

LANCASTER HOSPITAL CORP

Form S-4

April 01, 2011

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As filed with the Securities and Exchange Commission on April 1, 2011

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

UNIVERSAL HEALTH SERVICES, INC.

and the Subsidiary Guarantors listed on the

Table of Additional Registrants*

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

8062
(Primary Standard Industrial
Classification Code Number)

23-2077891
(I.R.S. Employer
Identification No.)

Universal Corporate Center

367 South Gulph Road

King of Prussia, Pennsylvania 19406

(610) 768-3300

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

Alan B. Miller

Chairman of the Board and Chief Executive Officer

Universal Health Services, Inc.

Universal Corporate Center

367 South Gulph Road

King of Prussia, Pennsylvania 19406

(610) 768-3300

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

Copies to:

Warren J. Nimetz, Esq.

Manuel G. Rivera, Esq.

Fulbright & Jaworski L.L.P.

666 Fifth Avenue

New York, New York 10103

(212) 318-3000

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

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, please 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(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. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐
 Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
7% Senior Notes due 2018	\$250,000,000	100%	\$250,000,000	\$29,025
Guarantees of 7% Senior Notes due 2018 (2)	(3)	(3)	(3)	None (4)

(1) Calculated pursuant to Rule 457(f)(2) under the Securities Act of 1933.

(2) The Additional Registrants listed in the Table of Additional Registrants below will guarantee the payment of the 7% Senior Notes due 2018.

(3) No separate consideration will be received for the guarantees.

(4) Pursuant to Rule 457(n) of the Securities Act of 1933, no separate registration fee is required for the guarantees.

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, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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* Includes certain subsidiaries of Universal Health Services, Inc. identified on the Table of Additional Registrants beginning on the following page.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS(1)**

Exact Name of Registrant Subsidiary Guarantor	State or Other Jurisdiction of Incorporation or Formation	IRS Employer	
		Identification Number	Primary Industrial Classification Code
AIKEN REGIONAL MEDICAL CENTERS, INC.	SC	23-2791808	8062
ALLIANCE HEALTH CENTER, INC.	MS	64-0777521	8093
ALTERNATIVE BEHAVIORAL SERVICES, INC.	VA	54-1757063	8093
ASSOCIATED CHILD CARE EDUCATIONAL SERVICES, INC.	CA	68-0227018	8093
ATLANTIC SHORES HOSPITAL, LLC	DE	20-3788069	8093
AUBURN REGIONAL MEDICAL CENTER, INC.	WA	51-0263246	8062
BEHAVIORAL HEALTHCARE LLC	DE	62-1516830	8093
BENCHMARK BEHAVIORAL HEALTH SYSTEM, INC.	UT	93-0893928	8093
BHC ALHAMBRA HOSPITAL, INC.	TN	62-1658521	8093
BHC BELMONT PINES HOSPITAL, INC.	TN	62-1658523	8093
BHC FAIRFAX HOSPITAL, INC.	TN	62-1658528	8093
BHC FOX RUN HOSPITAL, INC.	TN	62-1658531	8093
BHC FREMONT HOSPITAL, INC.	TN	62-1658532	8093
BHC HEALTH SERVICES OF NEVADA, INC.	NV	88-0300031	8093
BHC HERITAGE OAKS HOSPITAL, INC.	TN	62-1658494	8093
BHC HOLDINGS, INC.	DE	92-0189593	8093
BHC INTERMOUNTAIN HOSPITAL, INC.	TN	62-1658493	8093
BHC MESILLA VALLEY HOSPITAL, LLC	DE	20-2612295	8093
BHC MONTEVISTA HOSPITAL, INC.	NV	88-0299907	8093
BHC NORTHWEST PSYCHIATRIC HOSPITAL, LLC	DE	20-0085660	8093
BHC OF INDIANA, GENERAL PARTNERSHIP	TN	62-1780700	8093
BHC PINNACLE POINTE HOSPITAL, INC.	TN	62-1658502	8093
BHC PROPERTIES, LLC	TN	62-1660875	8093
BHC SIERRA VISTA HOSPITAL, INC.	TN	62-1658512	8093
BHC STREAMWOOD HOSPITAL, INC.	TN	62-1658515	8093
BRENTWOOD ACQUISITION, INC.	TN	20-0773985	8093
BRENTWOOD ACQUISITION-SHREVEPORT, INC.	DE	20-0474854	8093
BRYNN MARR HOSPITAL, INC.	NC	56-1317433	8093
CANYON RIDGE HOSPITAL, INC.	CA	20-2935031	8093
CCS/LANSING, INC.	MI	62-1681824	8093
CEDAR SPRINGS HOSPITAL, INC.	DE	74-3081810	8093
CHILDREN S COMPREHENSIVE SERVICES, INC.	TN	62-1240866	8093
COLUMBUS HOSPITAL PARTNERS, LLC	TN	62-1664739	8093
CUMBERLAND HOSPITAL PARTNERS, LLC	DE	26-1871761	8093
CUMBERLAND HOSPITAL, LLC	VA	02-0567575	8093
DEL AMO HOSPITAL, INC.	CA	23-2646424	8093
EMERALD COAST BEHAVIORAL HOSPITAL, LLC	DE	27-0720873	8093
FIRST HOSPITAL CORPORATION OF VIRGINIA BEACH	VA	54-1414205	8093
FIRST HOSPITAL PANAMERICANO, INC.	PR	66-0490148	8093
FORT DUNCAN MEDICAL CENTER, L.P.	DE	23-3044530	8062
FRONTLINE BEHAVIORAL HEALTH, INC.	DE	72-1539453	8093
FRONTLINE HOSPITAL, LLC	DE	72-1539530	8093
FRONTLINE RESIDENTIAL TREATMENT CENTER, LLC	DE	72-1539254	8093
GREAT PLAINS HOSPITAL, INC.	MO	43-1328523	8093
H.C. CORPORATION	AL	63-0870528	8093
H.C. PARTNERSHIP	AL	63-0862148	8093
HAVENWYCK HOSPITAL INC.	MI	38-2409580	8093
HHC AUGUSTA, INC.	GA	20-3854156	8093

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HHC CONWAY INVESTMENT, INC.	SC	20-3854265	8093
HHC DELAWARE, INC.	DE	20-3854210	8093
HHC FOCUS FLORIDA, INC.	FL	20-3798265	8093
HHC PENNSYLVANIA, LLC	DE	20-5353753	8093
HHC POPLAR SPRINGS, INC.	VA	20-0959684	8093
HHC RIVER PARK, INC.	WV	20-2652863	8093
HHC ST. SIMONS, INC.	GA	20-3854107	8093
HICKORY TRAIL HOSPITAL, L.P.	DE	20-4976326	8093
HOLLY HILL HOSPITAL, LLC	TN	62-1692189	8093
HORIZON HEALTH CORPORATION	DE	75-2293354	8093
HORIZON HEALTH HOSPITAL SERVICES, LLC	DE	20-3798133	8093

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Exact Name of Registrant Subsidiary Guarantor	State or Other Jurisdiction of Incorporation or Formation	IRS Employer	Primary Industrial Classification Code
		Identification Number	
HORIZON MENTAL HEALTH MANAGEMENT, LLC	TX	36-3709746	8093
HSA HILL CREST CORPORATION	AL	95-3900761	8093
KEYS GROUP HOLDINGS LLC	DE	62-1863023	8093
KEYSTONE CONTINUUM, LLC	TN	48-1274107	8093
KEYSTONE EDUCATION AND YOUTH SERVICES, LLC	TN	62-1842126	8093
KEYSTONE MARION, LLC	VA	74-3108285	8093
KEYSTONE NEWPORT NEWS, LLC	VA	32-0066225	8093
KEYSTONE NPS LLC	CA	68-0520286	8093
KEYSTONE RICHLAND CENTER, LLC	OH	48-1274207	8093
KEYSTONE WSNC, L.L.C.	NC	20-1943356	8093
KEYSTONE MEMPHIS, LLC	TN	62-1837606	8093
KEYSTONE/CCS PARTNERS LLC	DE	73-1657607	8093
KIDS BEHAVIORAL HEALTH OF UTAH, INC.	UT	62-1681825	8093
KINGWOOD PINES HOSPITAL, LLC	TX	73-1726285	8093
KMI ACQUISITION, LLC	DE	20-5048153	8093
LA AMISTAD RESIDENTIAL TREATMENT CENTER, LLC	FL	58-1791069	8093
LANCASTER HOSPITAL CORPORATION	CA	95-3565954	8062
LAUREL OAKS BEHAVIORAL HEALTH CENTER, INC.	DE	52-2090040	8093
LEBANON HOSPITAL PARTNERS, LLC	TN	62-1664738	8093
MANATEE MEMORIAL HOSPITAL, L.P.	DE	23-2798290	8062
MCALLEN HOSPITALS, L.P.	DE	23-3069260	8062
MCALLEN MEDICAL CENTER, INC.	DE	23-3069210	8062
MERION BUILDING MANAGEMENT, INC.	DE	23-2309517	1542
MERRIDELL ACHIEVEMENT CENTER, INC.	TX	74-1655289	8093
MICHIGAN PSYCHIATRIC SERVICES, INC.	MI	38-2423002	8093
NEURO INSTITUTE OF AUSTIN, L.P.	TX	56-2274069	8093
NORTH SPRING BEHAVIORAL HEALTHCARE, INC.	TN	20-1215130	8093
NORTHERN INDIANA PARTNERS, LLC	TN	62-1664737	8093
NORTHWEST TEXAS HEALTHCARE SYSTEM, INC.	TX	23-2238976	8062
OAK PLAINS ACADEMY OF TENNESSEE, INC.	TN	62-1725123	8093
OCALA BEHAVIORAL HEALTH, LLC	DE	32-0235544	8093
PALMETTO BEHAVIORAL HEALTH HOLDINGS, LLC	DE	22-3600673	8093
PALMETTO BEHAVIORAL HEALTH SYSTEM, L.L.C.	SC	57-1101379	8093
PALMETTO LOWCOUNTRY BEHAVIORAL HEALTH, L.L.C.	SC	57-1101380	8093
PARK HEALTHCARE COMPANY	TN	62-1166882	8093
PENDLETON METHODIST HOSPITAL, L.L.C.	DE	75-3128254	8062
PENNSYLVANIA CLINICAL SCHOOLS, INC.	PA	62-1735966	8093
PREMIER BEHAVIORAL SOLUTIONS OF FLORIDA, INC.	DE	65-0816927	8093
PREMIER BEHAVIORAL SOLUTIONS, INC.	DE	63-0857352	8093
PSI SURETY, INC.	SC	42-1565042	8093
PSJ ACQUISITION, LLC	ND	26-4314533	8093
PSYCHIATRIC SOLUTIONS HOSPITALS, LLC	DE	62-1658476	8093
PSYCHIATRIC SOLUTIONS OF VIRGINIA, INC.	TN	62-1732340	8093
PSYCHIATRIC SOLUTIONS, INC.	DE	23-2491707	8093
RAMSAY MANAGED CARE, LLC	DE	72-1249464	8093
RAMSAY YOUTH SERVICES OF GEORGIA, INC.	DE	35-2174803	8093
RIVER OAKS, INC.	LA	72-0687735	8093
RIVEREDGE HOSPITAL HOLDINGS, INC.	DE	22-3682759	8093
ROLLING HILLS HOSPITAL, LLC	TN	20-5566098	8093
SAMSON PROPERTIES, LLC	FL	59-3653863	8093
SHADOW MOUNTAIN BEHAVIORAL HEALTH SYSTEM, LLC	DE	43-2001465	8093
SHC-KPH, LP	TX	73-1726290	8093
SOUTHEASTERN HOSPITAL CORPORATION	TN	62-1606554	8093

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SP BEHAVIORAL, LLC	FL	20-5202539	8093
SPARKS FAMILY HOSPITAL, INC.	NV	88-0159958	8062
SPRINGFIELD HOSPITAL, INC.	DE	26-0388272	8093
STONINGTON BEHAVIORAL HEALTH, INC.	DE	20-0687971	8093
SUMMIT OAKS HOSPITAL, INC.	NJ	20-1021210	8093
SUNSTONE BEHAVIORAL HEALTH, LLC	TN	80-0051894	8093
TBD ACQUISITION, LLC	DE	20-5048087	8093
TBJ BEHAVIORAL CENTER, LLC	DE	20-4865566	8093

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		Identification Number	
TENNESSEE CLINICAL SCHOOLS, LLC	TN	62-1715237	8093
TEXAS CYPRESS CREEK HOSPITAL, L.P.	TX	62-1864266	8093
TEXAS HOSPITAL HOLDINGS, INC.	DE	62-1871091	8093
TEXAS LAUREL RIDGE HOSPITAL, L.P.	TX	43-2002326	8093
TEXAS SAN MARCOS TREATMENT CENTER, L.P.	TX	43-2002231	8093
TEXAS WEST OAKS HOSPITAL, L.P.	TX	62-1864265	8093
THE ARBOUR, INC.	MA	23-2238962	8093
THE BRIDGEWAY, INC.	AR	23-2238973	8093
THE NATIONAL DEAF ACADEMY, LLC	FL	59-3653865	8093
THE PINES RESIDENTIAL TREATMENT CENTER, INC.	VA	54-1465094	8093
THREE RIVERS BEHAVIORAL HEALTH, LLC	SC	57-1106645	8093
THREE RIVERS HEALTHCARE GROUP, LLC	SC	20-3842446	8093
TOLEDO HOLDING CO., LLC	DE	27-0607591	8093
TURNING POINT CARE CENTER, INC.	GA	58-1534607	8093
TWO RIVERS PSYCHIATRIC HOSPITAL, INC.	DE	23-2279129	8093
UHS CHILDREN SERVICES, INC.	DE	20-3577381	8093
UHS HOLDING COMPANY, INC.	NV	23-2367472	8062
UHS KENTUCKY HOLDINGS, L.L.C.	DE	20-5396036	8093
UHS OF ANCHOR, L.P.	DE	23-3044975	8093
UHS OF BENTON, INC.	DE	20-0930981	8093
UHS OF BOWLING GREEN, LLC	DE	20-0931121	8093
UHS OF CENTENNIAL PEAKS, L.L.C.	DE	26-3973154	8093
UHS OF CORNERSTONE HOLDINGS, INC.	DE	20-3184635	8062
UHS OF CORNERSTONE, INC.	DE	20-3184613	8062
UHS OF D.C., INC.	DE	23-2896723	8062
UHS OF DELAWARE, INC.	DE	23-2369986	8062
UHS OF DENVER, INC.	DE	20-5227927	8093
UHS OF DOVER, L.L.C.	DE	20-5093162	8093
UHS OF DOYLESTOWN, L.L.C.	DE	20-8179692	8093
UHS OF FAIRMOUNT, INC.	DE	23-3044432	8093
UHS OF FULLER, INC.	MA	23-2801395	8093
UHS OF GEORGIA HOLDINGS, INC.	DE	23-3044428	8062
UHS OF GEORGIA, INC.	DE	23-3044429	8093
UHS OF GREENVILLE, INC.	DE	23-3044427	8093
UHS OF HAMPTON, INC.	NJ	23-2985430	8093
UHS OF HARTGROVE, INC.	IL	23-2983574	8093
UHS OF LAKESIDE, LLC	DE	23-3044425	8093
UHS OF LAUREL HEIGHTS, L.P.	DE	23-3045288	8093
UHS OF NEW ORLEANS, INC.	LA	72-0802368	8093
UHS OF OKLAHOMA, INC.	OK	23-3041933	8093
UHS OF PARKWOOD, INC.	DE	23-3044435	8093
UHS OF PEACHFORD, L.P.	DE	23-3044978	8093
UHS OF PENNSYLVANIA, INC.	PA	23-2842434	8093
UHS OF PROVO CANYON, INC.	DE	23-3044423	8093
UHS OF PUERTO RICO, INC.	DE	23-2937744	8093
UHS OF RIDGE, LLC	DE	23-3044431	8093
UHS OF RIVER PARISHES, INC.	LA	23-2238966	8062
UHS OF ROCKFORD, LLC	DE	23-3044421	8093
UHS OF SALT LAKE CITY, L.L.C.	DE	26-0464201	8093
UHS OF SAVANNAH, L.L.C.	DE	20-0931196	8093
UHS OF SPRING MOUNTAIN, INC.	DE	20-0930346	8093
UHS OF SPRINGWOODS, L.L.C.	DE	20-5395878	8093
UHS OF SUMMITRIDGE, L.L.C.	DE	26-2203865	8093

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UHS OF TEXOMA, INC.	DE	20-5908627	8062
UHS OF TIMBERLAWN, INC.	TX	23-2853139	8093
UHS OF TIMPANOGOS, INC.	DE	20-3687800	8093
UHS OF WESTWOOD PEMBROKE, INC.	MA	23-3061361	8093
UHS OF WYOMING, INC.	DE	20-3367209	8093
UHS OKLAHOMA CITY LLC	OK	20-2901605	8093
UHS SAHARA, INC.	DE	20-3955217	8093
UHS-CORONA, INC.	DE	52-1247839	8062

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Exact Name of Registrant Subsidiary Guarantor	State or Other Jurisdiction of Incorporation or Formation	IRS Employer	
		Identification Number	Primary Industrial Classification Code
UNITED HEALTHCARE OF HARDIN, INC.	TN	62-1244469	8093
UNIVERSAL HEALTH SERVICES OF PALMDALE, INC.	DE	23-3101502	8062
UNIVERSAL HEALTH SERVICES OF RANCHO SPRINGS, INC.	CA	23-3059262	8062
UNIVERSITY BEHAVIORAL, LLC	FL	20-5202458	8093
VALLE VISTA HOSPITAL PARTNERS, LLC	TN	62-1658516	8093
VALLE VISTA, LLC	DE	62-1740366	8093
VALLEY HOSPITAL MEDICAL CENTER, INC.	NV	23-2117855	8062
WEKIVA SPRINGS CENTER, LLC	DE	20-4865588	8093
WELLINGTON REGIONAL MEDICAL CENTER, INCORPORATED	FL	23-2306491	8062
WELLSTONE REGIONAL HOSPITAL ACQUISITION, LLC	IN	20-3062075	8093
WILLOW SPRINGS, LLC	DE	62-1814471	8093
WINDMOOR HEALTHCARE INC.	FL	23-2922437	8093
WINDMOOR HEALTHCARE OF PINELLAS PARK, INC.	DE	59-3480410	8093
ZEUS ENDEAVORS, LLC	FL	59-3653864	8093

(1) Address and telephone number of the principal executive office of each Additional Registrant are the same as those of Universal Health Services, Inc.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. 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 or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 1, 2011

PROSPECTUS

UNIVERSAL HEALTH SERVICES, INC.

OFFER TO EXCHANGE

\$250,000,000 PRINCIPAL AMOUNT OF ITS 7% SENIOR NOTES DUE 2018

WHICH HAVE BEEN REGISTERED

UNDER THE SECURITIES ACT OF 1933, AS AMENDED

FOR

ANY AND ALL OF ITS OUTSTANDING 7% SENIOR NOTES DUE 2018

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2011,

unless we extend the exchange offer in our sole and absolute discretion

Terms of the Exchange Offer:

We are offering to exchange any and all of our outstanding 7% senior notes due 2018, which we refer to as outstanding notes, for \$250,000,000 principal amount of substantially identical notes that have been registered under the Securities Act and are freely tradable, which we refer to as exchange notes.

The outstanding notes were issued by our former subsidiary, UHS Escrow Corporation, on September 29, 2010. UHS Escrow Corporation merged into us, and we assumed its obligations under the outstanding notes and the related indenture on November 15, 2010. The exchange notes will represent the same debt as the outstanding notes and we will issue the exchange notes under the same indenture.

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We are making the exchange offer to satisfy your registration rights, as a holder of outstanding notes.

We will exchange all outstanding notes that you validly tender and do not validly withdraw before the exchange offer expires for an equal principal amount of exchange notes.

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2011, unless extended.

Tenders of outstanding notes may be withdrawn at any time prior to the expiration of the exchange offer.

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

The exchange of exchange notes for outstanding notes will not be a taxable event for U.S. federal income tax purposes.

We do not intend to list the exchange notes on any securities exchange or arrange for them to be quoted on any quotation system.

Broker-dealers receiving exchange notes in exchange for outstanding notes acquired for their own account through market-making or other trading activities must deliver a prospectus in any resale of the exchange notes.

You should carefully consider the risk factors beginning on page 15 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2011

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This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. We are submitting this prospectus to holders of outstanding notes so that they can consider exchanging the outstanding notes for exchange notes. You should rely only on the information contained or incorporated by reference in this prospectus and in the accompanying transmittal documents. We have not authorized anyone to provide you with any other information. We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus, as well as the information we previously filed with the Securities and Exchange Commission that is incorporated by reference herein, is accurate as of any date other than its respective date.

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This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. Such information is available without charge to holders of the outstanding notes upon written or oral request made to: Universal Health Services, Inc., Universal Corporate Center, 367 South Gulph Road, P.O. Box 61558, King of Prussia, Pennsylvania 19406-0958, Attention: Secretary, phone: (610) 786-3300. To obtain timely delivery of any requested information, holders of outstanding notes must make any request no later than five business days before the expiration of the exchange offer.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that reflect our current estimates, expectations and projections about our future results, performance, prospects and opportunities. Forward-looking statements include, among other things, the information concerning our possible future results of operations, business and growth strategies, financing plans, expectations that regulatory developments or other matters will not have a material adverse effect on our business or financial condition, our competitive position and the effects of competition, the projected growth of the industry in which we operate, and the benefits and synergies to be obtained from our completed and any future acquisitions, and statements of our goals and objectives, and other similar expressions concerning matters that are not historical facts. Words such as may, will, should, could, would, predicts, potential, continue, expects, anticipates, future, intends, plans, believes, estimates, and other similar expressions, as well as statements in future tense, identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. Forward-looking information is based on information available at the time and/or our good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Such factors include, among other things, the risks and uncertainties described under the heading Risk factors in this prospectus, and the following:

our ability to comply with the existing laws and government regulations, and/or changes in laws and government regulations;

an increasing number of legislative initiatives have recently been passed into law that may result in major changes in the healthcare delivery system on a national or state level. No assurances can be given that the implementation of these new laws will not have a material adverse effect on our business, financial condition or results of operations;

possible unfavorable changes in the levels and terms of reimbursement for our charges by third-party payors or government programs, including Medicare or Medicaid;

an increase in the number of uninsured and self-pay patients treated at our acute care facilities that unfavorably impacts our ability to satisfactorily and timely collect our self-pay patient accounts;

our ability to enter into managed care provider agreements on acceptable terms and the ability of our competitors to do the same, including contracts with United/Sierra Healthcare and the Healthcare Services Coalition in Las Vegas, Nevada;

the outcome of known and unknown litigation, government investigations, false claim act allegations and liabilities and other claims asserted against us, including matters as disclosed under Item 3 Legal proceedings in our Annual Report on Form 10-K for the year ended December 31, 2010, which is incorporated by reference in this prospectus;

the potential unfavorable impact on our business of continued deterioration in national, regional and local economic and business conditions, including a continuation or worsening of unfavorable credit market conditions;

competition from other healthcare providers, including physician owned facilities in certain markets, including McAllen/Edinburg, Texas, the site of one of our largest acute care facilities;

technological and pharmaceutical improvements that increase the cost of providing, or reduce the demand for, healthcare;

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our ability to attract and retain qualified personnel, nurses, physicians and other healthcare professionals and the impact on our labor expenses resulting from a shortage of nurses and other healthcare professionals;

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demographic changes;

our acquisition of Psychiatric Solutions, Inc. (PSI): (i) has substantially increased our level of indebtedness which could, among other things, adversely affect our ability to raise additional capital to fund operations, limit our ability to react to changes in the economy or our industry and could potentially prevent us from meeting our obligations under the agreements related to our indebtedness; and (ii) will require us to successfully integrate the operations of PSI with our operations and, even if such integration is accomplished, we may never realize the potential benefits of the acquisition;

our ability to successfully integrate and improve our recent acquisitions and the availability of suitable acquisitions and divestiture opportunities;

a significant portion of our revenues is produced by facilities located in Nevada, Texas and California making us particularly sensitive to reductions in Medicaid and other state based revenue programs (which have been proposed for 2011) as well as regulatory, economic, environmental and competitive changes in those states;

our ability to continue to obtain capital on acceptable terms, including borrowed funds, to fund the future growth of our business;

some of our acute care facilities continue to experience decreasing inpatient admission trends;

our financial statements reflect large amounts due from various commercial and private payors and there can be no assurance that failure of the payors to remit amounts due to us will not have a material adverse effect on our future results of operations;

the Department of Health and Human Services (HHS) published final regulations in July, 2010 implementing the health information technology (HIT) provisions of the American Recovery and Reinvestment Act (referred to as the HITECH Act). The final regulation defines the meaningful use of Electronic Health Records (EHR) and establishes the requirements for the Medicare and Medicaid EHR payment incentive programs. The implementation period for these new Medicare and Medicaid incentive payments starts in federal fiscal year 2011 and can end as late as 2016 for Medicare and 2021 for the state Medicaid programs. Our acute care hospitals may qualify for these EHR incentive payments upon implementation of the EHR application assuming they meet the meaningful use criteria . Our acute care facilities are scheduled to implement an EHR application, on a facility-by-facility basis, beginning in 2011 and ending in 2014, however, there can be no assurance that we will ultimately qualify for these incentive payments and, should we qualify, we are unable to quantify the amount of incentive payments we may receive since the amount is dependent upon various factors including the implementation timing at each facility. Should we qualify for incentive payments, there may be timing differences in the recognition of the revenues and expenses recorded in connection with the implementation of the EHR application which may cause material period-to-period changes in our future results of operations. Hospitals that do not qualify as a meaningful user of EHR by 2015 are subject to a reduced market basket update to the inpatient prospective payment system (IPPS) standardized amount in 2015 and each subsequent fiscal year. Although we believe that our acute care hospitals will be in compliance with the EHR standards by 2015, there can be no assurance that all of our facilities will be in compliance and therefore not subject to the penalty provision of the HITECH Act;

the ability to obtain adequate levels of general and professional liability insurance on current terms;

changes in our business strategies or development plans;

fluctuations in the value of our common stock; and

other factors referenced in this prospectus or in our other filings with the SEC.

Southwest Healthcare System: During the third quarter of 2009, Southwest Healthcare System (SWHCS), which operates Rancho Springs Medical Center and Inland Valley Regional Medical Center in Riverside County,

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California, entered into an agreement with the Center for Medicare and Medicaid Services (CMS). The agreement required SWHCS to engage an independent quality monitor to assist SWHCS in meeting all CMS conditions of participation. Further, the agreement provided that, during the last 60 days of the agreement, CMS would conduct a full Medicare certification survey. That survey took place the week of January 11, 2010.

In April, 2010, SWHCS received notification from CMS that it intended to effectuate the termination of SWHCS's Medicare provider agreement effective June 1, 2010. In May, 2010, SWHCS entered into an agreement with CMS which abated the termination action scheduled for June 1, 2010. The agreement is one year in duration and required SWHCS to engage independent experts in various disciplines to analyze and develop implementation plans for SWHCS to meet the Medicare conditions of participation. At the conclusion of the agreement, CMS will conduct a full certification survey to determine if SWHCS has achieved substantial compliance with the Medicare conditions of participation. During the term of the agreement, SWHCS remains eligible to receive reimbursements from Medicare for services rendered to Medicare beneficiaries.

Also in April, 2010, SWHCS received notification from the California Department of Public Health (CDPH) indicating that it planned to initiate a process to revoke SWHCS's hospital license. In May, 2010, SWHCS received the formal document related to the revocation action. In September, 2010, SWHCS entered into an agreement with CDPH relating to the license revocation. The terms of the CDPH agreement are substantially similar to those contained in the agreement with CMS. As a result of the agreement, SWHCS's hospital license remains in effect pending the outcome of the CMS full certification survey which will occur at the end of the agreement. Pursuant to the results of the CMS full certification survey, which we anticipate occurring in mid-year, 2011, should SWHCS be deemed to have achieved substantial compliance with the Medicare conditions of participation, CDPH shall deem SWHCS's license to be in good standing. Failure of SWHCS to achieve substantial compliance with the Medicare conditions of participation, pursuant to CMS's full certification survey, will likely have a material adverse impact on SWHCS's ability to continue to operate the facilities.

As a result of the matters discussed above, we were not previously permitted to open newly constructed capacity at Rancho Springs Medical Center and Inland Valley Medical Center. However, in February, 2011, we received permission from CDPH to begin accessing the new capacity. Unrelated to these developments, we expect a competitor to open a newly constructed acute care hospital during the first quarter of 2011. We are unable to predict the net impact of these developments on SWHCS's results of operations in 2011 and beyond.

Rancho Springs Medical Center and Inland Valley Medical Center remain fully committed to providing high-quality healthcare to their patients and the communities they serve. We therefore intend to work expeditiously and collaboratively with both CMS and CDPH in an effort to resolve these matters, although there can be no assurance we will be able to do so. Failure to resolve these matters could have a material adverse effect on us. For the years ended December 31, 2010 and 2009, after deducting an allocation for corporate overhead expense, SWHCS generated approximately 0.4% and 4.3%, respectively, of our income from operations after income attributable to noncontrolling interest.

Given these uncertainties, risks and assumptions, as outlined above, you are cautioned not to place undue reliance on such forward-looking statements. Our actual results and financial condition could differ materially from those expressed in, or implied by, the forward-looking statements. Forward-looking statements speak only as of the date the statements are made. We assume no obligation to publicly update any forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, except as may be required by law. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

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PROSPECTUS SUMMARY

*This summary highlights the information contained elsewhere in this prospectus. Because this is only a summary, it does not contain all the information that may be important to you. For a more complete understanding of the exchange offer, we encourage you to read this entire prospectus. You should read the following summary together with the more detailed information included elsewhere in this prospectus, and the documents incorporated by reference in this prospectus. Please see *Where You Can Find More Information and Incorporation by Reference*.*

*In this prospectus, unless otherwise indicated or the content otherwise requires, the terms *UHS*, *our company*, *us*, *we* and *our* refer to Universal Health Services, Inc. and its consolidated subsidiaries. Universal Health Services is a registered trademark of UHS of Delaware, Inc., the management company for, and a wholly-owned subsidiary of, Universal Health Services, Inc. Universal Health Services, Inc. is a holding company and operates through its subsidiaries including its management company, UHS of Delaware, Inc. All healthcare and management operations are conducted by subsidiaries of Universal Health Services, Inc. To the extent any reference to *UHS* or *UHS facilities* in this prospectus, including letters, narratives or other forms contained herein, relates to our healthcare or management operations, it is referring to Universal Health Services, Inc.'s subsidiaries including UHS of Delaware, Inc. Further, the terms *UHS*, *our company*, *us*, *we* and *our* in such context similarly refer to the operations of Universal Health Services, Inc.'s subsidiaries including UHS of Delaware, Inc. Any reference to employees or employment contained herein refers to employment with or employees of the subsidiaries of Universal Health Services, Inc. including UHS of Delaware, Inc.*

Our company

Our principal business is owning and operating, through our subsidiaries, acute care hospitals, behavioral health centers, surgical hospitals, ambulatory surgery centers and radiation oncology centers. As of February 28, 2011, we owned and/or operated 25 acute care hospitals and 206 behavioral health centers located in 37 states, Washington, D.C., Puerto Rico and the U.S. Virgin Islands. As part of our ambulatory treatment centers division, we manage and/or own outright or in partnerships with physicians, 7 surgical hospitals and surgery and radiation oncology centers located in 5 states and Puerto Rico.

In November, 2010, we completed the acquisition of Psychiatric Solutions, Inc. PSI was formerly the largest operator of freestanding inpatient behavioral health care facilities operating a total of 105 inpatient and outpatient facilities in 32 states, Puerto Rico, and the U.S. Virgin Islands.

Net revenues from our acute care hospitals, surgical hospitals, surgery centers and radiation oncology centers accounted for 70% of our consolidated net revenues in 2010 and 74% in each of 2009 and 2008. Net revenues from our behavioral health care facilities accounted for 30% of our consolidated net revenues during 2010 and 25% during each of 2009 and 2008. Approximately 1% in each of 2009 and 2008 of our consolidated net revenues were recorded in connection with two construction management contracts pursuant to the terms of which we built newly constructed acute care hospitals for an unrelated third party.

Services provided by our hospitals include general and specialty surgery, internal medicine, obstetrics, emergency room care, radiology, oncology, diagnostic care, coronary care, pediatric services, pharmacy services and/or behavioral health services. We provide capital resources as well as a variety of management services to our facilities, including central purchasing, information services, finance and control systems, facilities planning, physician recruitment services, administrative personnel management, marketing and public relations.

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Psychiatric Solutions, Inc. acquisition

In November, 2010, we acquired PSI for a total purchase price of \$3.04 billion consisting of \$1.96 billion in cash plus the assumption of approximately \$1.08 billion of PSI's debt, the majority of which has since been refinanced, as discussed herein. PSI was formerly the largest operator of freestanding inpatient behavioral health care facilities operating a total of 105 inpatient and outpatient facilities in 32 states, Puerto Rico, and the U.S. Virgin Islands.

The facilities acquired by us, with an aggregate of approximately 11,500 licensed beds, offer an extensive continuum of behavioral health programs to critically ill children, adolescents and adults. We also acquired management contracts to manage freestanding behavioral health care inpatient facilities for government agencies and behavioral health units within certain medical/surgical hospitals owned by third-parties.

Combined with our previously existing behavioral health care operations, consisting of 101 behavioral health care facilities located throughout the U. S. and Puerto Rico, we believe this acquisition makes us the largest facility-based provider in the behavioral health care sector. Our increased operating scale may allow us to operate more efficiently and enhance our presence within certain markets. We also believe we can achieve operating expense reductions during the first year following the acquisition primarily through the elimination of corporate overhead. This acquisition also helps diminish our geographic concentration risk in certain markets thereby diversifying our hospital portfolio and reducing our reliance on one hospital or a cluster of hospitals in a certain market.

Our strategy

We believe community-based hospitals will remain the focal point of the healthcare delivery network and we are committed to a philosophy of self-determination for both the company and our hospitals.

Acquisition of Additional Hospitals. We selectively seek opportunities to expand our base of operations by acquiring, constructing or leasing additional hospital facilities. We are committed to a program of rational growth around our core businesses, while retaining the missions of the hospitals we manage and the communities we serve. Such expansion may provide us with access to new markets and new healthcare delivery capabilities. We also continue to examine our facilities and consider divestiture of those facilities that we believe do not have the potential to contribute to our growth or operating strategy.

Improvement of Operations of Existing Hospitals and Services. We also seek to increase the operating revenues and profitability of owned hospitals by the introduction of new services, improvement of existing services, physician recruitment and the application of financial and operational controls.

We are involved in continual development activities for the benefit of our existing facilities. Applications to state health planning agencies to add new services in existing hospitals are currently on file in states which require certificates of need, or CONs. Although we expect that some of these applications will result in the addition of new facilities or services to our operations, no assurances can be made for ultimate success by us in these efforts.

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Quality and Efficiency of Services. Pressures to contain healthcare costs and technological developments allowing more procedures to be performed on an outpatient basis have led payors to demand a shift to ambulatory or outpatient care wherever possible. We are responding to this trend by emphasizing the expansion of outpatient services. In addition, in response to cost containment pressures, we continue to implement programs at our facilities designed to improve financial performance and efficiency while continuing to provide quality care, including more efficient use of professional and paraprofessional staff, monitoring and adjusting staffing levels and equipment usage, improving patient management and reporting procedures and implementing more efficient billing and collection procedures. In addition, we will continue to emphasize innovation in our response to the rapid changes in regulatory trends and market conditions while fulfilling our commitment to patients, physicians, employees, communities and our shareholders.

In addition, our aggressive recruiting of highly qualified physicians and developing provider networks help to establish our facilities as an important source of quality healthcare in their respective communities.

Company information

We are a Delaware corporation that was organized in 1979. Our principal executive offices are located at Universal Corporate Center, 367 South Gulph Road, P.O. Box 61558, King of Prussia, PA 19406. Our telephone number is (610) 768-3300. Our website is located at <http://www.uhsinc.com>. Our website and the information contained on our website is not part of this prospectus.

Guarantor and Non-Guarantor Financial Information

Our obligations under the outstanding notes are, and under the exchange notes will be, guaranteed by each of our existing and future domestic subsidiaries that guarantees our indebtedness or indebtedness of subsidiary guarantors. The note guarantees rank equally in right of payment with all of our subsidiary guarantors' existing and future senior debt and senior in right of payment to all of our subsidiary guarantors' existing and future subordinated debt. In addition, the outstanding notes are, and the exchange notes will be, structurally subordinated to the liabilities of our non-guarantor subsidiaries. See Description of Exchange Notes Note guarantees.

As a result of the guarantee arrangements, we provide supplemental guarantor financial information pursuant to Rule 3-10 of Regulation S-X of UHS, the guarantor subsidiaries and the non-guarantor subsidiaries. On April 1, 2011, we filed a Current Report on Form 8-K, which is incorporated by reference herein, to provide the supplemental guarantor financial information for the periods disclosed within our Annual Report on Form 10-K for the year ended December 31, 2010.

Additionally, pursuant to Rule 3-10(g) of Regulation S-X, we have incorporated by reference herein certain financial statements of PSI and their condensed consolidating financial information included within their footnotes.

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The Exchange Offer

In this prospectus, except as otherwise indicated, "outstanding notes" refers to our 7% Senior Notes due 2018 issued on September 29, 2010, "exchange notes" refers to the 7% Senior Notes due 2018 offered hereby and "notes" refers to the outstanding notes and the exchange notes, collectively.

On September 29, 2010, UHS Escrow Corporation, a former UHS subsidiary, completed a private offering of the outstanding notes. The proceeds of the offering of the outstanding notes were held in escrow pending completion of the PSI acquisition and the satisfaction of other conditions. On November 15, 2010, upon completion of the PSI acquisition, UHS Escrow Corporation was merged with and into UHS, and UHS assumed all of UHS Escrow Corporation's obligations under the outstanding notes and the related indenture. The proceeds of the offering of the outstanding notes were used to pay a portion of the PSI acquisition purchase price. In addition, UHS and the subsidiary guarantors executed joinders to a registration rights agreement that had been entered into by UHS Escrow Corporation and the initial purchasers of the outstanding notes on September 29, 2010. Pursuant to the registration rights agreement, UHS and the subsidiary guarantors agreed, for the benefit of the holders of the outstanding notes, at our cost, to file the registration statement of which this prospectus forms a part and to complete an exchange offer for the outstanding notes.

The following summary contains basic information about the exchange offer and the exchange notes. It does not contain all the information that may be important to you. For a complete understanding of the exchange notes, please refer to the sections of this prospectus entitled "The Exchange Offer" and "Description of Exchange Notes."

The Exchange Offer

We are offering to exchange an aggregate of \$250.0 million aggregate principal amount of exchange notes for \$250.0 million principal amount of outstanding notes that are properly tendered and accepted. You may tender outstanding notes only in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. We will issue the exchange notes on or promptly after the exchange offer expires.

The form and terms of the exchange notes will be substantially identical to those of the outstanding notes, except that the exchange notes will have been registered under the Securities Act. Therefore, the exchange notes will not be subject to certain contractual transfer restrictions, registration rights and certain additional interest provisions applicable to the exchange notes prior to the consummation of the exchange offer. We will issue the exchange notes under the same indenture that governs the outstanding notes.

Resales

Based on an interpretation by the staff of the SEC set forth in no-action letters issued to third parties, we believe that the exchange notes issued pursuant to the exchange offer in exchange for outstanding notes may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that you:

are acquiring the exchange notes in the ordinary course of business;

have not engaged in, do not intend to engage in and have no arrangement or understanding with any person or entity, including any of our affiliates, to participate in, a distribution of the exchange notes; and

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are not our affiliate (as defined under Rule 405 of the Securities Act).

In addition, each participating broker-dealer that receives registered exchange notes for its own account pursuant to the exchange offer in exchange for outstanding notes that were acquired as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. For more information, see Plan of Distribution.

Any holder of unregistered outstanding notes, including any broker-dealer, who:

is our affiliate,

does not acquire the registered exchange notes in the ordinary course of its business, or

tenders in the exchange offer with the intention to participate, or for the purpose of participating, in a distribution of registered exchange notes, cannot rely on the position of the staff of the SEC expressed in *Exxon Capital Holdings Corporation, Morgan Stanley & Co., Incorporated* or similar no-action letters and, in the absence of an exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the exchange notes.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2011, unless extended, in which case the expiration date will mean the latest date and time to which we extend the exchange offer.

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, including that it not violate applicable law or any applicable interpretation of the staff of the SEC. The exchange offer is not conditioned upon any minimum principal amount of outstanding notes being tendered for exchange.

Procedures for Tendering Outstanding Notes

If you wish to tender your outstanding notes for exchange notes pursuant to the exchange offer, you must transmit to Union Bank, N.A., as exchange agent, on or before the expiration date, either:

a computer generated message transmitted through The Depository Trust Company's Automated Tender Offer Program system and received by the exchange agent and forming a part of a confirmation of book-entry transfer in which you acknowledge and agree to be bound by the terms of the letter of transmittal; or

a properly completed and duly executed letter of transmittal, which accompanies this prospectus, or a facsimile of the letter of transmittal, together with your outstanding notes and any other required documentation, to the exchange agent at its address listed in this prospectus and on the front cover of the letter of transmittal.

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If you cannot satisfy either of these procedures on a timely basis, then you should comply with the guaranteed delivery procedures described below. By executing the letter of transmittal, you will make the representations to us described under The Exchange Offer Procedures for Tendering.

Special Procedures for Beneficial Owners

If you are a beneficial owner whose outstanding notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your outstanding notes in the exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender on your behalf. If you wish to tender on your own behalf, you must either:

make appropriate arrangements to register ownership of the outstanding notes in your name; or

obtain a properly completed bond power from the registered holder before completing and executing the letter of transmittal and delivering your outstanding notes.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes and time will not permit the documents required by the letter of transmittal to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, you must tender your outstanding notes according to the guaranteed delivery procedures described in this prospectus under the heading The Exchange Offer Guaranteed Delivery Procedures.

Acceptance of the Outstanding Notes and Delivery of the Exchange Notes

Subject to the satisfaction or waiver of the conditions to the exchange offer, we will accept for exchange any and all outstanding notes that are validly tendered in the exchange offer and not properly withdrawn before 5:00 p.m., New York City time, on the expiration date.

Withdrawal Rights

You may withdraw the tender of your outstanding notes at any time before 5:00 p.m., New York City time, on the expiration date, by complying with the procedures for withdrawal described in this prospectus under the heading The Exchange Offer Withdrawal Rights.

Consequences of Failure to Exchange Notes

If you do not exchange your outstanding notes for exchange notes pursuant to the exchange offer, the outstanding notes you hold will continue to be subject to the existing transfer restrictions provided in the outstanding notes and the indenture. Following completion of the exchange offer, we do not plan to register outstanding notes under the Securities Act unless our registration rights agreement with the initial purchasers of the outstanding notes requires us to do so. Further, if you continue to hold any outstanding notes after the exchange offer is consummated, you may have trouble selling them because there will be fewer of the outstanding notes outstanding.

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Material United States Federal Income Tax Consequences

The exchange of exchange notes for outstanding notes in the exchange offer will not be a taxable event for United States federal income tax purposes. See Material United States Federal Income Tax Consequences of the Exchange Offer.

Fees and Expenses

We will bear the expenses related to the exchange offer. See The Exchange Offer Fees and Expenses.

Use of Proceeds

We will not receive any cash proceeds from the exchange offer. We are making this exchange offer solely to satisfy our obligations under our registration rights agreement.

Exchange Agent

Union Bank, N.A., the trustee under the indenture governing the notes, is serving as the exchange agent.

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Terms of the Exchange Notes

*The following summary contains basic information about the exchange notes and is not intended to be complete. The form and terms of the exchange notes will be substantially identical to those of the outstanding notes, except that the exchange notes will have been registered under the Securities Act. Therefore, the exchange notes will not be subject to certain contractual transfer restrictions, registration rights and certain additional interest provisions applicable to the exchange notes prior to the consummation of the exchange offer. We will issue the exchange notes under the same indenture that governs the outstanding notes. For a more complete understanding of the exchange notes, please refer to the section entitled *Description of Exchange Notes* in this prospectus.*

Issuer	Universal Health Services, Inc., as successor to UHS Escrow Corporation.
Securities offered	\$250 million aggregate principal amount of 7% senior notes due 2018.
Maturity date	October 1, 2018.
Interest rate	7% per year. Interest will accrue from September 29, 2010, or, if the exchange offer is completed on or after April 1, 2011, from April 1, 2011.
Interest payment dates	April 1 and October 1, commencing April 1, 2011, or, if the exchange offer is completed on or after that date, commencing October 1, 2011.
Optional redemption	<p>The notes will be redeemable at our option, in whole or in part, at any time on and after October 1, 2014, at the redemption prices set forth in this prospectus, together with accrued and unpaid interest, if any, to the date of redemption.</p> <p>At any time prior to October 1, 2013, we may redeem up to 35% of the original principal amount of the outstanding notes with the proceeds of certain equity offerings at a redemption price of 107% of the principal amount of the notes, together with accrued and unpaid interest, if any, to the date of redemption.</p> <p>At any time prior to October 1, 2014, we may also redeem the notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the date of redemption, plus the <i>Applicable Premium</i> (as defined under the heading <i>Description of Exchange Notes</i>).</p>
Mandatory offers to purchase	<p>The occurrence of a change of control will be a triggering event requiring us to offer to purchase from you all or a portion of your notes at a price equal to 101% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase.</p> <p>Certain asset dispositions will be triggering events that may require us to use the proceeds from those asset dispositions to make an offer to purchase the notes at 100% of their principal amount, together with</p>

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accrued and unpaid interest, if any, to the date of purchase if such proceeds are not otherwise used within a specified period to repay indebtedness (with a corresponding permanent reduction in commitment, if applicable) or to invest in capital assets related to our business or capital stock of a restricted subsidiary (as defined under the heading [Description of Exchange Notes](#)).

Guarantees

The outstanding notes are and the exchange notes will be guaranteed on a senior unsecured basis by all of our existing and future restricted subsidiaries that guarantee our senior credit facility or other indebtedness or indebtedness of the subsidiary guarantors. Under certain circumstances, subsidiary guarantors may be released from their guarantees without the consent of the holders of notes. See [Description of Exchange Notes](#) [Note](#) guarantees.