 31 years
Texas (ALF, BHS, ILF, IRF, MOB, SH, SNF)		80,905	839,069	37,918	197	(40,543)	79,902	837,644	917,546	(238,519)	1949-2019	1997-2021	20 years - 40 years
United Kingdom (ALF)		122,941	465,187	11,923	—	(77,593)	109,243	413,215	522,458	(81,496)	1650-2012	2015-2022	25 years - 30 years
Vermont (SNF)		318	6,005	602	—	—	318	6,607	6,925	(3,432)	1971	2004	39 years
Virginia (ALF, SNF)		35,435	376,943	12,659	—	(939)	35,261	388,837	424,098	(89,062)	1964-2017	2010-2021	25 years - 40 years
Washington (ALF, SNF)		16,582	194,121	5,837	—	(2)	16,582	199,956	216,538	(42,743)	1951-2004	1999-2022	25 years - 33 years
Washington DC (ALF)		68,017	—	12,901	3,877	—	68,017	16,778	84,795	—	N/A	2021	N/A
West Virginia (SNF)		1,973	66,946	7,062	—	—	1,973	74,008	75,981	(47,534)	1961-1996	1994-2011	25 years - 39 years
Wisconsin (SNF)		399	4,581	2,153	—	—	399	6,734	7,133	(3,122)	1974	2005	33 years
Total		\$ 1,012,241	\$ 7,722,444	\$ 331,473	\$ 48,625	\$ (254,519)	\$ 995,698	\$ 7,864,566	\$ 8,860,264	\$ (2,322,773)			

- (1) The real estate included in this schedule is being used in either the operation of skilled nursing facilities (“SNF”), assisted living facilities (“ALF”), independent living facilities (“ILF”), specialty facilities (consisting of behavioral health substance facilities (“BHS”), behavioral health psychology facilities (“BHP”), independent rehabilitation facilities (“IRF”) and specialty hospitals (“SH”)) or medical office buildings (“MOB”), located in the states or country indicated.
- (2) Certain of the real estate indicated are security for the HUD loan borrowings totaling \$344.7 million at December 31, 2022.

OMEGA HEALTHCARE INVESTORS, INC.

SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION — continued
(in thousands)
December 31, 2022

(3)

	Year Ended December 31,		
	2020	2021	2022
Balance at beginning of period	\$ 8,985,994	\$ 8,702,154	\$ 9,028,745
Acquisitions ^(a)	125,060	742,486	225,336
Impairment	(69,913)	(44,673)	(38,451)
Improvements	88,130	60,953	60,931
Disposals/other	(427,117)	(432,175)	(416,297)
Balance at close of period	<u>\$ 8,702,154</u>	<u>\$ 9,028,745</u>	<u>\$ 8,860,264</u>

(a) Includes approximately \$19.1 million, \$58.6 million and \$8.2 million of non-cash consideration exchanged and/or valuation adjustments during the years ended December 31, 2020, 2021 and 2022, respectively.

(4)

	Year Ended December 31,		
	2020	2021	2022
Balance at beginning of period	\$ 1,787,425	\$ 1,996,914	\$ 2,181,528
Provisions for depreciation	329,508	341,497	331,963
Dispositions/other	(120,019)	(156,883)	(190,718)
Balance at close of period	<u>\$ 1,996,914</u>	<u>\$ 2,181,528</u>	<u>\$ 2,322,773</u>

- (5) The reported amount of our real estate at December 31, 2022 is greater than the tax basis of the real estate by approximately \$73 million (unaudited).
- (6) Reflects bed sales, impairments (including the write-off of accumulated depreciation), land easements and impacts from foreign currency exchange rates.
- (7) To the extent that we acquired an entity previously owning the underlying facility, the acquisition date reflects the date that the entity acquired the facility.
- (8) Includes \$72.1 million of construction in progress related to land, all other amounts related to construction in progress are reflected in buildings and improvements.

**OMEGA HEALTHCARE INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**SCHEDULE IV – MORTGAGE LOANS ON REAL ESTATE
(in thousands)
December 31, 2022**

Grouping	Description (1)	Interest Rate	Fixed/ Variable	Final Maturity Date	Periodic Payment Terms	Prior Liens	Face Amount of Mortgages	Carrying Amount of Mortgages (3) (4) (6)	Carrying Amount of Loans Subject to Delinquent Principal or Interest
First Mortgages									
1	Michigan (20 SNFs)	11.35 %	F ⁽²⁾	2030	Interest plus approximately \$56.3 of principal payable monthly with \$271,997 due at maturity	None	\$ 415,000	\$ 279,029	\$ —
2	Michigan (4 SNFs)	10.40 %	F ⁽²⁾	2030	Interest plus approximately \$5.8 of principal payable monthly with \$27,909 due at maturity	None	44,200	28,631	—
3	Michigan (2 SNFs)	10.63 %	F ⁽²⁾	2030	Interest plus approximately \$3.6 of principal payable monthly with \$10,381 due at maturity	None	11,000	10,826	—
4	Ohio (8 SNFs)	10.50 %	F ⁽²⁾	2032	Interest payable monthly until maturity	None	72,420	72,420	—
5	Pennsylvania (3 SNFs and 1 ALF)	11.02 %	F ⁽²⁾	2031	Interest payable monthly until maturity	None	82,017	35,234	— ⁽⁵⁾
6	Texas (1 specialty facility)	7.85 %	F	2025	Interest plus approximately \$150.1 of principal payable monthly with \$59,546 due at maturity	None	72,960	63,811	—
7	Massachusetts (1 specialty facility)	9.00 %	F	2023	Interest plus approximately \$60.0 of principal payable monthly with \$6,197 due at maturity	None	9,000	—	— ⁽⁵⁾
8	Tennessee (1 SNF)	8.35 %	F	2015	Past due	None	6,377	1,472	1,472 ⁽⁵⁾
9	Michigan (1 SNF)	9.57 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	14,045	14,045	—
10	Ohio (1 SNF)	9.74 %	F ⁽²⁾	2023	Interest payable monthly until maturity	None	21,325	21,325	—
11	Michigan (8 SNFs and 1 ALF)	10.73 %	F ⁽²⁾	2030	Interest plus approximately \$16.4 of principal payable monthly with \$80,918 due at maturity	None	83,454	83,030	—
Capital Expenditure Mortgages									
12	Michigan	10.75 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	3,490	3,480	—
13	Michigan	12.49 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	4,220	4,220	—
14	Michigan	12.18 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	4,120	4,112	—
15	Michigan	9.50 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	248	186	—
16	Michigan	11.89 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	5,445	5,318	—
17	Michigan	11.02 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	15,203	15,094	—
18	Michigan	10.40 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	500	500	—
19	Michigan	10.23 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	5,450	5,188	—
20	Michigan	9.55 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	2,900	2,542	—
21	Michigan	9.98 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	9,771	9,518	—
22	Michigan	9.74 %	F ⁽²⁾	2030	Interest payable monthly until maturity	None	325	195	—
Construction Mortgages									
23	Michigan (1 SNF)	9.73 %	F ⁽²⁾	2023	Interest paid-in-kind monthly until maturity	None	25,683	19,082	—
Allowance for credit loss on mortgage loans ⁽⁷⁾							—	(31,128)	—
							<u>\$ 909,153</u>	<u>\$ 648,130</u>	<u>\$ 1,472</u>

- (1) Loans included in this schedule represent first mortgages, capital expenditure mortgages and construction mortgages on facilities used in the delivery of long-term healthcare of which such facilities are located in the states indicated.
- (2) Interest on the loans escalates annually at a fixed rate.
- (3) The aggregate cost for federal income tax purposes is approximately \$731.5 million (unaudited).

OMEGA HEALTHCARE INVESTORS, INC.

SCHEDULE IV – MORTGAGE LOANS ON REAL ESTATE — continued

(in thousands)

December 31, 2022

(4)

	Year Ended December 31,		
	2020	2021	2022
Balance at beginning of period	\$ 773,563	\$ 885,313	\$ 835,086
Additions during period - new mortgage loans or additional fundings ^(a)	149,957	93,891	12,977
Deductions during period - collection of principal/other ^(b)	(9,867)	(103,761)	(190,141)
Allowance for credit loss on mortgage loans	(28,340)	(40,357)	(9,792)
Balance at close of period	<u>\$ 885,313</u>	<u>\$ 835,086</u>	<u>\$ 648,130</u>

(a) The 2020 amount includes \$0.6 million of non-cash interest paid-in-kind and \$86.9 million of non-cash placement of mortgage capital. The 2021 amount includes \$0.2 million of non-cash interest paid-in-kind and \$7.0 million of non-cash placement of mortgage principal. The 2022 amount includes \$1.2 million of non-cash interest paid-in-kind.

(b) The 2021 amount includes \$58.6 million of non-cash principal reductions. The 2022 amount includes \$6.0 million of interest payments that were directly applied against the principal balance outstanding using the cost recovery method.

(5) Mortgage written down to the fair value of the underlying collateral.

(6) Mortgages included in the schedule which were extended during 2022 aggregated approximately \$541.6 million.

(7) The allowance for credit loss on mortgage loans represents the allowance calculated utilizing a PD and LGD methodology. For mortgages that the risk of loss was evaluated on an individual basis, the allowance is included as a reduction to the carrying amount of the mortgage.

INDEX TO EXHIBITS TO 2022 FORM 10-K

EXHIBIT NUMBER	DESCRIPTION
3.1	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-3ASR, filed September 3, 2015).
3.2	Articles Supplementary of Omega Healthcare Investors, Inc. filed with the State Department of Assessments and Taxation of Maryland on November 5, 2019. (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed November 8, 2019).
3.3	Amended and Restated Bylaws of Omega Healthcare Investors, Inc. as of October 21, 2022. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed October 21, 2022).
3.4	Certificate of Limited Partnership of OHI Healthcare Properties Limited Partnership. (Incorporated by reference to Exhibit 3.121 to the Company's Form S-4, filed April 16, 2015).
3.5	Second Amended and Restated Agreement of Limited Partnership by and among Omega Healthcare Investors, Inc., OHI Healthcare Properties Holdco, Inc., and Aviv Healthcare Properties Limited Partnership. (Incorporated by reference to Exhibit 10.11 to the Company's Current Report on Form 8-K, filed April 3, 2015).
4.0	See Exhibits 3.1 to 3.5.
4.1	Indenture, dated as of March 11, 2014, by and among the Company, the guarantors named therein, and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed March 11, 2014).
4.1A	First Supplemental Indenture, dated as of June 27, 2014, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q, filed August 6, 2014).
4.1B	Second Supplemental Indenture, dated as of November 25, 2014, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association, and that certain Third Supplemental Indenture, dated as of January 23, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.4B to the Company's Annual Report on Form 10-K, filed February 27, 2015).
4.1C	Fourth Supplemental Indenture, dated effective as of March 2, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.3B to the Company's Quarterly Report on Form 10-Q, filed May 8, 2015).
4.1D	Fifth Supplemental Indenture, dated as of April 1, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.3C to the Company's Quarterly Report on Form 10-Q, filed May 8, 2015).
4.1E	Sixth Supplemental Indenture, dated as of August 4, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q, filed November 6, 2015).
4.1F	Seventh Supplemental Indenture, dated as of November 9, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.2F to the Company's Annual Report on Form 10-K, filed February 29, 2016).
4.1G	Eighth Supplemental Indenture, dated as of March 29, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q, filed May 6, 2016).
4.1H	Ninth Supplemental Indenture, dated as of May 13, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q, filed August 5, 2016).
4.1I	Tenth Supplemental Indenture, dated as of August 9, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q, filed November 8, 2016).
4.1J	Eleventh Supplemental Indenture, dated as of November 10, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.2J to the Company's Annual Report on Form 10-K, filed February 24, 2017).

[Table of Contents](#)

4.1K	Twelfth Supplemental Indenture, dated as of March 17, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q, filed May 5, 2017).
4.1L	Thirteenth Supplemental Indenture, dated as of May 11, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.1M	Fourteenth Supplemental Indenture, dated as of May 25, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1A to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.2	Indenture, dated as of September 11, 2014, by and among the Company, the subsidiary guarantors named therein, and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed September 11, 2014).
4.2A	First Supplemental Indenture, dated as of November 25, 2014, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association, and that certain Second Supplemental Indenture, dated as of January 23, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5A to the Company's Annual Report on Form 10-K, filed February 27, 2015).
4.2B	Third Supplemental Indenture, dated effective as of March 2, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2B to the Company's Registration Statement on Form S-4, filed April 16, 2015).
4.2C	Fourth Supplemental Indenture, dated as of April 1, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2B to the Company's Registration Statement on Form S-4, filed April 16, 2015).
4.2D	Fifth Supplemental Indenture, dated as of August 4, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q, filed November 6, 2015).
4.2E	Sixth Supplemental Indenture, dated as of November 9, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3E to the Company's Annual Report on Form 10-K, filed February 29, 2016).
4.2F	Seventh Supplemental Indenture, dated as of March 29, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q, filed May 6, 2016).
4.2G	Eighth Supplemental Indenture, dated as of May 13, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q, filed August 5, 2016).
4.2H	Ninth Supplemental Indenture, dated as of August 9, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q, filed November 8, 2016).
4.2I	Tenth Supplemental Indenture, dated as of November 10, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3I to the Company's Annual Report on Form 10-K, filed February 24, 2017).
4.2J	Eleventh Supplemental Indenture, dated as of March 17, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q, filed May 5, 2017).
4.2K	Twelfth Supplemental Indenture, dated as of May 11, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.2L	Thirteenth Supplemental Indenture, dated as of May 25, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2A to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.3	Indenture, dated as of March 18, 2015, by and among the Company, the subsidiary guarantors named therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed March 24, 2015).

[Table of Contents](#)

4.3A	First Supplemental Indenture, dated as of April 1, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5A to the Company's Quarterly Report on Form 10-Q, filed May 8, 2015).
4.3B	Second Supplemental Indenture, dated as of August 4, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2A to the Company's Registration Statement on Form S-4, filed October 6, 2015).
4.3C	Third Supplemental Indenture, dated as of November 9, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2B to the Amendment to the Company's Registration Statement on Form S-4/A, filed November 12, 2015).
4.3D	Fourth Supplemental Indenture, dated as of March 29, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q, filed May 6, 2016).
4.3E	Fifth Supplemental Indenture, dated as of May 13, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q, filed August 5, 2016).
4.3F	Sixth Supplemental Indenture, dated as of August 9, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q, filed November 8, 2016).
4.3G	Seventh Supplemental Indenture, dated as of November 10, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4G to the Company's Annual Report on Form 10-K, filed February 24, 2017).
4.3H	Eighth Supplemental Indenture, dated as of March 17, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q, filed May 5, 2017).
4.3I	Ninth Supplemental Indenture, dated as of May 11, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.3J	Tenth Supplemental Indenture, dated as of May 25, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.3A to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.4	Indenture, dated as of September 23, 2015, by and among the Company, each of the subsidiary guarantors listed therein, and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed September 29, 2015).
4.4A	First Supplemental Indenture, dated as of November 9, 2015, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1A to the Company's Registration Statement on Form S-4, filed November 12, 2015).
4.4B	Second Supplemental Indenture, dated as of March 29, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q, filed May 6, 2016).
4.4C	Third Supplemental Indenture, dated as of May 13, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q, filed August 5, 2016).
4.4D	Fourth Supplemental Indenture, dated as of August 9, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q, filed November 8, 2016).
4.4E	Fifth Supplemental Indenture, dated as of November 10, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5E to the Company's Annual Report on Form 10-K, filed February 24, 2017).
4.4F	Sixth Supplemental Indenture, dated as of March 17, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q, filed May 5, 2017).
4.4G	Seventh Supplemental Indenture, dated as of May 11, 2017 among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).

[Table of Contents](#)

4.4H	Eighth Supplemental Indenture, dated as of May 25, 2017 among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.4A to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.5	Indenture, dated as of July 12, 2016, by and among the Company, each of the subsidiary guarantors listed therein, and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed July 12, 2016).
4.5A	First Supplemental Indenture, dated as of August 9, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.6A to the Company's Quarterly Report on Form 10-Q, filed November 8, 2016).
4.5B	Second Supplemental Indenture, dated as of November 10, 2016, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.6B to the Company's Annual Report on Form 10-K, filed February 24, 2017).
4.5C	Third Supplemental Indenture, dated as of March 17, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.6 to the Company's Quarterly Report on Form 10-Q, filed May 5, 2017).
4.5D	Fourth Supplemental Indenture, dated as of May 11, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.5E	Fifth Supplemental Indenture, dated as of May 25, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.5A to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.6	Indenture, dated as of April 4, 2017, by and among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed April 4, 2017).
4.6A	First Supplemental Indenture, dated as of May 11, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.6A to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.6B	Second Supplemental Indenture, dated as of May 25, 2017, among the Company, each of the subsidiary guarantors listed therein and U.S. Bank National Association (Incorporated by reference to Exhibit 4.6B to the Company's Quarterly Report on Form 10-Q, filed August 9, 2017).
4.7	Indenture, dated as of September 20, 2019, among the Company, OHI Healthcare Properties Limited Partnership and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed September 20, 2019).
4.8	Indenture, dated as of October 9, 2020, among the Company, OHI Healthcare Properties Limited Partnership and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed October 9, 2020).
4.8A	First Supplemental Indenture, dated as of October 30, 2020, among the Company, OHI Healthcare Properties Limited Partnership and U.S. Bank National Association (Incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q, filed November 3, 2020).
4.9	Indenture, dated as of March 10, 2021, among the Company, OHI Healthcare Properties Limited Partnership and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed March 10, 2021).
4.10	Description of Securities registered under Section 12 of the Securities Exchange Act of 1934.*
10.1	Form of Directors and Officers Indemnification Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K, filed February 23, 2018).
10.2	Amended and Restated Deferred Stock Plan, dated October 16, 2012, and forms of related agreements (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed November 7, 2012).
10.3	Credit Agreement, dated as of April 30, 2021, among the Company, certain subsidiaries of the Company identified therein as guarantors, the lenders named therein and Bank of America, N.A., as administrative agent for such lenders (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed May 4, 2021).
10.4	Credit Agreement, dated as of April 30, 2021, among OHI Healthcare Properties Limited Partnership, the lenders named therein and Bank of America, N.A., as administrative agent for such lenders (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed May 4, 2021).

[Table of Contents](#)

10.5	At-the Market Equity Offering Sales Agreement, dated May 20, 2021, among the Company, the Sales Agents, the Forward Sellers and the Forward Purchasers (Incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K, filed May 20, 2021).
10.6	Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed June 11, 2018). ±
10.6A	2019 Form of Time-Based Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8A of the Company's Annual Report on Form 10-K filed February 26, 2019). ±
10.6B	2019 Form of Time-Based Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8B of the Company's Annual Report on Form 10-K filed February 26, 2019). ±
10.6C	2019 Form of TSR-Based Performance Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8C of the Company's Annual Report on Form 10-K filed February 26, 2019). ±
10.6D	2019 Form of TSR-Based Performance Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8D of the Company's Annual Report on Form 10-K filed February 26, 2019). ±
10.6E	2019 Form of Relative TSR-Based Performance Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8E of the Company's Annual Report on Form 10-K filed February 26, 2019). ±
10.6F	2019 Form of Relative TSR-Based Performance Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8F of the Company's Annual Report on Form 10-K filed February 26, 2019). ±
10.6G	2020 Form of Time-Based Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8G of the Company's Annual Report on Form 10-K filed February 28, 2020). ±
10.6H	2020 Form of Time-Based Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8H of the Company's Annual Report on Form 10-K filed February 28, 2020). ±
10.6I	2020 Form of TSR-Based Performance Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8I of the Company's Annual Report on Form 10-K filed February 28, 2020). ±
10.6J	2020 Form of TSR-Based Performance Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8J of the Company's Annual Report on Form 10-K filed February 28, 2020). ±
10.6K	2020 Form of Relative TSR-Based Performance Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8K of the Company's Annual Report on Form 10-K filed February 28, 2020). ±
10.6L	2020 Form of Relative TSR-Based Performance Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (Incorporated by reference to Exhibit 10.8L of the Company's Annual Report on Form 10-K filed February 28, 2020). ±
10.6M	Form of Time-Based Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (commencing 2022) (Incorporated by reference to Exhibit 10.6M to the Company's Annual Report on Form 10-K, filed February 17, 2022). ±
10.6N	Form of Time-Based Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (commencing 2022) (Incorporated by reference to Exhibit 10.6N to the Company's Annual Report on Form 10-K, filed February 17, 2022). ±
10.6O	Form of TSR-Based Performance Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (commencing 2022) (Incorporated by reference to Exhibit 10.6O to the Company's Annual Report on Form 10-K, filed February 17, 2022). ±
10.6P	Form of TSR-Based Performance Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (commencing 2022) (Incorporated by reference to Exhibit 10.6P to the Company's Annual Report on Form 10-K, filed February 17, 2022). ±

[Table of Contents](#)

10.6Q	Form of Relative TSR-Based Performance Restricted Stock Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (commencing 2022). (Incorporated by reference to Exhibit 10.6Q to the Company's Annual Report on Form 10-K, filed February 17, 2022). +
10.6R	Form of Relative TSR-Based Performance Profits Interest Units Agreement pursuant to the Omega Healthcare Investors, Inc. 2018 Stock Incentive Plan (commencing 2022). (Incorporated by reference to Exhibit 10.6R to the Company's Annual Report on Form 10-K, filed February 17, 2022). +
10.7	Form of Officer Deferred Performance Restricted Stock Unit Agreement (Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q, filed August 5, 2013). +
10.8	Form of Employment Agreement for Company's executive officers, other than Ms. Makode, effective as of January 1, 2020 for the Company's executive officers (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed December 20, 2019). +
10.9	Employment Agreement, effective as of January 1, 2020, between the Company and Gail Makode (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K, filed December 20, 2019). +
10.10	Form of Annual Amendment to Employment Agreement for the Company's executive officers. +*
10.11	Omega Healthcare Investors, Inc. Deferred Cash Compensation Plan with form of Deferral Agreement pursuant to the Omega Healthcare Investors, Inc. Deferred Cash Compensation Plan (June 30, 2018) (Incorporated by reference to Exhibit 10.2 to Omega Healthcare Investor Inc.'s Form 10-Q filed August 8, 2018). +
21.1	Subsidiaries of the Registrant. *
22.1	Subsidiary guarantors of guaranteed securities. *
23.1	Consent of Independent Registered Public Accounting Firm for Omega Healthcare Investors, Inc. *
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer of Omega Healthcare Investors, Inc. *
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of Omega Healthcare Investors, Inc. *
32.1	Section 1350 Certification of the Chief Executive Officer of Omega Healthcare Investors, Inc. *
32.2	Section 1350 Certification of the Chief Financial Officer of Omega Healthcare Investors, Inc. *
101	The following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2022, formatted in Inline XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101).

* Exhibits that are filed or furnished herewith.

+ Management contract or compensatory plan, contract or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.
Registrant

Date: February 14, 2023

By: /s/ C. Taylor Pickett

C. Taylor Pickett
Chief Executive Officer

[Table of Contents](#)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Omega Healthcare Investors, Inc., for itself and in the capacities on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ C. Taylor Pickett</u> C. Taylor Pickett	Chief Executive Officer (Principal Executive Officer)	February 14, 2023
<u>/s/ Robert O. Stephenson</u> Robert O. Stephenson	Chief Financial Officer (Principal Financial Officer)	February 14, 2023
<u>/s/ Neal A. Ballew</u> Neal A. Ballew	Chief Accounting Officer (Principal Accounting Officer)	February 14, 2023
<u>/s/ Craig R. Callen</u> Craig R. Callen	Chair of the Board	February 14, 2023
<u>/s/ Kapila K. Anand</u> Kapila K. Anand	Director	February 14, 2023
<u>/s/ Dr. Lisa C. Egbuonu-Davis</u> Dr. Lisa C. Egbuonu-Davis	Director	February 14, 2023
<u>/s/ Barbara B. Hill</u> Barbara B. Hill	Director	February 14, 2023
<u>/s/ Kevin J. Jacobs</u> Kevin J. Jacobs	Director	February 14, 2023
<u>/s/ C. Taylor Pickett</u> C. Taylor Pickett	Director	February 14, 2023
<u>/s/ Stephen D. Plavin</u> Stephen D. Plavin	Director	February 14, 2023
<u>/s/ Burke W. Whitman</u> Burke W. Whitman	Director	February 14, 2023

**DESCRIPTION OF SECURITIES REGISTERED UNDER SECTION 12 OF THE SECURITIES EXCHANGE ACT OF
1934**

As of December 31, 2022, the only class of outstanding securities of Omega Healthcare Investors, Inc., a Maryland corporation (“Company,” “we,” “us” and “our”), registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is our common stock, par value \$0.10 per share (“Common Stock”).

The following description of the material terms of our Common Stock is qualified by reference to the provisions of our Articles of Amendment and Restatement (as amended, the “Charter”) and Amended and Restated Bylaws (the “Bylaws”), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit is a part.

Common Stock

We are authorized to issue 350,000,000 shares of Common Stock. All shares of our Common Stock participate equally in dividends payable to stockholders of our Common Stock when and as declared by our board of directors and in net assets available for distribution to stockholders of our Common Stock on liquidation or dissolution; have one vote per share on all matters submitted to a vote of the stockholders; and do not have cumulative voting rights in the election of directors. All of our outstanding shares of Common Stock are fully paid and non-assessable. Holders of our Common Stock do not have preference, conversion, exchange or preemptive rights. We may issue additional shares of authorized Common Stock without stockholder approval, subject to applicable rules of the NYSE.

Preferred Stock

We are authorized to issue 20,000,000 shares of our preferred stock, par value \$1.00 per share (“Preferred Stock”). Under our Charter, our board of directors has the authority to authorize from time to time, without further stockholder action, the issuance of shares of our Preferred Stock, in one or more series as the board of directors shall deem appropriate, and to fix the rights, powers and restrictions of the Preferred Stock by resolution and the filing of an amendment to our Charter, including but not limited to the designation of the following:

- the number of shares constituting such series and the distinctive designation thereof;
- the voting rights, if any, of such series;
- the rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative;
- whether there shall be a sinking or similar fund for the purchase of shares of such series and, if so, the terms and provisions that shall govern such fund;
- the rights of the holders of shares of such series upon the liquidation, dissolution or winding up of the Company;
- the rights, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or of any other class or classes of equity shares, the price or prices or rate or rates of conversion or exchange, with such adjustments thereto as shall be provided, at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Company (or both) or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and
- any other preferences, powers and relative participating, optional or other special rights and qualifications, limitations or restrictions of shares of such series.

Except as otherwise provided in any prospectus supplement or articles supplementary, all shares of the same series of Preferred Stock will be identical to each other share of said stock. The shares of different series may differ, including as to ranking, as may be provided in our Charter, or as may be fixed by our board of directors as described above. We may from time to time amend our Charter to increase or decrease the number of authorized shares of Preferred Stock.

Certain Effects of Authorized but Unissued Stock

We may issue additional shares of Common Stock or Preferred Stock without stockholder approval, subject to applicable rules of the NYSE, for a variety of corporate purposes, including raising additional capital, corporate acquisitions, the payment of dividends and employee benefit plans. The existence of unissued and unreserved common and Preferred Stock may enable us to issue shares to persons who are friendly to current management, which could discourage an attempt to obtain control of the Company through a merger, tender offer, proxy contest or otherwise, and protect the continuity of management and possibly deprive you of opportunities to sell your shares at prices higher than the prevailing market prices. We could also use additional shares to dilute the stock ownership of persons seeking to obtain control of the Company.

Restrictions on Ownership and Transfer

To qualify as a “real estate investment trust” (“REIT”) under the Internal Revenue Code of 1986 (as amended, the “Code”), we must satisfy a number of statutory requirements, including a requirement that no more than 50% in value of our outstanding shares of stock may be owned, actually or constructively, by five or fewer individuals (as defined by the Code to include certain entities such as qualified pension plans) during the last half of a taxable year (other than the first year for which an election to be a REIT has been made). In addition, if we, or an actual or constructive owner of 10% or more of us, actually or constructively owns 10% or more of a tenant of ours (or a tenant of any partnership in which we are a partner), the rent we receive (either directly or through any such partnership) from such tenant will not be qualifying income for purposes of the REIT gross income tests of the Code. Our stock must also be beneficially owned by 100 or more persons during at least 355 days of a taxable year of twelve months or during a proportionate part of a shorter taxable year.

Our Charter provides that, subject to certain exceptions, no person may beneficially or constructively own more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock, or the ownership limit. Our Charter also prohibits any person from:

- beneficially owning shares of our capital stock to the extent that such beneficial ownership would result in our being “closely held” within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of the taxable year);
- beneficially or constructively owning shares of our capital stock to the extent such beneficial or constructive ownership would cause us to fail to qualify as a REIT (including, but not limited to, beneficial or constructive ownership that would cause us to actually or constructively own interests in a tenant that is described in Section 856(d)(2)(B) of the Code if the income derived by us from such tenant would cause us to fail to satisfy any of the gross income requirements of Section 856(c) of the Code); or
- transferring shares of our capital stock to the extent that such transfer would result in our shares of capital stock being beneficially owned by fewer than 100 persons (determined without reference to any rules of attribution).

We refer to these restrictions, collectively, as the “ownership limits.” Subject to certain limitations, our board of directors may, in its sole discretion, prospectively or retroactively, exempt one or more persons from the ownership limits, on such terms and subject to such conditions as our board of directors may require.

Our Charter requires that any person who acquires or attempts to acquire shares of our stock in violation of the ownership limits give immediate, or in the event of a proposed or attempted transfer, at least 15 days’ prior, written notice to us. Any attempted transfer of our stock which, if effective, would result in our stock being beneficially owned by fewer than 100 persons will be void ab initio. Any attempted transfer of our stock which, if effective, would result in violation of the ownership limits (or any expected holder limit) or result in our being “closely held” under Section 856(h) of the Code or otherwise failing to qualify as a REIT, will cause the number of shares causing the violation (rounded to the nearest whole share) to be automatically transferred to a trust for the exclusive benefit of one or more charitable beneficiaries, and the proposed transferee will not acquire any rights in the shares. The trustee of the trust will be appointed by the Company or any successor trustee thereof. Shares of our stock held in the trust will be issued and outstanding shares. The proposed transferee will not benefit economically from ownership of any shares of stock held in the trust, will have no rights to dividends or other distributions and no rights to vote or other rights attributable

to the shares of stock held in the trust. The trustee of the trust will have all voting rights and rights to dividends or other distributions with respect to shares held in the trust, which the trustee will exercise for the exclusive benefit of the charitable beneficiary of the trust.

The automatic transfer will be effective as of the close of business on the business day prior to the date of the violative transfer or other event that results in a transfer to the trust. If the transfer to the trust as described above is not automatically effective, for any reason, to prevent violation of the applicable restrictions on ownership and transfer of our stock, then the transfer of the shares will be void ab initio. Any dividend or other distribution paid prior to our discovery that the shares had been automatically transferred to a trust as described above must be repaid by the recipient to the trustee upon demand. Any dividend or other distribution authorized but unpaid will be paid when due to the trustee. Any dividend or distribution paid to the trustee will be held in trust for the charitable beneficiary.

Subject to Maryland law, effective as of the date that the shares have been transferred to the trust, the trustee shall have the authority, at the trustee's sole discretion:

- to rescind as void ab initio any vote cast by a proposed transferee prior to our discovery that the shares have been transferred to the trust; and
- to recast the vote in accordance with the desires of the trustee acting for the benefit of the charitable beneficiary of the trust.

However, if we have already taken irreversible corporate action, then the trustee may not rescind and recast the vote.

Shares of our stock transferred to the trustee are deemed offered for sale to us, or our designee, at a price per share equal to the lesser of (1) the price per share in the transaction that resulted in the transfer to the trust (or, in the case of a gift or devise, the market price at the time of such gift or devise) and (2) the market price on the date we, or our designee, accepts such offer. We have the right to accept such offer for a period of twenty (20) days after the later of (1) the date of the violative transfer or other event that results in a transfer to the trust and (2) if no notice of a transfer of shares to the trust is received by us, the date we determine in good faith that a violative transfer or other event that results in a transfer to the trust has occurred. Upon a sale to us, the interest of the charitable beneficiary in the shares sold terminates and the trustee must distribute the net proceeds of the sale to the proposed transferee. Any amounts received by the trustee in excess of the amounts paid to the proposed transferee will be paid to the charitable beneficiary.

If we do not purchase the shares held in trust, the trustee must sell the shares to a person designated by the trustee who could own the shares without violating the ownership limit and the other restrictions on ownership and transfer of our stock contained in our Charter. After selling the shares, the trustee must distribute to the proposed transferee an amount equal to the lesser of (1) the price paid by the proposed transferee for the shares (or, in the case of a gift or devise, the market price at the time of such gift or devise) and (2) the sales proceeds (net of commissions and other expenses of sale) received by the trust for the shares.

Every owner of more than 5% (or any lower percentage as required by the Code or the regulations promulgated thereunder or as may be requested by our board of directors in its sole discretion) in number or value of the outstanding shares of our capital stock, within 30 days after the end of each taxable year, is required to give us written notice, stating his or her name and address, the number of shares of each class and series of shares of our capital stock that he or she beneficially owns and a description of the manner in which the shares are held. Each of these owners must provide us with additional information that we may request in order to determine the effect, if any, of his or her beneficial ownership on our status as a REIT and to ensure compliance with the ownership limits. In addition, each stockholder will upon demand be required to provide us with information that we may request in good faith in order to determine our status as a REIT and to comply with the requirements of any taxing authority or governmental authority or to determine our compliance.

Certain Corporate Anti-Takeover Provisions

The following is a description of certain provisions included in our Charter, Bylaws and Maryland law that may have the effect of discouraging unilateral tender offers or other takeover proposals that stockholders might deem to be in their interests or in which they might receive a substantial premium. Our board of directors' authority to issue and

establish the terms of currently authorized Preferred Stock, without stockholder approval, may also have the effect of discouraging takeover attempts. The following provisions could also have the effect of insulating current management against the possibility of removal and could, by possibly reducing temporary fluctuations in market price caused by accumulations of shares of our Common Stock, deprive stockholders of opportunities to sell at a temporarily higher market price. Our board of directors believes, however, that these provisions may help assure fair treatment of our stockholders and preserve our assets. These provisions may require persons seeking control of the Company to negotiate with our board of directors regarding the price to be paid for our shares required to obtain control, promote continuity and stability, and enhance the Company's ability to pursue long-term strategies.

Charter and Bylaws

Our Charter and Bylaws contain certain provisions, including the provisions described below, that may discourage certain types of transactions that involve an actual or threatened change of control of us. Since the terms of our Charter and Bylaws may differ from the general information we are providing, you should only rely on the actual provisions of our Charter and Bylaws, each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit is a part.

Size of Board. Our Charter specifies that the number of directors shall be six, which number may be increased or decreased as provided in the Bylaws, but shall not be less than five nor more than thirteen.

Election of Directors. A director is generally elected by the vote of a majority of the votes cast at the meeting at which the election is held, except that, in case of a contested election, directors are elected by the vote of a plurality of the votes present in person or represented by proxy at the meeting. For one of our stockholders to nominate a candidate for director, our Bylaws require that such stockholder give timely notice to us in advance of the meeting. Ordinarily, the stockholder must give notice not less than 90 days nor more than 120 days before the first anniversary of the preceding year's annual meeting. The notice must describe various matters regarding the nominee, the stockholder giving the notice and the beneficial owner on whose behalf the nomination is made. Our Charter does not permit cumulative voting in the election of directors. Accordingly, the holders of a majority of the then-outstanding shares of Common Stock can elect all of the directors of the class then being elected at that meeting of stockholders.

Removal of Directors. Our Charter and Bylaws provide that stockholders may remove a director only "for cause" and with the affirmative vote of not less than two-thirds of the then outstanding shares of our capital stock entitled to vote, subject to any rights of holders of any outstanding series of Preferred Stock or any other series or class of stock to elect additional directors under specified circumstances.

Filling Vacancies. Our Bylaws provide that any vacancies on the board of directors, including vacancies by reason of an increase in the number of directors, whether or not sufficient to constitute a quorum, may be filled by a majority vote of the directors then in office even if the remaining directors do not constitute a quorum.

Limitations on Stockholder Action by Written Consent. Our Bylaws provide that, except for the election of directors, action may be taken without a meeting of stockholders only if all of the stockholders entitled to vote with respect to the subject matter thereof consent in writing or by electronic transmission to such action being taken or (in respect to the adoption of new Bylaws or the amendment or repeal of the existing Bylaws) by a written consent of the holders of a majority of the outstanding shares entitled to vote. The election of directors may not be undertaken by written consent.

Limitations on Calling Stockholder Meetings. Under our Bylaws, special meetings of the stockholders may be called by a majority of our board of directors, or, subject to the satisfaction of certain procedural and informational requirements by the stockholders requiring the meeting, by our secretary upon written request of holders of not less than a majority of the votes entitled to be cast on the business proposed.

Advance Notice Bylaw; Proposal and Nomination Information Requirements. For a stockholder to bring a proposal before an annual meeting, including director nominations, our Bylaws require that the stockholder give timely notice to us in advance of the meeting. Ordinarily, the stockholder must give notice at least 90 days but not more than 120 days before the first anniversary of the preceding year's annual meeting. Each proponent of a matter to be considered

at a stockholder meeting and each stockholder nominating a director must furnish certain information, including his or her ownership of Common Stock, options or any short positions related to our Common Stock and any fees such proponent stands to earn based on the value of the Common Stock or derivatives related to the Common Stock. Each director nominated by a stockholder must certify that he or she is not a party to, and will not become a party to, any agreement with any person or entity in connection with service or action as a director. Such director nominee must also submit a completed director questionnaire provided by us. Our board of directors may reject any proposals that have not followed these procedures or that are not a proper subject for stockholder action in accordance with the provisions of applicable law.

Certain Amendments to our Charter and Bylaws. The provisions of our Charter governing certain business combinations and governing ownership limitations and excess shares may not be amended without the board declaring the amendment advisable and the approval of 80% of the outstanding shares of our capital stock entitled to vote. Our Bylaws may be amended, altered, changed or repealed by (1) a majority of all the outstanding shares of capital stock entitled to vote, unless the Bylaws provide that a higher voting requirement applies, or (2) a majority of our board of directors.

Business Combinations. Our Charter requires that, except in some circumstances, “business combinations” between us and a beneficial holder of 10% or more of our outstanding voting stock, which we refer to as a Related Person, be approved by the affirmative vote of at least 80% of our outstanding voting shares. A “business combination” is defined in our Charter as:

- any merger or consolidation of the Company with or into a Related Person;
- any sale, lease, exchange, transfer or other disposition, including without limitation a mortgage or any other security device, of all or any “Substantial Part” (as defined below) of the assets of the Company (including without limitation any voting securities of a subsidiary) to a Related Person;
- any merger or consolidation of a Related Person with or into the Company;
- any sale, lease, exchange, transfer or other disposition of all or any Substantial Part of the assets of a Related Person to the Company;
- the issuance of any of our securities (other than by way of pro rata distribution to all stockholders) of the Company to a Related Person; and
- any agreement, contract or other arrangement providing for any of the transactions described above.

The term “Substantial Part” means more than 10% of the book value of our total assets as of the end of our most recent fiscal year ending prior to the time the determination is being made.

Maryland Law

Maryland “Unsolicited Takeovers” under Subtitle 8 of Title 3. The “Unsolicited Takeovers” provisions of Subtitle 8 of Title 3 of the Maryland General Corporation Law permits a Maryland corporation with a class of equity securities registered under the Exchange Act and at least three independent directors to elect to be subject, by provision in its Charter or Bylaws or a resolution of its board of directors and notwithstanding any contrary provision in the Charter or Bylaws, to any or all of five provisions:

- a classified board of directors;
- a two-thirds vote requirement to remove a director;
- a requirement that the number of directors be fixed only by a vote of directors;
- a requirement that a vacancy on the board of directors be filled only by the remaining directors and for the remainder of the full terms of the class of directors in which the vacancy occurred; and
- a majority requirement for the calling of a special meeting of stockholders.

We have elected to be subject to the requirement that a vacancy on the board of directors be filled by the remaining directors and for the remainder of the full term of the class of directors in which the vacancy occurred. Accordingly, the stockholders may not fill any vacancy upon the board of directors.

Pursuant to a resolution of the board, we have elected to affirmatively opt out of Section 3-803 of the MGCL, which permits the board of directors of a Maryland corporation to divide its board into classes without stockholder approval. The board resolution is irrevocable unless it is first approved in the same manner as an amendment to the Charter, which would require the approval of the Company's stockholders by the affirmative vote of a majority of all the votes entitled to be cast on the matter.

The other Subtitle 8 elections are not currently relevant to us because existing provisions in our Charter and Bylaws (unrelated to Subtitle 8) already make us subject to the two-thirds vote requirement for removing a director, a requirement that the number of directors be fixed only by a vote of directors, and a majority requirement for the calling of a special meeting of stockholders. Subject to the voting requirements described herein, we retain our right to opt in to any of the other provisions of Subtitle 8.

Maryland Business Combination Act. Pursuant to Section 5.09 of our Charter, we have opted out of Maryland's statutory "business combination" provisions under the Maryland Business Combination Act. Nevertheless, we cannot assure you that our board of directors will not decide in the future to adopt a resolution electing to be subject to the statutory business combination provisions. An alteration or repeal of the Charter's "opt out" provision, however, would not have any effect on any business combinations that have been consummated or upon any agreements existing at the time of such modification or repeal.

If we were to opt into the Maryland Business Combination Act, certain "business combinations" (including a merger, consolidation, share exchange or, in certain circumstances specified under the statute, an asset transfer or issuance or reclassification of equity securities) between a Maryland corporation and any interested stockholder, or an affiliate of such an interested stockholder, would be prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. Maryland law defines an interested stockholder as:

- any person who beneficially owns, directly or indirectly, 10% or more of the voting power of the corporation's outstanding voting stock; or
- an affiliate or associate of the corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then outstanding voting stock of the corporation.

A person is not an interested stockholder under the statute if the board of directors approved in advance the transaction by which the person otherwise would have become an interested stockholder. In approving a transaction, however, a board of directors may provide that its approval is subject to compliance, at or after the time of the approval, with any terms and conditions determined by it.

After such five-year period, any such business combination must be recommended by the board of directors of the corporation and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation; and
- two-thirds of the votes entitled to be cast by holders of voting stock of the corporation other than shares held by the interested stockholder with whom (or with whose affiliate) the business combination is to be effected or held by an affiliate or associate of the interested stockholder.

These supermajority approval requirements do not apply if, among other conditions, the corporation's common stockholders receive a minimum price (as defined in the Maryland General Corporation Law) for their shares and the consideration is received in cash or in the same form as previously paid by the interested stockholder for its shares.

For a description of the Business Combinations provision included in our Charter, see "Charter and Bylaws -Business Combinations" above.

Maryland Control Share Acquisition Act. Pursuant to Section 5.09 of our Charter, we have opted out of Maryland's statutory "control share acquisition" provisions under the Maryland Control Share Acquisition Act. Nevertheless, we cannot assure you that our board of directors will not decide in the future to adopt a resolution electing to be subject

to the statutory control share acquisition provisions. An alteration or repeal of the Charter's "opt out" provision, however, would not have any effect on any control share acquisitions that have been consummated or upon any agreements existing at the time of such modification or repeal.

The Maryland Control Share Acquisition Act, if and when applicable to us, would provide that "control shares" of a Maryland corporation acquired in a "control share acquisition" have no voting rights except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter. Shares of stock owned by the acquirer, by officers or by directors who are employees of the corporation are excluded from shares entitled to vote on the matter. "Control shares" are voting shares of stock, that, if aggregated with all other shares of stock owned by the acquirer or shares of stock for which the acquirer is able to exercise or direct the exercise of voting power except solely by virtue of a revocable proxy, would entitle the acquirer to exercise direct or indirect voting power in electing directors within one of the following ranges of voting power:

- one-tenth or more, but less than one-third of all voting power;
- one-third or more, but less than a majority of all voting power; or
- a majority or more of all voting power.

Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained stockholder approval. Except as otherwise specified in the statute, a "control share acquisition" means the direct or indirect acquisition of control shares.

Once a person who has made or proposes to make a control share acquisition has undertaken to pay expenses and satisfied other conditions, the person may compel the board of directors to call a special meeting of stockholders to be held within 50 days of the corporation's receipt of demand to consider the voting rights of the shares. If no request for a special meeting is made, the corporation itself may present the question at any stockholders meeting.

If voting rights are not approved at the meeting or if the acquiring person does not deliver an acquiring person statement as required by the statute, then the corporation may be able to redeem any or all of the control shares for fair value, except for control shares for which voting rights previously have been approved. The right of the corporation to redeem control shares is subject to certain conditions and limitations. Fair value is determined without regard to the absence of voting rights for control shares, as of the date of the last control share acquisition by the acquirer or of any meeting of stockholders at which the voting rights of control shares are considered and not approved. If voting rights for control shares are approved at a stockholders meeting and the acquirer becomes entitled to vote a majority of the shares entitled to vote, all other stockholders may exercise appraisal rights. The fair value of the shares as determined for purposes of these appraisal rights may not be less than the highest price per share paid by the acquirer in the control share acquisition. Some of the limitations and restrictions otherwise applicable to the exercise of appraisal rights do not apply in the context of a control share acquisition.

Duties of Directors with Respect to Unsolicited Takeovers. Maryland law provides protection for Maryland corporations against unsolicited takeovers by limiting, among other things, the duties of the directors in unsolicited takeover situations. The duties of directors of Maryland corporations do not require them to (a) accept, recommend or respond on behalf of the corporation to any proposal by a person seeking to acquire control of the corporation, (b) make a determination under the Maryland business combination or control share acquisition statutes described above, or (c) act or fail to act solely because of the effect the act or failure to act may have on an acquisition or potential acquisition of control of the corporation or the amount or type of consideration that may be offered or paid to the stockholders in an acquisition. Moreover, under Maryland law the act of a director of a Maryland corporation relating to or affecting an acquisition or potential acquisition of control is not subject to any higher duty or greater scrutiny than is applied to any other act of a director. Maryland law also contains a statutory presumption that an act of a director of a Maryland corporation satisfies the applicable standards of conduct for directors under Maryland law.

Listing

Shares of Common Stock are listed on the NYSE under the symbol "OHI."

Transfer Agent and Registrar

The transfer agent and registrar for our Common Stock is Computershare Trust Company, N.A.

FORM OF ANNUAL AMENDMENT TO EMPLOYMENT AGREEMENT

THIS AMENDMENT TO EMPLOYMENT AGREEMENT (the “**Amendment**”) is made [Date], 20__ among OHI Asset Management LLC (the “**Company**”), Omega Healthcare Investors, Inc. (the “**Parent**”), and [Name] (the “**Executive**”).

INTRODUCTION

The Company, the Parent and the Executive are parties to an employment agreement (as amended, the “**Employment Agreement**”) generally effective as of [Date]. The parties now desire to further amend the Employment Agreement to, among other things, update the annual base salary payable to the Executive, and extend the term of the Employment Agreement by one year to [Date] (subject to earlier termination as provided in the Employment Agreement).

NOW, THEREFORE, in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree that the Employment Agreement is amended, effective as of the date first set forth above (except as otherwise provided below), as follows:

1. By substituting the following for the first sentence of Section 2(a):

“The Company shall pay the Executive a base salary of \$[] per annum effective [Date of Amendment Effectiveness], which base salary will be subject to review effective as of [Anniversary of Amendment Effectiveness], and at least annually thereafter by the Compensation Committee of the Board of Directors of the Parent (the “**Compensation Committee**”) for possible increases.”

2. By substituting in Section 3(a), the year “[one year later]” for the year “[prior expiration year]” wherever it appears.

- [3. Section 11(f) is hereby deleted in its entirety and replaced with the following”

“**Competing Business**” means the entities listed below and any person, firm, corporation, joint venture, or other business that is engaged in the Business of the Company:

- (i) [Entities that constitute “Competing Businesses”]

4. By [inserting][deleting] [State] in the list included in Exhibit B – Areas, States and Countries, with no change to the remainder of Exhibit B.]

In all remaining respects, the terms of the Employment Agreement shall remain in full force and effect as prior to this Amendment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Company, the Parent and the Executive have each executed and delivered this Amendment to Employment Agreement as of the date first shown above.

THE COMPANY :

OHI ASSET MANAGEMENT LLC

By: _____

THE PARENT:

OMEGA HEALTHCARE INVESTORS, INC.

By: _____

THE EXECUTIVE :

By: _____

2023 Amendments

1. Section 11(f) is hereby deleted in its entirety and replaced with the following”

“**Competing Business**” means the entities listed below and any person, firm, corporation, joint venture, or other business that is engaged in the Business of the Company:

- (ii) CareTrust REIT, Inc.,
- (iii) Communities Healthcare Trust Incorporated,
- (iv) Diversified Healthcare Trust,
- (v) Formation Capital, LLC,
- (vi) Global Medical REIT, Inc.,
- (vii) Healthpeak Properties, Inc.,
- (viii) Healthcare Realty Trust Incorporated,
- (ix) LTC Properties, Inc.,
- (x) Medical Properties Trust, Inc.,
- (xi) National Health Investors, Inc.,
- (xii) New Senior Investment Group Inc.,
- (xiii) Physicians Realty Trust,
- (xiv) Sabra Health Care REIT, Inc.,
- (xv) Senior Housing Properties Trust,
- (xvi) Universal Health Realty Income Trust,
- (xvii) Ventas, Inc., and
- (xviii) Welltower Inc.

4. By inserting the state “New Jersey” in the list included in Exhibit B – Areas, States and Countries, with no change to the remainder of Exhibit B.
-

Subsidiaries of the Registrant, as of December 31, 2022

Subsidiary Name	Home State
11900 East Artesia Boulevard, LLC	California
1200 Ely Street Holdings Co. LLC	Michigan
13922 Cerise Avenue, LLC	California
1628 B Street, LLC	California
22 – 26 Southeast Sixth Street, LLC	Delaware
2400 Parkside Drive, LLC	California
2425 Teller Avenue, LLC	Colorado
245 East Wilshire Avenue, LLC	California
305 West End Avenue Property, L.L.C.	Delaware
3232 Artesia Real Estate, LLC	California
3806 Clayton Road, LLC	California
42235 County Road Holdings Co. LLC	Michigan
446 Sycamore Road, LP (f/k/a 446 Sycamore Road, L.L.C.)	Delaware
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
Arkansas Aviv, L.L.C.	Delaware
Arma Yates, L.L.C.	Delaware
Avery Street Property, 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 Financing VI, 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
Aviv OP Limited Partner, L.L.C.	Delaware
Avon Ohio, L.L.C.	Delaware
Bala Cynwyd Real Estate, LP	Pennsylvania
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
Brewster ALF Property, L.L.C.	Delaware
Burton NH Property, L.L.C.	Delaware
California Aviv Two, L.L.C.	Delaware

Subsidiary Name	Home State
California Aviv, LP (f/k/a California Aviv, L.L.C.)	Delaware
Camas Associates, L.L.C.	Delaware
Canton Health Care Land, LLC	Ohio
Carnegie Gardens LLC	Delaware
Casa/Sierra California Associates, LP (f/k/a Casa/Sierra California Associates, L.L.C.)	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
Chenal Arkansas, 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 Clearwater Highland LLC	Delaware
CHR Clearwater LLC	Delaware
CHR Fort Myers LLC	Delaware
CHR Fort Walton Beach LLC	Delaware
CHR Gulfport LLC	Delaware
CHR Hudson LLC	Delaware
CHR Lake Wales LLC	Delaware
CHR Lakeland LLC	Delaware
CHR Panama City LLC	Delaware
CHR Pompano Beach Broward LLC	Delaware
CHR Pompano Beach LLC	Delaware
CHR Sanford LLC	Delaware
CHR Sarasota LLC	Delaware
CHR Spring Hill LLC	Delaware
CHR St. Pete Abbey 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
CHR West Palm Beach 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

Subsidiary Name	Home State
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
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 Corpus North LLC	Delaware
CSE Denver Iliff LLC	Delaware
CSE Denver LLC	Delaware
CSE Elkton LLC	Delaware
CSE Elkton Realty LLC	Delaware
CSE Fort Wayne LLC	Delaware
CSE Georgetown LLC	Delaware
CSE Hilliard LLC	Delaware
CSE Huntingdon LLC	Delaware
CSE Indianapolis-Greenbriar LLC	Delaware
CSE Jefferson City LLC	Delaware
CSE Jeffersonville-Hillcrest Center LLC	Delaware
CSE Kerrville LLC	Delaware
CSE Knightdale L.P.	Delaware
CSE Lake City LLC	Delaware
CSE Lake Worth LLC	Delaware
CSE Lakewood 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

Subsidiary Name	Home State
CSE North Carolina Holdings I LLC	Delaware
CSE North Carolina Holdings II 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 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 Shawnee 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 Williamsport LLC	Delaware
CSE Winter Haven LLC	Delaware
CSE Woodfin L.P.	Delaware
Cuyahoga Falls Property II, L.L.C.	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
Deerfield Class B, 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
DWC Finance, L.L.C.	Delaware
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
Everett Holdings 1, LLC	Delaware
Everett Holdings 2, LLC	Delaware
Everett RE Owner LLC	Delaware

Subsidiary Name	Home State
Falcon Four Property Holding, L.L.C.	Delaware
Falcon Four Property, L.L.C.	Delaware
Falfurrias Texas, L.L.C.	Delaware
FC Encore Albemarle, LLC	North Carolina
FC Encore Andrews, LLC	North Carolina
FC Encore Archdale, LLC	North Carolina
FC Encore Bossier City I, LLC	Louisiana
FC Encore Bossier City II, LLC	Louisiana
FC Encore Bradenton, LLC	Florida
FC Encore Brandon, LLC	Florida
FC Encore Brooksville I, LLC	Florida
FC Encore Brooksville II, LLC	Florida
FC Encore Callaway, LLC	Florida
FC Encore Cape Coral, LLC	Florida
FC Encore Cary, LLC	North Carolina
FC Encore Charlotte, LLC	North Carolina
FC Encore Core Properties, LLC	Delaware
FC Encore Crestview, LLC	Florida
FC Encore Deltona, LLC	Florida
FC Encore Destin, LLC	Florida
FC Encore Dunedin, LLC	Florida
FC Encore Englewood, LLC	Florida
FC Encore Ferriday, LLC	Louisiana
FC Encore Fort Myers, LLC	Florida
FC Encore Franklinton, LLC	Louisiana
FC Encore Green Cove Springs, LLC	Florida
FC Encore Holdco I LLC	Delaware
FC Encore Holdco II LLC	Delaware
FC Encore Hollywood, LLC	Florida
FC Encore Kannapolis, LLC	North Carolina
FC Encore Lake Mary, LLC	Florida
FC Encore Lakeland, LLC	Florida
FC Encore Lecanto, LLC	Florida
FC Encore Master Landlord A, LLC	Delaware
FC Encore McComb, LLC	Mississippi
FC Encore Meridian, LLC	Mississippi
FC Encore Merritt Island, LLC	Florida
FC Encore Naples, LLC	Florida
FC Encore Natchez, LLC	Mississippi
FC Encore Orlando, LLC	Florida
FC Encore Palm Bay, LLC	Florida
FC Encore Palm Coast, LLC	Florida
FC Encore Pensacola, LLC	Florida

Subsidiary Name	Home State
FC Encore Perry, LLC	Florida
FC Encore Pompano Beach, LLC	Florida
FC Encore Properties A, LLC	Delaware
FC Encore Properties B Holdco, LLC	Delaware
FC Encore Properties B, LLC	Delaware
FC Encore Properties H, LLC	Delaware
FC Encore Properties HK, LLC	Delaware
FC Encore Rutherfordton, LLC	North Carolina
FC Encore S. Daytona, LLC	Florida
FC Encore St. Cloud, LLC	Florida
FC Encore Starkville, LLC	Mississippi
FC Encore Tallahassee I, LLC	Florida
FC Encore Tampa, LLC	Florida
FC Encore Titusville, LLC	Florida
FC Encore Union, LLC	Mississippi
FC Encore Venice, LLC	Florida
FC Encore W. Palm Beach, LLC	Florida
FC Encore Winona, LLC	Mississippi
FC Encore Winter Garden, LLC	Florida
FC Encore Yadkinville, LLC	North Carolina
Financing VI Healthcare Property, LP	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
Fountain Associates, 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, LP (Fullerton California, L.L.C.)	Delaware
G&L Gardens, L.L.C.	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
Hazleton Holdings 1, LLC	Delaware
Hazleton Holdings 2, LLC	Delaware

Subsidiary Name	Home State
Hazleton RE Owner LLC	Delaware
Heritage Monterey Associates, LP (f/k/a Heritage Monterey Associates, L.L.C.)	Delaware
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
Lakeway Realty, L.L.C.	Delaware
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
MedEquities OP GP, LLC	Delaware
MedEquities Realty Operating Partnership, LP	Delaware
MER Lakeway Investments, LLC	---
Meridian Arms Land, LLC	Ohio
Mifflin Holdings 1, LLC	Delaware
Mifflin Holdings 2, LLC	Delaware
Mifflin RE Owner LLC	Delaware

Subsidiary Name	Home State
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
MRT LTACH Mortgage LLC	Delaware
MRT of Amarillo TX-1st Mortgage IRF LLC	Delaware
MRT of Andersonville TN- PRTF LLC	Delaware
MRT of Boise ID – IPH, LLC	Delaware
MRT of Brookville IN- SNF LLC	Delaware
MRT of Brownsville TX- MOB LLC	Delaware
MRT of Brownwood TX- SNF, LLC	Delaware
MRT of Clarksville IN – IRF, LLC	Delaware
MRT of Dallas TX - Adora Midtown SNF, LLC	Delaware
MRT of El Paso TX- SNF, LLC	Delaware
MRT of Fort Worth TX -- SNF, LLC	Delaware
MRT of Graham TX- SNF, LLC	Delaware
MRT of Houston TX- East Freeway ACH, LLC	Delaware
MRT of Huntington IN – SNF, LLC	Delaware
MRT of Kaufman TX -SNF, LLC	Delaware
MRT of Kemp TX- SNF, LLC	Delaware
MRT of Kentfield CA - LTACH, LP (f/k/a MRT of Kentfield CA - LTACH, LLC)	Delaware
MRT of Kerens TX- SNF, LLC	Delaware
MRT of La Mesa CA - SNF, LP (f/k/a MRT of La Mesa CA - SNF, LLC)	Delaware
MRT of Lakeway TX - MOB Unit 3B, LLC	Delaware
MRT of Lakeway TX- ACH, LLC	Delaware
MRT of Las Vegas NV - ACH, LLC	Delaware
MRT of Las Vegas NV - LTACH, LLC	Delaware
MRT of Liberty IN- SNF LLC	Delaware
MRT of Longview TX- SNF, LLC	Delaware
MRT of Mt. Pleasant TX, SNF, LLC	Delaware
MRT of National City CA - SNF I, LP (f/k/a MRT of National City CA - SNF I, LLC)	Delaware
MRT of National City CA - SNF II, LP (f/k/a MRT of National City CA - SNF II, LLC)	Delaware
MRT of Nevada- ATF LLC	Delaware
MRT of New Albany IN - IRF, LLC	Delaware
MRT of New Port Richey FL- MCC, LLC	Delaware
MRT of San Antonio TX- SNF I, LLC	Delaware

Subsidiary Name	Home State
MRT of San Antonio TX- SNF II, LLC	Delaware
MRT of San Diego CA - SNF, LP (f/k/a MRT of San Diego CA - SNF, LLC)	Delaware
MRT of Spartanburg SC- SNF, LLC	Delaware
MRT of Springfield MA- 1st Mortgage ACH, LLC	Delaware
MRT of Stockton CA - IRF, LP (f/k/a MRT of Stockton CA - IRF, LLC) (f/k/a MRT of Berne IN – SNF, LLC)	Delaware
MRT of Texas- ATF LLC	Delaware
MRT of Tolland CT- SNF, LLC	Delaware
MRT of Upland CA - SNF/ALF, LLC (f/k/a MRT of Upland CA - SNF/ALF, LLC)	Delaware
MRT of Webster TX - IMF LLC	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 (Indiana) , LLC	Indiana
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) Pocahontas, LLC	Delaware
OHI Asset (AR) Sheridan, LLC	Delaware
OHI Asset (AZ) Austin House, LLC	Delaware
OHI Asset (AZ) Tucson – 7500 North Calle Sin Envidia, LLC	Delaware
OHI Asset (AZ) Tucson, LLC	Delaware
OHI Asset (CA) Murrieta, LLC	Delaware

Subsidiary Name	Home State
OHI Asset (CA) San Gabriel Member, LLC	Delaware
OHI Asset (CA), LLC	Delaware
OHI Asset (CO) Brighton, LLC	Delaware
OHI Asset (CO) Denver, LLC	Delaware
OHI Asset (CO) Mesa, LLC	Delaware
OHI Asset (CO), LLC	Delaware
OHI Asset (CT) Lender, LLC	Delaware
OHI Asset (CT) Southport, LLC	Delaware
OHI Asset (DC) 2100 Massachusetts Avenue, LLC	Delaware
OHI Asset (FL) Boynton Beach, LLC	Delaware
OHI Asset (FL) DeFuniak Springs, LLC	Delaware
OHI Asset (FL) Eustis, LLC	Delaware
OHI Asset (FL) Fort Myers, LLC	Delaware
OHI Asset (FL) Graceville, LLC	Delaware
OHI Asset (FL) Homestead, LLC	Delaware
OHI Asset (FL) Jacksonville – 4101 Southpoint Drive, LLC	Delaware
OHI Asset (FL) Jacksonville, LLC	Delaware
OHI Asset (FL) Lake City, LLC (f/k/a OHI Asset (FL) Pasco, LLC)	Delaware
OHI Asset (FL) Lake Placid, LLC	Delaware
OHI Asset (FL) Lakeland, LLC	Delaware
OHI Asset (FL) Lutz, LLC	Delaware
OHI Asset (FL) Marianna, LLC	Delaware
OHI Asset (FL) Melbourne, LLC	Delaware
OHI Asset (FL) Middleburg, LLC	Delaware
OHI Asset (FL) Orange Park, LLC	Delaware
OHI Asset (FL) Ormond Beach, LLC	Delaware
OHI Asset (FL) Panama City, LLC	Florida
OHI Asset (FL) Pensacola - Hillview, LLC	Delaware
OHI Asset (FL) Pensacola, LLC	Delaware
OHI Asset (FL) Pensacola-Nine Mile, LLC	Delaware
OHI Asset (FL) Safety Harbor, LLC	Delaware
OHI Asset (FL) Sebring, LLC	Delaware
OHI Asset (FL) Seminole, LLC	Delaware
OHI Asset (FL) Tallahassee, LLC	Delaware
OHI Asset (FL) TRS, LLC	Delaware
OHI Asset (FL), LLC	Delaware
OHI Asset (GA) Cordele, LLC	Delaware
OHI Asset (GA) Macon, LLC	Delaware
OHI Asset (GA) Moultrie, LLC	Delaware
OHI Asset (GA) Nashville, LLC	Delaware
OHI Asset (GA) Snellville, LLC	Delaware
OHI Asset (GA) Valdosta, LLC	Delaware
OHI Asset (ID), LLC	Delaware
OHI Asset (IL) Orland Park, LLC	Delaware
OHI Asset (IN) American Village, LLC	Delaware

Subsidiary Name	Home State
OHI Asset (IN) Anderson, LLC	Delaware
OHI Asset (IN) Beech Grove, LLC	Delaware
OHI Asset (IN) Carmel, LLC	Delaware
OHI Asset (IN) Clarksville - 101 Potters Ln, LLC	Delaware
OHI Asset (IN) Clarksville, LLC	Delaware
OHI Asset (IN) Clinton, LLC	Delaware
OHI Asset (IN) Connersville, LLC	Delaware
OHI Asset (IN) Corydon, LLC	Delaware
OHI Asset (IN) Dyer, 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) Greenfield, LLC	Delaware
OHI Asset (IN) Greensburg, LLC	Delaware
OHI Asset (IN) Greenwood, LLC	Delaware
OHI Asset (IN) Indianapolis - 4102 Shore Dr, LLC	Delaware
OHI Asset (IN) Indianapolis - 4904 War Admiral, LLC	Delaware
OHI Asset (IN) Indianapolis - 5226 E 82nd St, LLC	Delaware
OHI Asset (IN) Indianapolis – 5404 Georgetown Road, LLC (f/k/a OHI Asset (PA) Everett, LLC)	Delaware
OHI Asset (IN) Indianapolis - 7301 E 16th St, LLC	Delaware
OHI Asset (IN) Indianapolis, LLC	Delaware
OHI Asset (IN) Jasper, LLC	Delaware
OHI Asset (IN) Kokomo - 429 W Lincoln Rd, LLC	Delaware
OHI Asset (IN) Kokomo, LLC	Delaware
OHI Asset (IN) Lafayette, LLC	Delaware
OHI Asset (IN) Mishawaka, LLC	Delaware
OHI Asset (IN) Monticello, LLC	Delaware
OHI Asset (IN) New Albany, LLC	Delaware
OHI Asset (IN) Noblesville, LLC	Delaware
OHI Asset (IN) Rosewalk, LLC	Delaware
OHI Asset (IN) Salem, LLC	Delaware
OHI Asset (IN) Sellersburg, LLC	Delaware
OHI Asset (IN) Seymour, LLC	Delaware
OHI Asset (IN) Spring Mill, LLC	Delaware
OHI Asset (IN) Terre Haute - 2222 Margaret Ave, 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 (KY) Beattyville, LLC	Delaware
OHI Asset (KY) Louisville - 1120 Cristland, LLC	Delaware
OHI Asset (KY) Louisville - 2529 Six Mile Lane, LLC	Delaware

Subsidiary Name	Home State
OHI Asset (KY) Morgantown, LLC	Delaware
OHI Asset (KY) Owensboro, LLC	Delaware
OHI Asset (LA) Thibodaux, LLC	Delaware
OHI Asset (LA), LLC	Delaware
OHI Asset (MD) Baltimore - Pall Mall, LLC	Delaware
OHI Asset (MD) Baltimore - West Belvedere, LLC	Delaware
OHI Asset (MD) Edgewater, LLC	Delaware
OHI Asset (MD) Ellicott City, LLC	Delaware
OHI Asset (MD) Forestville, LLC	Delaware
OHI Asset (MD) Salisbury, LLC	Delaware
OHI Asset (MI) Carson City, LLC	Delaware
OHI Asset (MI), LLC	Delaware
OHI Asset (MO) Jackson, 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) Abbotts Creek, LP	Delaware
OHI Asset (NC) Alleghany, LP	Delaware
OHI Asset (NC) Barco, LP	Delaware
OHI Asset (NC) Biscoe, LP	Delaware
OHI Asset (NC) Cornelius, LP	Delaware
OHI Asset (NC) Drexel, LP	Delaware
OHI Asset (NC) Fayetteville, LP	Delaware
OHI Asset (NC) Financing VI GP, LLC	Delaware
OHI Asset (NC) GP, LLC	Delaware
OHI Asset (NC) Hallsboro, LP	Delaware
OHI Asset (NC) Marion, LP	Delaware
OHI Asset (NC) Marshville, LP	Delaware
OHI Asset (NC) Mocksville - 1007 Howard Street, LP	Delaware
OHI Asset (NC) Mocksville - 1304 Madison Road, LP	Delaware
OHI Asset (NC) Mount Olive, LP	Delaware
OHI Asset (NC) Nashville, LP	Delaware
OHI Asset (NC) QRS GP, LLC	Delaware
OHI Asset (NC) QRS, Inc.	Delaware

Subsidiary Name	Home State
OHI Asset (NC) Raeford, LP	Delaware
OHI Asset (NC) Rocky Mount - 1558 S. Winstead, LP	Delaware
OHI Asset (NC) Salisbury, LP	Delaware
OHI Asset (NC) Saluda, LP	Delaware
OHI Asset (NC) Shallotte, LP	Delaware
OHI Asset (NC) Siler City, LP	Delaware
OHI Asset (NC) Triad, LP	Delaware
OHI Asset (NC) Wadesboro, LP	Delaware
OHI Asset (NC) Warsaw, LP	Delaware
OHI Asset (NC) Waynesville, LP	Delaware
OHI Asset (NC) Wilmington, LP	Delaware
OHI Asset (NJ) Hillsborough, LLC	Delaware
OHI Asset (NJ) Plainsboro, LLC	Delaware
OHI Asset (NY) 2 nd Avenue, LLC	Delaware
OHI Asset (NY) 699 92 nd St. Preferred, LLC	Delaware
OHI Asset (NY) 93 rd Street, LLC	Delaware
OHI Asset (OH) Gahanna, LLC	Delaware
OHI Asset (OH) Huber Heights, LLC	Delaware
OHI Asset (OH) New London, LLC	Delaware
OHI Asset (OH) Springfield, LLC (f/k/a OHI Asset (PA) Mifflin, LLC)	Delaware
OHI Asset (OH) Steubenville, LLC	Delaware
OHI Asset (OH) Toledo, LLC	Delaware
OHI Asset (OH) West Carrollton, LLC	Delaware
OHI Asset (OH) West Columbus, LLC	Delaware
OHI Asset (OH), LLC	Delaware
OHI Asset (OR) Newberg, LLC	Delaware
OHI Asset (OR) Redmond, LLC	Delaware
OHI Asset (OR) Roseburg, LLC	Delaware
OHI Asset (OR) Scappoose, LLC	Delaware
OHI Asset (OR) Troutdale, LLC	Delaware
OHI Asset (OR) Tualatin, LLC	Delaware
OHI Asset (PA) GP, LLC	Delaware
OHI Asset (PA) Holdings, LLC (f/k/a OHI Asset (PA) Hazleton, LLC)	Delaware
OHI Asset (PA) Selinsgrove – 29 Grayson View Court, 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 Cottages, LLC	Delaware

Subsidiary Name	Home State
OHI Asset (SC) Greenville Griffith, 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) Piedmont, LLC	Delaware
OHI Asset (SC) Simpsonville SE Main, LLC	Delaware
OHI Asset (SC) Simpsonville West Broad, LLC	Delaware
OHI Asset (TN) Bartlett, LLC	Delaware
OHI Asset (TN) Byrdstown, LLC	Delaware
OHI Asset (TN) Cleveland, LLC	Delaware
OHI Asset (TN) Collierville, LLC	Delaware
OHI Asset (TN) Elizabethton, LLC	Delaware
OHI Asset (TN) Erin, LLC	Delaware
OHI Asset (TN) Greeneville, LLC	Delaware
OHI Asset (TN) Harriman, LLC	Delaware
OHI Asset (TN) Jamestown, LLC	Delaware
OHI Asset (TN) Jefferson City, LLC	Delaware
OHI Asset (TN) Kingsport, LLC	Delaware
OHI Asset (TN) Memphis - 1150 Dovecrest, LLC	Delaware
OHI Asset (TN) Memphis, LLC	Delaware
OHI Asset (TN) Monteagle, LLC	Delaware
OHI Asset (TN) Monterey, LLC	Delaware
OHI Asset (TN) Mountain City, LLC	Delaware
OHI Asset (TN) Pigeon Forge, LLC	Delaware
OHI Asset (TN) Ridgely, LLC	Delaware
OHI Asset (TN) Rockwood, LLC	Delaware
OHI Asset (TN) Rogersville - 109 Highway 70 North, LLC	Delaware
OHI Asset (TN) Rogersville, LLC	Delaware
OHI Asset (TN) South Pittsburg, LLC	Delaware
OHI Asset (TN) Spring City, LLC	Delaware
OHI Asset (TN) Westmoreland, LLC	Delaware
OHI Asset (TX) Amarillo, LLC	Delaware
OHI Asset (TX) Anderson, LLC	Delaware
OHI Asset (TX) Athens, LLC	Delaware
OHI Asset (TX) Austin, LLC	Delaware
OHI Asset (TX) Bedford, LLC	Delaware
OHI Asset (TX) Bertram, LLC	Delaware
OHI Asset (TX) Bryan, LLC	Delaware
OHI Asset (TX) Burleson, LLC	Delaware
OHI Asset (TX) Carthage, LLC	Delaware
OHI Asset (TX) College Station, LLC	Delaware
OHI Asset (TX) Comfort, LLC	Delaware

Subsidiary Name	Home State
OHI Asset (TX) Crane, LLC	Delaware
OHI Asset (TX) Diboll, LLC	Delaware
OHI Asset (TX) Eastland, LLC	Delaware
OHI Asset (TX) Granbury, LLC	Delaware
OHI Asset (TX) Hillsboro, LLC	Delaware
OHI Asset (TX) Hondo, LLC	Delaware
OHI Asset (TX) Houston, LLC	Delaware
OHI Asset (TX) Italy, LLC	Delaware
OHI Asset (TX) Lakeway – Mob Unit 3B, LLC	Delaware
OHI Asset (TX) Lamesa, LLC	Delaware
OHI Asset (TX) Longview, LLC	Delaware
OHI Asset (TX) Midland Main, LLC	Delaware
OHI Asset (TX) Midland Sage, LLC	Delaware
OHI Asset (TX) Monahans, LLC	Delaware
OHI Asset (TX) Odessa, LLC	Delaware
OHI Asset (TX) Portland, LLC	Delaware
OHI Asset (TX) Poteet, LLC	Delaware
OHI Asset (TX) Premont, LLC	Delaware
OHI Asset (TX) Refugio, LLC	Delaware
OHI Asset (TX) San Saba, LLC	Delaware
OHI Asset (TX) Schertz, LLC	Delaware
OHI Asset (TX) Sherman, LLC	Delaware
OHI Asset (TX) Winnsboro, LLC	Delaware
OHI Asset (VA) Ashland, LLC	Delaware
OHI Asset (VA) Charlottesville - 1165 Pepsi Place, LLC	Delaware
OHI Asset (VA) Charlottesville, LLC	Delaware
OHI Asset (VA) Chesapeake, LLC	Delaware
OHI Asset (VA) Clarksville, LLC	Delaware
OHI Asset (VA) Farmville, LLC	Delaware
OHI Asset (VA) Galax, LLC	Delaware
OHI Asset (VA) Greenwood-Portsmouth, LLC	Delaware
OHI Asset (VA) Hampton, LLC	Delaware
OHI Asset (VA) Hillsville, LLC	Delaware
OHI Asset (VA) Madison, LLC	Delaware
OHI Asset (VA) Martinsville ALF, LLC	Delaware
OHI Asset (VA) Martinsville SNF, LLC	Delaware
OHI Asset (VA) Mechanicsville, LLC	Delaware
OHI Asset (VA) Midlothian, LLC	Delaware
OHI Asset (VA) Moneta, LLC	Virginia
OHI Asset (VA) Mt Vernon, LLC	Delaware
OHI Asset (VA) Newton-Norfolk, LLC	Delaware
OHI Asset (VA) Norfolk – 3900 Llewellyn, LLC	Delaware
OHI Asset (VA) Norfolk, LLC	Delaware
OHI Asset (VA) Oak Grove, LLC	Delaware
OHI Asset (VA) Parkway Woodbridge, LLC	Delaware

Subsidiary Name	Home State
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) Rocky Mount, LLC	Delaware
OHI Asset (VA) South Boston, LLC	Delaware
OHI Asset (VA) Suffolk, LLC	Delaware
OHI Asset (VA) Virginia Beach, LLC (f/k/a OHI Asset (VA) Virginia Beach SNF, LLC)	Delaware
OHI Asset (VA) Windermere, LLC	Delaware
OHI Asset (WA) Fort Vancouver, LLC	Delaware
OHI Asset (WA) Poulsbo, LLC	Delaware
OHI Asset (WA) Richland, LLC	Delaware
OHI Asset (WA) Vancouver – 17171 Southeast 22 nd Drive, LLC	Delaware
OHI Asset (WA) Vancouver – 7900 NE Vancouver Mall Drive, LLC	Delaware
OHI Asset (WV) Bluefield, LLC	Delaware
OHI Asset (WV) Cameron, LLC	Delaware
OHI Asset (WV) Danville, LLC	Delaware
OHI Asset (WV) Gary, LLC	Delaware
OHI Asset (WV) Ivydale, LLC	Delaware
OHI Asset (WV) Wayne, LLC	Delaware
OHI Asset CHG ALF, LLC	Delaware
OHI Asset C-L, 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 Funding (DE), 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 III (PA), LP	Maryland
OHI Asset IV (PA) Silver Lake, LP	Maryland
OHI Asset Management, LLC	Delaware
OHI Asset Mortgage Lender, LLC (f/k/a OHI Frackville Holdco Two, LLC)	Delaware
OHI Asset RO, LLC	Delaware
OHI Asset S-A, LLC	Delaware
OHI Asset S-W, LLC	Delaware
OHI Asset, LLC	Delaware

Subsidiary Name	Home State
OHI Baugh House Ltd (f/k/a GCH (Kent) Ltd)	United Kingdom
OHI Bedhampton Ltd (f/k/a Cheerhealth (Bedhampton) Limited)	United Kingdom
OHI Cayman Limited	Cayman Islands
OHI Crestwood RE, LLC	Delaware
OHI Foxearth Ltd (f/k/a Foxearth Lodge Nursing Home Limited)	United Kingdom
OHI GCH Holdings Ltd (f/k/a Gold Care Holdings Limited)	United Kingdom
OHI Healthcare Homes Ltd	United Kingdom
OHI Healthcare Properties Limited Partnership	Delaware
OHI Heath Lodge and Autumn Vale Ltd (f/k/a GCH (Heath Lodge) Limited)	United Kingdom
OHI ISNP, LLC	Delaware
OHI Lima Properties Ltd	United Kingdom
OHI Malthouse Care Home Ltd	United Kingdom
OHI Mezz Lender, LLC	Delaware
OHI Park House Care Home Ltd	United Kingdom
OHI Park Lane Group Ltd (f/k/a The PLHC Group Limited)	United Kingdom
OHI Park Lane Croston Park Ltd (f/k/a Park Lane Healthcare (Croston Park) Limited)	United Kingdom
OHI Park Lane Hall Ltd (f/k/a York Heritage (The Hall Thornton Le Dale) Limited)	United Kingdom
OHI Park Lane Magnolia House Ltd (f/k/a Park Lane Healthcare (Magnolia House) Limited)	United Kingdom
OHI Park Lane Moorgate Ltd (f/k/a PLH Moorgate Holdco Limited)	United Kingdom
OHI Rose Garden Ltd (f/k/a Tovic Limited)	United Kingdom
OHI Roseberry (Jersey) Ltd (f/k/a Healthcare Property Holdings Limited)	Jersey
OHI Saxlingham Ltd (f/k/a Saxlingham Hall Nursing Home Limited)	United Kingdom
OHI Stanshawes Ltd	United Kingdom
OHI Tenchley Manor Ltd (f/k/a Cheerhealth (Selsey) Limited)	United Kingdom
OHI UK Healthcare Properties Ltd	United Kingdom
OHI UK Lender LLC	Delaware
OHI West Drayton Ltd (f/k/a GCH (West Drayton) Ltd)	United Kingdom
OHI Woodbridge Ltd (f/k/a Haughcare Limited)	United Kingdom
OHI-LG Asset Management, LLC	Delaware
OHI-LG Investment, LLC	Delaware
OHIMA, LLC	Massachusetts

Subsidiary Name	Home State
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
OHI-SY Investment, LLC	Delaware
OHI-TL Investment, LLC	Delaware
OHI-ZF Investment, LLC (f/k/a OHI-MV Investment, LLC)	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
OMG-San Gabriel Holdings, LLC	Delaware
OMG-San Gabriel Real Estate, LLC	Delaware
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, LP (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
Plainsboro Assisted Living Urban Renewal, LLC (f/k/a Plainsboro Assisted Living Renewal, LLC)	Connecticut
Pocatello Idaho Property, L.L.C.	Delaware
Pomona Vista LP (f/k/a Pomona Vista L.L.C.)	Delaware
Pottsville Holdings 1, LLC	Delaware
Pottsville Holdings 2, LLC	Delaware
Pottsville RE Owner LLC	Delaware
Prescott Arkansas, L.L.C.	Delaware
PV Realty-Clinton, LLC	Maryland
PV Realty-Holly Hill, LLC	Maryland

Subsidiary Name	Home State
PV Realty-Kensington, LLC	Maryland
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, LP (f/k/a Riverside Nursing Home Associates Two, L.L.C.)	Delaware
Riverside Nursing Home Associates, LP (f/k/a Riverside Nursing Home Associates, L.L.C.)	Delaware
Rockingham Drive Property, L.L.C.	Delaware
Rose Baldwin Park Property LP (f/k/a Rose Baldwin Park Property L.L.C.)	Delaware
S.C. Portfolio Property, L.L.C.	Delaware
Salem Associates, L.L.C.	Delaware
San Gabriel/OMG-CHG JV, LLC	Delaware
San Juan NH Property, LLC	Delaware
Sandalwood Arkansas Property, L.L.C.	Delaware
Santa Ana - Bartlett, LP (f/k/a Santa Ana - Bartlett, L.L.C.)	Delaware
Santa Fe Missouri Associates, L.L.C.	Illinois
Savoy/Bonham Venture, L.L.C.	Delaware
Searcy Aviv, L.L.C.	Delaware
Second Spring II LLC	Delaware
Sedgwick Properties, L.L.C.	Delaware
Seguin Texas Property, L.L.C.	Delaware
Selinsgrove Holdings 1, LLC	Delaware
Selinsgrove Holdings 2, LLC	Delaware
Selinsgrove RE Owner LLC	Delaware
Sierra Ponds Property, LP (f/k/a Sierra Ponds Property, L.L.C.)	Delaware
Skyler Boyington, LLC	Mississippi
Skyler Florida, LLC	Mississippi
Skyler Maitland LLC	Delaware
Skyler Pensacola, LLC	Florida
Skyview Associates, L.L.C.	Delaware
Southeast Missouri Property, L.L.C.	Delaware
Southern California Nevada, LP (f/k/a 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
STBA Properties, L.L.C.	Delaware
Stephenville Texas Property, L.L.C.	Delaware
Sterling Acquisition, LLC	Kentucky
Stevens Avenue Property, L.L.C.	Delaware

Subsidiary Name	Home State
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, LP (f/k/a Texhoma Avenue Property, L.L.C.)	Delaware
Trident Encore-U LLC	Delaware
Tujunga, LP (f/k/a Tujunga, L.L.C.)	Delaware
Tulare County Property, LP (f/k/a Tulare County Property, L.L.C.)	Delaware
Twinsburg Ohio Property, L.L.C.	Delaware
VRB Aviv, LP (f/k/a 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, LP (f/k/a West Pearl Street, L.L.C.)	Delaware
West Yarmouth Property I, L.L.C.	Delaware
West Yarmouth Property II, L.L.C.	Delaware
Westerville Ohio Office Property, L.L.C.	Delaware
Weston ALF 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

Subsidiary guarantors of guaranteed securities

From time to time Omega Healthcare Investors, Inc., a Maryland corporation (the “Company”), may issue debt securities under a registration statement on Form S-3 filed with the Securities and Exchange Commission that are fully and unconditionally guaranteed by OHI Healthcare Properties Limited Partnership, a Delaware limited partnership (the “Partnership”). As of December 31, 2022, the Partnership has fully and unconditionally guaranteed the outstanding senior notes of the Company identified below:

- 4.375% Senior Notes due 2023
 - 4.950% Senior Notes due 2024
 - 4.50% Senior Notes due 2025
 - 5.250% Senior Notes due 2026
 - 4.50% Senior Notes due 2027
 - 4.750% Senior Notes due 2028
 - 3.625% Senior Notes due 2029
 - 3.375% Senior Notes due 2031
 - 3.250% Senior Notes due 2033
-

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Form S-8 Registration Statements (File Nos. 333-225595, 333-189144 and 333-117656) related to the 2018 Stock Incentive Plan (formerly known as the 2013 Stock Incentive Plan and 2004 Stock Incentive Plan) of Omega Healthcare Investors, Inc.;
- (2) Form S-3 Registration Statement (File No. 333-256084) related to the registration of preferred stock, common stock, warrants, and units of Omega Healthcare Investors, Inc.;
- (3) Form S-3 Registration Statement (File No. 333-261519) pertaining to the debt securities, common stock, preferred stock, and guarantees of debt securities of Omega Healthcare Investors, Inc.; and
- (4) Form S-8 Registration Statement (File No. 333-234599) pertaining to the Omega Healthcare Investors, Inc. Employee Stock Purchase Plan.

of our reports dated February 14, 2023, with respect to the consolidated financial statements and schedules of Omega Healthcare Investors, Inc. and the effectiveness of internal control over financial reporting of Omega Healthcare Investors, Inc., included in this Annual Report (Form 10-K) of Omega Healthcare Investors, Inc. for the year ended December 31, 2022.

/s/ Ernst & Young LLP

Baltimore, Maryland
February 14, 2023

RULE 13a-14(a)/15d-14(a) CERTIFICATION OF CHIEF EXECUTIVE OFFICER**Certification**

I, C. Taylor Pickett, certify that:

1. I have reviewed this Annual Report on Form 10-K of Omega Healthcare Investors, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 14, 2023

/S/ C. TAYLOR PICKETT
C. Taylor Pickett
Chief Executive Officer

RULE 13a-14(a)/15d-14(a) CERTIFICATION OF CHIEF FINANCIAL OFFICER**Certifications**

I, Robert O. Stephenson, certify that:

1. I have reviewed this Annual Report on Form 10-K of Omega Healthcare Investors, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 14, 2023

/S/ ROBERT O. STEPHENSON

Robert O. Stephenson
Chief Financial Officer

**SECTION 1350 CERTIFICATION
OF THE CHIEF EXECUTIVE OFFICER**

I, C. Taylor Pickett, Chief Executive Officer of Omega Healthcare Investors, Inc. (the "Company"), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2022 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 14, 2023

/s/ C. TAYLOR PICKETT

C. Taylor Pickett
Chief Executive Officer

**SECTION 1350 CERTIFICATION
OF THE CHIEF FINANCIAL OFFICER**

I, Robert O. Stephenson, Chief Financial Officer of Omega Healthcare Investors, Inc. (the “Company”), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2022 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 14, 2023

/S/ ROBERT O. STEPHENSON

Robert O. Stephenson
Chief Financial Officer
