THRIFT DRUG INC Form S-4 December 18, 2009

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As Filed with the Securities and Exchange Commission on December 18, 2009.

**Registration Statement No. 333-**

#### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-4

#### **REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

# **RITE AID CORPORATION**

\*And the Subsidiary Guarantors listed below (Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

5912 (Primary Standard Industrial Classification Code Number) 30 Hunter Lane Camp Hill, Pennsylvania 17011 (717) 761-2633

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Marc A. Strassler, Esq. Executive Vice President, General Counsel and Secretary Rite Aid Corporation 30 Hunter Lane Camp Hill, Pennsylvania 17011 (717) 761-2633 (717) 760-7867 (facsimile) (Name, address, including zip code, and telephone number, including area code, of agent for service)

> Copies of all communications to: Stacy J. Kanter, Esq. Michael J. Zeidel, Esq. Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036 (212) 735-3000 (212) 735-2000 (facsimile)

23-1614034 (I.R.S. Employer Identification No.)

#### Edgar Filing: THRIFT DRUG INC - Form S-4

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

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. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) 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.

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.

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o
		(Do not check if a	
		smaller reporting company)	
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:			

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) o Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) o CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
10.250% Senior Secured Notes due 2019	\$270,000,000	100%	270,000,000	\$15,066
Guarantees related to the 10.250% Senior Secured Notes due 2019	N/A	N/A	N/A	N/A(2)

(1)

Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) promulgated under the Securities Act of 1933, as amended.

(2)

No separate consideration is received for the guarantees, and, therefore, no additional fee is required.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a) may determine.

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## TABLE OF ADDITIONAL REGISTRANTS

112 Burleigh Avenue Norfolk, LLC   Virginia   \$912   N/A     1515 West State Street Boise, Idaho, LLC   Delaware   \$912   N/A     1740 Associates, LLC   Michigan   \$912   N/A     3581 Carter Hill Road Mongomery Corp.   Alabama   \$912   25.1820607     5277 Associates, Inc.   Washington   \$912   23.2940919     537 Elm Street Corporation   Rhode Island   \$912   23.2940033     6500 Superior Properties, Inc.   Ohio   \$912   23.2940033     657-659 Broad St. Corp.   New Jersey   \$912   80-0052333     764 South Broadway Geneva, Ohio, LLC   Delaware   \$912   80-0052333     764 South Broadway Geneva, Ohio, LLC   Delaware   \$912   N/A     Apex Drug Stores, Inc.   Michigan   \$912   38-2413448     Broadview Malings Broadview Heights Ohio, Inc.   Delaware   \$912   N/A     Eagle Managed Care Corp,   Delaware   \$912   N/A     Eagle Managed Care Corp,   Delaware   \$912   \$10-378122     Eckerd Fleet, Inc.   Florida   47	Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
1515 West State Street Boise, Idaho, LLC Delaware \$912 N/A   1740 Associates, LLC Michigan \$912 N/A   1740 Associates, LLC Michigan \$912 N/A   381 Carter Hill Road Montgomery Corp. Alabama \$912 25-1820507   5277 Associates, Inc. Washington \$912 23-2940919   537 Elm Street Corporation Rhode Island \$912 23-2962033   5600 Superior Properties, Inc. Ohio \$912 80-0052338   764 South Broadvay Geneva, Ohio, LLC Ohio \$912 23-1974076   Ann & Government Streets Mobile, Alabama, LLC Delaware \$912 28-2413448   Broadview and Wallings Broadview Heights Ohio, Inc. Ohio \$912 25-1814215   Brosk Pharmacy, Inc. Delaware \$912 N/A   Edkerd Corporation Delaware \$912 N/A   Edkerd Corporation Delaware \$912 N/A   Edkerd Corporation Delaware \$912 \$1-0378122   Eckerd Pieet, Inc. Florida 4789 \$9-1935574   EDC Licensing, Inc. Delaware \$912				
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3581 Carter Hill Road Montgomery Corp.   Alabama   5912   80-0052336     4042 Warrensville Center Road Warrensville Ohio, Inc.   Ohio   5912   23-2940919     537 Elm Street Corporation   Rhode Island   5912   23-2940919     537 Elm Street Corporation   Rhode Island   5912   80-0052337     6500 Superior Properties, Inc.   Ohio   5912   80-0052338     764 South Broadway Geneva, Ohio, LLC   Ohio   5912   23-1974076     Ann & Government Streets Mobile, Alabama, LLC   Delaware   5912   38-2413448     Brooks Pharmacy, Inc.   Delaware   6719   05-0620980     Central Avenue & Main Street Petal-MS, LLC   Delaware   5912   N/A     Eakerd Corporation   Delaware   5912   51-0378122     Eckerd Corporation   Delaware   5912   51-0378122     Eckerd Corporation   Delaware   5912   51-0378122     Eckerd Corporation   Delaware   5912   S0-1935574     EDC Licensing, Inc.   Delaware   5912   S1-04378122     Eckerd Streets Vichsville, Ohio, LLC				
4042 Warrensville Center Road Warrensville Ohio, Inc.   Ohio   5912   25-1820507     5277 Associates, Inc.   Washington   5912   23-2940919     537 Elm Street Corporation   Rhode Island   5912   23-2940919     657-659 Broad St. Corp.   New Jersey   5912   80-0052337     657-659 Broad St. Corp.   New Jersey   5912   23-1974076     Ann & Government Streets Mobile, Alabama, LLC   Delaware   5912   38-2413448     Broadview and Wallings   Broadview Heights Ohio, Inc.   Ohio   5912   25-1814215     Brooks Pharmacy, Inc.   Delaware   6719   05-0620980     Central Avenue & Main Street Petal-MS, LLC   Delaware   5992   N/A     Eagle Managed Care Corp.   Delaware   5992   S1-0378122     Eckerd Fleet, Inc.   Florida   4789   59-1935574     EDC Drug Stores, Inc.   North Carolina   5912   80-0052343     Faiground, LLC   Virginia   5912   N/A     England Street Asheland Corporation   Virginia   5912   N/A     England Street Ashela		ě		
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JCG Holdings (USA), Inc.Delaware671920-1147565K&B Alabama CorporationAlabama591272-1011085K&B Louisiana CorporationLouisiana591272-1043860K&B Mississippi CorporationMississippi591272-0983482K&B Services, IncorporatedLouisiana999572-1245171K&B Tennessee CorporationTennessee999962-1444359K&B Texas CorporationTexas591272-1010327K&B, IncorporatedDelaware671951-0346254Keystone Centers, Inc.Pennsylvania591223-1730114Lakehurst and Broadway CorporationNew Jersey591223-2937947Maxi Drug North, Inc.Delaware591205-0520884Maxi Drug South, L.P.Delaware591205-0520885Maxi Green, Inc.Vermont591204-2960944Maxi Green, Inc.Vermont591245-0515111Mayfield & Chillicothe Roads Chesterland, LLCOhio5912N/A		Delaware	6719	
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Mayfield & Chillicothe Roads Chesterland, LLC Ohio 5912 N/A		Vermont		
Munson & Andrews, LLC Delaware 5912 N/A				
Name Rite, LLC Delaware 6719 N/A				
Northline & Dix Toledo Southgate, LLC Michigan 5912 N/A				

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Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
P.J.C. Distribution, Inc.		4225	
	Delaware Rhada Island		22-3252604
P.J.C. of West Warwick, Inc.	Rhode Island	6519	01-0573850
P.J.C. Realty Co., Inc. Batten Drive and New Paulayard Property Corporation	Delaware	6519 5012	04-2967938
Patton Drive and Navy Boulevard Property Corporation Paw Paw Lake Road & Paw Paw Avenue-Coloma, Michigan, LLC	Florida Delaware	5912 5912	23-2870495 N/A
PDS-1 Michigan, Inc.	Michigan	5912	38-2935739
Post Michigan, Inc. Perry Distributors, Inc.	Michigan	4225	38-1718545
Perry Drug Stores, Inc.	Michigan	5912	38-0947300
PJC Dorchester Realty LLC	Delaware	6519	01-0573791
PJC East Lyme Realty LLC	Delaware	6519	20-4851871
PJC Haverhill Realty LLC	Delaware	6519	01-0573831
PJC Hermitage Realty LLC	Delaware	6519	51-0568284
PJC Hyde Park Realty LLC	Delaware	6519	01-0573796
PJC Lease Holdings, Inc.	Delaware	6519	01-0573835
PJC Manchester Realty LLC	Delaware	6519	01-0573821
PJC Mansfield Realty LLC	Delaware	6519	01-0573814
PJC New London Realty LLC	Delaware	6519	20-1151630
PJC of Cranston, Inc.	Rhode Island	6519	05-0481150
PJC of East Providence, Inc.	Rhode Island	6519	05-0481152
PJC of Massachusetts, Inc.	Massachusetts	6519	05-0481151
PJC of Rhode Island, Inc.	Rhode Island	6519	23-1979613
PJC of Vermont, Inc.	Vermont	6519	05-0498065
PJC Peterborough Realty LLC	Delaware	6519	20-1151661
PJC Providence Realty LLC	Delaware	6519	05-0541664
PJC Realty MA, Inc.	Massachusetts	6519	02-0692817
PJC Realty N.E. LLC	Delaware	5912	01-0573780
PJC Revere Realty LLC	Delaware	6519	01-0573818
PJC Special Realty Holdings, Inc.	Delaware	6519	01-0573843
Ram Utica, Inc.	Michigan	5412	80-0052329
RDS Detroit, Inc.	Michigan	5912	35-1799950
READ's Inc.	Maryland	7389	80-0052330
Rite Aid Drug Palace, Inc.	Delaware	5912	23-2325476
Rite Aid Hdqtrs. Corp.	Delaware	6719	23-2308342
Rite Aid Hdqtrs. Funding, Inc.	Delaware	6719	75-3167335
Rite Aid of Alabama, Inc.	Alabama	5912	23-2410761
Rite Aid of Connecticut, Inc.	Connecticut	5912	23-1940645
Rite Aid of Delaware, Inc.	Delaware	5912	23-1940646
Rite Aid of Florida, Inc.	Florida	5912	23-2047226
Rite Aid of Georgia, Inc.	Georgia	5912	23-2125551
Rite Aid of Illinois, Inc.	Illinois	5912	23-2416666
Rite Aid of Indiana, Inc.	Indiana	5912	23-2048778
Rite Aid of Kentucky, Inc.	Kentucky	5912	23-2039291
Rite Aid of Maine, Inc.	Maine	5912	01-0324725
Rite Aid of Maryland, Inc.	Maryland	5912	23-1940941
Rite Aid of Massachusetts, Inc.	Massachusetts	5912	23-1940647
Rite Aid of Michigan, Inc.	Michigan	5912	38-0857390
Rite Aid of New Hampshire, Inc.	New Hampshire	5912	23-2008320
Rite Aid of New Jersey, Inc.	New Jersey	5912	23-1940648

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	State or Other Jurisdiction of Incorporation or	Primary Standard Industrial Classification Code	I.R.S. Employer Identification
Name of Additional Registrant*	Formation	Number	Number
Rite Aid of New York, Inc.	New York	5912	23-1940649
Rite Aid of North Carolina, Inc.	North Carolina	5912	23-1940650
Rite Aid of Ohio, Inc.	Ohio	5912	23-1940651
Rite Aid of Pennsylvania, Inc.	Pennsylvania	5912	23-1940652
Rite Aid of South Carolina, Inc.	South Carolina	5912	23-2047222
Rite Aid of Tennessee, Inc.	Tennessee	5912	23-2047224
Rite Aid of Vermont, Inc.	Vermont	5912	23-1940942
Rite Aid of Virginia, Inc.	Virginia	5912	23-1940653
Rite Aid of Washington, D.C., Inc.	Washington DC	5912	23-2461466
Rite Aid of West Virginia, Inc.	West Virginia	5912	23-1940654
Rite Aid Payroll Management, Inc.	Delaware	5912	01-0910097
Rite Aid Online Store, Inc.	Delaware	6719	01-0910090
Rite Aid Realty Corp.	Delaware	6519	23-1725347
Rite Aid Rome Distribution Center, Inc.	New York	4225	23-1887836
Rite Aid Services, LLC	Delaware	7363	02-0655440
Rite Aid Transport, Inc.	Delaware	4789	25-1793102
Rite Fund, Inc.	Delaware	6719	51-0273194
Rite Investments Corp.	Delaware	6719	51-0273192
Rx Choice, Inc.	Delaware	7359	25-1598207
Seven Mile and Evergreen Detroit, LLC	Michigan	5912	N/A
Silver Springs Road Baltimore, Maryland/One, LLC	Delaware	5912	N/A
Silver Springs Road Baltimore, Maryland/Two, LLC	Delaware	5912	N/A
State & Fortification Streets Jackson, Mississippi, LLC	Delaware	5912	N/A
State Street and Hill Road Gerard, Ohio, LLC	Delaware	5912 6719	N/A 04-2925810
The Jean Coutu Group (PJC) USA, Inc.	Delaware Ohio		
The Lane Drug Company	0	5912 5912	53-0125212
Thrift Drug Services, Inc.	Delaware	• /	74-2605432
Thrift Drug, Inc.	Delaware	9999	22-2098063
Thrifty Corporation	California	5912	95-1297550
Thrifty PayLess, Inc.	California	5912	95-4391249
Tyler and Sanders Roads Birmingham, Alabama, LLC	Delaware	5912	N/A

Addresses and telephone numbers of principal executive offices are the same as those of Rite Aid Corporation.