

RITE AID CORP

Form S-4

May 12, 2003

As Filed with the Securities and Exchange Commission on May 12, 2003.

Registration Statement No. 333-

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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)

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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)

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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)

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

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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.

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
9½% Senior Secured Notes due 2011 Guarantees related to the 9½% Senior Secured Notes due 2011	\$300,000,000	100%	\$300,000,000	\$24,270(2)
	N/A	N/A	N/A	N/A(3)

(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)Pursuant to Rule 457(p), the full amount of the filing fee due with respect to this registration is being paid by applying a portion of the \$834,000.00 filing fee paid in connection with our Form S-3 (File No. 333-70777) filed on January 19, 1999 and subsequently withdrawn.

(3)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 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
	Delaware	5912	N/A

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Baltimore/Annapolis Boulevard & Governor Richie Highway–Glen Burnie, Maryland, LLC			
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
Drug Fair of PA, Inc.	Pennsylvania	5912	54-0844303
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
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

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 Distributors, Inc.	Michigan	4225	38-1718545
Perry Drug Stores, Inc.	Michigan	5912	38-0947300
Portfolio Medical Services Inc.	Delaware	9995	80-0052348

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RDS Detroit, Inc.	Michigan	5912	35-1799950
Rack Rite Distributors, Inc.	Pennsylvania	4225	23-1906110
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
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

Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
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State Street and Hill Road–Gerard, Ohio, LLC	Delaware	5912	N/A
Super Ice Cream Suppliers, Inc.	Louisiana	9995	72-0678651
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
W.R.A.C., Inc.	Pennsylvania	4225	23-2102752
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.

**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 MAY 12, 2003

PROSPECTUS

RITE AID CORPORATION

**Offer to exchange \$300.0 million aggregate principal amount of 9½% Senior Secured Notes Due 2011 (which we refer to as the old notes) for \$300.0 million aggregate principal amount of 9½% Senior Secured Notes Due 2011 (which we refer to as the new notes) which have been registered under the Securities Act of 1933, as amended, and fully and unconditionally guaranteed by the subsidiary guarantors listed on the first page of this prospectus**

**The exchange offer will expire at 5:00 p.m., New York City time, on     , 2003 (the 21<sup>st</sup> business day following the date of this prospectus), unless we extend the exchange offer in our sole and absolute discretion.**

**Terms of the exchange offer:**

✦We will exchange new notes for all outstanding old notes that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offer.

✦You may withdraw tenders of old notes at any time prior to the expiration or termination of the

exchange offer.

¶The terms of the new notes are substantially identical to those of the outstanding old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

¶The exchange of old notes for new notes will not be a taxable transaction for U.S. federal income tax purposes, but you should see the discussion under the caption "Material Federal Income Tax Considerations" for more information.

- We will not receive any proceeds from the exchange offer.

¶We issued the old notes in a transaction not requiring registration under the Securities Act, and as a result, their transfer is restricted. We are making the exchange offer to satisfy your registration rights, as a holder of the old notes.

There is no established trading market for the new notes or the old notes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date (as defined herein) and ending on the close of business 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

See "Risk Factors" beginning on page 16 for a discussion of risks you should consider prior to tendering your outstanding old notes for exchange.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is May , 2003.

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In this prospectus, the terms "Rite Aid Corporation," "we," "us" and "our" refer to Rite Aid Corporation and our subsidiaries.

This prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this document. Copies of this information are available without charge to any person to whom this prospectus is delivered, upon written or oral request. Written requests should be sent to:

Rite Aid Corporation  
30 Hunter Lane  
Camp Hill, Pennsylvania 17011  
Attention: Investor Relations.

Oral requests should be made by telephoning (717) 761-2633.

**In order to obtain timely delivery, you must request the information no later than \_\_\_\_\_, 2003, which is five business days before the expiration date of the exchange offer.**

**Notwithstanding anything express or implied to the contrary in this prospectus and the documents referred to herein, the parties (and each employee, representative, or other agent of the parties) may disclose to any and all persons, without limitation of any kind, the tax treatment and any facts that may be relevant to the tax structure of the transaction, provided, however, that no party (and no employee, representative, or other agent thereof) shall disclose any other information that is not relevant to understanding the tax treatment and tax structure of the transaction (including the identity of any party and any information that could lead another to determine the identity of any party), or any other information to the extent that such disclosure could result in a violation of any federal or state securities law.**

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#### Subsidiary Guarantors

Ann & Government Streets – Mobile, Alabama, LLC

Apex Drug Stores, Inc.

Baltimore/Annapolis Boulevard & Governor Richie  
Highway - Glen Burnie,  
Maryland, LLC

Broadview and Wallings -  
Broadview Heights Ohio, Inc.

Central Avenue & Main Street - Petal, MS, LLC

Dominion Action One Corporation

Dominion Action Two Corporation

Dominion Action Three Corporation

Dominion Action Four Corporation

Dominion Drug Stores Corp.

Drug Fair, Inc.

Drug Fair of PA, Inc.

Eagle Managed Care Corp.

Eighth & Water Streets-  
Urichsville, Ohio, LLC

England Street-Asheland  
Corporation

Fairground, L.L.C.

GDF, Inc.

Gettysburg and Hoover - Dayton, Ohio, LLC

Gratiot & Center-Saginaw  
Township, Michigan, LLC

Harco, Inc.

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

Keystone Centers, Inc.

Lakehurst and Broadway Corporation

Mayfield & Chillicothe Roads – Chesterland, LLC



Munson & Andrews, LLC

Name Rite, L.L.C.

Northline & Dix - Toledo - Southgate, LLC

Ocean Acquisition Corporation

PDS-1 Michigan, Inc.

P.L.D. Enterprises, Inc.

PL Xpress, Inc.

Patton Drive and Navy Boulevard Property Corporation

Paw Paw Lake Road & Paw Paw Avenue-Coloma, Michigan, LLC

Perry Distributors, Inc.

Perry Drug Stores, Inc.

Portfolio Medical Services Inc.

RDS Detroit, Inc.

Rack Rite Distributors, Inc.

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Rite Aid of New Jersey, Inc.

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Rite Aid of North Carolina, Inc.

Rite Aid of Ohio, Inc.

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Rite Aid of West Virginia, Inc.

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Rite Aid Rome Distribution Center, Inc.

Rite Aid Services, L.L.C.

Rite Aid Transport, Inc.

Rite Aid Venturer #1, Inc.

Rite Fund, Inc.

Rite Investments Corp.

RX Choice, Inc.

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Sophie One Corp.

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State Street and Hill Road-Gerard, Ohio, LLC

Super Ice Cream Suppliers, Inc.

Super Pharmacy Network, Inc.

Super Tobacco Distributors, Inc.

The Lane Drug Company

The Muir Company

Thrifty Corporation

Thrifty PayLess, Inc.

Tyler and Sanders Roads, Birmingham-Alabama, LLC

Virginia Corporation

W.R.A.C., Inc.

112 Burleigh Avenue Norfolk, LLC

537 Elm Street Corporation

657-659 Broad St. Corp.

764 South Broadway-Geneva, Ohio, LLC

1515 West State Street Boise, Idaho, LLC

1525 Cortyou Road – Brooklyn Inc.

1740 Associates, L.L.C.

3581 Carter Hill Road - Montgomery Corp.

4042 Warrensville Center Road - Warrensville Ohio, Inc.

5277 Associates, Inc.

5600 Superior Properties, Inc.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents we are incorporating by reference include forward-looking statements. These forward-looking statements are identified by terms and phrases such as "anticipate," "believe," "intend," "estimate," "expect," "continue," "should," "could," "may," "plan," "project," "predict," "will," and similar expressions and include references to assumptions and relate to our future prospects, developments and business strategies.

Factors that could cause our actual results to differ materially from those expressed or implied in such forward-looking statements include, but are not limited to:

- our high level of indebtedness;
- our ability to make interest and principal payments on our debt and satisfy the other covenants contained in our senior secured credit facility and other debt agreements, including the indenture governing the new notes;
- our ability to improve the operating performance of our existing stores in accordance with our management's long term strategy;
  - our ability to hire and retain pharmacists and other store personnel;
  - the outcomes of pending lawsuits and governmental investigations;
- competitive pricing pressures and continued consolidation of the drugstore industry; and
- the efforts of third-party payors to reduce prescription drug costs, changes in state or federal legislation or regulations, the success of planned advertising and merchandising strategies, general economic conditions and inflation, interest rate movements, access to capital, and our relationships with our suppliers.

We undertake no obligation to revise the forward-looking statements included or incorporated by reference in this prospectus to reflect any future events or circumstances. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences are discussed in this prospectus in the section titled "Risk Factors."

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## SUMMARY

The following information summarizes the detailed information and financial statements included elsewhere or incorporated by reference in this prospectus. We encourage you to read this entire prospectus carefully. Unless otherwise indicated or the context otherwise requires, dates in this prospectus that refer to a particular fiscal year (e.g., fiscal 2003) refer to the fiscal year ended on the Saturday closest to February 29 or March 1 of that year. The fiscal years ended March 1, 2003 and March 2, 2002 included 52 weeks. The fiscal year ended March 3, 2001 included 53 weeks. The fiscal years ended February 26, 2000 and February 27, 1999 included 52 weeks.

### Rite Aid Corporation

#### Our Business

We are the third largest retail drugstore chain in the United States based on revenues and number of stores. As of March 1, 2003, we operated 3,404 drugstores in 28 states across the country and in the District of Columbia. During fiscal 2003, we generated \$15.8 billion in revenues. Since the beginning of fiscal 1997, we have relocated 979 stores, opened 476 new stores, remodeled 608 stores and closed or sold an additional 1,404 stores. As a result, we believe we have a modern store base.

In our stores, we sell prescription drugs and a wide assortment of other merchandise, which we call "front-end" products. In fiscal 2003, our pharmacists filled more than 200 million prescriptions, which accounted for

approximately 63.2% of our total sales. We believe that our pharmacy operations will continue to represent a significant part of our business due to favorable industry trends, including an aging population, increased life expectancy and the discovery of new and better drug therapies. We offer approximately 24,000 front-end products, including over-the-counter medications, health and beauty aids, personal care items, cosmetics, household items, beverages, convenience foods, greeting cards, seasonal merchandise and numerous other everyday and convenience products, as well as photo processing, which accounted for the remaining 36.8% of our total sales in fiscal 2003. We distinguish our stores from other national chain drugstores, in part, through our private brands and our strategic alliance with General Nutrition Companies, Inc. ("GNC"), a leading retailer of vitamin and mineral supplements. We offer over 1,900 front-end products under the Rite Aid private brand, which contributed approximately 10.8% of our front-end sales in categories where private brand products are sold in fiscal 2003.

## Background

Under prior management, we were engaged in an aggressive expansion program from the beginning of fiscal 1997 until 1999. During that period, we purchased 1,554 stores, relocated 866 stores, opened 445 new stores, remodeled 308 stores and acquired PCS Health Systems, Inc. These activities had a significant negative impact on our operating results and financial condition, severely strained our liquidity and increased our indebtedness to \$6.6 billion as of February 26, 2000, which contributed to our inability to access the financial markets. In October 1999, we announced that we had identified accounting irregularities and our former chairman and chief executive officer resigned. In November 1999, our former auditors resigned and withdrew their previously issued opinions on our financial statements for fiscal 1998 and fiscal 1999. We needed to restate our financial statements and develop accounting systems and controls that would allow us to manage our business and accurately report the results of our operations. In addition, the SEC and the U.S. Attorney for the Middle District of Pennsylvania began investigations into our affairs. Also, the complaint in a securities class action lawsuit, which had been filed against us in March 1999, was amended to include allegations based upon the accounting irregularities we had disclosed.

In December 1999, a new management team was hired, and since that time we have been addressing our business, operational and financial challenges. In response to our situation, new management has:

• Reduced our indebtedness from \$6.6 billion as of February 26, 2000 to \$3.9 billion as of March 1, 2003;

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• Restated our financial statements for fiscal 1998 and fiscal 1999, as well as engaged Deloitte & Touche LLP as our new auditors to audit our financial statements for fiscal years beginning with fiscal 1998;

• Settled the securities class action and related lawsuits in February 2002 for \$45.0 million, funded with insurance proceeds, and \$149.5 million of senior secured (shareholder) notes (which we redeemed in February 2003);

• Addressed and corrected problems with our accounting systems and controls, and resumed normal financial reporting;

• Implemented initiatives to improve all aspects of our supply chain, including buying practices, category management systems and other inventory issues;

- Addressed out-of-stock inventory levels and strengthened our vendor relationships; and
- Completed the refinancing of a substantial portion of our indebtedness.

## Our Strengths

We believe that we are well-positioned to build on the significant investment in our modern store base by capitalizing on our competitive strengths, including the following:

### *Strong Brand Name with Leading Shares in Key Markets*

• We are one of the nation's three largest drugstore chains with 3,404 stores as of March 1, 2003.

• We have a first or second market position in 68 of the 117 major U.S. metropolitan markets in which we operate.

• Our stores are primarily located in convenient locations within fast growing metropolitan markets.

- We believe that our brand name has helped us establish a large group of loyal customers.

*New Management Team Leading Operational Turnaround*

• We improved front-end same store sales growth from a negative 2.2% in fiscal 2000 to a positive rate of growth by improving store conditions and product pricing and launching a competitive marketing program.

• We have seen significant reductions in our net loss, which was \$1.6 billion for fiscal 2001 and \$112.1 million for fiscal 2003.

• We curtailed our expansion plans and reduced our capital expenditures by approximately \$524.9 million from fiscal 2000 to fiscal 2003.

*Modern Store Base*

• Since the beginning of fiscal 1997, we have opened 476 new stores, relocated 979 stores, remodeled 608 stores and closed or sold an additional 1,404 stores, providing us with a modern store base. Approximately 60% of our stores have been constructed, remodeled or relocated since the beginning of fiscal 1997.

• Most of our new stores include a drive-thru pharmacy, a one-hour photo shop and more than 960 include a GNC store-within-Rite Aid-store.

• To support these new stores we have improved our distribution network by opening two high capacity distribution centers.

• All of our stores are integrated into a common information system, which enables our pharmacists to fill prescriptions more accurately and efficiently and is designed to reduce chances of adverse drug interaction.

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• Each of our stores employs point-of-sale technology that facilitates inventory replenishment, sales analysis and recognition of customer trends.

*Compelling Industry Fundamentals and Demographic Trends*

• Increasing life expectancy and the "baby boom" generation entering their fifties are expected to drive pharmacy sales. Based upon studies published by pharmacy benefit management companies and the Congressional Budget Office, management believes that pharmacy sales growth will increase at least 30% over the next three years.

• Several factors will contribute to this continued growth in the pharmacy sector, including a record number of drugs in the FDA approval pipeline.

*Our Business Strategy*

Our strategy is to continue to focus on improving the productivity of our existing store base. We believe that improving the sales of our existing stores is important to achieving profitability and improving cash flow. To achieve this objective, we are implementing the following:

*Grow Our Pharmacy Prescription Count and Attract More Customers*

• Continue the focus on generic prescriptions which are a value to the customer and more profitable for us;

• Enable our pharmacists to work directly with customers through productivity improvements supported by technology such as automatic refill programs, our next generation pharmacy system

and e-prescriptions;

- Purchase prescription files from independent pharmacists; and
- Attract new customers to our stores and increase sales per customer visit through various marketing strategies including weekly circulars, seasonal merchandising programs, cross-category merchandising and direct marketing efforts.

*Grow Front End Sales*

- Improve inventory and product categories to offer more personalized products and services to our customers, including better management of seasonal items;
- Enhance positive perceptions among customers through vendor promotions and weekly sales items;
- Increase the emphasis on Rite Aid brand products to improve the customer value offering and improve our gross margin;
- Continue to develop our GNC stores-within-Rite Aid stores and one-hour photo development departments;
- Increase ethnic product offerings targeted to selected markets to enhance front-end sales growth; and
- Continue to strengthen our relationships with our suppliers in order to offer customers a wider selection of products and categories.

*Improve Customer Satisfaction With Focus on Service and Selection in Our Stores*

- Implement programs that are specifically directed towards our pharmacy business, including our, "With Us, It's Personal" and "Ready When Promised" customer service campaigns, and competitively priced cash prescriptions and expand our third-party plan networks;

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- Improve customer loyalty by establishing a strong community presence, increasing promotional themes and exclusive offers, focusing on the attraction and retention of managed care customers and partnering with major drug suppliers to provide discount cards to senior citizens;
- Continue to utilize mystery shoppers and customer communications to improve our customers' perception of us.

*Contain Expenses*

- Continue to execute our cost management programs;
- Leverage our modern distribution facilities by utilizing new category management tools to optimize in-stock conditions and lower costs; and
  - Target expense areas with specific work plans for improvement and continuously monitor those work plans.

*Recent Developments*

*Recent Changes to our Capital Structure and Proposed New Credit Facility*

In April 2003, we issued \$360.0 million aggregate principal amount of our 8.125% senior secured notes due 2010. The 8.125% notes are unsecured, unsubordinated obligations of Rite Aid Corporation and rank equally in right of payment with all of our other unsecured, unsubordinated indebtedness. Our obligations under the notes are guaranteed, subject to certain limitations, by our subsidiaries that guarantee our obligations under our senior secured credit facility. The guarantees are secured, subject to permitted liens, by shared second priority liens granted by our subsidiary guarantors on all of their assets that secure our obligations under the senior secured credit facility, subject to certain exceptions. The indenture governing the 8.125% notes contains customary covenant provisions that, among other things, include limitations on our ability to pay dividends or make investments or other restricted payments, incur debt, grant liens, sell assets and enter into sale leaseback transactions.

We used a portion of the net proceeds of the 8.125% senior secured notes to repay approximately \$252.4 million of our term loan under our senior secured credit facility. The remaining \$92.4 million will be used for general corporate purposes, which may include capital expenditures and repayments or repurchases of our outstanding indebtedness. In connection with the issuance of the 8.125% senior secured notes, we also permanently reduced our borrowing capacity under our revolving credit facility by the amount of the remainder of the net proceeds.

In connection with the offering of the old notes and other debt retirement activities through April 30, 2003:

• We redeemed all \$149.5 million aggregate principal amount of our senior secured (shareholder) notes due 2006 prior to March 1, 2003;

• We retired \$118.6 million of our 6.0% fixed-rate senior notes due 2005 prior to March 1, 2003;

- We retired \$15.0 million of our 7.125% notes due 2007 prior to March 1, 2003;

• We retired an additional \$40.3 million of our 7.125% notes due 2007 subsequent to March 1, 2003; and

• We retired an additional \$33.2 million of our 6.0% fixed-rate senior notes due 2005 subsequent to March 1, 2003.

Separately, in March 2003, we made a scheduled principal payment of \$7.5 million under our senior secured credit facility.

On April 11, 2003, we announced that we intend to replace our existing senior secured credit facility with a new \$2.0 billion senior secured credit facility that will consist of a \$1.15 billion term loan and a \$850

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million revolving credit facility and will mature in April 2008. Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., will act as joint lead arrangers for the new credit facility. Our obligations under the proposed new credit facility will be guaranteed by substantially all of our wholly owned subsidiaries that guarantee our obligations under our existing senior secured credit facility. These subsidiary guarantees will be secured by a first priority security interest in substantially the same collateral that secures the guarantees under our existing senior secured credit facility and will secure the guarantees of the notes on a second priority basis. The proceeds of the new credit facility will be used to repay outstanding amounts under our existing credit facility, to refinance our synthetic lease, and to replace our existing revolving credit facility. Closing of the new facility is subject to negotiation of definitive documentation, successful syndication and satisfaction of customary closing conditions. We expect to enter into the new credit facility by the end of May 2003. Except as otherwise explicitly stated, this prospectus does not give effect to the new credit facility.

#### *Management Changes*

On April 10, 2003, we announced that Mary F. Sammons, currently our President and Chief Operating Officer, will become our President and Chief Executive Officer effective June 25, 2003 at our annual meeting of stockholders. Robert G. Miller, currently our Chairman and Chief Executive Officer, will retain the position of Chairman. Mr. Miller will remain as Chairman until his term on our Board of Directors ends at our annual meeting in June 2005. At that time, the decision will be made regarding his standing for re-election to our Board.

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#### Summary Description of the Exchange Offer

Old Notes	9½% Senior Secured Notes due 2011, which we issued on February 12, 2003.
New Notes	



Exchange Offer

9½% Senior Secured Notes due 2011, the issuance of which has been registered under the Securities Act of 1933. The form and terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes. We are offering to issue up to \$300.0 million aggregate principal amount of the new notes in exchange for a like principal amount of the old notes to satisfy our obligations under the registration rights agreement that we entered into when the old notes were issued in transactions in reliance upon the exemption from registration provided by Rule 144A and Regulation S of the Securities Act.

Expiration Date; Tenders

The exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2003 (the 21<sup>st</sup> business day following the date of this prospectus), unless extended in our sole and absolute discretion. By tendering your old notes, you represent to us that:

- you are not our "affiliate," as defined in Rule 405 under the Securities Act;
- any new notes you receive in the exchange offer are being acquired by you in the ordinary course of your business;
- at the time of commencement of the exchange offer, neither you nor anyone receiving new notes from you, has any arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the new notes in violation of the Securities Act;
- you are not holding old notes that have, or are reasonably likely to have, the status of an unsold allotment in the initial offering;
- if you are not a participating broker-dealer, you are not engaged in, and do not intend to engage in, the distribution of the new notes, as defined in the Securities Act; and
- if you are a broker-dealer, you will receive the new notes for your own account in exchange for old notes that were acquired by you as a result of your market-making or other trading activities and that you will deliver a prospectus in connection with any resale of the new

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notes you receive. For further information regarding resales of the new notes by participating broker-dealers, see the discussion under the caption "Plan of Distribution."

Withdrawal; Non-Acceptance

You may withdraw any old notes tendered in the exchange offer at any time prior to 5:00 p.m., New York City time, on \_\_\_\_\_, 2003. If we decide for any reason not to accept any old notes tendered for exchange, the old notes will be returned to the registered holder at our expense promptly after the expiration or termination of the exchange offer. In the case of the old notes tendered by book-entry transfer into the exchange agent's account at The Depository Trust Company, any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered old notes, see the "The Exchange Offer—Terms of the Exchange Offer; Period for Tendering Old Notes" and the "The Exchange

	Offer—Withdrawal Rights."
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions, which we may waive. See the discussion below under the caption "The Exchange Offer—Conditions to the Exchange Offer" for more information regarding the conditions to the exchange offer.
Procedures for Tendering the Old Notes	Unless you comply with the procedures described below under the caption "The Exchange Offer—Guaranteed Delivery Procedures", you must do one of the following on or prior to the expiration or termination of the exchange offer to participate in the exchange offer: • tender your old notes by sending the certificates for your old notes, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature guarantees, and all other documents required by the letter of transmittal, to BNY Midwest Trust Company, as exchange agent, at one of the addresses listed below under the caption "The Exchange Offer—Exchange Agent," or • tender your old notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an agent's message instead of the letter of transmittal, to the exchange agent. In order for a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, BNY Midwest Trust Company, as exchange agent, must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at DTC prior to the expiration or termination of the exchange offer. For 7  more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the caption "The Exchange Offer—Book-Entry Transfers."
Guaranteed Delivery Procedures	If you are a registered holder of old notes and wish to tender your old notes in the exchange offer, but • the old notes are not immediately available, time will not permit your old notes or other required documents to reach the exchange agent before the expiration or termination of the exchange offer, or the procedure for book-entry transfer cannot be completed prior to the expiration or termination of the exchange offer,  then you may tender old notes by following the procedures described below under the caption "The Exchange Offer—Guaranteed Delivery Procedures."
Special Procedures for Beneficial Owners	If you are a beneficial owner whose old notes are registered in the name of the broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender on your behalf. If you wish to tender in the exchange offer on your behalf, prior to completing and executing the letter of transmittal and delivering your old notes, you must either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the person in

Material Federal Income Tax Considerations	whose name the old notes are registered. The exchange of the old notes for new notes in the exchange offer will not be a taxable transaction for United States federal income tax purposes. See the discussion under the caption "Material Federal Income Tax Considerations" for more information regarding the tax consequences to you of the exchange offer.
Use of Proceeds	We will not receive any proceeds from the exchange offer.
Exchange Agent	BNY Midwest Trust Company is the exchange agent for the exchange offer. You can find the address and telephone number of the exchange agent below under the caption "The Exchange Offer—Exchange Agent."
Resales	Based on interpretations by the staff of the SEC, as set forth in no-action letters issued to the third parties, we believe that the new notes you receive in the exchange offer may be

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offered for resale, resold or otherwise transferred without compliance with the registration and prospectus delivery provisions of the Securities Act. However, you will not be able to freely transfer the new notes if:

- you are our "affiliate," as defined in Rule 405 under the Securities Act;
- you are not acquiring the new notes in the exchange offer in the ordinary course of your business;
- you have an arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the new notes, you will receive in the exchange offer;
- you are holding old notes that have or are reasonably likely to have the status of an unsold allotment in the initial offering; or
- you are a participating broker-dealer that received new notes for its own account in the exchange offer in exchange for old notes that were acquired as a result of market-making or other trading activities.

If you fall within one of the exceptions listed above, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction involving the new notes. See the discussion below under the caption "The Exchange Offer—Procedures for Tendering Old Notes" for more information.

Broker-Dealer	Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of new notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes which were
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received by such broker-dealer as a result of market making activities or other trading activities. We have agreed that for a period of up to 180 days after the expiration date, as defined in this prospectus, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution" for more information.

#### Registration Rights Agreement

When we issued the old notes in February 2003, we entered into a registration rights agreement with the initial purchasers of the old notes. Under the terms of the registration rights agreement, we agreed to use our best efforts to file with the SEC and cause to become effective, a registration statement

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relating to an offer to exchange the old notes for the new notes.

If we do not complete the exchange offer within 210 days of the date that we sold the old notes (February 12, 2003), the interest rate borne by the old notes will be increased at a rate of 0.25% per annum every 90 days (but shall not exceed 0.50% per annum) until the exchange offer is completed, or until the old notes are freely transferable under Rule 144 of the Securities Act. Under some circumstances set forth in the registration rights agreement, holders of old notes, including holders who are not permitted to participate in the exchange offer or who may not freely sell new notes received in the exchange offer, may require us to file and cause to become effective, a shelf registration statement covering resales of the old notes by these holders.

A copy of the registration rights agreement is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part. See "Description of the New Notes—Registration Rights and Additional Interest."

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#### CONSEQUENCES OF NOT EXCHANGING OLD NOTES

If you do not exchange your old notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer described in the legend on the certificate for your old notes. In general, you may offer or sell your old notes only:

- if they are registered under the Securities Act and applicable state securities laws;
- if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or
- if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the old notes under the Securities Act. Under some circumstances, however, holders of the old notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell new notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of old notes by these holders. For more information regarding the consequences of not tendering your old notes and our obligation to file a shelf registration statement, see "The Exchange Offer—Consequences of Exchanging or Failing to Exchange Old Notes" and "Description of the New Notes—Registration Rights Agreement and Additional Interest."

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### Summary Description of the New Notes

*The terms of the new notes and those of the outstanding old notes are substantially identical, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes. For a more complete understanding of the new notes, see "Description of the New Notes."*

Issuer	Rite Aid Corporation.
Securities	Up to \$300.0 million aggregate principal amount of 9½% Senior Secured Notes due 2011.
Maturity Date	February 15, 2011.
Interest	We will pay interest on the new notes at the rate of 9½% per year, payable in cash, on February 15 and August 15 of each year, beginning on August 15, 2003.
Mandatory Redemption	None.
Optional Redemption	Prior to February 15, 2007, we may redeem some or all of the new notes by paying a "make-whole" premium based on U.S. Treasury rates. On or after February 15, 2007, we may redeem some or all of the new notes at the redemption prices listed under the heading "Description of the New Notes—Optional Redemption," plus accrued and unpaid interest to the date of redemption.
Subsidiary Guarantees	Our obligations under the new notes will be fully and unconditionally guaranteed, jointly and severally, subject to certain limitations, by those of our subsidiaries that from time to time guarantee our obligations under our senior secured credit facility. Under certain circumstances, subsidiaries may be released from these guarantees without the consent of holders of the new notes. The subsidiary guarantees will be subordinated to the subsidiary guarantees of our senior secured credit facility.
Security	The guarantees of the new notes will be secured, subject to permitted liens, by shared second priority liens granted by our subsidiary guarantors on all of the assets that secure our obligations under the senior secured credit facility (other than cash or cash equivalents that may collateralize letter of credit obligations) which currently consist of substantially all of the inventory, accounts receivable, intellectual property and certain real property of the subsidiary guarantors (which we

Repurchase at Option of Holders  
Upon a Change in Control  
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collectively refer to in this prospectus as the collateral). Under certain circumstances, collateral may be released without the consent of the holders of the new notes. In the event of a change in control (as defined under the heading "Description of New Notes—Definitions"), each

holder of new notes may require us to repurchase its new notes in whole or in part, at a repurchase price of 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date. See "Description of the New Notes—Repurchase at the Option of Holders Upon a Change of Control" and "Risk Factors—Risks Related to the Exchange Offer and Holding the New Notes—We may be unable to purchase the new notes upon a change of control."

Ranking

The new notes will be:

- unsecured, unsubordinated obligations of Rite Aid Corporation; and

equal in ranking with all of our existing and future unsecured, unsubordinated debt. Currently, all of our debt is senior debt.

The subordinated guarantees by the subsidiary guarantors will be secured, subject to permitted liens, by second priority liens on the collateral shared with senior second priority debt that has priority over the new notes in distributions of proceeds of the collateral and second priority debt that shares equally with the new notes in distribution of proceeds of the collateral.

Our subsidiaries conduct substantially all our operations and have significant liabilities, including trade payables. If the subsidiary guarantees are invalid or unenforceable or the limitations under the guarantees are applied, the new notes will be structurally subordinated to our substantial subsidiary liabilities and the liens on the collateral would be invalid or unenforceable.

As of April 30, 2003, after giving effect to the offering of \$360.0 million aggregate principal amount of our 8.125% senior secured notes due 2010 and the application of the net proceeds from that offering to pay \$252.4 million of our term loan under our senior secured credit facility, our March 2003 scheduled principal payment of \$7.5 million on the term loan and our prior retirement of \$40.3 million of our 7.125% notes due 2007 and \$33.2 million of our 6.0% notes due 2005;

the total outstanding debt of us and the subsidiary guarantors (including current maturities and capital lease obligations, but excluding letters of credit and our synthetic lease facility) was approximately \$3.9 billion;

none of our or any subsidiary guarantor's debt would have been subordinated to the new notes or the subsidiary guarantees;

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the total outstanding debt of us and the subsidiary guarantors that would be senior to the guarantees by the subsidiary guarantors and have the benefit of first priority liens on the collateral would have been approximately \$1.1 billion;

the total attributable debt under our synthetic lease that would have the benefit of *pari passu* guarantees from the subsidiary guarantors and have the benefit of senior second priority liens on the collateral would have been approximately \$106.9 million (which amount is not included in the amount of our total outstanding debt); and

the total outstanding debt of us and the subsidiary guarantors that would have the benefit of *pari passu* subordinated guarantees from the subsidiary guarantors and share *pari passu*, subject to permitted liens, second priority liens on the collateral would have been approximately \$801.4 million.

Subject to permitted liens, the second priority liens will be shared equally and ratably with senior second priority debt, including our synthetic lease, that has priority over the new notes in the distribution of proceeds of the collateral, and the holders of our 12.5% senior secured notes due 2006 and our 8.125% senior secured notes due 2010, that share equally with the new notes in the distribution of the collateral, except in limited circumstances. Our senior secured credit facility is secured by a first priority lien on the collateral and our synthetic lease is secured by a senior second priority lien on the collateral and those liens will be senior to the liens securing the new notes. Pursuant to the indenture governing the new notes, the security agreements and a collateral trust and intercreditor agreement, additional debt secured by first priority liens and additional debt secured by second priority liens, including senior second priority liens, may be incurred without the consent of the holders of the notes.

Pursuant to the security agreements and a collateral trust and intercreditor agreement, the holders of the first priority liens will, at all times, control all rights and remedies with respect to the collateral while our senior secured credit facility is outstanding. The second priority liens will not entitle holders of the new notes to take any action whatsoever with respect to the collateral at any time when the first priority liens are outstanding. The holders of the first priority liens will receive all proceeds from any realization on the collateral until the obligations secured by the first priority liens are paid in full, and the holders of the senior second priority liens will have priority over the new notes in distributions of proceeds of the collateral.

The indenture for the new notes provides that the holders of new notes are deemed to have consented to various releases

of collateral and subsidiary guarantees as well as various amendments to the second priority collateral documents that could be adverse to holders of new notes.

See "Description of the New Notes" and "Description of Collateral and Intercreditor Arrangements."

Covenants

The indenture governing the new notes contains covenants that limit our ability and