

AMERICAN LAND LEASE INC  
Form S-8 POS  
March 16, 2009

Registration No. 333-64607

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

to

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**AMERICAN LAND LEASE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**84-1038736**  
(I.R.S. Employer  
Identification No.)

29399 U.S. Hwy 19 North, Suite 320

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**Clearwater, Florida 33761**

**(727) 726-8868**

**(Address, Including Zip Code, of Principal Executive Offices)**

**1998 Stock Incentive Plan**

**(Full Title of Plan)**

**Randall K. Rowe**

**Chairman of the Board of Directors and Chief Executive Officer**

**American Land Lease, Inc.**

**29399 U.S. Hwy 19 North, Suite 320**

**Clearwater, Florida 33761**

**(727) 726-8868**

**(Name, Address, Including Zip Code, and Telephone Number,**

**Including Area Code, of Agent for Service)**

*With copies to:*

**Hal M. Brown, Esq.**

**Jason C. Harmon, Esq.**

**DLA Piper LLP (US)**

**203 North LaSalle Street, Suite 1900**

**Chicago, Illinois 60601**

**(312) 368-4000**

**DEREGISTRATION OF SECURITIES**

On September 29, 1998, American Land Lease, Inc. (formerly known as Asset Investors Corporation) (the Company) filed with the Securities and Exchange Commission a registration statement on Form S-8 (Registration No. 333-64607) (the Registration Statement) with respect to 3,000,000 shares of the Company's common stock, par value \$0.01 per share, relating to the 1998 Stock Incentive Plan.

On December 9, 2008, the Company and Asset Investors Operating Partnership, L.P., a Delaware limited partnership and the Company's operating partnership, entered into an Agreement and Plan of Merger (the Merger Agreement) with GCP REIT II, a Maryland real estate investment trust, and GCP Sunshine Acquisition, Inc. (Purchaser). Pursuant to the Merger Agreement, Purchaser merged with and into the Company, with the Company continuing as the surviving entity (the Merger). The Merger became effective on March 16, 2009. In connection with the Merger, the Company is filing a Certification and Notice of Termination of Form 15 with respect to the Company's Common Stock.

As a result of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clearwater, State of Florida, on March 16, 2009.

**AMERICAN LAND LEASE, INC.,**

By: /s/ Shannon E. Smith  
Name: Shannon E. Smith

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons, in the capacities indicated, as of March 16, 2009.

<b>Signature</b>	<b>Title</b>
/s/ Randall K. Rowe	Chairman of the Board of Directors,
Randall K. Rowe	Chief Executive Officer, President and Chief Operating Officer (Principal Executive Officer)
/s/ Shannon E. Smith	Chief Financial Officer
Shannon E. Smith	(Principal Accounting Officer)
/s/ James R. Goldman	Director
James R. Goldman	
/s/ David B. Lentz	Director
David B. Lentz	