

VENTAS HEALTHCARE PROPERTIES INC
Form S-3ASR
April 06, 2009

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As filed with the Securities and Exchange Commission on April 6, 2009

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VENTAS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

61-1055020

(I.R.S. Employer
Identification Number)

**111 S. Wacker Drive, Suite 4800
Chicago, Illinois 60606
(877) 483-6827**

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

For Co-Registrants, please see "Table of Co-Registrants" on the following page.

**T. Richard Riney, Esq.
General Counsel
Ventas, Inc.**

**10350 Ormsby Park Place, Suite 300
Louisville, Kentucky 40223
(502) 357-9000**

(Name, address, including zip code, telephone number, including area code, of agent for service)

Copy to:

David K. Boston, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

Approximate date of commencement of proposed sale to the public: From time to time or at one time as determined by the Registrants.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(c) 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

(Continued on following page)

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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	Amount of Registration Fee
Preferred Stock of Ventas, Inc.	(1)(2)	(1)(2)	(1)(2)	(3)
Depository Shares of Ventas, Inc.	(1)(2)	(1)(2)	(1)(2)	(3)
Common Stock of Ventas, Inc.	(1)(2)	(1)(2)	(1)(2)	(3)
Warrants of Ventas, Inc.	(1)(2)	(1)(2)	(1)(2)	(3)
Debt Securities of Ventas Realty, Limited Partnership and Ventas Capital Corporation	(1)(2)	(1)(2)	(1)(2)	(3)
Debt Securities of Ventas, Inc.	(1)(2)	(1)(2)	(1)(2)	(3)
Guarantees of Debt Securities of Ventas Realty, Limited Partnership and Ventas Capital Corporation by Ventas, Inc. and the Subsidiary Guarantors(4)(5)	(1)(2)	(1)(2)	(1)(2)	(5)
Guarantees of Debt Securities of Ventas, Inc. by Ventas Realty, Limited Partnership and the Subsidiary Guarantors(4)(6)	(1)(2)	(1)(2)	(1)(2)	(6)

(1) Not applicable pursuant to Form S-3 General Instruction II(E).

(2) Such indeterminable number or amount of (a) preferred stock of Ventas, Inc., (b) depository shares representing preferred stock of Ventas, Inc., (c) common stock of Ventas, Inc. (which may be issued (i) separately, (ii) upon the conversion of the debt securities which are registered hereby and (iii) upon exercise of warrants to purchase shares of common stock), (d) warrants of Ventas, Inc. to acquire other classes of securities of Ventas, Inc. registered hereunder, (e) debt securities of Ventas Realty, Limited Partnership and Ventas Capital Corporation (which may be senior or subordinated), (f) debt securities of Ventas, Inc. (which may be senior or subordinated), (g) guarantees of debt securities of Ventas Realty, Limited Partnership and Ventas Capital Corporation by Ventas, Inc. and the Subsidiary Guarantors and (h) guarantees of debt securities of Ventas, Inc. by Ventas Realty, Limited Partnership and the Subsidiary Guarantors is being registered as may from time to time be issued at indeterminable prices.

(3) Deferred in reliance upon Rule 456(b) and Rule 457(r).

(4) The term "Subsidiary Guarantors" refers to AL (AP) Holding LLC, AL (HCN) Holding LLC, AL (MT) Holding LLC, Allison Park Nominee LLC, Allison Park Nominee LP, BCC Altoona Realty GP, LLC, BCC Altoona Realty, LLC, BCC Altoona Realty, LP, BCC Berwick Realty GP, LLC, BCC Berwick Realty, LLC, BCC Berwick Realty, LP, BCC Lewistown Realty GP, LLC, BCC Lewistown Realty, LLC, BCC Lewistown Realty, LP, BCC Martinsburg Realty, LLC, BCC Medina Realty, LLC, BCC Ontario Realty, LLC, BCC Reading Realty GP, LLC, BCC Reading Realty, LLC, BCC Reading Realty, LP, BCC Shippensburg Realty, LLC, BCC South

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Beaver Realty, LLC, BCC State College Realty GP, LLC, BCC State College Realty, LLC, BCC State College Realty, LP, BCC Washington Township Realty, LLC, BLC of California-San Marcos, L.P., Bloomsburg Nominee LLC, Bloomsburg Nominee LP, Brookdale Holdings, LLC, Brookdale Living Communities of Arizona-EM, LLC, Brookdale Living Communities of California, LLC, Brookdale Living Communities of California-RC, LLC, Brookdale Living Communities of California-San Marcos, LLC, Brookdale Living Communities of Illinois-2960, LLC, Brookdale Living Communities of Illinois-II, LLC, Brookdale Living Communities of Massachusetts-RB, LLC, Brookdale Living Communities of Minnesota, LLC, Brookdale Living Communities of New York-GB, LLC, Brookdale Living Communities of Washington-PP, LLC, Chippewa Nominee LLC, Chippewa Nominee LP, Dillsburg Nominee LLC, Dillsburg Nominee LP, EC Halcyon Realty, LLC, EC Hamilton Place Realty, LLC, EC Lebanon Realty, LLC, EC Timberlin Parc Realty, LLC, ElderTrust, ET Berkshire, LLC, ET Capital Corp., ET GENPAR, L.L.C., ET Lehigh, LLC, ET Pennsburg Finance, L.L.C., ET Sanatoga, LLC, ET Sub-Berkshire Limited Partnership, ET Sub-Heritage Woods, L.L.C., ET Sub-Highgate, L.P., ET Sub-Lacey I, L.L.C., ET Sub-Lehigh Limited Partnership, ET Sub-Lopatcong, L.L.C., ET Sub-Pennsburg Manor Limited Partnership, L.L.P., ET Sub-Phillipsburg I, L.L.C., ET Sub-Pleasant View, L.L.C., ET Sub-Rittenhouse Limited Partnership, L.L.P., ET Sub-Riverview Ridge Limited Partnership, L.L.P., ET Sub-Sanatoga Limited Partnership, ET Sub-SMOB, L.L.C., ET Sub-Wayne I Limited Partnership, L.L.P., ET Sub-Willowbrook Limited Partnership, L.L.P., ET Sub-Woodbridge, L.P., ET Wayne Finance, Inc., ET Wayne Finance, L.L.C., Hendersonville Nominee LLC, Hendersonville Nominee LP, IPC (AP) Holding LLC, IPC (HCN) Holding LLC, IPC (MT) Holding LLC, Kingsport Nominee LLC, Kingsport Nominee LP, Knoxville Nominee LLC, Knoxville Nominee LP, Lebanon Nominee LLC, Lebanon Nominee LP, Lewisburg Nominee LLC, Lewisburg Nominee LP, Lima Nominee LLC, Lima Nominee LP, Loyalsock Nominee LLC, Loyalsock Nominee LP, MAB Parent LLC, PSLT GP, LLC, PSLT OP, L.P., PSLT-ALS Properties Holdings, LLC, PSLT-ALS Properties I, LLC, PSLT-BLC Properties Holdings, LLC, River Oaks Partners, Sagamore Hills Nominee LLC, Sagamore Hills Nominee LP, Saxonburg Nominee LLC, Saxonburg Nominee LP, Shippensburg Realty Holdings, LLC, South Beaver Realty Holdings, LLC, SZR Acquisitions, LLC, SZR Burlington Inc., SZR Columbia, LLC, SZR Lincoln Park, LLC, SZR Markham Inc., SZR Mississauga Inc., SZR North Hills, LLC, SZR Norwood, LLC, SZR Oakville Inc., SZR Richmond Hill Inc., SZR Rockville LLC, SZR San Mateo LLC, SZR Scottsdale, LLC, SZR US Investments, Inc., SZR US UPREIT

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Three, LLC, SZR Westlake Village LLC, SZR Willowbrook LLC, SZR Windsor Inc., SZR Yorba Linda LLC, The Ponds of Pembroke Limited Partnership, United Rehab Realty Holding, LLC, Ventas Broadway MOB, LLC, Ventas Cal Sun LLC, Ventas Casper Holdings, LLC, Ventas Carroll MOB, LLC, Ventas Center MOB, LLC, Ventas DASCO MOB Holdings, LLC, Ventas Framingham, LLC, Ventas Grantor Trust #1, Ventas Grantor Trust #2, Ventas Healthcare Properties, Inc., Ventas LP Realty, L.L.C., Ventas MO Holdings, LLC, Ventas MOB Holdings, LLC, Ventas Nexcore Holdings, LLC, Ventas of Vancouver, Limited, Ventas Provident, LLC, Ventas Realty, Limited Partnership, Ventas REIT US Holdings Inc., Ventas SSL Beacon Hill, Inc., Ventas SSL Holdings, Inc., Ventas SSL Holdings, LLC, Ventas SSL Lynn Valley, Inc., Ventas SSL Ontario II, Inc., Ventas SSL Ontario III, Inc., Ventas SSL Vancouver, Inc., Ventas SSL, Inc., Ventas Sun LLC, Ventas TRS, LLC, Ventas University MOB, LLC, VSCRE Holdings, LLC, VTRLTH MAB I, LLC, VTRLTH MAB II, LLC, Xenia Nominee LLC and Xenia Nominee LP.

- (5) No separate consideration will be received for the guarantees by Ventas, Inc. and the Subsidiary Guarantors of the debt securities of Ventas Realty, Limited Partnership and Ventas Capital Corporation. The guarantees will include the right of the holders of guaranteed securities under the guarantees and certain undertakings, as described in this Registration Statement. Pursuant to Rule 457(n), no registration fee is required with respect to the guarantees.
- (6) No separate consideration will be received for the guarantees by Ventas Realty, Limited Partnership and the Subsidiary Guarantors of the debt securities of Ventas, Inc. The guarantees will include the right of the holders of guaranteed securities under the guarantees and certain undertakings, as described in this Registration Statement. Pursuant to Rule 457(n), no registration fee is required with respect to the guarantees.
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Name	State or other jurisdiction of incorporation or organization	IRS Employer Identification Number
AL (AP) Holding LLC	Delaware	20-1290648
AL (HCN) Holding LLC	Delaware	11-3713528
AL (MT) Holding LLC	Delaware	04-3709897
Allison Park Nominee LLC	Delaware	20-1288342
Allison Park Nominee LP	Delaware	20-0116902
BCC Altoona Realty GP, LLC	Delaware	20-4814240
BCC Altoona Realty, LLC	Delaware	20-4360216
BCC Altoona Realty, LP	Delaware	20-4814552
BCC Berwick Realty GP, LLC	Delaware	20-4814467
BCC Berwick Realty, LLC	Delaware	20-4360402
BCC Berwick Realty, LP	Delaware	20-4814806
BCC Lewiston Realty GP, LLC	Delaware	20-4814292
BCC Lewiston Realty, LLC	Delaware	20-4360250
BCC Lewiston Realty, LP	Delaware	20-4814618
BCC Martinsburg Realty, LLC	Delaware	20-4359771
BCC Medina Realty, LLC	Delaware	20-4360032
BCC Ontario Realty, LLC	Delaware	20-4359995
BCC Reading Realty GP, LLC	Delaware	20-4814343
BCC Reading Realty, LLC	Delaware	20-4360284
BCC Reading Realty, LP	Delaware	20-4814689
BCC Shippensburg Realty, LLC	Delaware	20-4360124
BCC South Beaver Realty, LLC	Delaware	20-4360173
BCC State College Realty GP, LLC	Delaware	20-4814411
BCC State College Realty, LLC	Delaware	20-4360353
BCC State College Realty, LP	Delaware	20-4814752
BCC Washington Township Realty, LLC	Delaware	20-4360071
BLC of California-San Marcos, L.P.	Delaware	36-4400350
Bloomsburg Nominee LLC	Delaware	11-3713538
Bloomsburg Nominee LP	Delaware	11-3713547
Brookdale Holdings, LLC	Delaware	36-4140074
Brookdale Living Communities of Arizona-EM, LLC	Delaware	36-4390859
Brookdale Living Communities of California, LLC	Delaware	36-4174019
Brookdale Living Communities of California-RC, LLC	Delaware	36-4255656
Brookdale Living Communities of California-San Marcos, LLC	Delaware	36-4400348
Brookdale Living Communities of Illinois-2960, LLC	Delaware	36-4390860
Brookdale Living Communities of Illinois-II, LLC	Delaware	36-4140070
Brookdale Living Communities of Massachusetts-RB, LLC	Delaware	36-4255655
Brookdale Living Communities of Minnesota, LLC	Delaware	36-4105750
Brookdale Living Communities of New York-GB, LLC	Delaware	36-4390861
Brookdale Living Communities of Washington-PP, LLC	Delaware	36-4390858
Chippewa Nominee LLC	Delaware	04-3710093
Chippewa Nominee LP	Delaware	04-3710098
Dillsburg Nominee LLC	Delaware	04-3710124
Dillsburg Nominee LP	Delaware	04-3710126
EC Halcyon Realty, LLC	Delaware	20-4735761
EC Hamilton Place Realty, LLC	Delaware	20-4588621
EC Lebanon Realty, LLC	Delaware	20-4588944
EC Timberlin Parc Realty, LLC	Delaware	20-4591454

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Name	State or other jurisdiction of incorporation or organization	IRS Employer Identification Number
ElderTrust	Maryland	23-2932973
ET Berkshire, LLC	Delaware	23-3074121
ET Capital Corp.	Delaware	23-2945788
ET GENPAR, L.L.C.	Delaware	23-2945800
ET Lehigh, LLC	Delaware	23-3074118
ET Pennsburg Finance, L.L.C.	Delaware	23-3024248
ET Sanatoga, LLC	Delaware	23-3074120
ET Sub-Berkshire Limited Partnership	Delaware	23-3074125
ET Sub-Heritage Woods, L.L.C.	Delaware	23-2946017
ET Sub-Highgate, L.P.	Pennsylvania	23-2946046
ET Sub-Lacey I, L.L.C.	Delaware	23-2946020
ET Sub-Lehigh Limited Partnership	Delaware	23-3074122
ET Sub-Lopatcong, L.L.C.	Delaware	23-2945801
ET Sub-Pennsburg Manor Limited Partnership, L.L.P.	Virginia	23-2946005
ET Sub-Phillipsburg I, L.L.C.	Delaware	23-2945793
ET Sub-Pleasant View, L.L.C.	Delaware	23-2946018
ET Sub-Rittenhouse Limited Partnership, L.L.P.	Virginia	23-2946049
ET Sub-Riverview Ridge Limited Partnership, L.L.P.	Virginia	23-2946044
ET Sub-Sanatoga Limited Partnership	Delaware	23-3074124
ET Sub-SMOB, L.L.C.	Delaware	23-2945798
ET Sub-Wayne I Limited Partnership, L.L.P.	Virginia	23-2946052
ET Sub-Willowbrook Limited Partnership, L.L.P.	Virginia	23-2946022
ET Sub-Woodbridge, L.P.	Pennsylvania	23-2946047
ET Wayne Finance, Inc.	Delaware	23-3024252
ET Wayne Finance, L.L.C.	Delaware	23-3024250
Hendersonville Nominee LLC	Delaware	04-3709935
Hendersonville Nominee LP	Delaware	04-3709939
IPC (AP) Holding LLC	Delaware	20-1288316
IPC (HCN) Holding LLC	Delaware	11-3713503
IPC (MT) Holding LLC	Delaware	04-3709895
Kingsport Nominee LLC	Delaware	04-3710060
Kingsport Nominee LP	Delaware	04-3710065
Knoxville Nominee LLC	Delaware	04-3710081
Knoxville Nominee LP	Delaware	04-3710092
Lebanon Nominee LLC	Delaware	11-3713519
Lebanon Nominee LP	Delaware	11-3713536
Lewisburg Nominee LLC	Delaware	04-3709918
Lewisburg Nominee LP	Delaware	04-3709920
Lima Nominee LLC	Delaware	04-3710046
Lima Nominee LP	Delaware	04-3710056
Loyalsock Nominee LLC	Delaware	11-3713515
Loyalsock Nominee LP	Delaware	11-3713516
MAB Parent LLC	Delaware	20-8697052
PSLT GP, LLC	Delaware	57-1212440
PSLT OP, L.P.	Delaware	02-0718666
PSLT-ALS Properties Holdings, LLC	Delaware	20-1574771
PSLT-ALS Properties I, LLC	Delaware	39-1912087
PSLT-BLC Properties Holdings, LLC	Delaware	36-4103821
River Oaks Partners	Illinois	36-3650842
Sagamore Hills Nominee LLC	Delaware	11-3713532
Sagamore Hills Nominee LP	Delaware	11-3713544

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Name	State or other jurisdiction of incorporation or organization	IRS Employer Identification Number
Saxonburg Nominee LLC	Delaware	11-3713505
Saxonburg Nominee LP	Delaware	11-3713508
Shippensburg Realty Holdings, LLC	Delaware	20-5805090
South Beaver Realty Holdings, LLC	Delaware	20-5804785
SZR Acquisitions, LLC	Delaware	26-2073467
SZR Burlington Inc.	Ontario, Canada	98-0537353
SZR Columbia, LLC	Delaware	20-3665322
SZR Lincoln Park, LLC	Delaware	20-2806723
SZR Markham Inc.	Ontario, Canada	98-0537338
SZR Mississauga Inc.	Ontario, Canada	98-0537336
SZR North Hills, LLC	Delaware	20-2806787
SZR Norwood, LLC	Delaware	20-3665607
SZR Oakville Inc.	Ontario, Canada	98-0537335
SZR Richmond Hill Inc.	Ontario, Canada	98-0537331
SZR Rockville LLC	Delaware	20-3665424
SZR San Mateo LLC	Delaware	20-3665548
SZR Scottsdale, LLC	Delaware	36-4566118
SZR US Investments, Inc.	Delaware	20-2806614
SZR US UPREIT Three, LLC	Delaware	20-2999342
SZR Westlake Village LLC	Delaware	20-2806904
SZR Willowbrook LLC	Delaware	20-4276617
SZR Windsor Inc.	Ontario, Canada	98-0537327
SZR Yorba Linda LLC	Delaware	20-2806852
The Ponds of Pembroke Limited Partnership	Illinois	36-3550345
United Rehab Realty Holding, LLC	Delaware	20-2648755
Ventas Broadway MOB, LLC	Delaware	20-8244885
Ventas Cal Sun LLC	Delaware	20-3032284
Ventas Capital Corporation	Delaware	35-2168770
Ventas Casper Holdings, LLC	Delaware	20-8321312
Ventas Carroll MOB, LLC	Delaware	26-3402470
Ventas Center MOB, LLC	Delaware	26-2886722
Ventas DASCO MOB Holdings, LLC	Delaware	26-3232393
Ventas Framingham, LLC	Delaware	43-2068275
Ventas Grantor Trust #1	Delaware	36-7477196
Ventas Grantor Trust #2	Delaware	36-7477197
Ventas Healthcare Properties, Inc.	Delaware	26-0055985
Ventas LP Realty, L.L.C.	Delaware	52-2093507
Ventas MO Holdings, LLC	Delaware	26-3180693
Ventas MOB Holdings, LLC	Delaware	26-1306470
Ventas Nexcore Holdings, LLC	Delaware	26-1306581
Ventas of Vancouver, Limited	Island of Jersey	98-0537423
Ventas Provident, LLC	Delaware	20-2954370
Ventas Realty, Limited Partnership	Delaware	61-1324573
Ventas REIT US Holdings, Inc.	Delaware	56-2487781
Ventas SSL Beacon Hill, Inc.	Ontario, Canada	98-0537360
Ventas SSL Holdings, Inc.	Delaware	20-8616327
Ventas SSL Holdings, LLC	Delaware	20-8616338
Ventas SSL, Inc.	Delaware	20-8616316
Ventas SSL Lynn Valley, Inc.	Ontario, Canada	98-0537367
Ventas SSL Ontario II, Inc.	Ontario, Canada	38-3755065
Ventas SSL Ontario III, Inc.	Ontario, Canada	98-0530812

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