

RITE AID CORP

Form S-4/A

September 04, 2003

As Filed with the Securities and Exchange Commission on September 4, 2003.

Registration Statement No. 333-107194

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO

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)

Robert B. Sari, Esq.

Senior 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.

Skadden, Arps, Slate, Meagher & Flom LLP

4 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.

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 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 |
|--|---|--|---------------------------------------|
| Ann & Government Streets–Mobile, Alabama, LLC | Delaware | 5912 | N/A |
| Apex Drug Stores, Inc. | Michigan | 5912 | 38-2413448 |
| Baltimore/Annapolis Boulevard & Governor Richie Highway–Glen Burnie, Maryland, LLC | Delaware | 5912 | N/A |
| Broadview and Wallings–Broadview Heights Ohio, Inc. | Ohio | 5912 | 25-1814215 |
| Central Avenue & Main Street Petal, MS, LLC | Delaware | 5912 | N/A |
| Dominion Action One Corporation | Delaware | 9995 | 25-1569007 |
| Dominion Action Two Corporation | Delaware | 9995 | 80-0052339 |
| Dominion Action Three Corporation | Delaware | 9995 | 80-0052340 |
| Dominion Action Four Corporation | Delaware | 9995 | 80-0052341 |
| Dominion Drug Stores Corp. | Nevada | 5912 | 80-0252342 |
| Drug Fair, Inc. | Maryland | 5912 | 54-0525766 |
| Eagle Managed Care Corp. | Delaware | 9995 | 25-1724201 |
| Eighth & Water Streets–Urichsville, Ohio, LLC | Delaware | 5912 | N/A |
| England Street–Asheland Corporation | Virginia | 5912 | 80-0052343 |
| Fairground, L.L.C. | Virginia | 5912 | 54-1849788 |
| GDF, Inc. | Maryland | 9995 | 34-1343867 |
| Gettysburg and Hoover–Dayton, Ohio, LLC | Ohio | 5912 | N/A |
| Gratiot & Center–Saginaw Township, Michigan, LLC | Delaware | 5912 | N/A |
| Harco, Inc. | Alabama | 5912 | 63-0522700 |

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|--|--------------|------|------------|
| K&B, Incorporated | Delaware | 6749 | 51-0346254 |
| 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 | 5912 | 72-1245171 |
| K&B Tennessee Corporation | Tennessee | 5912 | 62-1444359 |
| K&B Texas Corporation | Texas | 5912 | 72-1010327 |
| Keystone Centers, Inc. | Pennsylvania | 5912 | 23-1730114 |
| Lakehurst and Broadway Corporation | New Jersey | 5912 | 23-2937947 |
| Mayfield & Chillicothe Roads–Chesterland, LLC | Ohio | 5912 | N/A |
| Munson & Andrews, LLC | Ohio | 5912 | N/A |
| Name Rite, L.L.C. | Delaware | 6749 | N/A |
| Northline & Dix–Toledo–Southgate, LLC | Michigan | 5912 | N/A |
| Ocean Acquisition Corporation | Delaware | 6719 | 25-1778194 |
| PDS-1 Michigan, Inc. | Michigan | 5912 | 38-2935739 |
| P.L.D. Enterprises, Inc. | Nevada | 9995 | 80-0052347 |
| PL Xpress, Inc. | Oregon | 4210 | 93-0962294 |
| 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 |
| Perry Distributors, Inc. | Michigan | 4225 | 38-1718545 |

| Name of Additional Registrant* | State or Other Jurisdiction of Incorporation or Formation | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification Number |
|---------------------------------|---|--|---------------------------------------|
| Perry Drug Stores, Inc. | Michigan | 5912 | 38-0947300 |
| Portfolio Medical Services Inc. | Delaware | 9995 | 80-0052348 |
| RDS Detroit, Inc. | Michigan | 5912 | 35-1799950 |
| Ram–Utica, Inc. | Michigan | 9995 | 80-0052329 |
| Read's Inc. | Maryland | 6719 | 80-0052330 |
| Rite Aid Drug Palace, Inc. | Delaware | 7389 | 23-2325476 |
| Rite Aid Hdqtrs. Corp. | Delaware | AUX1 | 23-2308342 |
| 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 |
| 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 |
| Rite Aid of Washington, D.C., Inc. | Washington, D.C. | 5912 | 23-2461466 |
| Rite Aid of West Virginia, Inc. | West Virginia | 5912 | 23-1940654 |
| Rite Aid Realty Corp. | Delaware | 6719 | 23-1725347 |
| Rite Aid Rome Distribution Center, Inc. | New York | 4225 | 23-1887836 |
| Rite Aid Services, L.L.C. | Delaware | 7363 | 02-0655440 |
| Rite Aid Transport, Inc. | Delaware | 4210 | 25-1793102 |
| Rite Aid Venturer #1, Inc. | Delaware | 9995 | 23-2492985 |
| Rite Fund, Inc. | Delaware | 6749 | 51-0273194 |
| Rite Investments Corp. | Delaware | 6749 | 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 |
| Sophie One Corp. | Delaware | 9995 | 80-0052332 |
| State & Fortification Streets–Jackson, Mississippi, LLC | Delaware | 5912 | N/A |
| State Street and Hill Road–Gerard, Ohio, LLC | Delaware | 5912 | N/A |
| Super Ice Cream Suppliers, Inc. | Louisiana | 9995 | 72-0678651 |

| Name of Additional Registrant* | State or Other Jurisdiction of Incorporation or Formation | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification Number |
|---|---|--|---------------------------------------|
| Super Pharmacy Network, Inc. | Florida | 9995 | 59-3252055 |
| Super Tobacco Distributors, Inc. | Mississippi | 9995 | 72-0875700 |
| The Lane Drug Company | Ohio | 5912 | 53-0125212 |
| The Muir Company | Ohio | 5912 | 38-0857390 |
| Thrifty Corporation | California | 5912 | 95-1297550 |
| Thrifty PayLess, Inc. | California | 5912 | 95-4391249 |
| Tyler and Sanders Roads, Birmingham–Alabama, LLC | Delaware | 5912 | N/A |
| Virginia Corporation | Delaware | 6749 | 51-0335659 |
| 112 Burleigh Avenue Norfolk, LLC | Virginia | 5912 | N/A |
| 537 Elm Street Corp. | Rhode Island | 5912 | 23-2962033 |
| 657–659 Broad St. Corp. | New Jersey | 5912 | 80-0052338 |
| 764 South Broadway–Geneva, Ohio, LLC | Ohio | 5912 | 23-1974076 |
| 1515 West State Street Boise, Idaho, LLC | Delaware | 5912 | 80-0052351 |
| 1525 Cortyou Road–Brooklyn Inc. | New York | 5912 | N/A |
| 1740 Associates, L.L.C. | 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 |
| 5600 Superior Properties, Inc. | Ohio | 5912 | 80-0052337 |

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

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

Under the Section 145 of the Delaware General Corporation Law ("DGCL"), a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding (i) if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. In actions brought by or in the right of the corporation, a corporation may indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner that person reasonable believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person in fairly and reasonable entitled to indemnification for such expenses which the Court of Chancery or other such court shall deem proper. To the extent that such person has been successful on the merits or otherwise in defending any such action, suit or proceeding referred to above or any claim, issue or matter therein, he or she is entitled to indemnification for expenses (including attorneys' fees) actually and reasonable incurred by such person in connection therewith. The indemnification and advancement of expenses provided for or granted pursuant to Section 145 is not exclusive of any other rights of indemnification or advancement of expenses to which those seeking indemnification or advancement of expenses may be entitled, and a corporation may purchase and maintain insurance against liabilities asserted against any former or current, director, officer, employee or agent of the corporation, or a person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether or not the power to indemnify is provided by the statute.

Article Tenth of our Certificate of Incorporation and Article VIII of our By-laws provide for the indemnification of our directors and officers as authorized by Section 145 of the DGCL.

The directors and officers of us and our subsidiaries are insured (subject to certain exceptions and deductions) against liabilities which they may incur in their capacity as such including liabilities under the Securities Act, under liability insurance policies carried by us.

Item 21. Exhibits and Financial Statement Schedules.

Exhibits

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| Exhibit Numbers | Description | Incorporation by Reference to |
|-----------------|--|---|
| 3.1 | Restated Certificate of Incorporation dated December 12, 1996 | Exhibit 3(i) to Form 8-K filed on November 2, 1999 |
| 3.2 | Certificate of Amendment to the Restated Certificate of Incorporation dated October 25, 1999 | Exhibit 3(ii) to Form 8-K filed on November 2, 1999 |

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| Exhibit Numbers | Description | Incorporation by Reference to |
|-----------------|---|--|
| 3.3 | Certificate of Amendment to Restated Certificate of Incorporation dated June 27, 2001 | Exhibit 3.4 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 3.4 | 8% Series D Cumulative Pay-in-kind Preferred Stock Certificate of Designation dated October 3, 2001 | Exhibit 3.5 to Form 10-Q filed on October 12, 2001 |
| 3.5 | By-laws, as amended on November 8, 2000 | Exhibit 3.1 to Form 8-K filed on November 13, 2000 |
| 3.6 | Amendment to By-laws, adopted January 30, 2002 | Exhibit T3B.2 to Form T-3 filed on March 4, 2002 |
| 4.1 | Indenture dated August 1, 1993 by and between Rite Aid Corporation, as issuer, and Morgan Guaranty Trust Company of New York, as trustee, related to the Company's 6.70% Notes due 2001, 7.125% Notes due 2007, 7.70% Notes due 2027, 7.625% Notes due 2005 and 6.875% Notes due 2013 | Exhibit 4A to Registration Statement on Form S-3, File No. 333-63794, filed on June 3, 1993 |
| 4.2 | Supplemental Indenture dated as of February 3, 2000, between Rite Aid Corporation, as issuer, and U.S. Bank Trust National Association, to the Indenture dated as of August 1, 1993 and Morgan Guaranty Trust Company of New York, relating to the Company's 6.70% Notes due 2001, 7.125% Notes due 2007, 7.70% Notes due 2027, 7.625% Notes due 2005 and 6.875% Notes due 2013 | Exhibit 4.1 to Form 8-K filed on February 7, 2000 |
| 4.3 | Indenture dated as of September 22, 1998 by and between Rite Aid Corporation, as issuer, and Harris Trust and Savings Bank, as trustee, related to the Company's 6% Dealer Remarketable Securities | Exhibit 4.1 to Registration Statement on Form S-4, File No. 333-66901, filed on November 6, 1998 |
| 4.4 | Supplemental Indenture, dated as of February 3, 2000, between Rite Aid Corporation and Harris Trust and Savings Bank, to the Indenture dated September 22, 1998, between Rite Aid Corporation and Harris Trust and Savings Bank, related to the Company's 6% Dealer Remarketable Securities | Exhibit 4.3 to Form 8-K filed on February 7, 2000 |
| 4.5 | Indenture dated as of December 21, 1998, between Rite Aid Corporation, as issuer, and Harris Trust and Savings Bank, as trustee, related to the Company's 5.50% Notes due 2000, 6% Notes due 2005, 6.125% Notes due 2008 and 6.875% Notes due 2028 | Exhibit 4.1 to Registration Statement on Form S-4, File No. 333-74751, filed on March 19, 1999 |

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- 4.6 Supplemental Indenture, dated as of February 3, 2000, between Rite Aid Corporation and Harris Trust and Savings Bank, to the Indenture dated December 21, 1998, between Rite Aid Corporation and Harris Trust and Savings Bank, related to the Company's 5.50% Notes due 2013, 6% Notes due 2005, 6.125% Notes due 2008 and 6.875% Notes due 2028 Exhibit 4.4 to Form 8-K filed on February 7, 2000

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| Exhibit Numbers | Description | Incorporation by Reference to |
|--------------------|--|---|
| 4.7 | Indenture, dated as of June 27, 2001, between Rite Aid Corporation, as issuer, and State Street Bank and Trust Company, as trustee, related to the Company's 12.50% Senior Secured Notes due 2006 | Exhibit 4.7 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 4.8 | Indenture, dated as of June 27, 2001 between Rite Aid Corporation, as issuer and BNY Midwest Trust Company, as trustee, related to the Company's 11¼% Senior Notes due 2008 | Exhibit 4.8 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 4.9 | Indenture dated as of November 19, 2001, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 4.75% Convertible Notes due December 1, 2006 | Exhibit 4.3 to Form 10-Q filed on January 15, 2002 |
| 4.10 | Indenture dated as of February 12, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 9½% Senior Secured Notes due 2011 | Exhibit 4.1 to Form 8-K filed on March 5, 2003 |
| 4.11 | Indenture, dated as of April 22, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 8.125% Senior Secured Notes due 2010. | Exhibit 4.11 to Form 10-K filed on May 2, 2003 |
| 4.12 | Indenture, dated as of May 20, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as Trustee, related to the Company's 9.25% Senior Notes due 2013 | Exhibit 4.12 as Form 10-Q filed on July 3, 2003 |
| 5 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP | Filed herewith |
| 10.1 | 1999 Stock Option Plan | Exhibit 10.1 to Form 10-K filed on May 21, 2001 |
| 10.2 | 2000 Omnibus Equity Plan | Included in Proxy Statement dated October 24, 2000 |
| 10.3 | 2001 Stock Option Plan | Exhibit 10.3 to Form 10-K filed on May 21, 2001 |
| 10.4 | Rite Aid Corporation Special Deferred Compensation Plan | Exhibit 10.21 to Form 10-K filed on July 11, 2000 |
| 10.5 | Employment Agreement by and between Rite Aid Corporation and Robert G. Miller dated as of December 5, 1999 | Exhibit 10.1 to Form 8-K filed on January 18, 2000 |
| 10.6 | | |

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| | Amendment No. 1 to Employment Agreement by and between Rite Aid Corporation and Robert G. Miller, dated as of May 7, 2001 | Exhibit 10.9 to Form 10-K filed on May 21, 2001 |
| 10.7 | Employment Agreement by and between Rite Aid Corporation and Robert G. Miller, dated as of April 9, 2003 | Exhibit 10.7 to Form 10-K filed on May 2, 2003 |

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| Exhibit Numbers | Description | Incorporation by Reference to |
|-----------------|--|--|
| 10.8 | Employment Agreement by and between Rite Aid Corporation and Mary F. Sammons, dated as of December 5, 1999 | Exhibit 10.2 to Form 8-K filed on January 18, 2000 |
| 10.9 | Amendment No. 1 to Employment Agreement by and between Rite Aid Corporation and Mary F. Sammons, dated as of May 7, 2001 | Exhibit 10.12 to Form 10-K filed on May 21, 2001 |
| 10.10 | Employment Agreement by and between Rite Aid Corporation and John T. Standley, dated as of December 5, 1999 | Exhibit 10.4 to Form 8-K filed on January 18, 2000 |
| 10.11 | Employment Agreement by and between Rite Aid Corporation and James Mastrian, dated as of September 27, 2000 | Exhibit 10.20 to Form 10-K filed on May 21, 2001 |
| 10.12 | Employment Agreement by and between Rite Aid Corporation and Christopher Hall, dated as of January 26, 2000 | Exhibit 10.48 to Form 10-K filed on May 21, 2001 |
| 10.13 | Employment Agreement by and between Rite Aid Corporation and Robert B. Sari, dated as of February 28, 2001 | Exhibit 10.49 to Form 10-K filed on May 21, 2001 |
| 10.14 | Credit Agreement, dated as of June 27, 2001, as amended and restated as of May 28, 2003 among Rite Aid Corporation, the Lenders named therein, Citicorp North America, Inc., as Administrative Agent and Collateral Processing Co-Agent, JPMorgan Chase Bank, as Syndication Agent and Collateral Processing Co-Agent, Fleet Retail Finance Inc., as Co-Documentation Agent and Collateral Agent, CIT Group/Business Credit, Inc., as Co-Documentation Agent, and General Electric Capital Corporation, as Co-Documentation Agent. | Exhibit 10.1 to Form 8-K filed on May 30, 2003 |
| 10.15 | Credit Agreement dated as of June 27, 2001, as amended and restated as of August 4, 2003, among Rite Aid Corporation, the Lenders named therein, Citicorp North America, Inc., as Administrative and Collateral Processing Co-Agent, and JPMorgan Chase Bank, as Syndication Agent and Collateral Processing Co-Agent. | Exhibit 99.1 to Form 8-K filed on August 7, 2003 |

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| Exhibit Numbers | Description | Incorporation by Reference to |
|-----------------|--|---|
| 10.16 | Amended and Restated Collateral Trust and Intercreditor Agreement dated as of June 27, 2001, as amended and restated as of May 28, 2003, among Rite Aid Corporation, each Subsidiary of Rite Aid named therein or which becomes a party thereto, Wilmington Trust Company, as collateral trustee for the holders from time to time of the Second Priority Debt Obligations, Citicorp North America, Inc., as senior collateral processing co-agent, JPMorgan Chase Bank, as senior collateral processing co-agent for the Senior Secured Parties under the Senior Loan Documents, U.S. Bank and Trust, as trustee under the 12.5% Note Indenture, BNY Midwest Trust Company, as trustee under the 9.5% Note Indenture and as trustee under the 8.125% Note Indenture, and each other Second Priority Representative which becomes a party thereto. | Exhibit 10.2 to Form 8-K filed on May 30, 2003 |
| 10.17 | Senior Subsidiary Security Agreement, dated as of June 27, 2001, as amended and restated as of May 28, 2003, made by the Subsidiary Guarantors and any other Person that becomes a Subsidiary Guarantor pursuant to the Senior Credit Agreement, in favor of Citicorp North America, Inc., as senior collateral processing co-agent, and JPMorgan Chase Bank, as senior collateral processing co-agent. | Exhibit 10.3 to Form 8-K filed on May 30, 2003 |
| 10.18 | Senior Subsidiary Guarantee Agreement dated as of June 27, 2001, as amended and restated as of May 28, 2003, among each of the subsidiaries named therein of Rite Aid Corporation, Citicorp North America, Inc., as senior collateral processing co-agent and JPMorgan Chase Bank, as senior collateral processing co-agent. | Exhibit 10.4 to Form 8-K filed on May 30, 2003 |
| 10.19 | Second Priority Subsidiary Guarantee Agreement, dated as of June 27, 2001 among the Subsidiary Guarantors and Wilmington Trust Company, as collateral agent | Exhibit 10.34 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 10.20 | Second Priority Subsidiary Security Agreement, dated as of June 27, 2001 by the Subsidiary Guarantors in favor of Wilmington Trust Company, as collateral trustee | Exhibit 10.35 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 10.21 | Amendment to the Second Priority Subsidiary Security Agreement dated as of June 27, 2001, dated as of February 12, 2003, by the Subsidiary Guarantors in favor of Wilmington Trust Company, as collateral trustee | Exhibit 10.26 to Form 10-K filed May 2, 2003 |
| 10.22 | Amendment No. 1 to the Second Priority Subsidiary Security Agreement, the Second Priority Subsidiary Guarantee and the Second Priority Indemnity, Subrogation and Contribution Agreement dated as of April 15, 2003, by Rite Aid Corporation, the Subsidiary Guarantors/Grantors and Wilmington Trust Company, as second priority collateral trustee. | Exhibit 10.27 to Form 10-K filed May 2, 2003 |

| Exhibit Numbers | Description | Incorporation by Reference to |
|-----------------|---|---|
| 10.23 | Exchange and Registration Rights Agreement, dated as of April 22, 2003, between Rite Aid Corporation, the Subsidiary Guarantors named therein, and Citicorp Global Markets Inc., J.P. Morgan Securities Inc., and Fleet Securities, Inc., as initial purchasers of the Company's 8.125% Senior Secured Notes due 2010 | Exhibit 10.32 to Form 10-K filed on May 2, 2003 |
| 10.24 | Purchase Agreement, dated April 5, 2003 by and between Rite Aid Corporation and Citicorp Global Markets Inc., J.P. Morgan Securities Inc. and Fleet Securities, Inc., as representatives of the initial purchasers of the Company's 8.125% Senior Secured Notes due 2010 | Exhibit 10.33 to Form 10-K filed on May 2, 2003 |
| 10.25 | Employment Agreement by and between Rite Aid Corporation and Mark C. Panzer | Exhibit 10.34 to Form 10-K filed on May 2, 2003 |
| 21 | Subsidiaries of the registrant | Exhibit 21 to Form 10-K filed on May 2, 2003 |
| 23 | Consent of Deloitte & Touche LLP | Exhibit No. 23 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 25 | Statement of Eligibility of Trustee | Exhibit No. 25 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.1 | Form of Letter of Transmittal | Exhibit No. 99.1 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.2 | Form of Notice of Guaranteed Delivery | Exhibit No. 99.2 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.3 | Form of Letter to Clients | Exhibit No. 99.3 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.4 | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees | Exhibit No. 99.4 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |

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Item 22. Undertakings.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public

policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a) (1) (i) and (a) (1) (ii) do not apply if the information required to be included in a post-effective amendment by these paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities and Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission

such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned registrant hereby undertakes to supply by means of post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on September 3, 2003.

RITE AID CORPORATION

By: /s/ Mary F. Sammons
 Name: Mary F. Sammons
 Title: President
 and 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 and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------------|
| <u>/s/ Robert G. Miller*</u> Robert G. Miller | Chairman of the Board | September 3, 2003 |
| <u>/s/ Mary F. Sammons*</u> Mary F. Sammons | President, Chief Executive Officer and Director (Principal Executive Officer) | September 3, 2003 |
| <u>/s/ John T. Standley*</u> John T. Standley | Chief Administrative Officer and Senior Executive Vice President | September 3, 2003 |
| /s/ Christopher S. Hall* | | September 3, 2003 |

| | | |
|------------------------------------|--|-------------------|
| Christopher S. Hall | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | |
| /s/ Robert B. Sari | Senior Vice President, General Counsel and Secretary | September 3, 2003 |
| Robert B. Sari | | |
| /s/ Kevin Twomey* | Chief Accounting Officer and Senior Vice President (Principal Accounting Officer) | September 3, 2003 |
| Kevin Twomey | | |
| /s/ John G. Danhaki* | Director | September 3, 2003 |
| John G. Danhaki | | |
| /s/ Alfred M. Gleason* | Director | September 3, 2003 |
| Alfred M. Gleason | | |
| /s/ George G. Golleher* | Director | September 3, 2003 |
| George G. Golleher | | |
| /s/ Colin V. Reed* | Director | September 3, 2003 |
| Colin V. Reed | | |
| /s/ Stuart M. Sloan* | Director | September 3, 2003 |
| Stuart M. Sloan | | |
| /s/ Jonathan D. Sokoloff* | Director | September 3, 2003 |
| Jonathan D. Sokoloff | | |
| */s/ Robert B. Sari | | |
| Robert B. Sari Attorney-in-fact | | |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on September 3, 2003.

**112 BURLEIGH AVENUE NORFOLK, LLC
1515 WEST STATE STREET BOISE, IDAHO,
L.L.C.
NAME RITE L.L.C.**

**TYLER AND SANDERS ROADS,
BIRMINGHAM-ALABAMA, LLC
1740 ASSOCIATES, L.L.C.
GRATIOT & CENTER-SAGINAW TOWNSHIP,
MICHIGAN, LLC
NORTHLINE & DIX-TOLEDO-SOUTHGATE,
LLC
PAW PAW LAKE ROAD & PAW PAW
AVENUE-COLOMA, MICHIGAN, LLC
RITE AID SERVICES, L.L.C.
SEVEN MILE AND EVERGREEN-DETROIT,
LLC
CENTRAL AVENUE AND MAIN
STREET-PETAL, MS, LLC
STATE & FORTIFICATION STREETS-
JACKSON, MISSISSIPPI, LLC
BALTIMORE/ANNAPOLIS BOULEVARD AND
GOVERNOR RICHIE HIGHWAY-GLEN
BURNIE, MARYLAND, LLC
ANN & GOVERNMENT STREETS-MOBILE,
ALABAMA, LLC
FAIRGROUND, L.L.C.
764 SOUTH BROADWAY-GENEVA, OHIO, LLC
EIGHTH AND WATER STREETS-
URICHSVILLE, OHIO, LLC
GETTYSBURG AND HOOVER-DAYTON,
OHIO, LLC
MAYFIELD & CHILlicoTHE
ROADS-CHESTERLAND, LLC
MUNSON & ANDREWS, LLC
STATE STREET AND HILL ROAD-GERARD,
OHIO, LLC
SILVER SPRINGS ROAD-BALTIMORE,
MARYLAND/ONE, LLC
SILVER SPRINGS ROAD-BALTIMORE,
MARYLAND/TWO, LLC**

By: /s/ Robert B. Sari
Name: Robert B. Sari
Title: Vice President and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-------------------|
| <u>/s/ Kevin Twomey*</u> Kevin Twomey | President (Principal Executive Officer) | September 3, 2003 |
| /s/ Christopher S. Hall* | | September 3, 2003 |

Christopher S. Hall

Senior Vice President, Chief
Financial Officer and Director
(Principal Financial Officer)

/s/ John T. Standley*

Director

September 3, 2003

John T. Standley

/s/ Robert B. Sari

Director

September 3, 2003

Robert B. Sari

*/s/ Robert B. Sari

Robert B. Sari
Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on September 3, 2003.

**RITE AID HDQTRS.
CORP.
RITE AID OF ALABAMA,
INC.
RITE AID OF
CONNECTICUT, INC.
RITE AID OF DELAWARE,
INC.
RITE AID OF FLORIDA,
INC.
RITE AID GEORGIA, INC.
RITE AID OF ILLINOIS,
INC.
RITE AID OF INDIANA,
INC.
RITE AID OF KENTUCKY,
INC.
RITE AID OF
MARYLAND, INC.
RITE AID OF
MASSACHUSETTS, INC.
RITE AID OF NEW
HAMPSHIRE, INC.
RITE AID OF NEW
JERSEY, INC.**

**RITE AID OF NORTH
CAROLINA, INC.
RITE AID OF
PENNSYLVANIA, INC.
RITE AID OF SOUTH
CAROLINA, INC.
RITE AID OF TENNESSEE,
INC.
RITE AID OF VIRGINIA,
INC.
RITE AID OF
WASHINGTON, D.C., INC.
DRUG FAIR, INC.
EAGLE MANAGED CARE
CORP.
GDF, INC.
HARCO, INC.
KEYSTONE CENTERS,
INC.
OCEAN ACQUISITION
CORPORATION
RITE AID DRUG PALACE,
INC.
RITE AID ROME
DISTRIBUTION CENTER,
INC.
RITE AID TRANSPORT,
INC.
1525 CORTYOU ROAD –
BROOKLYN INC.
3581 CARTER HILL
ROAD-MONTGOMERY
CORP.
4042 WARRENSVILLE
CENTER ROAD-
WARRENSVILLE OHIO,
INC.
5277 ASSOCIATES, INC.
537 ELM STREET CORP.
5600 SUPERIOR
PROPERTIES, INC.
657-659 BROAD ST. CORP.
BROADVIEW AND
WALLINGS-BROADVIEW
HEIGHTS OHIO, INC.
DOMINION ACTION ONE
CORPORATION
DOMINION ACTION TWO
CORPORATION
DOMINION ACTION
THREE CORPORATION**

**DOMINION ACTION
FOUR CORPORATION**

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**DOMINION DRUG STORES CORP.
ENGLAND STREET-ASHELAND
CORPORATION
LAKEHURST AND BROADWAY
CORPORATION
PATTON DRIVE AND NAVY BOULEVARD
PROPERTY CORPORATION
PORTFOLIO MEDICAL SERVICES INC.
RITE AID VENTURER #1, INC.
RITE FUND, INC.
THE MUIR COMPANY
VIRGINIA CORPORATION
K&B, INCORPORATED
K&B ALABAMA CORPORATION
K&B LOUISIANA CORPORATION
K&B MISSISSIPPI CORPORATION
K&B SERVICES, INCORPORATED
K&B TENNESSEE CORPORATION
K&B TEXAS CORPORATION
SUPER ICE CREAM SUPPLIERS, INC.
SUPER PHARMACY NETWORK, INC.
SUPER TOBACCO DISTRIBUTORS, INC.
PL XPRESS, INC.
THRIFTY CORPORATION
P.L.D. ENTERPRISES, INC.
RITE AID REALTY CORP.
SOPHIE ONE CORP.
PERRY DISTRIBUTORS, INC.
APEX DRUG STORES, INC.
PDS-1 MICHIGAN, INC.
RDS DETROIT, INC.
PERRY DRUG STORES, INC.
RAM-UTICA, INC.
READ'S INC.
RITE AID OF MICHIGAN, INC.
RITE AID OF NEW YORK, INC.
RITE INVESTMENTS CORP.
RX CHOICE, INC.**

By: /s/ Robert B. Sari
Name: Robert B. Sari
Title: Vice President and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------------|
| <u>/s/ Kevin Twomey*</u> Kevin Twomey | President (Principal Executive Officer) | September 3, 2003 |
| <u>/s/ Christopher S. Hall*</u> Christopher S. Hall | Senior Vice President, Chief Financial Officer and Director (Principal Financial Officer) | September 3, 2003 |
| <u>/s/ John T. Standley*</u> John T. Standley | Director | September 3, 2003 |
| <u>/s/ Robert B. Sari</u> Robert B. Sari | Director | September 3, 2003 |
| <u>*/s/ Robert B. Sari</u> Robert B. Sari Attorney-in-fact | | |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on September 3, 2003.

RITE AID OF OHIO, INC.
RITE AID OF MAINE, INC.
RITE AID OF WEST VIRGINIA, INC.
THE LANE DRUG COMPANY

By: /s/ Robert B. Sari
 Name: Robert B. Sari
 Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-------------------|
| <u>/s/ Kevin Twomey*</u> Kevin Twomey | President (Principal Executive Officer) | September 3, 2003 |
| <u>/s/ Christopher S. Hall*</u> | | September 3, 2003 |

| | | |
|------------------------------------|---|-------------------|
| Christopher S. Hall | Senior Vice President, Chief Financial Officer and Director (Principal Financial Officer) | |
| /s/ I. Lawrence Gelman* | Director | September 3, 2003 |
| I. Lawrence Gelman | | |
| /s/ Robert B. Sari | Director | September 3, 2003 |
| Robert B. Sari | | |
| */s/ Robert B. Sari | | |
| Robert B. Sari Attorney-in-fact | | |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on September 3, 2003.

THRIFTY PAYLESS, INC.

By: /s/ I. Lawrence Gelman
 Name: I. Lawrence Gelman
 Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------------|--|-------------------|
| /s/ Charles Kibler* | President and Director (Principal Executive Officer) | September 3, 2003 |
| Charles Kibler | | |
| /s/ I. Lawrence Gelman* | Vice President, Secretary and Director (Principal Financial Officer) | September 3, 2003 |
| I. Lawrence Gelman | | |
| /s/ James E. Krahulec* | Director | September 3, 2003 |
| James E. Krahulec | | |
| */s/ Robert B. Sari | | |
| Robert B. Sari Attorney-in-fact | | |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on September 3, 2003.

RITE AID OF VERMONT, INC.

By: /s/ Robert B. Sari
 Name: Robert B. Sari
 Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------------|
| <u>/s/ Kevin Twomey*</u> Kevin Twomey | President (Principal Executive Officer) | September 3, 2003 |
| <u>/s/ Christopher S. Hall*</u> Christopher S. Hall | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | September 3, 2003 |
| <u>/s/ Maureen Orzell*</u> Maureen Orzell | Director | September 3, 2003 |
| <u>/s/ Steven Lawson*</u> Steven Lawson | Director | September 3, 2003 |
| <u>/s/ Robert B. Sari</u> Robert B. Sari | Director | September 3, 2003 |
| <u>*/s/ Robert B. Sari</u> Robert B. Sari Attorney-in-fact | | |

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EXHIBIT INDEX

| Exhibit Numbers | Description | Incorporation by Reference to Exhibit 3(i) to Form 8-K filed on November 2, 1999 |
|--------------------|---|--|
| 3.1 | Restated Certificate of Incorporation dated December 12, 1996 | |
| 3.2 | | |

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| | | |
|-----------------|---|--|
| | Certificate of Amendment to the Restated Certificate of Incorporation dated October 25, 1999 | Exhibit 3(ii) to Form 8-K filed on November 2, 1999 |
| 3.3 | Certificate of Amendment to Restated Certificate of Incorporation dated June 27, 2001 | Exhibit 3.4 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 3.4 | 8% Series D Cumulative Pay-in-kind Preferred Stock Certificate of Designation dated October 3, 2001 | Exhibit 3.5 to Form 10-Q filed on October 12, 2001 |
| 3.5 | By-laws, as amended on November 8, 2000 | Exhibit 3.1 to Form 8-K filed on November 13, 2000 |
| 3.6 | Amendment to By-laws, adopted January 30, 2002 | Exhibit T3B.2 to Form T-3 filed on March 4, 2002 |
| 4.1 | Indenture dated August 1, 1993 by and between Rite Aid Corporation, as issuer, and Morgan Guaranty Trust Company of New York, as trustee, related to the Company's 6.70% Notes due 2001, 7.125% Notes due 2007, 7.70% Notes due 2027, 7.625% Notes due 2005 and 6.875% Notes due 2013 | Exhibit 4A to Registration Statement on Form S-3, File No. 333-63794, filed on June 3, 1993 |
| 4.2 | Supplemental Indenture dated as of February 3, 2000, between Rite Aid Corporation, as issuer, and U.S. Bank Trust National Association, to the Indenture dated as of August 1, 1993 and Morgan Guaranty Trust Company of New York, relating to the Company's 6.70% Notes due 2001, 7.125% Notes due 2007, 7.70% Notes due 2027, 7.625% Notes due 2005 and 6.875% Notes due 2013 | Exhibit 4.1 to Form 8-K filed on February 7, 2000 |
| 4.3 | Indenture dated as of September 22, 1998 by and between Rite Aid Corporation, as issuer, and Harris Trust and Savings Bank, as trustee, related to the Company's 6% Dealer Remarketable Securities | Exhibit 4.1 to Registration Statement on Form S-4, File No. 333-66901, filed on November 6, 1998 |
| 4.4 | Supplemental Indenture, dated as of February 3, 2000, between Rite Aid Corporation and Harris Trust and Savings Bank, to the Indenture dated September 22, 1998, between Rite Aid Corporation and Harris Trust and Savings Bank, related to the Company's 6% Dealer Remarketable Securities | Exhibit 4.3 to Form 8-K filed on February 7, 2000 |
| 4.5 | Indenture dated as of December 21, 1998, between Rite Aid Corporation, as issuer, and Harris Trust and Savings Bank, as trustee, related to the Company's 5.50% Notes due 2000, 6% Notes due 2005, 6.125% Notes due 2008 and 6.875% Notes due 2028 | Exhibit 4.1 to Registration Statement on Form S-4, File No. 333-74751, filed on March 19, 1999 |
| Exhibit Numbers | Description | Incorporation by Reference to |
| 4.6 | Supplemental Indenture, dated as of February 3, 2000, between Rite Aid Corporation and Harris Trust and Savings Bank, to the Indenture dated December 21, 1998, between Rite Aid Corporation and Harris Trust and Savings Bank, related to the Company's 5.50% Notes due 2013, 6% Notes due 2005, 6.125% Notes due 2008 and 6.875% Notes due 2028 | Exhibit 4.4 to Form 8-K filed on February 7, 2000 |

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|---------|--|---|
| 4.7 | Indenture, dated as of June 27, 2001, between Rite Aid Corporation, as issuer, and State Street Bank and Trust Company, as trustee, related to the Company's 12.50% Senior Secured Notes due 2006 | Exhibit 4.7 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 4.8 | Indenture, dated as of June 27, 2001 between Rite Aid Corporation, as issuer and BNY Midwest Trust Company, as trustee, related to the Company's 11¼% Senior Notes due 2008 | Exhibit 4.8 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 4.9 | Indenture dated as of November 19, 2001, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 4.75% Convertible Notes due December 1, 2006 | Exhibit 4.3 to Form 10-Q filed on January 15, 2002 |
| 4.10 | Indenture dated as of February 12, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 9½% Senior Secured Notes due 2011 | Exhibit 4.1 to Form 8-K filed on March 5, 2003 |
| 4.11 | Indenture, dated as of April 22, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 8.125% Senior Secured Notes due 2010. | Exhibit 4.11 to Form 10-K filed on May 2, 2003 |
| 4.12 | Indenture, dated as of May 20, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as Trustee, related to the Company's 9.25% Senior Notes due 2013 | Exhibit 4.12 as Form 10-Q filed on July 3, 2003 |
| 5 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP | Filed herewith |
| 10.1 | 1999 Stock Option Plan | Exhibit 10.1 to Form 10-K filed on May 21, 2001 |
| 10.2 | 2000 Omnibus Equity Plan | Included in Proxy Statement dated October 24, 2000 |
| 10.3 | 2001 Stock Option Plan | Exhibit 10.3 to Form 10-K filed on May 21, 2001 |
| 10.4 | Rite Aid Corporation Special Deferred Compensation Plan | Exhibit 10.21 to Form 10-K filed on July 11, 2000 |
| 10.5 | Employment Agreement by and between Rite Aid Corporation and Robert G. Miller dated as of December 5, 1999 | Exhibit 10.1 to Form 8-K filed on January 18, 2000 |
| Exhibit | | |
| Numbers | Description | Incorporation by Reference to |
| 10.6 | Amendment No. 1 to Employment Agreement by and between Rite Aid Corporation and Robert G. Miller, dated as of May 7, 2001 | Exhibit 10.9 to Form 10-K filed on May 21, 2001 |
| 10.7 | Employment Agreement by and between Rite Aid Corporation and Robert G. Miller, dated as of April 9, 2003 | Exhibit 10.7 to Form 10-K filed on May 2, 2003 |
| 10.8 | Employment Agreement by and between Rite Aid Corporation and Mary F. Sammons, dated as of December 5, 1999 | Exhibit 10.2 to Form 8-K filed on January 18, 2000 |
| 10.9 | Amendment No. 1 to Employment Agreement by and between Rite Aid Corporation and Mary F. Sammons, dated as of May 7, 2001 | Exhibit 10.12 to Form 10-K filed on May 21, 2001 |

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| | | |
|-------|--|--|
| 10.10 | Employment Agreement by and between Rite Aid Corporation and John T. Standley, dated as of December 5, 1999 | Exhibit 10.4 to Form 8-K filed on January 18, 2000 |
| 10.11 | Employment Agreement by and between Rite Aid Corporation and James Mastrian, dated as of September 27, 2000 | Exhibit 10.20 to Form 10-K filed on May 21, 2001 |
| 10.12 | Employment Agreement by and between Rite Aid Corporation and Christopher Hall, dated as of January 26, 2000 | Exhibit 10.48 to Form 10-K filed on May 21, 2001 |
| 10.13 | Employment Agreement by and between Rite Aid Corporation and Robert B. Sari, dated as of February 28, 2001 | Exhibit 10.49 to Form 10-K filed on May 21, 2001 |
| 10.14 | Credit Agreement, dated as of June 27, 2001, as amended and restated as of May 28, 2003 among Rite Aid Corporation, the Lenders named therein, Citicorp North America, Inc., as Administrative Agent and Collateral Processing Co-Agent, JPMorgan Chase Bank, as Syndication Agent and Collateral Processing Co-Agent, Fleet Retail Finance Inc., as Co-Documentation Agent and Collateral Agent, CIT Group/Business Credit, Inc., as Co-Documentation Agent, and General Electric Capital Corporation, as Co-Documentation Agent. | Exhibit 10.1 to Form 8-K filed on May 30, 2003 |
| 10.15 | Credit Agreement dated as of June 27, 2001, as amended and restated as of August 4, 2003, among Rite Aid Corporation, the Lenders named therein, Citicorp North America, Inc., as Administrative and Collateral Processing Co-Agent, and JPMorgan Chase Bank, as Syndication Agent and Collateral Processing Co-Agent. | Exhibit 99.1 to Form 8-K filed on August 7, 2003 |

Exhibit

| Numbers | Description | Incorporation by Reference to |
|---------|--|--|
| 10.16 | Amended and Restated Collateral Trust and Intercreditor Agreement dated as of June 27, 2001, as amended and restated as of May 28, 2003, among Rite Aid Corporation, each Subsidiary of Rite Aid named therein or which becomes a party thereto, Wilmington Trust Company, as collateral trustee for the holders from time to time of the Second Priority Debt Obligations, Citicorp North America, Inc., as senior collateral processing co-agent, JPMorgan Chase Bank, as senior collateral processing co-agent for the Senior Secured Parties under the Senior Loan Documents, U.S. Bank and Trust, as trustee under the 12.5% Note Indenture, BNY Midwest Trust Company, as trustee under the 9.5% Note Indenture and as trustee under the 8.125% Note Indenture, and each other Second Priority Representative which becomes a party thereto. | Exhibit 10.2 to Form 8-K filed on May 30, 2003 |
| 10.17 | Senior Subsidiary Security Agreement, dated as of June 27, 2001, as amended and restated as of May 28, 2003, made by the Subsidiary Guarantors and any other Person that becomes a Subsidiary Guarantor pursuant to the Senior | Exhibit 10.3 to Form 8-K filed on May 30, 2003 |

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|-------|---|---|
| | Credit Agreement, in favor of Citicorp North America, Inc., as senior collateral processing co-agent, and JPMorgan Chase Bank, as senior collateral processing co-agent. | |
| 10.18 | Senior Subsidiary Guarantee Agreement dated as of June 27, 2001, as amended and restated as of May 28, 2003, among each of the subsidiaries named therein of Rite Aid Corporation, Citicorp North America, Inc., as senior collateral processing co-agent and JPMorgan Chase Bank, as senior collateral processing co-agent. | Exhibit 10.4 to Form 8-K filed on May 30, 2003 |
| 10.19 | Second Priority Subsidiary Guarantee Agreement, dated as of June 27, 2001 among the Subsidiary Guarantors and Wilmington Trust Company, as collateral agent | Exhibit 10.34 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 10.20 | Second Priority Subsidiary Security Agreement, dated as of June 27, 2001 by the Subsidiary Guarantors in favor of Wilmington Trust Company, as collateral trustee | Exhibit 10.35 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 10.21 | Amendment to the Second Priority Subsidiary Security Agreement dated as of June 27, 2001, dated as of February 12, 2003, by the Subsidiary Guarantors in favor of Wilmington Trust Company, as collateral trustee | Exhibit 10.26 to Form 10-K filed May 2, 2003 |
| 10.22 | Amendment No. 1 to the Second Priority Subsidiary Security Agreement, the Second Priority Subsidiary Guarantee and the Second Priority Indemnity, Subrogation and Contribution Agreement dated as of April 15, 2003, by Rite Aid Corporation, the Subsidiary Guarantors/Grantors and Wilmington Trust Company, as second priority collateral trustee. | Exhibit 10.27 to Form 10-K filed May 2, 2003 |

| Exhibit Numbers | Description | Incorporation by Reference to |
|-----------------|---|---|
| 10.23 | Exchange and Registration Rights Agreement, dated as of April 22, 2003, between Rite Aid Corporation, the Subsidiary Guarantors named therein, and Citicorp Global Markets Inc., J.P. Morgan Securities Inc., and Fleet Securities, Inc., as initial purchasers of the Company's 8.125% Senior Secured Notes due 2010 | Exhibit 10.32 to Form 10-K filed on May 2, 2003 |
| 10.24 | Purchase Agreement, dated April 5, 2003 by and between Rite Aid Corporation and Citicorp Global Markets Inc., J.P. Morgan Securities Inc. and Fleet Securities, Inc., as representatives of the initial purchasers of the Company's 8.125% Senior Secured Notes due 2010 | Exhibit 10.33 to Form 10-K filed on May 2, 2003 |
| 10.25 | Employment Agreement by and between Rite Aid Corporation and Mark C. Panzer | Exhibit 10.34 to Form 10-K filed on May 2, 2003 |
| 21 | Subsidiaries of the registrant | Exhibit 21 to Form 10-K filed on May 2, 2003 |
| 23 | Consent of Deloitte & Touche LLP | Exhibit No. 23 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |

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| | | |
|------|--|---|
| 25 | Statement of Eligibility of Trustee | Exhibit No. 25 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.1 | Form of Letter of Transmittal | Exhibit No. 99.1 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.2 | Form of Notice of Guaranteed Delivery | Exhibit No. 99.2 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.3 | Form of Letter to Clients | Exhibit No. 99.3 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |
| 99.4 | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees | Exhibit No. 99.4 to Registration Statement on Form S-4, File No. 333-107194, filed on July 21, 2003 |