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-

23-1614034

(I.R.S. Employer

Identification No.)

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)

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.

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. o

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

reporting company)

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	Amount to	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering	Amount of Registration
Securities to be Registered	Be Registered	Per Unit	Price(1)	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.

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TABLE OF ADDITIONAL REGISTRANTS

112 Burleigh Avenue Norfolk, LLC	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	112 Burleigh Avenue Norfolk, LLC	Virginia	5912	N/A
1740 Associates, LLC	•	-	5912	N/A
3581 Carter Hill Road Montgomery Corp. Alabama 5912 25-1820507 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 537 Elm Street Corporation New Jersey 5912 23-09003238 657-659 Broad St. Corp. New Jersey 5912 80-0052338 657-659 Broad St. Corp. New Jersey 5912 23-194076 Ann & Government Streets Mobile, Alabama, LLC Delaware 5912 N/A Apex Drug Stores, Inc. Michigan 5912 23-194076 Apex Drug Stores, Inc. Delaware 6719 05-0620980 Central Avenue & Main Street Petal-MS, LLC Delaware 6719 05-0620980 Central Avenue & Main Street Petal-MS, LLC Delaware 5912 N/A Eagle Managed Care Corp. Delaware 5912 N/A Eagle Managed Care Corp. Delaware 5912 15-10378122 Eckerd Fleet, Inc.		Michigan	5912	N/A
4042 Warrensville Center Road Warrensville Ohio, Inc. Ohio 5912 23-2940919 5277 Associates, Inc. Washington 5912 23-2940919 537 Elm Street Corporation Rhode Island 5912 23-2962033 5600 Superior Properties, Inc. Ohio 5912 80-0052338 5600 Superior Properties, Inc. Ohio 5912 80-0052338 5675-659 Broad St. Corp. New Jersey 5912 80-0052338 764 South Broadway Geneva, Ohio, I.I.C Ohio 5912 23-1974076 Ann & Government Streets Mobile, Alabama, LLC Delaware 5912 N/A Apev Drug Stores, Inc. Michigan 5912 38-2413448 Broadview and Wallings Broadview Heights Ohio, Inc. Ohio 5912 25-1814215 Store of the Property o	3581 Carter Hill Road Montgomery Corp.		5912	80-0052336
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Northline & Dix Toledo Southgate, LLC Michigan 5912 N/A				
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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