

Alamogordo Aviv, L.L.C.
Form POS AM
April 10, 2015

As filed with the Securities and Exchange Commission on April 10, 2015

Registration No. 333-192681

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO**

FORM S-3

**REGISTRATION STATEMENT
Under the Securities Act of 1933**

**AVIV REIT, INC.
(OHI Healthcare Properties Holdco, Inc. as successor by merger to Aviv REIT, Inc.)**

(Exact Name of Registrant as Specified in Charter)

Delaware

27-3200673

(State or Other Jurisdiction of Incorporation) (IRS Employer Identification No.)

c/o Omega Healthcare Investors Inc.

200 International Circle, Suite 3500

Hunt Valley, Maryland 21030

(312) 855-0930

(Address, Including Zip Code and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

C. Taylor Pickett

Chief Executive Officer

Omega Healthcare Investors Inc.

200 International Circle, Suite 3500

Hunt Valley, Maryland

(410) 427-1700

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

Copies to:

Eliot Robinson

Terrence Childers

Bryan Cave LLP

1201 West Peachtree Street, NW

Atlanta, GA 30309

(404) 572-6600

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

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

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

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

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

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

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

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

No additional securities are being registered. Registration fees were paid with the original filing of Registration Statement 333-192681 on December 6, 2013. No additional registration fees are required.

TABLE OF CO-REGISTRANTS

| Exact name of registrant as specified in its charter | State or other jurisdiction of incorporation or organization | IRS Employer Identification Number |
|---|---|---|
| Aviv Healthcare Properties Limited Partnership | Delaware | 35-2249166 |
| Aviv Healthcare Capital Corporation | Delaware | 27-4536064 |
| 446 Sycamore Road, L.L.C. | Delaware | 32-0380782 |
| Alamogordo Aviv, L.L.C. | New Mexico | 27-0123540 |
| Arkansas Aviv, L.L.C. | Delaware | 30-0509615 |
| Arma Yates, L.L.C. | Delaware | 27-3971035 |
| Aviv Asset Management, L.L.C. | Delaware | 30-0305067 |
| Aviv Financing I, L.L.C. | Delaware | 11-3747125 |
| Aviv Financing II, L.L.C. | Delaware | 36-4597042 |
| Aviv Financing III, L.L.C. | Delaware | 36-4641210 |
| Aviv Financing IV, L.L.C. | Delaware | 27-0836481 |
| Aviv Financing V, L.L.C. | Delaware | 27-0836548 |
| Aviv Foothills, L.L.C. | Delaware | 36-4572035 |
| Aviv Healthcare Properties Operating Partnership I, L.P. | Delaware | 11-3747120 |
| Aviv Liberty, L.L.C. | Delaware | 36-4572034 |
| Avon Ohio, L.L.C. | Delaware | 36-4601433 |
| Belleville Illinois, L.L.C. | Delaware | 32-0188341 |
| Bellingham II Associates, L.L.C. | Delaware | 11-3747130 |
| Bethel ALF Property, L.L.C. | Delaware | 36-4759871 |
| BHG Aviv, L.L.C. | Delaware | 36-4601432 |
| Biglerville Road, L.L.C. | Delaware | 35-2410897 |
| Bonham Texas, L.L.C. | Delaware | 30-0358809 |
| Bradenton ALF Property, L.L.C. | Delaware | 45-4444919 |
| Burton NH Property, L.L.C. | Delaware | 11-3714506 |
| California Aviv, L.L.C. | Delaware | 38-3786697 |
| California Aviv Two, L.L.C. | Delaware | 26-4117080 |
| Camas Associates, L.L.C. | Delaware | 36-4340182 |
| Casa/Sierra California Associates, L.L.C. | Delaware | 36-4572017 |
| Champaign Williamson Franklin, L.L.C. | Delaware | 36-4769741 |
| Chardon Ohio Property, L.L.C. | Delaware | 61-1722650 |
| Chatham Aviv, L.L.C. | Delaware | 27-0354315 |
| Chenal Arkansas, L.L.C. | Delaware | 04-3835270 |
| Chippewa Valley, L.L.C. | Illinois | 36-4065826 |
| Clarkston Care, L.L.C. | Delaware | 76-0802028 |
| Clayton Associates, L.L.C. | New Mexico | 36-4572014 |
| Colonial Madison Associates, L.L.C. | Delaware | 38-3741678 |
| Columbia View Associates, L.L.C. | Delaware | 36-4204809 |
| Columbus Texas Aviv, L.L.C. | Delaware | 38-3735473 |
| Columbus Western Avenue, L.L.C. | Delaware | 71-0960205 |
| Commerce Nursing Homes, L.L.C. | Illinois | 36-4122632 |
| Commerce Sterling Hart Drive, L.L.C. | Delaware | 27-5458991 |

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|--------------------------------------|----------|------------|
| Conroe Rigby Owen Road, L.L.C. | Delaware | 27-5458820 |
| CR Aviv, L.L.C. | Delaware | 20-5354773 |
| Crooked River Road, L.L.C. | Delaware | 27-5081057 |
| Cuyahoga Falls Property, L.L.C. | Delaware | 35-2419468 |
| Darien ALF Property, L.L.C. | Delaware | 30-0694838 |
| Denison Texas, L.L.C. | Delaware | 32-0173170 |
| East Rollins Street, L.L.C. | Delaware | 38-3838004 |
| Edgewood Drive Property, L.L.C. | Delaware | 32-0405276 |
| Effingham Associates, L.L.C. | Illinois | 36-4150491 |
| Elite Mattoon, L.L.C. | Delaware | 36-4454111 |
| Elite Yorkville, L.L.C. | Delaware | 36-4454114 |
| Falcon Four Property Holding, L.L.C. | Delaware | 46-3986352 |
| Falcon Four Property, L.L.C. | Delaware | 30-0794160 |
| Falfurrias Texas, L.L.C. | Delaware | 61-1501714 |

| Exact name of registrant as specified in its charter | State or other jurisdiction of incorporation or organization | IRS Employer Identification Number |
|---|---|---|
| Florida ALF Properties, L.L.C. | Delaware | 32-0417622 |
| Florida Four Properties, L.L.C. | Delaware | 35-2456486 |
| Fort Stockton Property, L.L.C. | Delaware | 38-3918639 |
| Fountain Associates, L.L.C. | Delaware | 36-4572016 |
| Four Fountains Aviv, L.L.C. | Delaware | 36-4601434 |
| Fredericksburg South Adams Street, L.L.C. | Delaware | 27-5459311 |
| Freewater Oregon, L.L.C. | Delaware | 36-2280966 |
| Fullerton California, L.L.C. | Delaware | 36-4480527 |
| Gardnerville Property, L.L.C. | Delaware | 37-1657201 |
| Germantown Property, L.L.C. | Delaware | 45-4444655 |
| Giltex Care, L.L.C. | Delaware | 36-4572036 |
| Glendale NH Property, L.L.C. | Delaware | 61-1686455 |
| Gonzales Texas Property, L.L.C. | Delaware | 32-0403901 |
| Great Bend Property, L.L.C. | Delaware | 27-3971138 |
| Heritage Monterey Associates, L.L.C. | Illinois | 36-4056688 |
| HHM Aviv, L.L.C. | Delaware | 32-0205746 |
| Hidden Acres Property, L.L.C. | Delaware | 27-2457250 |
| Highland Leasehold, L.L.C. | Delaware | 20-2873499 |
| Hobbs Associates, L.L.C. | Illinois | 36-4177337 |
| Hot Springs Aviv, L.L.C. | Delaware | 30-0470700 |
| Houston Texas Aviv, L.L.C. | Delaware | 36-4587739 |
| Hutchinson Kansas, L.L.C. | Delaware | 51-0559326 |
| Idaho Associates, L.L.C. | Illinois | 36-4114446 |
| Iowa Lincoln County Property, L.L.C. | Delaware | 45-4445450 |
| Jasper Springhill Street, L.L.C. | Delaware | 27-5458704 |
| Kansas Five Property, L.L.C. | Delaware | 36-1647542 |
| Karan Associates, L.L.C. | Delaware | 11-3747208 |
| Karan Associates Two, L.L.C. | Delaware | 61-1514965 |
| KB Northwest Associates, L.L.C. | Delaware | 36-4572025 |
| Kingsville Texas, L.L.C. | Delaware | 37-1522939 |
| Louisville Dutchmans Property, L.L.C. | Delaware | 61-1715555 |
| Magnolia Drive Property, L.L.C. | Delaware | 30-0793756 |
| Manor Associates, L.L.C. | Delaware | 36-4572020 |
| Mansfield Aviv, L.L.C. | Delaware | 32-0183852 |
| Massachusetts Nursing Homes, L.L.C. | Delaware | 20-2873416 |
| McCarthy Street Property, L.L.C. | Delaware | 38-3855495 |
| Minnesota Associates, L.L.C. | Delaware | 36-4469552 |
| Mishawaka Property, L.L.C. | Delaware | 36-4734067 |
| Missouri Associates, L.L.C. | Delaware | 36-4572033 |
| Missouri Regency Associates, L.L.C. | Delaware | 36-4572031 |
| Montana Associates, L.L.C. | Illinois | 36-4149849 |
| Monterey Park Leasehold Mortgage, L.L.C. | Delaware | 32-0267202 |
| Mount Washington Property, L.L.C. | Delaware | 45-5010153 |
| Mt. Vernon Texas, L.L.C. | Delaware | 35-2270167 |
| Murray County, L.L.C. | Delaware | 36-4708756 |

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| New Hope Property, L.L.C. | Delaware | 61-1720871 |
| Newtown ALF Property, L.L.C. | Delaware | 27-4083571 |
| N.M. Bloomfield Three Plus One Limited Company | New Mexico | 74-2748292 |
| N.M. Espanola Three Plus One Limited Company | New Mexico | 74-2748289 |
| N.M. Lordsburg Three Plus One Limited Company | New Mexico | 74-2748286 |
| N.M. Silver City Three Plus One Limited Company | New Mexico | 74-2748283 |
| North Royalton Ohio Property, L.L.C. | Delaware | 37-1729308 |
| Norwalk ALF Property, L.L.C. | Delaware | 27-4083805 |
| Oakland Nursing Homes, L.L.C. | Delaware | 36-4572018 |
| October Associates, L.L.C. | Delaware | 36-4572030 |
| Ogden Associates, L.L.C. | Delaware | 36-4412291 |
| Ohio Aviv, L.L.C. | Delaware | 36-4597043 |

| Exact name of registrant as specified in its charter | State or other jurisdiction of incorporation or organization | IRS Employer Identification Number |
|---|---|---|
| Ohio Aviv Two, L.L.C. | Delaware | 27-5081906 |
| Ohio Aviv Three, L.L.C. | Delaware | 27-5082021 |
| Ohio Indiana Property, L.L.C. | Delaware | 36-4764623 |
| Ohio Pennsylvania Property, L.L.C. | Delaware | 32-0350654 |
| Oklahoma Two Property, L.L.C. | Delaware | 37-1695177 |
| Oklahoma Warr Wind, L.L.C. | Delaware | 38-3886603 |
| Omaha Associates, L.L.C. | Delaware | 36-4572019 |
| Orange ALF Property, L.L.C. | Delaware | 27-4083471 |
| Orange, L.L.C. | Illinois | 36-4095365 |
| Oregon Associates, L.L.C. | Delaware | 36-4572024 |
| Oso Avenue Property, L.L.C. | Delaware | 30-0767014 |
| Peabody Associates, L.L.C. | Delaware | 36-4572029 |
| Peabody Associates Two, L.L.C. | Delaware | 27-5346222 |
| Pennington Road Property, L.L.C. | Delaware | 36-4768380 |
| Pocatello Idaho Property, L.L.C. | Delaware | 35-2449870 |
| Pomona Vista L.L.C. | Illinois | 36-4111095 |
| Prescott Arkansas, L.L.C. | Delaware | 04-3835264 |
| Raton Property Limited Company | New Mexico | 36-4111094 |
| Ravenna Ohio Property, L.L.C. | Delaware | 61-1692048 |
| Red Rocks, L.L.C. | Illinois | 36-4192351 |
| Richland Washington, L.L.C. | Delaware | 26-0081509 |
| Riverside Nursing Home Associates, L.L.C. | Delaware | 36-4340184 |
| Riverside Nursing Home Associates Two, L.L.C. | Delaware | 27-3524946 |
| Rockingham Drive Property, L.L.C. | Delaware | 35-2485732 |
| Rose Baldwin Park Property L.L.C. | Illinois | 36-4111092 |
| Salem Associates, L.L.C. | Delaware | 36-4572028 |
| San Juan NH Property, L.L.C. | Delaware | 11-3714511 |
| Sandalwood Arkansas Property, L.L.C. | Delaware | 61-1665105 |
| Santa Ana-Bartlett, L.L.C. | Illinois | 36-4212739 |
| Santa Fe Missouri Associates, L.L.C. | Illinois | 36-4165126 |
| Savoy/Bonham Venture, L.L.C. | Delaware | 36-4572026 |
| Searcy Aviv, L.L.C. | Delaware | 38-3779442 |
| Sedgwick Properties, L.L.C. | Delaware | 36-4694767 |
| Seguin Texas Property, L.L.C. | Delaware | 35-2456377 |
| Sierra Ponds Property, L.L.C. | Delaware | 38-3888430 |
| Skyview Associates, L.L.C. | Delaware | 36-4572023 |
| Southeast Missouri Property, L.L.C. | Delaware | 27-3502072 |
| Southern California Nevada, L.L.C. | Delaware | 30-0705746 |
| Star City Arkansas, L.L.C. | Delaware | 43-2089308 |
| Sun-Mesa Properties, L.L.C. | Illinois | 36-4047650 |
| Texas Fifteen Property, L.L.C. | Delaware | 35-2437626 |
| Texhoma Avenue Property, L.L.C. | Delaware | 35-2470607 |
| Tujung, L.L.C. | Delaware | 36-4389732 |
| VRB Aviv, L.L.C. | Delaware | 76-0802032 |
| Washington-Oregon Associates, L.L.C. | Illinois | 36-4192347 |

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| Watauga Associates, L.L.C. | Illinois | 36-4163268 |
| Wellington Leasehold, L.L.C. | Delaware | 27-3971187 |
| West Pearl Street, L.L.C. | Delaware | 81-0637081 |
| Wheeler Healthcare Associates, L.L.C. | Texas | 74-2752353 |
| Whitlock Street Property, L.L.C. | Delaware | 32-0419832 |
| Willis Texas Aviv, L.L.C. | Delaware | 37-1522942 |
| Yuba Aviv, L.L.C. | Delaware | 11-3750228 |

TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1, filed by OHI Healthcare Properties Holdco, Inc., a Delaware corporation (“Merger Sub”), as successor by merger to Aviv REIT, Inc., a Maryland corporation (the “Company”), deregisters all of the Company’s securities that had been registered on the Company’s Registration Statement on Form S-3 (File No. 333-192681) (the “Registration Statement”) that remained unsold as of the date hereof.

On April 1, 2015, pursuant to an Agreement and Plan of Merger, dated as of October 30, 2014, by and among Omega Healthcare Investors, Inc., a Maryland corporation (“Omega”), Merger Sub, OHI Healthcare Properties Limited Partnership, a Delaware limited partnership, the Company and Aviv Healthcare Limited Partnership, a Delaware limited partnership, the Company merged with and into Merger Sub, with Merger Sub continuing as the surviving corporation and a wholly owned subsidiary of Omega (the “Merger”). In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the Company’s securities that remain unsold at the termination of the offering, the Company hereby removes from registration all securities under the Registration Statement that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hunt Valley, State of Maryland on April 10, 2015.

**OHI HEALTHCARE
PROPERTIES
HOLDCO, INC. (as successor by
merger to
Aviv REIT, Inc.)**

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 10th day of April 2015.

| Signature | Position |
|--------------------------|------------------------------------|
| /s/ C. Taylor Pickett | Chief Executive Officer (Principal |
| C. Taylor Pickett | Executive Officer) |
| /s/ Robert O. Stephenson | Chief Financial Officer (Principal |
| Robert O. Stephenson | Financial and Accounting Officer) |
| /s/ Michael D. Ritz | Chief Accounting Officer |
| Michael D. Ritz | |
| /s/ Robert O. Stephenson | Sole Director, Officer of General |
| Robert O. Stephenson | Partner or Officer of Sole Member |

Pursuant to the requirements of the Securities Act of 1933, as amended, C. Taylor Pickett has duly caused this registration statement to be signed on behalf of the undersigned, thereunto duly authorized, in the City of Hunt Valley, State of Maryland, on this 10th day of April 2015.

Aviv Healthcare Properties Limited Partnership
Aviv Healthcare Capital Corporation
446 Sycamore Road, L.L.C.
Alamogordo Aviv, L.L.C.
Arkansas Aviv, L.L.C.
Arma Yates, L.L.C.
Aviv Asset Management, L.L.C.
Aviv Financing I, L.L.C.
Aviv Financing II, L.L.C.
Aviv Financing III, L.L.C.
Aviv Financing IV, L.L.C.
Aviv Financing V, L.L.C.
Aviv Foothills, L.L.C.
Aviv Healthcare Properties Operating Partnership I, L.P.
Aviv Liberty, L.L.C.
Avon Ohio, L.L.C.
Belleville Illinois, L.L.C.
Bellingham II Associates, L.L.C.
Bethel ALF Property, L.L.C.
BHG Aviv, L.L.C.
Biglerville Road, L.L.C.
Bonham Texas, L.L.C.
Bradenton ALF Property, L.L.C.
Burton NH Property, L.L.C.
California Aviv, L.L.C.
California Aviv Two, L.L.C.
Camas Associates, L.L.C.
Casa/Sierra California Associates, L.L.C.
Champaign Williamson Franklin, L.L.C.
Chardon Ohio Property, L.L.C.
Chatham Aviv, L.L.C.
Chenal Arkansas, L.L.C.
Chippewa Valley, L.L.C.
Clarkston Care, L.L.C.
Clayton Associates, L.L.C.
Colonial Madison Associates, L.L.C.
Columbia View Associates, L.L.C.
Columbus Texas Aviv, L.L.C.
Columbus Western Avenue, L.L.C.
Commerce Nursing Homes, L.L.C.
Commerce Sterling Hart Drive, L.L.C.
Conroe Rigby Owen Road, L.L.C.

CR Aviv, L.L.C.
Crooked River Road, L.L.C.
Cuyahoga Falls Property, L.L.C.
Darien ALF Property, L.L.C.
Denison Texas, L.L.C.
East Rollins Street, L.L.C.
Edgewood Drive Property, L.L.C.
Effingham Associates, L.L.C.
Elite Mattoon, L.L.C.
Elite Yorkville, L.L.C.
Falcon Four Property Holding, L.L.C.
Falcon Four Property, L.L.C.
Falfurrias Texas, L.L.C.

Florida ALF Properties, L.L.C.
Florida Four Properties, L.L.C.
Fort Stockton Property, L.L.C.
Fountain Associates, L.L.C.
Four Fountains Aviv, L.L.C.
Fredericksburg South Adams Street, L.L.C.
Freewater Oregon, L.L.C.
Fullerton California, L.L.C.
Gardnerville Property, L.L.C.
Germantown Property, L.L.C.
Giltex Care, L.L.C.
Glendale NH Property, L.L.C.
Gonzales Texas Property, L.L.C.
Great Bend Property, L.L.C.
Heritage Monterey Associates, L.L.C.
HHM Aviv, L.L.C.
Hidden Acres Property, L.L.C.
Highland Leasehold, L.L.C.
Hobbs Associates, L.L.C.
Hot Springs Aviv, L.L.C.
Houston Texas Aviv, L.L.C.
Hutchinson Kansas, L.L.C.
Idaho Associates, L.L.C.
Iowa Lincoln County Property, L.L.C.
Jasper Springhill Street, L.L.C.
Kansas Five Property, L.L.C.
Karan Associates, L.L.C.
Karan Associates Two, L.L.C.
KB Northwest Associates, L.L.C.
Kingsville Texas, L.L.C.
Louisville Dutchmans Property, L.L.C.
Magnolia Drive Property, L.L.C.
Manor Associates, L.L.C.
Mansfield Aviv, L.L.C.
Massachusetts Nursing Homes, L.L.C.
McCarthy Street Property, L.L.C.
Minnesota Associates, L.L.C.
Mishawaka Property, L.L.C.
Missouri Associates, L.L.C.
Missouri Regency Associates, L.L.C.
Montana Associates, L.L.C.
Monterey Park Leasehold Mortgage, L.L.C.
Mount Washington Property, L.L.C.
Mt. Vernon Texas, L.L.C.
Murray County, L.L.C.
New Hope Property, L.L.C.
Newtown ALF Property, L.L.C.
N.M. Bloomfield Three Plus One Limited Company

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N.M. Espanola Three Plus One Limited Company
N.M. Lordsburg Three Plus One Limited Company
N.M. Silver City Three Plus One Limited Company
North Royalton Ohio Property, L.L.C.
Norwalk ALF Property, L.L.C.
Oakland Nursing Homes, L.L.C.
October Associates, L.L.C.
Ogden Associates, L.L.C.
Ohio Aviv, L.L.C.
Ohio Aviv Two, L.L.C.
Ohio Aviv Three, L.L.C.

Ohio Indiana Property, L.L.C.
Ohio Pennsylvania Property, L.L.C.
Oklahoma Two Property, L.L.C.
Oklahoma Warr Wind, L.L.C.
Omaha Associates, L.L.C.
Orange ALF Property, L.L.C.
Orange, L.L.C.
Oregon Associates, L.L.C.
Oso Avenue Property, L.L.C.
Peabody Associates, L.L.C.
Peabody Associates Two, L.L.C.
Pennington Road Property, L.L.C.
Pocatello Idaho Property, L.L.C.
Pomona Vista L.L.C.
Prescott Arkansas, L.L.C.
Raton Property Limited Company
Ravenna Ohio Property, L.L.C.
Red Rocks, L.L.C.
Richland Washington, L.L.C.
Riverside Nursing Home Associates, L.L.C.
Riverside Nursing Home Associates Two, L.L.C.
Rockingham Drive Property, L.L.C.
Rose Baldwin Park Property L.L.C.
Salem Associates, L.L.C.
San Juan NH Property, L.L.C.
Sandalwood Arkansas Property, L.L.C.
Santa Ana-Bartlett, L.L.C.
Santa Fe Missouri Associates, L.L.C.
Savoy/Bonham Venture, L.L.C.
Searcy Aviv, L.L.C.
Sedgwick Properties, L.L.C.
Seguin Texas Property, L.L.C.
Sierra Ponds Property, L.L.C.
Skyview Associates, L.L.C.
Southeast Missouri Property, L.L.C.
Southern California Nevada, L.L.C.
Star City Arkansas, L.L.C.
Sun-Mesa Properties, L.L.C.
Texas Fifteen Property, L.L.C.
Texhoma Avenue Property, L.L.C.
Tujunga, L.L.C.
VRB Aviv, L.L.C.
Washington-Oregon Associates, L.L.C.
Watauga Associates, L.L.C.
Wellington Leasehold, L.L.C.
West Pearl Street, L.L.C.
Wheeler Healthcare Associates, L.L.C.
Whitlock Street Property, L.L.C.

Willis Texas Aviv, L.L.C.
Yuba Aviv, L.L.C.

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 10th day of April 2015.

| Signature | Position |
|--|--|
| /s/ C. Taylor Pickett C. Taylor Pickett | Chief Executive Officer (Principal Executive Officer) |
| /s/ Robert O. Stephenson Robert O. Stephenson | Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Michael D. Ritz Michael D. Ritz | Chief Accounting Officer |
| /s/ Robert O. Stephenson Robert O. Stephenson | Sole Director, Officer of General Partner or Officer of Sole Member |