

THRIFT DRUG INC
Form S-4
August 05, 2009

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As Filed with the Securities and Exchange Commission on August 4, 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)*

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

**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**

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Four Times Square
New York, New York 10036
(212) 735-3000
(212) 735-2000 (facsimile)

**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.

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(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 Accelerated filer Non-accelerated filer Smaller reporting company
(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)
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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 |
|--|-------------------------|--|--|----------------------------|
| 9.750% Senior Secured Notes due 2016 | \$410,000,000 | 100% | \$410,000,000 | \$22,878 |
| Guarantees related to the 9.750% Senior Secured Notes due 2016 | 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.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS**

| Name of Additional Registrant* | State or Other Jurisdiction of Incorporation or Formation | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification Number |
|---|--|---|--|
| 112 Burleigh Avenue Norfolk, LLC | Virginia | 5912 | N/A |
| 1515 West State Street Boise, Idaho, LLC | Delaware | 5912 | N/A |
| 1740 Associates, LLC | Michigan | 5912 | N/A |
| 3581 Carter Hill Road Montgomery Corp. | Alabama | 5912 | 80-0052336 |
| 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 | 23-2962033 |
| 5600 Superior Properties, Inc. | Ohio | 5912 | 80-0052337 |
| 657-659 Broad St. Corp. | New Jersey | 5912 | 80-0052338 |
| 764 South Broadway Geneva, Ohio, LLC | Ohio | 5912 | 23-1974076 |
| Ann & Government Streets Mobile, Alabama, LLC | Delaware | 5912 | N/A |
| Apex Drug Stores, Inc. | Michigan | 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 | 5912 | N/A |
| Eagle Managed Care Corp. | Delaware | 9999 | 25-1724201 |
| Eckerd Corporation | Delaware | 5912 | 51-0378122 |
| Eckerd Fleet, Inc. | Florida | 4789 | 59-1935574 |
| EDC Drug Stores, Inc. | North Carolina | 5912 | 56-0596933 |
| EDC Licensing, Inc. | Delaware | 6719 | 75-2833647 |
| Eighth and Water Streets Urichsville, Ohio, LLC | Delaware | 5912 | N/A |
| England Street Asheland Corporation | Virginia | 5912 | 80-0052343 |
| Fairground, LLC | Virginia | 5912 | 54-1849788 |
| GDF, Inc. | Maryland | 5912 | 34-1343867 |
| Genovese Drug Stores, Inc. | Delaware | 5912 | 11-1556812 |
| Gettysburg and Hoover Dayton, Ohio, LLC | Ohio | 5912 | N/A |
| Harco, Inc. | Alabama | 5912 | 63-0522700 |
| JCG (PJC) USA, LLC | Delaware | 6719 | 26-0169455 |
| JCG Holdings (USA), Inc. | Delaware | 6719 | 20-1147565 |
| K&B Alabama Corporation | Alabama | 5912 | 72-1011085 |
| K&B Louisiana Corporation | Louisiana | 5912 | 72-1043860 |
| K&B Mississippi Corporation | Mississippi | 5912 | 72-0983482 |
| K&B Services, Incorporated | Louisiana | 9995 | 72-1245171 |
| K&B Tennessee Corporation | Tennessee | 9999 | 62-1444359 |
| K&B Texas Corporation | Texas | 5912 | 72-1010327 |
| K&B, Incorporated | Delaware | 6719 | 51-0346254 |
| Keystone Centers, Inc. | Pennsylvania | 5912 | 23-1730114 |
| Lakehurst and Broadway Corporation | New Jersey | 5912 | 23-2937947 |
| Maxi Drug North, Inc. | Delaware | 5912 | 05-0520884 |
| Maxi Drug South, L.P. | Delaware | 5912 | 05-0520885 |
| Maxi Drug, Inc. | Delaware | 5912 | 04-2960944 |
| Maxi Green, Inc. | Vermont | 5912 | 45-0515111 |
| Mayfield & Chillicothe Roads Chesterland, LLC | Ohio | 5912 | N/A |
| MC Woonsocket, Inc. | Rhode Island | 6519 | 05-0490941 |
| Munson & Andrews, LLC | Delaware | 5912 | N/A |
| Name Rite, LLC | Delaware | 6719 | N/A |
| Northline & Dix Toledo Southgate, LLC | Michigan | 5912 | N/A |
| P.J.C. Distribution, Inc. | Delaware | 4225 | 22-3252604 |

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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. of West Warwick, Inc. | Rhode Island | 6519 | 01-0573850 |
| P.J.C. Realty Co., Inc. | Delaware | 6519 | 04-2967938 |
| Patton Drive and Navy Boulevard Property Corporation | Florida | 5912 | 23-2870495 |
| Paw Paw Lake Road & Paw Paw Avenue-Coloma, Michigan, LLC | Delaware | 5912 | N/A |
| PDS-1 Michigan, Inc. | Michigan | 5912 | 38-2935739 |
| 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 |
| | New | | |
| Rite Aid of New Hampshire, Inc. | Hampshire | 5912 | 23-2008320 |
| Rite Aid of New Jersey, Inc. | New Jersey | 5912 | 23-1940648 |
| Rite Aid of New York, Inc. | New York | 5912 | 23-1940649 |

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|---|--|---|--|
| 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 |
| | Washington | | |
| Rite Aid of Washington, D.C., Inc. | 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 | N/A |
| The Jean Coutu Group (PJC) USA, Inc. | Delaware | 6719 | 04-2925810 |
| The Lane Drug Company | Ohio | 5912 | 53-0125212 |
| Thrift Drug Services, Inc. | Delaware | 5912 | 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.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the prospectus is in its final form.

This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer is not permitted.

Subject to Completion, Dated August 4, 2009

PROSPECTUS

RITE AID CORPORATION

Offer to exchange \$410.0 million aggregate principal amount of 9.750% Senior Secured Notes Due 2016 (which we refer to as the old notes) for \$410.0 million aggregate principal amount of