

Centro NP LLC
Form POS AM
June 08, 2007

As filed with the Securities and Exchange Commission on June 8, 2007

Registration No. 333-138419

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3

REGISTRATION STATEMENT UNDER THE

SECURITIES ACT OF 1933

CENTRO NP LLC

(Exact name of Registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

64-0955724

(I.R.S. Employer Identification No.)

420 Lexington Avenue

New York, New York 10170

(212) 869-3000

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

Steven F. Siegel, Esq.

Executive Vice President, General Counsel and Secretary

Centro NP LLC

420 Lexington Avenue

New York, New York 10170 (212) 869-3000

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

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David C. Eisman

Skadden, Arps, Slate, Meagher & Flom LLP

300 South Grand Avenue, Suite 3400

Los Angeles, California 90071

(213) 687-5000

Approximate date of commencement of proposed sale to the public:

This Post-Effective Amendment deregisters those securities that remain unsold hereunder as of the date hereof.

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 being offered only in connection with dividend or interest reinvestment plans, 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(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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

DEREGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-138419) originally filed by New Plan Excel Realty Trust, Inc., a Maryland corporation (New Plan), on November 3, 2006 (as heretofore amended, the Registration Statement), is to deregister:

- any and all of the 7,454,340 shares of common stock, par value \$.01 per share, of New Plan (the common stock) that remain unsold under the Registration Statement as of the date hereof; and
- any and all of the \$200,000,000 of the 3.70% Convertible Senior Notes due 2026 of New Plan (the 3.70% Notes) that remain unsold under the Registration Statement as of the date hereof.

On February 27, 2007, New Plan and Excel Realty Partners, L.P., a Delaware limited partnership, entered into an Agreement and Plan of Merger (as amended, the Merger Agreement) with Centro NP LLC (formerly Super IntermediateCo LLC), a Maryland limited liability company (the Company), Super MergerSub Inc., a Maryland corporation (MergerSub), and Super DownREIT MergerSub LLC, a Delaware limited liability company. Pursuant to the Merger Agreement, on April 20, 2007, MergerSub merged with and into New Plan, with New Plan as the surviving corporation (the Merger). Immediately following the Merger, on April 20, 2007, New Plan was liquidated, and all of its assets were transferred to, and all of its liabilities were assumed by, the Company (the Liquidation). On May 3, 2007, Super IntermediateCo LLC changed its name to Centro NP LLC. As a result of the Merger and Liquidation, all of New Plan s common stock is owned by the Company and is no longer publicly traded, and the Company has assumed New Plan s obligations under the indenture governing the 3.70% Notes.

As of June 4, 2007, all of the 3.70% Notes had been converted into cash in accordance with the terms of the indenture governing the 3.70% Notes.

Accordingly, the Company wishes to terminate the offering of common stock and debt securities registered pursuant to the Registration Statement. This Post-Effective Amendment No. 1 is being filed in accordance with the undertaking set forth in Part II, Item 17(a)(3) of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 8, 2007.

Centro NP LLC

By: /s/ Glenn Rufrano
Name: Glenn Rufrano
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|--|---|--------------|
| /s/ Glenn Rufrano Glenn Rufrano | President and Chief Executive Officer (Principal Executive Officer) | June 8, 2007 |
| /s/ John Braddon John Braddon | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 8, 2007 |
| /s/ Steven Splain Steven Splain | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | June 8, 2007 |
| /s/ Steven Siegel Steven Siegel | Executive Vice President and Secretary | June 8, 2007 |
| /s/ Michael Carroll Michael Carroll | Executive Vice President | June 8, 2007 |
| /s/ Leonard Brumberg Leonard Brumberg | Executive Vice President | June 8, 2007 |
| /s/ John Van de Waterbeemd John Van de Waterbeemd | Executive Vice President | June 8, 2007 |