

08-09-2001

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To the Honorable Commissioner of Patents

101805073

original documents or copy thereof.

1. Name of conveying party(ies):

Rite Aid Corporation

8-9-01

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 27, 2001

2. Name and address of receiving party(ies)

Name: Citicorp USA, Inc., as Senior Collateral Agent

Internal Address: _____

Street Address: 399 Park Avenue

City: New York State: NY ZIP: 10043

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DE
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED

75089677

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Penelope Agodoa

Internal Address: Federal Research Corporation

08/09/2001 6TON11 00000116 75089677

01 FC:481 40.00 OP
02 FC:482 1750.00 OP

Street Address: 400 Seventh Street, N.W.

Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 71

7. Total fee (37 CFR 3.41).....\$ 1790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Maha Hussain
Name of Person Signing

Signature

July 3-2001
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002341 FRAME: 0607

**RITE AID CORPORATION
PENDING FEDERAL APPLICATIONS**

Mark	Serial No. Filing Date Basis	Description	Applicant	Comments
1-888-RITE AID	Ser. No. 75/089,677 April 17, 1996 Intent-to-Use	Retail drug store services, in Class 42.	Rite Aid Corporation	Application allowed to abandon per client's instructions.
FLEXACIN	Ser. No. 76/004,058 March 17, 2000 Intent-to-Use	Nutritional supplements for promoting bone and joint health, in Class 5.	Name Rite, L.L.C.	Notice of Allowance issued 5/1/01; Statement of Use or First Request for Extension of Time due 11/1/01.
GOOD HEALTH SOLUTIONS Plus Design	Ser. No. 75/900,874 January 20, 2000 Intent-to-Use	Providing health information services in the fields of self-care, nutrition, wellness and disease prevention; and providing health care services, namely health and nutritional diagnostic tests, in Class 42.	Name Rite, L.L.C.	Office Action issued 8/7/00, response filed 2/6/01; Per PTO TRAM, approved for publication as of 3/5/01--awaiting publication notice.

Mark	Serial No./ Filing Date/ Date	Description	Applicant	Office Action
LIFE CHECK	Ser. No. 75/306,055 June 10, 1997 Intent-to-Use	Pharmacy services, namely, monitoring drug interaction, in Class 42.	Rite Aid Corporation	Notice of Allowance issued 10/31/00; Statement of Use and Protective Extension Request filed 4/30/01; Per PTO TARR, application accepted for registration on 5/31/01.
POCKET MINT	Ser. No. 76/219,246 March 2, 2001 Intent-to-Use	Mints, in Class 30.	Name Rite, L.L.C.	Examiner's Amendment issued on 6/4/01, entering disclaimer of "MINT" in application.
PROMPTSCRIPT	Ser. No. 75/547,199 September 3, 1998 Intent-to-Use	Pharmacy services, in Class 42.	Name Rite, L.L.C.	Abandoned per Settlement Agreement with AutoMed Technologies, Inc.
PURE SPRING	Ser. No. 76/153,195 October 24, 2000 Intent-to-Use	Bubble bath, bath gel, bath oil, bath powder, non-medicated bath salts, body cream, body oil, body powder, deodorant soap, skin moisturizer, shaving balm, after-shave lotions, hand, facial and body lotion, shower gels, body shampoos, and facial conditioner gels, excluding sanitizing hand wash and instant hand sanitizer with antibacterial properties, in Class 3.	Name Rite, L.L.C.	Office Action issued 3/30/01; Response due 9/30/01.

Mark	Ser. No. / Filing Date / Name	Description	Owner	Status / Comments
QUICKFILL	Ser. No. 75/547,599 September 3, 1998 Intent-to-Use	Pharmacy services, in Class 42.	Name Rite, L.L.C.	Abandoned per Settlement Agreement with AutoMed Technologies, Inc.
RAPIDSCRIPT	Ser. No. 75/541,962 August 24, 1998 Intent-to-Use	Pharmacy services, in Class 42.	Name Rite, L.L.C.	Notice of Allowance issued 12/12/00; Statement of Use and Protective Extension Request filed 5/1/01; Per PTO TARR, processing of SOU completed as of 5/8/01.
RITE AID GARDEN RITE	Ser. No. 75/373,987 October 6, 1997	Lawn and garden chemicals, namely, pesticides and herbicides for domestic use, in Class 05.	Rite Aid Corporation	Allow to abandon per client's instructions.
RITE AID PHARMACY CONNECTION Plus Design	Ser. No. 75/633,736 February 4, 1999 Intent-to-Use	Retail pharmacy services, namely, enabling customers to fill or refill prescription orders electronically via a remote kiosk, in Class 42.	Name Rite, L.L.C.	Notice of Allowance issued 8/22/00; Statement of Use and Protective Extension Request filed 2/20/01; Per PTO TRAM, processing of SOU completed as of 3/24/01.

Mark	Serial No./ Filing Date/ Type	Description	Name Rite, L.L.C.	Notice of Allowance issued 8/22/00; Statement of Use and Protective Extension Request filed 2/20/01; Per PTO TRAM, SOU forwarded to an Examiner 4/12/01; Office Action issued on 5/10/01; Response due 11/10/01.
RITE AID PRESCRIPTION CONNECTION Plus Design	Ser. No. 75/633,735 February 4, 1999 Intent-to-Use	Retail pharmacy services, namely, enabling physicians to remotely transmit prescription orders via a global computer network, in Class 42.	Name Rite, L.L.C.	Allowed to abandon per client's instructions.
RITE AID SILVER SAVERS DISCOUNT PROGRAM	Ser. No. 75/547,598 September 3, 1998 Intent-to-Use	Pharmacy services, in Class 42.	Name Rite, L.L.C.	Office Action issued 11/22/00; Response filed 5/21/01; awaiting further examination.
RITE AID WITH US IT'S PERSONAL	Ser. No. 76/056,739 May 25, 2000 Intent-to-Use	Promoting the sales of pharmaceutical prescription products of others through a discount program, in Class 35.	Name Rite, L.L.C.	Awaiting PTO examination.
SCRIPT-10	Ser. No. 76/205,946 February 7, 2001 Intent-to-Use	Retail pharmacy services, in Class 35.	Name Rite, L.L.C.	Allowed to abandon per client's instructions.
SCRIPT-10	Ser. No. 75/547,198 September 3, 1998 Intent-to-Use	Pharmacy services, in Class 42.	Name Rite, L.L.C.	

Mark	Serial No./ Filing Date	Description	Name Rite, L.L.C.	Abandoned per Settlement Agreement with AutoMed Technologies, Inc.
SCRIPTFAST	Ser. No. 75/547,197 September 3, 1998 Intent-to-Use	Pharmacy services, in Class 42.	Name Rite, L.L.C.	Office Action issued 2/12/01; Response due 8/12/01.
SOAKED	Ser. No. 76/116,046 August 24, 2000 Intent-to-Use	Bath products, namely bubble bath, bath salts and body wash; skin care preparations, namely skin lotion, in Class 3.	Name Rite, L.L.C.	Abandoned per Settlement Agreement with AutoMed Technologies, Inc.
SWIFTSCRIPT	Ser. No. 75/547,802 September 3, 1998 Intent-to-Use	Pharmacy services, in Class 42.	Name Rite, L.L.C.	Notice of Allowance issued 6/20/00, though a copy was not received and is currently unavailable. Statement of Use and Protective Extension Request filed 12/20/00; Per PTO TRAM as of 2/22/01, SOU accepted and application will register in due course.
THE BIG FIZZ	Ser. No. 75/808,596 September 23, 1999 Intent-to-Use	Fruit flavored soft drinks, in Class 32.	Name Rite, L.L.C.	

Mark	Serial No./ Filing Date/ Basis	Description	Class of Goods/Services	Next Action/ Position
WITH US IT'S PERSONAL	Ser. No. 76/205,947 February 7, 2001 Intent-to-Use	Retail pharmacy services, in Class 35.	Name Rite, L.L.C.	Awaiting PTO examination.

**RITE AID CORPORATION
FEDERAL REGISTRATIONS**

Mark	Registration No./Date	Description of Goods/Services	Owner	Expiration Date
COMPLI-LINE	Reg. No. 1,987,679 July 16, 1996	Telephone advising and consulting service provided to pharmacy customers to assist them in complying with prescribed medical treatment, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 7/16/01 and 7/16/02.
CRYSTAL LAKE	Reg. No. 2,362,972 June 27, 2000	Bottled water, in Class 32.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 6/27/05 and 6/27/06.
EAGLE MANAGED CARE	Reg. No. 2,302,313 December 21, 1999	Claims processing and insurance claims administration of drug programs for third party payors, in Class 36; Distributorship services for third party payors of computer software for management of prescription drug programs, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 12/21/04 and 12/21/05.
HARCO TOTAL CARE SICK ROOM SUPPLY SERVICE Plus Design	Reg. No. 1,227,039 February 8, 1981	Distributorship services and rental of sick room supplies and equipment, in Class 42.	Harco Drug Inc.	Renewal due 2/8/03.
1-800-RITE AID	Reg. No. 2,134,953 February 3, 1998	Retail drug store services, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 2/3/03 and 2/3/04.

Mark	Registration No./Date	Description of	Class	Sections
BEAUTY THE RITE WAY	Reg. No. 2,243,537 May 4, 1999	Newsletters featuring information and tips on the subjects of beauty, cosmetics, skin care and health care, in Class 16; Providing advice related to cosmetics and beauty, in Class 41.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 5/4/04 and 5/4/05.
CANADA'S DOMINION RARE	Reg. No. 749,893 May 21, 1963	Canadian whisky, in Class 33.	Name Rite, L.L.C.	Renewal due 5/21/03.
DUNCAN SINCLAIR	Reg. No. 787,900 April 6, 1965	Scotch whisky, in Class 33.	Name Rite, L.L.C.	Renewal due 4/6/05.
FIRST CLASS PHARMACY Plus Design	Reg. No. 1,837,183 May 17, 1994	Mail order services featuring pharmaceuticals and other pharmacy merchandise, in Class 42.	Name Rite, L.L.C.	Allow to lapse per client's instructions.
FOR YOUR LIFE RITE AID'S GOT IT	Reg. No. 2,115,340 November 25, 1997	Retail drug store services, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 11/25/02 and 11/25/03.
GRAY DRUG	Reg. No. 1,180,634 December 1, 1981	Retail drugstore services, in Class 42.	Name Rite, L.L.C.	Allow to lapse per client's request.
INTELL-RX	Reg. No. 1,782,893 July 20, 1993	Providing management services; namely, prescription drug utilization review, in Class 35.	Name Rite, L.L.C.	Renewal due 7/20/03.
JALTA (Stylized)	Reg. No. 694,657 March 15, 1960	Vodka, in Class 33.	Name Rite, L.L.C.	Allow to lapse per client's instructions.
K & B Plus Design	Reg. No. 954,207 February 27, 1973	Retail drug store services, in Class 42.	Name Rite, L.L.C.	Renewal due 2/27/03.
K & B Plus Design	Reg. No. 1,165,074 August 11, 1981	Retail drug store services, in Class 42.	Name Rite, L.L.C.	Renewal due 8/11/01.

Mark	Registration No. Date	Description of Goods/Services	Name Rite, L.L.C.	Allow to lapse per client's instructions.
MAC ALPINE (Stylized)	Reg. No. 695,802 April 5, 1960	Scotch whisky, in Class 33.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 2/23/04 and 2/23/05.
NITE AID	Reg. No. 2,225,533 February 23, 1999	Retail pharmacy and drug store services, in Class 35.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 8/22/05 and 8/22/06.
OUTDOOR CHEF	Reg. No. 2,379,844 August 22, 2000 Intent-to-Use	Barbecue grills and hibachis, in Class 11; Barbecue utensils, grill covers and grill cleaning brushes, in Class 21; Matches, in Class 34.	Rite Aid Corporation	Sections 8 & 15 declarations due between 5/23/05 and 5/23/06.
OUTDOOR COMFORT	Reg. No. 2,358,179 May 23, 2000	Carry-all bags, lunch totes, beach umbrellas, hip packs, and water bottle holders; in Class 18; Deck and patio furniture, in Class 20.	Rite Aid Corporation	Sections 8 & 15 declarations due between 6/13/05 and 6/13/06.
OWNER'S CHOICE	Reg. No. 2,358,179 June 13, 2000	Pet foods, biscuits, treat and litter, in Class 31.	Rite Aid Corporation	Sections 8 & 15 declarations due between 6/13/05 and 6/13/06.

Mark	Registration Number	Description	Registrant	Expiration Date
PERFECT PAIRS	Reg. No. 2,427,245 February 6, 2001	Coupons for retail cosmetics and beauty products, in Class 16; Promoting the sale of cosmetics and beauty products of others through the use of a coupon, discounts, and/or rebate program, in Class 35; Providing discounts and/or rebates on the purchase of cosmetics and beauty products of others through the use of a promotional program featuring combinations of specifically identified complementary products, in Class 36.	Rite Aid Corporation	Sections 8 & 15 declarations due between 2/6/06 and 2/6/07.
PHOTO RITE	Reg. No. 2,352,455 May 23, 2000	Retail drug store services, namely a section in a retail drug store featuring photographic supplies and accessories, in Class 35; Photographic processing services, namely photo finishing, photographic printing and photographic enlarging services, in Class 40.	Rite Aid Corporation	Sections 8 & 15 declarations due between 5/23/05 and 5/23/06.
READY RX	Reg. No. 2,161,704 June 2, 1998	Automated telephone prescription refill services, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 6/2/03 and 6/2/04.
REVELATIONS	Reg. No. 1,809,431 December 7, 1993	Ice cream, in Class 30.	Name Rite, L.L.C.	Renewal due 12/7/03.
RITE ADVICE	Reg. No. 2,161,703 June 2, 1998	Providing personalized information to customers regarding prescription drugs they have purchased, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 6/2/03 and 6/2/04.
RITE AID	Reg. No. 1,280,221 May 29, 1984	Retail drug store services, in Class 42.	Name Rite, L.L.C.	Renewal due 5/29/04.

Mark	Registration No./Date	Description	Owner	Renewal
RITE AID Plus Design	Reg. No. 875,773 August 26, 1969	Mouthwash, toothpaste, denture cleanser, baby oil, personal deodorant, cream hair rinse, glycerin and rose water, bath oil, hair tonic, pre-electric shave lotion, after-shave lotion, in Class 3; Witch hazel, in Class 5.	Name Rite, L.L.C.	Renewal due 8/26/09.
RITE AID Plus Design	Reg. No. 877,669 September 30, 1969	Iodine; peroxide; alcohol; salt tablets; aspirins; cough syrup, cold tablets and capsules; medicated rubbing compound; soda mint and antacid tablets; mineral oils; rectal suppositories; milk of magnesia; boric acid; powdered alum; camphorated oil; spirits of camphor; spirits of ammonia; peppermint, nitre and turpentine; castor oil; glycerin; medicated cream; and epsom salts, in Class 5	Name Rite, L.L.C.	Renewal due 9/30/09.
RITE AID COSMETICS MONEY BACK GUARANTEE IT'S RISK FREE Plus Design	Reg. No. 2,247,560 May 25, 1999	Retail store services in the field of cosmetics, in Class 35.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 5/25/04 and 5/25/05.
RITE AID COSMETICOS GARANTIA DE DEVOLUCION DE TU DINERO EN ¡SIN RIESGO! Plus Design	Reg. No. 2,387,615 September 19, 2000	Retail store services in the field of cosmetics, in Class 35.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 9/19/05 and 9/19/06.

Mark	Registration No./Date	Description of Goods	Applicant	First Action/Deadline
RITE AID GARDEN RITE	Reg. No. 2,373,996 August 1, 2000	Fertilizer for domestic use; potting soil, in Class 1; Live flowers; live trees, live shrubs; living vegetable plants; flower bulbs; top soil; mulch and seeds for plants and flowers, in Class 31.	Rite Aid Corporation	Sections 8 & 15 declarations due between 8/01/05 and 8/01/06
RITE AID INTERNET RE- FILLS WWW.RITEAID.CO M Plus Design	Reg. No. 2,281,756 September 28, 1999	Retail pharmacy services rendered by means of a global computer network, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 9/28/04 and 9/28/05.
RITE AID IT'S NOT JUST A STORE. IT'S A SOLUTION.	Reg. No. 2,275,996 September 7, 1999	Retail drugstore and pharmacy services, in Class 35.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 9/7/04 and 9/7/05.
RITE AID 10 MIN- UTE PRESCRIP- TIONS Plus Design	Reg. No. 2,421,850 January 16, 2001	Pharmacy services, in Class 42.	Rite Aid Corporation	Sections 8 & 15 declarations due between 1/16/06 and 1/16/07.
RITE AID REFILLS BY PHONE Plus De- sign	Reg. No. 2,307,413 January 11, 2000	Providing retail pharmacy services through an interactive tone and/or voice response telephone system, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 1/11/05 and 1/11/06.
RITE AID SINGLE CHECK REBATES Plus Design	Reg. No. 2,216,866 January 12, 1999	Promoting the sales of products of others through an in-house product rebate program for a drug store, in Class 35.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 1/12/04 and 1/12/05.
RITE AID VITAMIN INSTITUTE MAGA- ZINE	Reg. No. 2,318,513 February 15, 2000	Magazines in the field of health, vitamins and nutrition, in Class 16.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 2/15/05 and 2/15/06.

Mark	Registration No./Date	Description of Goods/Services	Owner	Expiration Date
RITE AID VITAMIN INSTITUTE Plus Design	Reg. No. 2,304,222 December 28, 1999	Vitamins and herbal supplements, in Class 5; retail drug store services and promoting the sales of vitamins and herbal supplements through a product discount program, in Class 35; educational services, namely, conducting classes and seminars in the vitamin and herbal supplement field, in Class 41.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 12/28/04 and 12/28/05.
RITE EXPRESS	Reg. No. 1,866,572 December 6, 1994	Packaging articles for transportation, in Class 39.	Name Rite, L.L.C.	Renewal due 12/06/04.
RITE EXPRESS	Reg. No. 1,924,009 October 3, 1995	Document photocopy and utility bill payment services, in Class 35; Providing money orders; prepaid debit telephone calling card services, in Class 36; Key duplicating services, in Class 37; Facsimile transmission services, in Class 38; Mailbox rental services, in Class 39; Laminating and photographs, cards, and the like, photo film development and photo printing services, in Class 40; Passport portrait photography, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due 10/3/01.
RITE REWARDS	Reg. No. 2,157,337 May 12, 1998	Promoting the sale of the goods of others through the administration of incentive awards programs, in Class 35.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 5/12/03 and 5/12/04.

Mark	Registration No./Date	Description of Goods	Owner	Sections due between
RITE TASTE	Reg. No. 2,062,350 May 13, 1997	Pretzels, thin pretzels, stick pretzels, corn and flour based chips, candy, cookies, cakes and pies, popped popcorn, candy-coated popped popcorn, candied nuts, granola-based snack bars and mixes, tortilla chips, and iced tea, in Class 30; Carbonated soft drinks, bottled water, and fruit juices and drinks, in Class 32.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 5/13/02 and 5/13/03.
SCOTTS GLEN	Reg. No. 720,102 August 15, 1961	Whisky, in Class 33.	Name Rite, L.L.C.	Allow to lapse per client's instructions.
SENTINEL	Reg. No. 1,932,339 October 31, 1995	Smoker's articles, namely smoking tobacco and snuff, in Class 34.	Name Rite, L.L.C.	Allow to lapse per client's instructions.
SPECIAL OCCASION	Reg. No. 2,223,490 February 16, 1999	Ice cream, sherbet and frozen yogurt, in Class 30.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 2/16/04 and 2/16/05.
SPORTSMAN (Stylized)	Reg. No. 637,987 December 4, 1956	Fishing tackle and equipment, namely, rods, line, lures, leaders, leader material and hooks, both loose and snelled, in Class 28.	Name Rite, L.L.C.	Renewal due 12/4/06.
THE DIABETES CONNECTION	Reg. No. 2,193,860 October 6, 1998	Consumer health information services in the field of diabetes and providing diabetes screening tests, in Class 42.	Name Rite, L.L.C.	Sections 8 & 15 declarations due between 10/6/03 and 10/6/04.
THRIFTY	Reg. No. 1,813,929 December 28, 1993	Badminton rackets, air mattresses, table tennis sets, table tennis balls, baseball gloves, fishing reels, fish hooks, fish line, snap swivels, fish rods, dry flies, lures, and golf balls, in Class 28.	Name Rite, L.L.C.	Renewal due 12/28/03.

Mark	Registration No./File	Description of Goods	Applicant	Remarks
TRYLON (Stylized)	Reg. No. 697,070 May 3, 1960	Electrified Christmas tree light bulbs and ornaments, in Class 11; Christmas tree decorations; Christmas tree ornaments and artificial Christmas wreaths, in Class 28.	Name Rite, L.L.C.	Allow to lapse per client's instructions.
YULE RITE	Reg. No. 1,860,176 October 25, 1994		Name Rite, L.L.C.	Renewal due 10/25/04.

SENIOR SUBSIDIARY SECURITY AGREEMENT

SENIOR SUBSIDIARY SECURITY AGREEMENT, dated as of June 27, 2001, made by the SUBSIDIARY GUARANTORS identified on the signature pages hereto and any other person that becomes a Subsidiary Guarantor pursuant to the Senior Credit Facility (as such term is defined below) (the "*Grantors*"), in favor of CITICORP USA, INC., a New York banking corporation, as senior collateral agent (in such capacity, the "*Senior Collateral Agent*") for the Senior Secured Parties.

Reference is made to the Senior Credit Agreement, dated as of June 27, 2001 (as the same may be amended, supplemented or otherwise modified from time to time, the "*Senior Credit Facility*"), among Rite Aid, as Borrower, the Senior Banks parties thereto, the Swingline Banks, the Issuing Banks, the Administrative Agent, Senior Collateral Agent and the Syndication Agents.

The Senior Banks have agreed to make Loans to the Borrower, and the Issuing Banks have agreed to issue Letters of Credit for the account of the Borrower, pursuant to, and upon the terms and subject to the conditions specified in, the Senior Credit Facility. Each of the Subsidiary Guarantors has agreed to guarantee, among other things, all the obligations of the Borrower under the Senior Credit Facility. In order to induce the Senior Banks to make the Senior Loans and the Issuing Banks to issue Letters of Credit, the Grantors have agreed to guarantee the due and punctual payment of the Senior Bank Obligations and the 10.50% Note Obligations (together, the "*Senior Obligations*") pursuant to the terms of the senior subsidiary guarantee agreement dated as of June 27, 2001 (the "*Senior Subsidiary Guarantee Agreement*") among the Borrower, the Subsidiary Guarantors and the Senior Collateral Agent for the benefit of the Senior Bank Parties and the 10.5% Note Parties (together, the "*Senior Secured Parties*").

Accordingly, the Grantors and the Senior Collateral Agent, on behalf of itself and each Senior Secured Party (and each of their respective successors or assigns), hereby agree as follows:

SECTION 1. *Defined Terms.*

SECTION 1.01. *Definitions.* (a) Unless otherwise defined herein, terms used herein shall have the meanings given in the Definitions Annex attached as Annex 2 hereto, or if not defined therein, as defined in or by reference to the Senior Credit Facility. All terms defined in the New York UCC (as defined herein) and not defined in this Agreement have the meanings specified therein.

(b) The following terms shall have the following meanings:

"Account Debtor" includes "Account Debtor" as defined in the Senior Credit Facility and with respect to each Grantor means any person who is or may become obligated to any Grantor with respect to or on account of an Account.

"Accounts" includes the right to payment of a monetary obligation, whether or not earned by performance, (i) for property that has been or is to be sold, leased, licensed, assigned, or otherwise disposed of, (ii) for services rendered or to be rendered, (iii) for a policy of insurance issued or to be issued, (iv) for a secondary obligation incurred or to be incurred, (v) for energy provided or to be provided, (vi) for the use or hire of a vessel under a charter or other contract, (vii) arising out of the use of a credit or charge card or information contained on or for use with the card, or (viii) as winnings in a lottery or other game of chance operated or sponsored by a State, governmental unit of a State, or person licensed or authorized to operate the game by a State or governmental unit of a State. The term includes health-care-insurance receivables. The term does not include (i) rights to payment evidenced by chattel paper or an instrument, (ii) commercial tort claims, (iii) deposit accounts, (iv) investment property, (v) letter-of-credit rights or letters of credit, or (vi) rights to payment for money or funds advanced or sold, other than rights arising out of the use of a credit or charge card or information contained on or for use with the card.

"Accounts Receivable" means with respect to each Grantor, all right, title and interest of such Grantor to Accounts and all of its right, title and interest in any returned goods, together with all rights, titles, securities and guaranties with respect thereto, including any rights to stoppage in transit, replevin, reclamation and resales, and all related security interests, liens and pledges, whether voluntary or involuntary in each case whether due or become due, whether now or hereafter arising in the future.

"Agreement" means this Senior Subsidiary Security Agreement, as the same may be amended, modified or otherwise supplemented from time to time.

"Blocked Account" means each of the accounts established by the applicable Grantors listed in Section 4 of Schedule 5 to this Agreement and maintained with a Blocked Account Bank pursuant to a Blocked Account Agreement.

"Blocked Account Agreement" means any Blocked Account Agreement between the Senior Collateral Agent and a Blocked Account Bank substantially in the form of Schedule 6 to this Agreement.

"Blocked Account Bank" means any bank or financial institution that is satisfactory to the Senior Collateral Agent that executes and delivers to the Senior Collateral Agent a Blocked Account Agreement.

"Blocked Account Cash Sweep Notice" means a notice in the form attached as Exhibit A to the Blocked Account Agreement.

"Cash Management Accounts" mean, collectively, (a) the Blocked Accounts, (b) the Deposit Accounts, (c) the Concentration Account and (d) the Citibank Concentration Accounts.

"Cash Management System" means the system of cash management described in Schedule 5 to this Agreement.

"Cash Sweep Cash Collateral Account" means the collateral account established as part of the Cash Management System at Citibank and under the sole dominion and control of the Senior Collateral Agent, Account No. [30429836].

"Cash Sweep Notice" means (a) any Blocked Account Cash Sweep Notice and (b) the Concentration Account Cash Sweep Notice.

"Cash Sweep Period" means any period in which funds are transferred from (a) any Blocked Account to the Concentration Account or any Citibank Concentration Account, as applicable, pursuant to a Blocked Account Cash Sweep Notice or (b) the Concentration Account to any Citibank Concentration Account pursuant to a Concentration Account Cash Sweep Notice.

"Citibank Concentration Account" means the account established at Citibank and under sole dominion and control of the Senior Collateral Agent, Account No. [30429828], together with any similar account established at Citibank for the purpose of collecting funds during a Cash Sweep Period.

"Concentration Account" means the cash collateral account established at The Chase Manhattan Bank and maintained with the Concentration Account Bank pursuant to a Concentration Account Agreement, Account No. [9102750222].

"Concentration Account Agreement" means a Concentration Account Agreement between any Subsidiary Guarantor, the Senior Collateral Agent and a bank or financial institution satisfactory to the Senior Collateral Agent substantially in the form of Schedule 9 to this Agreement.

"Concentration Account Bank" means the bank or financial institution that is satisfactory to the Senior Collateral Agent that executes and delivers to the Senior Collateral Agent a Concentration Account Agreement.

"Concentration Account Cash Sweep Notice" means a notice in the form attached as Exhibit A to the Concentration Account Agreement.

"Contracts" means with respect to each Grantor, all rights of such Grantor under all contracts and agreements to which such Grantor is a party or under which such Grantor has any right, title or interest or to which such Grantor or any property of such Grantor is subject, as the same may from time to time be amended, supplemented or otherwise modified, including, without limitation, (a) all rights of such Grantor to receive moneys due and to become due to it thereunder or in connection therewith, (b) all rights of such Grantor to damages arising out of, or

for, breach or default in respect thereof and (c) all rights of such Grantor to exercise all remedies thereunder.

"Copyright License" means any written agreement, now or hereafter in effect, granting any right to any third party under any copyright now or hereafter owned by any Grantor or that such Grantor otherwise has the right to license, or granting any right to any Grantor under any copyright now or hereafter owned by any third party, and all rights of such Grantor under any such agreement.

"Copyrights" means all of the following now owned or hereafter acquired by any Grantor: (a) all copyright rights in any work subject to the copyright laws of the United States or any other country, whether as author, assignee, transferee or otherwise, and (b) all registrations and applications for registration of any such copyright in the United States or any other country, including registrations, recordings, supplemental registrations and pending applications for registration in the United States Copyright Office, including those listed on Schedule IV.

"Deposit Account" means, collectively, (a) the Lockbox Account and (b) the Government Lockbox Account, as well as any demand, time, savings, passbook, or similar account maintained with a bank. The term does not include investment property or accounts evidenced by an instrument.

"Documents" means with respect to each Grantor, all Instruments, files, records, ledger sheets, and documents covering or relating to any of the Accounts, General Intangibles, Inventory or Proceeds.

"Equity Interests" means shares of capital stock, partnership, joint venture, member or limited liability or unlimited liability company interests, beneficial interests in a trust or other equity ownership interests in a Person of whatever nature and rights, warranties or options to acquire any of the foregoing.

"Event of Default" means an "Event of Default" as defined in any Senior Loan Document.

"General Intangibles" means all choses in action and causes of action and all general intangibles of any Grantor of every kind and nature (other than Accounts) now owned or hereafter acquired by any Grantor, including corporate or other business records, indemnification claims, contract rights (including rights under leases, whether entered into as lessor or lessee, Hedging Agreements and other agreements), Intellectual Property, goodwill, registrations, franchises, tax refund claims and any letter of credit, guarantee, claim, security interest or other security held by or granted to any Grantor to secure payment of any of the Accounts.

"Government Lockbox Account" means the deposit account and corresponding lockbox established at Mellon Bank and maintained with a Government Lockbox Account Bank, Account No.[1037294].

"Government Lockbox Account Agreement" means any Government Lockbox Account Agreement between the Senior Collateral Agent and a Government Lockbox Account Bank substantially in the form of Schedule 8 to this Agreement.

"Government Lockbox Account Bank" means any bank or financial institution that is satisfactory to the Senior Collateral Agent that executes and delivers to the Senior Collateral Agent a Government Lockbox Account Agreement.

"Indemnitee" means the Senior Secured Parties and their respective officers, directors, trustees, affiliates and controlling persons.

"Instrument" means an Instrument as defined in the Uniform Commercial Code, insofar as such Instruments evidence Intercompany Advances, Accounts Receivable or proceeds of Inventory.

"Intellectual Property" means all inventions, designs, Patents, Copyrights, Licenses, Trademarks, trade secrets, confidential or proprietary technical and business information, know-how, show-how or other data or information, software and databases and all embodiments or fixations thereof and related documentation, registrations and franchises, and all additions, improvements and accessions to, and books and records describing or used in connection with, any of the foregoing.

"Intercompany Advances" means any advances or open accounts owing by the Borrower or any Subsidiary of the Borrower to any Grantor.

"Inventory" means with respect to each Grantor, all right, title and interest of such Grantor in and to goods intended for sale or lease by such Grantor, or consumed in such Grantor's business (including, without limitation, all operating parts and supplies), together with all raw materials and finished goods, whether now owned or hereafter acquired or arising.

"License" means any Patent License, Trademark License, Copyright License or other license or sublicense to which any Grantor is a party, including those listed on Schedule 4.

"Lockbox Account" means the deposit account and corresponding lockbox established at Mellon Bank and maintained with the Lockbox Account Bank pursuant to a Lockbox Account Agreement, Account No. [0693636].

"Lockbox Account Agreement" means any Lockbox Account Agreement between the Senior Collateral Agent and a Lockbox Account Bank substantially in the form of Schedule 7 to this Agreement.

"Lockbox Account Bank" means any bank or financial institution that is satisfactory to the Senior Collateral Agent that executes and delivers to the Senior Collateral Agent a Lockbox Account Agreement.

"*New York UCC*" means the Uniform Commercial Code as from time to time in effect in the State of New York.

"*Patent License*" means any written agreement, now or hereafter in effect, granting to any third party any right to make, use or sell any invention on which a patent, now or hereafter owned by any Grantor or that any Grantor otherwise has the right to license, is in existence, or granting to any Grantor any right to make, use or sell any invention on which a patent, now or hereafter owned by any third party, is in existence, and all rights of any Grantor under any such agreement.

"*Patents*" means all of the following now owned or hereafter acquired by any Grantor: (a) all letters patent of the United States or any other country, all registrations and recordings thereof, and all applications for letters patent of the United States or any other country, including registrations, recordings and pending applications in the United States Patent and Trademark Office or any similar offices in any other country, including those listed on Schedule IV, and (b) all reissues, continuations, divisions, continuations-in-part, renewals or extensions thereof, and the inventions disclosed or claimed therein, including the right to make, use and/or sell the inventions disclosed or claimed therein.

"*Prescription Files*" means, as to any Grantor, all right, title and interest of such Grantor in and to all prescription files maintained by it or on its behalf, including without limitation all patient profiles, customer lists, customer information and other records of prescriptions filled by it, in whatever form and wherever maintained by it or on its behalf, and all goodwill and other intangible assets arising from the maintenance of such records and the possession of information contained therein.

"*Proceeds*" has the meaning specified in Section 9-102 of the New York UCC.

"*Senior Collateral*" is defined in Section 2 of this Agreement.

"*Senior Collateral Account*" means any collateral account established by the Senior Collateral Agent as provided in Section 5.03 or Section 8.02.

"*Trademark License*" means any written agreement, now or hereafter in effect, granting to any third party any right to use any trademark now or hereafter owned by any Grantor or that any Grantor otherwise has the right to license, or granting to any Grantor any right to use any trademark now or hereafter owned by any third party, and all rights of any Grantor under any such agreement.

"*Trademarks*" means all of the following now owned or hereafter acquired by any Grantor: (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United

States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I, (b) all goodwill associated therewith or symbolized thereby and (c) all other assets, rights and interests that uniquely reflect or embody such goodwill.

SECTION 1.2. *Other Definitional Provisions.* (a) The words "hereof," "herein" and "hereunder" and words of similar import when used in this Agreement shall refer to this Agreement as a whole and not to any particular provision of this Agreement, and Section references are to this Agreement unless otherwise specified. The words "include", "includes" and "including" shall be deemed to be followed by the phrase "without limitation".

(b) The meanings given to terms defined herein shall be equally applicable to both the singular and plural forms of such terms.

SECTION 2. *Grant of Security Interest.* As security for the payment or performance, as the case may be, in full of the obligations under the Senior Subsidiary Guarantee Agreement, each Grantor hereby assigns and pledges to the Senior Collateral Agent, its successors and assigns, for the ratable benefit of the Senior Secured Parties, and hereby grants to the Senior Collateral Agent, its successors and assigns, for the ratable benefit of the Senior Secured Parties, a security interest, in all right, title or interest now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Senior Collateral"):

- (a) all Accounts Receivable and Chattel Paper;
- (b) all Deposit Accounts
- (c) the Cash Management Accounts and the cash on deposit therein;
- (d) all Contracts;
- (e) all Documents;
- (f) all General Intangibles;
- (g) all Instruments;
- (h) all Intellectual Property;
- (i) all Inventory;
- (j) all Prescription Files;
- (k) all books and records pertaining to any and all of the foregoing; and

(l) to the extent not otherwise included, all Proceeds and products of any and all of the foregoing.

Nothing contained in this Section 2 is intended to limit any Grantor's rights to create Permitted Liens (as defined below). Senior Collateral shall not include any property specified in Section 2(g) above if the granting of a security interest therein would jeopardize the Grantor's rights in any pending intent-to-use applications for Federal Trademark registration.

Each Grantor hereby irrevocably authorizes the Senior Collateral Agent at any time and from time to time to file in any Uniform Commercial Code jurisdiction any initial financing statements (including fixture filings) and amendments thereto that contain the information required by Article 9 of the Uniform Commercial Code of each applicable jurisdiction for the filing of any financing statement or amendment, including (a) whether the Grantor is an organization, the type of organization and any organizational identification number issued to the Grantor and (b) in the case of a financing statement filed as a fixture filing or covering Collateral constituting minerals or the like to be extracted or timber to be cut, a sufficient description of the real property to which such Collateral relates. The Grantor agrees to provide such information to the Senior Collateral Agent promptly upon request. In addition, each Grantor hereby authorizes and agrees that such financing statements may describe the Senior Collateral in the same manner as described herein or may contain an indication or description of collateral that describes such property in any other manner as the Senior Collateral Agent may determine, in its sole discretion, is necessary, advisable or prudent to ensure the perfection of the security interest in the Collateral granted to the Senior Collateral Agent herein, including, without limitation, describing such property as "all assets" or "all personal property."

Each Grantor also ratifies its authorization for the Senior Collateral Agent to file in any Uniform Commercial Code jurisdiction any initial financing statements or amendments thereto if filed prior to the date hereof.

The Senior Collateral Agent is further authorized to file filings with the United States Patent and Trademark Office or United States Copyright Office (or any successor office or any similar office in any other country) or other documents for the purpose of perfecting, confirming, continuing, enforcing or protecting the Security Interest granted by each Grantor, without the signature of any Grantor, and naming any Grantor or the Grantors as debtors and the Senior Collateral Agent as secured party.

Such security interests are granted as security only and shall not subject the Senior Collateral Agent nor any Senior Secured Party to, or in any way alter or modify, any obligation or liability of any Grantor with respect to or arising out of the Senior Collateral.

SECTION 3. *Representations and Warranties.* Each Grantor hereby represents and warrants, as to itself and the Senior Collateral in which the security interest is created hereunder, that:

SECTION 3.01. *Title; No Other Liens.* Except for the security interest granted to the Senior Collateral Agent for the ratable benefit of the Senior Secured Parties pursuant to this Agreement and the other Liens permitted to exist pursuant to the Senior Credit Facility (the "*Permitted Liens*"), each Grantor owns each item of the Senior Collateral free and clear of any and all Liens or claims of others (or arrangements reasonably satisfactory to the Senior Collateral Agent have been made for the timely release or discharge of such Liens). No security agreement, financing statement or other public notice with respect to all or any part of such Senior Collateral is on file or of record in any public office, except such as have been filed or will be filed, pursuant to this Agreement, in favor of the Senior Collateral Agent, for the ratable benefit of the Senior Secured Parties, or in respect of Permitted Liens (or arrangements reasonably satisfactory to the Senior Collateral Agent have been made for the timely termination of such agreement or financing statement). Further, no Grantor has intentionally entered into any contract, lease or license in anticipation of this Agreement, which by its terms, validly prohibits the granting of a security interest herein.

SECTION 3.02. *Enforceable Obligation; Perfected, First Priority Security Interests.* This Agreement constitutes a legal, valid and binding obligation of each Grantor, enforceable against such Grantor in accordance with its terms, except as enforceability may be limited by bankruptcy, insolvency, moratorium, reorganization or other similar laws affecting creditors' rights generally and except as enforceability may be limited by general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), and the security interests granted pursuant to this Agreement (a) upon completion of the filings and other actions specified in Schedule 1 hereto (or in the case of Instruments, delivery to the Senior Collateral Agent or its designee) shall constitute fully perfected security interests in the Senior Collateral in favor of the Senior Collateral Agent for the ratable benefit of the Senior Secured Parties, and (b) are prior and superior in right to all other Liens (other than Permitted Liens, to the extent that such Permitted Liens are expressly permitted by the Senior Loan Documents to have priority) on the Senior Collateral in existence on the date hereof.

SECTION 3.03. *Inventory.* The Inventory owned by such Grantor are kept at the locations listed in Schedule 2 hereto, which shall be updated from time to time in accordance with Section 4.05 of this Agreement, or at such other locations as shall be permitted by Section 4.04.

SECTION 3.04. *Chief Executive Office; Jurisdiction of Incorporation.* As of the Closing Date, each Grantor's chief executive office, principal place of business and jurisdiction of incorporation is located at the locations listed in Schedule 10 hereto.

SECTION 3.05. *Farm Products.* None of the Senior Collateral constitutes, or is the Proceeds of, Farm Products (as such term is defined in the Uniform Commercial Code).

SECTION 3.06. *Intellectual Property.* (a) Schedule 4 lists all Intellectual Property owned (and registered with the U.S. Copyright Office or the U.S. Patent and Trademark Office) or licensed by such Grantor in its own name on the date hereof.

(b) On the date hereof, based on information known, or reasonably available to such Grantor, all Intellectual Property material to the conduct of such Grantor's business is valid, subsisting, unexpired and enforceable, has not been abandoned and does not infringe the intellectual property rights of any other person.

(c) Except as set forth in Schedule 4, on the date hereof, none of the Intellectual Property is the subject of any licensing or franchise agreement pursuant to which such Grantor is the licensor or franchisor.

(d) On the date hereof, based on information known, or reasonably available to such Grantor, no holding decision or judgment has been rendered by any Governmental Authority which would materially limit, cancel or question the validity of, or such Grantor's rights in, any Intellectual Property in any respect that could reasonably be expected to have a Material Adverse Effect.

(e) Except as set forth on Schedule 4, on the date hereof, no action or proceeding is pending, or, to the knowledge of such Grantor, threatened, on the date hereof (i) seeking to materially limit, cancel or question the validity of any Intellectual Property material to the conduct of such Grantor's business or such Grantor's ownership interest therein, or (ii) which, if adversely determined, would have a material adverse effect on the value of any Intellectual Property.

SECTION 4. *Covenants.* Each Grantor covenants and agrees with the Senior Secured Parties that, from and after the date of this Agreement until this Agreement is terminated and the security interests created hereby are released:

SECTION 4.01. *Delivery of Instruments.* If an Intercompany Advance owned by such Grantor shall be or become evidenced by any promissory note, or other Instrument, upon the request of the Senior Collateral Agent, such promissory note, or other Instrument shall be immediately delivered to the Senior Collateral Agent, duly indorsed in a manner reasonably satisfactory to the Senior Collateral Agent, to be held as Senior Collateral pursuant to this Agreement.

SECTION 4.02. *Maintenance of Insurance.* Each Grantor shall maintain insurance policies in accordance with the requirements of Section 5.03 of the Senior Credit Facility.

SECTION 4.03. *Maintenance of Perfected Security Interest; Further Documentation.*
(a) Each Grantor shall cause all filings and other actions listed in Schedule 1 to be taken. Each Grantor shall maintain the security interests created by this Agreement as first priority perfected security interests subject only to Permitted Liens, to the extent such Permitted Liens are expressly permitted by the Senior Loan Documents to have priority, and shall defend such security interests against all claims and demands of all persons whomsoever (other than those pursuant to Permitted Liens).

(b) At any time and from time to time, upon the written request of the Senior Collateral Agent, and at the sole expense of a Grantor, such Grantor shall promptly and duly execute and deliver such further instruments and documents and take such further action as the Senior Collateral Agent may reasonably request for the purpose of obtaining or preserving the full benefits of this Agreement and of the rights and powers herein granted, including, without limitation, the filing of any financing or continuation statements under the Uniform Commercial Code in effect in any jurisdiction with respect to the security interests created hereby.

(c) No Grantor shall intentionally enter into any contract, lease or license in contemplation of this Agreement, which by its terms would validly prohibit the grant of a security interest herein.

SECTION 4.04. *Changes in Locations, Name, etc.* Each Grantor agrees promptly to notify the Senior Collateral Agent in writing of any change (i) in its corporate name, (ii) in the location of its chief executive office or its principal place of business, (iii) in its identity or type of organization, (iv) in its Federal Taxpayer Identification Number or organizational identification number or (v) in its jurisdiction of organization. Each Grantor agrees to promptly provide the Senior Collateral Agent with certified organizational documents reflecting any of the changes described in the preceding sentence. Each Grantor agrees not to effect or permit any change referred to in the preceding sentence unless all filings have been made under the Uniform Commercial Code or otherwise that are required in order for the Senior Collateral Agent to continue at all times following such change to have a valid, legal and perfected first priority security interest in all the Collateral.

SECTION 4.05. *Further Identification of Senior Collateral.* Each Grantor shall furnish to the Senior Collateral Agent from time to time statements and schedules further identifying and describing the Senior Collateral and such other reports in connection with such Senior Collateral as the Senior Collateral Agent may reasonably request, all in reasonable detail.

SECTION 4.06. *Notices.* A Grantor shall advise the Senior Collateral Agent promptly, in reasonable detail, in accordance with Section 13 hereto, of:

(a) any Lien (other than security interests created hereby or Permitted Liens) on any material portion of the Senior Collateral; and

(b) the occurrence of any other event which could reasonably be expected to have a material adverse effect on the security interests created hereby or on the aggregate value of the Senior Collateral.

SECTION 4.07. *Senior Collateral Agent's Liabilities and Expenses; Indemnification.*
(a) Notwithstanding anything to the contrary provided herein, neither the Senior Collateral Agent nor any other Senior Secured Party assumes any liabilities with respect to any claims regarding each Grantor's ownership (or purported ownership) of, or rights or obligations (or purported rights or obligations) arising from, the Senior Collateral or any use (or actual or alleged misuse) whether arising out of any past, current or future event, circumstance, act or omission or

otherwise, or any claim, suit, loss, damage, expense or liability of any kind or nature arising out of or in connection with the Senior Collateral or the production, marketing, delivery, sale or provision of goods or services under or in connection with any of the Senior Collateral. All of such liabilities shall, as between the Senior Collateral Agent, the Senior Secured Parties and the Grantors, be borne exclusively by the Grantors unless such liability arises from the gross negligence or willful misconduct of the Senior Collateral Agent or any Senior Secured Party.

(b) Each Grantor hereby agrees to pay all reasonable expenses of the Senior Collateral Agent and the other Senior Secured Parties and to indemnify the Senior Collateral Agent and the other Senior Secured Parties with respect to any and all losses, claims, damages, liabilities and related expenses in respect of this Agreement or the Senior Collateral in each case to the extent and under the circumstances the Borrower is required to do so pursuant to Section 9.03 of the Senior Credit Facility.

(c) Any amounts payable as provided hereunder shall be additional Senior Obligations secured hereby and by the other Senior Collateral Documents. Without prejudice to the survival of any other agreements contained herein, all indemnification and reimbursement obligations contained herein shall survive the Senior Obligation Payment Date and the termination of this Agreement.

SECTION 4.08. *Intellectual Property.* (a) Each relevant Grantor (either itself or through licensees) will (i) continue to use each Trademark material to the conduct of such Grantor's business, to the extent that such Grantor's business operations continue as to the said goods and/or services (subject to such Grantor's reasonable business judgment), sufficient to avoid unintentional abandonment of any rights in such Trademarks, (ii) maintain as in the past the quality of products and services offered under such Trademark, (iii) use such Trademark with the appropriate notice of registration and all other notices and legends required by applicable law, (iv) not knowingly adopt or use any mark which is confusingly similar or a colorable imitation of such Trademark unless the Senior Collateral Agent, for the ratable benefit of the Senior Secured Parties, shall obtain a perfected security interest in such mark pursuant to this Agreement, and (v) not knowingly (and not permit any licensee or sublicensee thereof to) do any act or knowingly omit to do any act whereby such Trademark material to the conduct of Grantor's business may become invalidated or impaired in any way.

(b) Such Grantor (either itself or through licensees) will not do any act, or omit to do any act, whereby any Patent material to the conduct of Grantor's business may become forfeited, abandoned or dedicated to the public.

(c) Such Grantor (either itself or through licensees) will not knowingly (and will not permit any licensee or sublicensee thereof to) do any act or knowingly omit to do any act whereby any portion of the Copyrights material to the conduct of Grantor's business may become invalidated or otherwise impaired or fall into the public domain.

(d) Such Grantor (either itself or through licensees) will not do any act that knowingly uses any material Intellectual Property to infringe the intellectual property rights of any other person.

(e) In a status report provided to the Senior Collateral Agent on a quarterly basis ("*Quarterly Status Report*"), such Grantor will indicate whether any application or registration relating to any material Intellectual Property has been forfeited, abandoned or dedicated to the public, or of any such determination or development (including, without limitation, the institution of, or any such determination or development in, any proceeding in the United States Patent and Trademark Office, the United States Copyright Office or any court or tribunal in any country) regarding such Grantor's ownership of, or the validity of, any material Intellectual Property or such Grantor's right to register the same or to own and maintain the same.

(f) In the Quarterly Status Report provided to the Senior Collateral Agent pursuant to Section 4.08(e), such Grantor will report whenever such Grantor, either by itself or through any agent, employee, licensee or designee, has filed an application for the registration of any Intellectual Property with the United States Patent and Trademark Office, the United States Copyright Office or any similar office or agency in any other country or any political subdivision thereof. Upon request of the Senior Collateral Agent, such Grantor shall execute and deliver, and have recorded, any and all agreements, instruments, documents and papers as the Senior Collateral Agent may request to evidence the Senior Collateral Agent's and Senior Secured Parties' security interest in any Copyright, Patent or Trademark and the goodwill and general intangibles of such Grantor relating thereto or represented thereby.

(g) Such Grantor will take all reasonable and necessary steps, including, without limitation, in any proceeding before the United States Patent and Trademark Office, the United States Copyright Office or any similar office or agency in any other country or any political subdivision thereof, to maintain and pursue each application (and to obtain the relevant registration) and to maintain each registration of the Intellectual Property material to the conduct of Grantor's business, including, without limitation, filing of applications for renewal, affidavits of use and affidavits of incontestability.

(h) In the event that any Intellectual Property material to the conduct of Grantor's business is infringed, misappropriated or diluted by a third party, such Grantor shall (i) take such actions as such Grantor shall reasonably deem appropriate under the circumstances to protect such Intellectual Property and (ii) if such Intellectual Property is of material economic value, promptly notify the Senior Collateral Agent after it learns thereof and take all reasonable steps to protect its interests, which may include bringing suit for infringement, misappropriation or dilution, to seek injunctive relief where appropriate and to recover any and all damages for such infringement, misappropriation or dilution.

SECTION 4.09. *Cash Management System.* (a) The Grantors shall at all times maintain, and each Subsidiary Guarantor shall comply with its obligations under, the Cash Management System.

(b) Each Grantor shall use its commercially reasonable efforts to cause any applicable third party to effectuate the Cash Management System.

SECTION 5. *Provisions Relating to Accounts.*

SECTION 5.01. *Grantors Remain Liable under Accounts.* Anything herein to the contrary notwithstanding, a Grantor shall remain liable under each of the Accounts to observe and perform all the material conditions and material obligations to be observed and performed by it thereunder, all in accordance with the terms of any agreement giving rise to each such Account. No Senior Secured Party shall have any obligation or liability under any Account (or any agreement giving rise thereto) by reason of or arising out of this Agreement or the receipt by the Senior Collateral Agent or any Senior Secured Party of any payment relating to such Account pursuant hereto, nor shall any Senior Secured Party be obligated in any manner to perform any of the obligations of a Grantor under or pursuant to any Account (or any agreement giving rise thereto), to make any payment, to make any inquiry as to the nature or the sufficiency of any payment received by it or as to the sufficiency of any performance by any party under any Account (or any agreement giving rise thereto), to present or file any claim, to take any action to enforce any performance or to collect the payment of any amounts which may have been assigned to it or to which it may be entitled at any time or times.

SECTION 5.02. *Analysis of Accounts.* In addition to its rights under the Senior Credit Facility, the Senior Collateral Agent shall have the right upon the occurrence and during the continuance of an Event of Default to make test verifications of the Accounts in any manner and through any medium that it considers reasonably advisable, and each Grantor shall furnish all such assistance and information as the Senior Collateral Agent may reasonably require in connection with such test verifications. At any time and from time to time upon the occurrence and during the continuance of an Event of Default, upon the Senior Collateral Agent's reasonable request and at the expense of each Grantor, each Grantor shall immediately request and use commercially reasonable efforts to cause independent public accountants or others reasonably satisfactory to the Senior Collateral Agent to furnish to the Senior Collateral Agent reports showing reconciliations, aging and test verifications of, and trial balances for, the Accounts. Upon the occurrence and during the continuance of an Event of Default, the Senior Collateral Agent in its own name or in the name of others may communicate with Account Debtors on the Accounts to verify with them to the Senior Collateral Agent's reasonable satisfaction the existence, amount and terms of any Accounts and to direct all payments to the Senior Collateral Agent. To the extent reasonably practicable the Senior Collateral Agent will seek to take such actions through third parties.

SECTION 5.03. *Collections on Accounts.* (a) The Senior Collateral Agent hereby authorizes each Grantor to collect the Accounts, and the Senior Collateral Agent may curtail or terminate said authority at any time after the occurrence and during the continuance of an Event of Default. If required by the Senior Collateral Agent at any time after the occurrence and during the continuance of an Event of Default, any payments of Accounts, when collected by a Grantor during the continuance of such an Event of Default, (i) shall be forthwith (and, in any event, within two Business Days) deposited by such Grantor in the exact form received, duly indorsed

by such Grantor to the Senior Collateral Agent if required, in a Senior Collateral Account maintained under the sole dominion and control of and on terms and conditions reasonably satisfactory to the Senior Collateral Agent, subject to withdrawal by the Senior Collateral Agent as provided in Section 8.03, and (ii) until so turned over, shall be held by such Grantor in trust for the Senior Secured Parties, segregated from other funds of such Grantor.

(b) At the Senior Collateral Agent's request after the occurrence and during the continuance of an Event of Default, each Grantor shall deliver to the Senior Collateral Agent all original and other documents evidencing, and relating to, the agreements and transactions which gave rise to the Accounts, including, without limitation, all original orders, invoices and shipping receipts.

SECTION 5.04. *Representations and Warranties.* As of the Closing Date, the place where each Grantor keeps its records concerning the Accounts is at the location listed in Schedule 3 hereto.

SECTION 5.05. *Covenants.* (a) The amount represented by each Grantor to the Senior Secured Parties from time to time as owing by each account debtor or by all Account Debtors in respect of the Accounts shall at such time be in all material respects the correct amount actually owing by such Account Debtor or debtors thereunder.

(b) Upon the occurrence and during the continuance of an Event of Default, a Grantor shall not grant any extension of the time of payment of any of the Accounts Receivable, compromise, compound or settle the same for less than the full amount thereof, release, wholly or partly, any person liable for the payment thereof, or allow any credit or discount whatsoever thereon other than extensions, credits, discounts, compromises or settlements granted or made in the ordinary course of business.

(c) Unless a Grantor shall deliver prior written notice, identifying the change of location for its books and records, such Grantor shall not remove its books and records from the location specified in Schedule 3.

SECTION 5.06. *Deposit Accounts.* For each deposit account that any Grantor at any time opens or maintains, such Grantor shall, at the Senior Collateral Agent's request and option, pursuant to an agreement in form and substance satisfactory to the Senior Collateral Agent, either (a) cause the depository bank to agree to comply at any time with instructions from the Senior Collateral Agent to such depository bank directing the disposition of funds from time to time credited to such deposit account, without further consent of such Grantor, or (b) arrange for the Senior Collateral Agent to become the customer of the depository bank with respect to the deposit account, with the Grantor being permitted, only with the consent of the Senior Collateral Agent, to exercise rights to withdraw funds from such deposit account. The provisions of this paragraph shall not apply to (i) any deposit account for which any Grantor, the depository bank and the Senior Collateral Agent have entered into a cash collateral agreement specially negotiated among such Grantor, the depository bank and the Senior Collateral Agent for the specific purpose set forth therein and (ii) deposit accounts for which the Senior Collateral Agent is the depository.

SECTION 6. [Intentionally Reserved]

SECTION 7. *Provisions Relating to Contracts.*

SECTION 7.01. *Grantors Remain Liable under Contracts.* Anything herein to the contrary notwithstanding, each Grantor shall remain liable under each Contract to observe and perform all the conditions and obligations to be observed and performed by it thereunder, all in accordance with and pursuant to the terms and provisions of such Contract. No Senior Secured Party shall have any obligation or liability under any Contract by reason of or arising out of this Agreement or the receipt by any such Senior Secured Party of any payment relating to such Contract pursuant hereto, nor shall any Senior Secured Party be obligated in any manner to perform any of the obligations of a Grantor under or pursuant to any Contract, to make any payment, to make any inquiry as to the nature or the sufficiency of any payment received by it or as to the sufficiency of any performance by any party under any Contract, to present or file any claim, to take any action to enforce any performance or to collect the payment of any amounts which may have been assigned to it or to which it may be entitled at any time or times.

SECTION 7.02. *Communication With Contracting Parties.* Upon the occurrence and during the continuance of an Event of Default, the Senior Collateral Agent in its own name or in the name of its nominee may communicate with parties to the Contracts to verify with them to the Senior Collateral Agent's reasonable satisfaction the existence, amount and terms of any Contracts. To the extent reasonably practicable the Senior Collateral Agent will seek to take such actions through third parties.

SECTION 8. *Remedies.*

SECTION 8.01. *Notice to Account Debtors and Contract Parties.* Upon the request of the Senior Collateral Agent at any time after the occurrence and during the continuance of an Event of Default, a Grantor shall notify Account Debtors on the Accounts and parties to the Contracts that the Accounts and the Contracts have been assigned to the Senior Collateral Agent for the ratable benefit of the Senior Secured Parties and that payments in respect thereof during the continuance of such an Event of Default shall be made directly to the Senior Collateral Agent.

SECTION 8.02. *Proceeds to be Turned Over To Senior Collateral Agent.* In addition to the rights of the Senior Collateral Agent and the Senior Secured Parties specified in Section 5.03 with respect to payments of Accounts, if an Event of Default shall occur and be continuing all Proceeds received by a Grantor consisting of cash, checks and other near-cash items shall upon the Senior Collateral Agent's request be held by such Grantor in trust for the Senior Secured Parties, segregated from other funds of such Grantor, and shall, upon the Senior Collateral Agent's request (it being understood that the exercise of remedies by the Senior Secured Parties in connection with an Event of Default under Section 6.01(g) and Section 6.01(h) of the Senior Credit Facility shall be deemed to constitute a request by the Senior Collateral Agent for the purposes of this sentence) forthwith upon receipt by such Grantor, be turned over to the Senior Collateral Agent in the exact form received by such Grantor (duly indorsed by such Grantor to

the Senior Collateral Agent, if required) and held by the Senior Collateral Agent in a Senior Collateral Account maintained under the sole dominion and control of the Senior Collateral Agent and on terms and conditions reasonably satisfactory to the Senior Collateral Agent. All Proceeds while held by the Senior Collateral Agent in a Senior Collateral Account (or by such Grantor in trust for the Senior Collateral Agent and the Senior Secured Parties) shall subject to Section 8.03 continue to be held as collateral security for all the Senior Obligations and shall not constitute payment thereof until applied as provided in Section 8.03.

SECTION 8.03. *Application of Proceeds.* (a) So long as the Collateral Trust and Intercreditor Agreement is in effect, following a Triggering Event (as defined therein), the proceeds of any sale or other realization upon any Collateral will be applied as set forth in the Collateral Trust and Intercreditor Agreement.

(b) At all times when the Collateral Trust and Intercreditor Agreement is not in effect, the proceeds of any sale or other realization upon any Collateral following an Event of Default will be applied as soon as practicable after receipt as follows:

FIRST: to the Senior Collateral Agent in an amount equal to the fees and expenses of the Senior Collateral Agent pursuant to this Agreement and the Senior Credit Facility that are unpaid as of the applicable date of receipt of such proceeds, and to any Senior Secured Party which has theretofore advanced or paid any such fees and expenses of the Senior Collateral Agent in an amount equal to the amount thereof so advanced or paid by such Senior Secured Party pro rata based on the amount of such fees and expenses (or such advances or payment);

SECOND: to the Senior Collateral Agent to reimburse any amounts owing to the Senior Collateral Agent pursuant to Section 9.03;

THIRD: to the Senior Collateral Agent, for distribution to the Senior Secured Parties to be applied to the payment of the Senior Obligations then due and owing, pro rata based on the amount of Senior Obligations then due and owing (after giving effect to any payments previously made under this Section), until all of the Senior Obligations then due and owing have been paid in full; and

FOURTH: after payment in full of all Senior Obligations, to Rite Aid and the Grantors or their successors or assigns, as their interests may appear, or to whosoever may be lawfully entitled to receive the same or as a court of competent jurisdiction may direct.

SECTION 8.04. *Uniform Commercial Code Remedies.* If an Event of Default shall have occurred and be continuing, the Senior Collateral Agent, on behalf of the Senior Secured Parties may exercise, in addition to all other rights and remedies granted to them in this Agreement and in any other instrument or agreement securing, evidencing or relating to the Senior Obligations, all rights and remedies of a senior secured party under the Uniform Commercial Code. Without limiting the generality of the foregoing, the Senior Collateral Agent, without demand of

performance or other demand, presentment, protest, advertisement or notice of any kind (except any notice required by law referred to below) to or upon a Grantor or any other person (all and each of which demands, defenses, advertisements and notices are hereby waived), may in such circumstances forthwith collect, receive, appropriate and realize upon the Senior Collateral, or any part thereof, and/or may forthwith sell, lease, assign, give option or options to purchase, or otherwise dispose of and deliver the Senior Collateral or any part thereof (or contract to do any of the foregoing), in one or more parcels at public or private sale or sales, at any exchange, broker's board or office of any Senior Secured Party or elsewhere upon such terms and conditions as it may deem advisable and at such prices as it may deem best, for cash or on credit or for future delivery without assumption of any credit risk. Any Senior Secured Party shall have the right upon any such public sale or sales, and, to the extent permitted by law, upon any such private sale or sales, to purchase the whole or any part of the Senior Collateral so sold, free of (to the extent permitted by law) any right or equity of redemption in a Grantor, which right or equity is hereby, to the extent permitted by law, waived or released. Each Grantor further agrees, at the Senior Collateral Agent's request, to assemble the Senior Collateral and make it available to the Senior Collateral Agent at places which the Senior Collateral Agent shall reasonably select, whether at such Grantor's premises or elsewhere. The Senior Collateral Agent shall apply the net proceeds of any such collection, recovery, receipt, appropriation, realization or sale, after deducting all reasonable costs and expenses incurred therein or incidental to the care or safekeeping of any of such Senior Collateral or reasonably relating to such Senior Collateral or the rights of the Senior Collateral Agent and the Senior Secured Parties hereunder, including, without limitation, reasonable attorneys' fees and disbursements, to the payment in whole or in part of the Senior Obligations, in accordance with Section 8.03, and only after such application and after the payment by the Senior Collateral Agent of any other amount required by any provision of law, including, without limitation, Section 9-504(1)(c) of the Uniform Commercial Code, need the Senior Collateral Agent account for the surplus, if any, to such Grantor. If any notice of a proposed sale or other disposition of such Senior Collateral shall be required by law, such notice shall be in writing and deemed reasonable and proper if given at least 10 days before such sale or other disposition.

The Senior Collateral Agent shall have absolute discretion as to the time of application of any such proceeds, moneys or balances in accordance with this Agreement. Upon any sale of the Senior Collateral by the Senior Collateral Agent (including pursuant to a power of sale granted by statute or under a judicial proceeding), the receipt of the Senior Collateral Agent or of the officer making the sale shall be a sufficient discharge to the purchaser or purchasers of the Senior Collateral so sold and such purchaser or purchasers shall not be obligated to see to the application of any part of the purchase money paid over to the Senior Collateral Agent or such officer or be answerable in any way for the misapplication thereof.

SECTION 8.05. *Grant of License to Use Intellectual Property.* For the purpose of enabling the Senior Collateral Agent to exercise rights and remedies under this Article at such time as the Senior Collateral Agent shall be lawfully entitled to exercise such rights and remedies, each Grantor hereby grants to the Senior Collateral Agent an irrevocable, non-exclusive license (exercisable without payment of royalty or other compensation to the Grantors) to use, license or sub-license any of the Senior Collateral consisting of Intellectual Property now

owned or hereafter acquired by such Grantor, and wherever the same may be located, and including in such license reasonable access to all media in which any of the licensed items may be recorded or stored and to all computer software and programs used for the compilation or printout thereof. The use of such license by the Senior Collateral Agent shall be exercised, at the option of the Senior Collateral Agent, solely upon the occurrence and during the continuation of an Event of Default; *provided* that any license, sub-license or other transaction entered into by the Senior Collateral Agent in accordance herewith shall be binding upon the Grantors notwithstanding any subsequent cure of an Event of Default.

SECTION 8.06. *Waiver; Deficiency.* Each Grantor waives and agrees not to assert any rights or privileges it may acquire under Section 9-112 of the Uniform Commercial Code. Each Grantor shall remain liable for any deficiency if the proceeds of any sale or other disposition of the Senior Collateral are insufficient to pay the Senior Obligations and the reasonable fees and disbursements of any attorneys employed by any Senior Secured Party to collect such deficiency.

SECTION 8.07. *Cash Sweep Remedies.* The Senior Collateral Agent, on behalf of the Senior Secured Parties is entitled to exercise all rights and remedies granted to them in respect of the Cash Management Accounts in accordance with Schedule 5 of this Agreement.

SECTION 9. *Senior Collateral Agent's Appointment as Attorney-in-Fact; Senior Collateral Agent's Performance of Grantors' Obligations.*

SECTION 9.01. *Powers.* Each Grantor hereby irrevocably constitutes and appoints the Senior Collateral Agent and any officer or agent thereof, with full power of substitution, during the continuance of an Event of Default, as its true and lawful attorney-in-fact, with full irrevocable power and authority in the place and stead of such Grantor and in the name of such Grantor or in its own name from time to time in the Senior Collateral Agent's discretion, for the purpose of carrying out the terms of this Agreement, to take any and all appropriate action and to execute any and all documents and instruments which may be necessary or desirable to accomplish the purposes of this Agreement, and, without limiting the generality of the foregoing, such Grantor hereby gives the Senior Collateral Agent the power and right, on behalf of such Grantor, without notice to or assent by such Grantor, to do the following upon the occurrence and during the continuance of an Event of Default:

(a) in the name of such Grantor or its own name, or otherwise, to take possession of and indorse and collect any checks, drafts, notes, acceptances or other instruments for the payment of moneys due under any Account, Instrument, General Intangible or Contract or with respect to any other Senior Collateral and to file any claim or to take any other action or proceeding in any court of law or equity or otherwise deemed appropriate by the Senior Collateral Agent for the purpose of collecting any and all such moneys due under any Account, Instrument, General Intangible or Contract or with respect to any other Senior Collateral whenever payable;

(b) in the case of any Intellectual Property, execute and deliver, and have recorded, any and all agreements, instruments, documents and papers as the Senior

Collateral Agent may request to evidence the Senior Collateral Agent's and the Senior Secured Parties' security interest in such Intellectual Property and the goodwill and general intangibles of such Grantor relating thereto or represented thereby;

(c) to pay or discharge taxes and Liens levied or placed on or threatened against the Senior Collateral (other than Permitted Liens), to effect any repairs or any insurance called for by the terms of this Agreement and to pay all or any part of the premiums therefor and the costs thereof;

(d) to execute, in connection with any sale provided for in Section 8.04 hereof, any endorsements, assignments or other instruments of conveyance or transfer with respect to the Senior Collateral;

(e)(i) to direct any party liable for any payment under any of the Senior Collateral to make payment of any and all moneys due or to become due thereunder directly to the Senior Collateral Agent or as the Senior Collateral Agent shall direct; (ii) to ask or demand for, collect, receive payment of and receipt for, any and all moneys, claims and other amounts due or to become due at any time in respect of or arising out of any Senior Collateral; (iii) to sign and indorse any invoices, freight or express bills, bills of lading, storage or warehouse receipts, drafts against debtors, assignments, verifications, notices and other documents in connection with any of the Senior Collateral; (iv) to commence and prosecute any suits, actions or proceedings at law or in equity in any court of competent jurisdiction to collect the Senior Collateral or any thereof and to enforce any other right in respect of any Senior Collateral; (v) to defend any suit, action or proceeding brought against any Grantor with respect to any Senior Collateral; (vi) to settle, compromise or adjust any such suit, action or proceeding and, in connection therewith, to give such discharges or releases as the Senior Collateral Agent may deem appropriate; (vii) to the extent permitted by applicable law, assign any Copyright, Patent or Trademark (along with the goodwill of the business to which any such Copyright, Patent or Trademark pertains); and (viii) generally, to use, sell, transfer, pledge and make any agreement with respect to or otherwise deal with any of the Senior Collateral as fully and completely as though the Senior Collateral Agent were the absolute owner thereof for all purposes, and to do, at the Senior Collateral Agent's option and at the expense of such Grantor, at any time, or from time to time, all acts and things which the Senior Collateral Agent reasonably deems necessary to protect, preserve or realize upon such Senior Collateral and the Senior Collateral Agent's and the Senior Secured Parties' security interests therein and to effect the intent of this Agreement, all as fully and effectively as such Grantor might do; and

(f) to file any Uniform Commercial Code financing statement, or to take such other steps, required to perfect or confirm the perfection of any security interest described herein.

SECTION 9.02. *Performance by Senior Collateral Agent of Grantor's Obligations.* If any Grantor fails to perform or comply with any of its agreements contained herein, the Senior

Collateral Agent, at its option, but without any obligation so to do, may perform or comply, or otherwise cause performance or compliance, with such agreement.

SECTION 9.03. *Grantor's Reimbursement Obligation.* The expenses of the Senior Collateral Agent and any other Senior Secured Party, as applicable, reasonably incurred in connection with actions undertaken as provided in this Section 9, together with interest thereon at a rate per annum equal to the default rate of interest set forth in Section 2.07 of the Senior Credit Facility, from the date payment is demanded by the Senior Collateral Agent to the date reimbursed by such Grantor, shall be payable by the Borrower to the Senior Collateral Agent on demand.

SECTION 9.04. *Ratification; Power Coupled With An Interest.* Each Grantor hereby ratifies all that said attorneys shall lawfully do or cause to be done by virtue hereof. All powers, authorizations and agencies contained in this Agreement are coupled with an interest and are irrevocable until this Agreement is terminated and the security interests created hereby are released.

SECTION 10. *Duty of Senior Collateral Agent.* The Senior Collateral Agent's sole duty with respect to the custody, safekeeping and physical preservation of the Senior Collateral in its possession, under Section 9-207 of the Uniform Commercial Code or otherwise, shall be to deal with it in the same manner as the Senior Collateral Agent deals with similar property for its own account. No Senior Secured Party nor any of its respective directors, officers, employees or agents shall be liable for failure to demand, collect or realize upon any of the Senior Collateral or for any delay in doing so or shall be under any obligation to sell or otherwise dispose of any Senior Collateral upon the request of a Grantor or any other person or to take any other action whatsoever with regard to the Senior Collateral or any part thereof. The powers conferred on the Senior Secured Parties hereunder are solely to protect the Senior Secured Parties' interests in the Senior Collateral and shall not impose any duty upon any Senior Secured Party to exercise any such powers. The Senior Secured Parties shall be accountable only for amounts that they actually receive as a result of the exercise of such powers, and neither they nor any of their officers, directors, employees or agents shall be responsible to any Grantor for any act or failure to act hereunder, except for their own gross negligence or wilful misconduct.

SECTION 11. *Execution of Financing Statements.* Each Grantor authorizes the Senior Collateral Agent to file financing statements with respect to the Collateral without the signature of such Grantor in such form and in such filing offices as the Senior Collateral Agent reasonably determines appropriate to perfect the security interests of the Senior Collateral Agent under this Agreement. A carbon, photographic or other reproduction of this Agreement shall be sufficient as a financing statement for filing in any jurisdiction.

SECTION 12. *Authority of Senior Collateral Agent.* Each Grantor acknowledges that the rights and responsibilities of the Senior Collateral Agent under this Agreement with respect to any action taken by the Senior Collateral Agent or the exercise or non-exercise by the Senior Collateral Agent of any option, voting right, request, judgment or other right or remedy provided for herein or resulting or arising out of this Agreement shall, as between the Senior Collateral

Agent and the other Senior Secured Parties, be governed by the Senior Credit Facility and by such other agreements with respect thereto as may exist from time to time among them but, as between the Senior Collateral Agent and the Grantors, the Senior Collateral Agent shall be conclusively presumed to be acting as agent for the other Senior Secured Parties with full and valid authority so to act or refrain from acting.

SECTION 13. *Notices.* All notices, requests and demands to or upon the Senior Secured Parties or the Grantors under this Agreement shall be given or made in accordance with Section 9.01 of the Senior Credit Facility and the relevant section of the 10.50% Note Indenture and addressed as follows:

(a) if to the Senior Collateral Agent, in accordance with Section 9.01 of the Senior Credit Facility;

(b) if to any Grantor, c/o the Borrower at the address of the Borrower specified in Annex 2 Senior Credit Facility.

SECTION 14. *Security Interest Absolute.* All rights of the Senior Collateral Agent hereunder, the security interest and all obligations of the Grantors hereunder shall be absolute and unconditional.

SECTION 15. *Survival of Agreement.* All covenants, agreements, representations and warranties made by any Grantor herein and in the certificates or other instruments prepared or delivered in connection with or pursuant to this Agreement or any other Senior Loan Document shall be considered to have been relied upon by the Senior Secured Parties and shall survive the making by the Senior Banks of the Loans, the execution and delivery to the Senior Banks of the Senior Loan Documents and the issuance of any Letters of Credit, regardless of any investigation made by the Senior Secured Parties or on their behalf, and shall continue in full force and effect as long as the principal of or any accrued interest on any Loan or L/C Disbursement, or any other Senior Obligation is outstanding and unpaid and so long as any Letter of Credit is outstanding and so long as the Commitments have not been terminated.

SECTION 16. WAIVER OF JURY TRIAL. EACH PARTY HERETO HEREBY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION DIRECTLY OR INDIRECTLY ARISING OUT OF, UNDER OR IN CONNECTION WITH THIS AGREEMENT OR ANY OF THE OTHER SENIOR LOAN DOCUMENTS. EACH PARTY HERETO (A) CERTIFIES THAT NO REPRESENTATIVE, AGENT OR ATTORNEY OF ANY OTHER PARTY HAS REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PARTY WOULD NOT, IN THE EVENT OF LITIGATION, SEEK TO ENFORCE THE FOREGOING WAIVER AND (B) ACKNOWLEDGES THAT IT AND THE OTHER PARTIES HERETO HAVE BEEN INDUCED TO ENTER INTO THIS AGREEMENT AND THE OTHER LOAN DOCUMENTS, AS APPLICABLE, BY, AMONG OTHER THINGS, THE MUTUAL WAIVERS AND CERTIFICATIONS IN THIS SECTION 16.

SECTION 17. *Jurisdiction; Consent to Service of Process.* (a) Each Grantor hereby irrevocably and unconditionally submits, for itself and its property, to the nonexclusive jurisdiction of any New York State court or Federal court of the United States of America sitting in New York City, and any appellate court from any thereof, in any action or proceeding arising out of or relating to this Agreement or the other Senior Loan Documents, or for recognition or enforcement of any judgment, and each of the parties hereto hereby irrevocably and unconditionally agrees that all claims in respect of any such action or proceeding may be heard and determined in such New York State or, to the extent permitted by law, in such Federal court. Each of the parties hereto agrees that a final judgment in any such action or proceeding shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law. Nothing in this Agreement shall affect any right that any Obligor or any Senior Secured Party may otherwise have to bring any action or proceeding relating to this Agreement or the other Senior Loan Documents against any Grantor or any Senior Secured Party or its properties in the courts of any jurisdiction.

(b) Each Grantor and each Senior Secured Party hereby irrevocably and unconditionally waives, to the fullest extent it may legally and effectively do so, any objection that it may now or hereafter have to the laying of venue of any suit, action or proceeding arising out of or relating to this Agreement or the other Senior Loan Documents in any New York State or Federal court. Each of the parties hereto hereby irrevocably waives, to the fullest extent permitted by law, the defense of an inconvenient forum to the maintenance of such action or proceeding in any such court.

(c) Each party to this Agreement irrevocably consents to service of process in the manner provided for notices in Section 13. Nothing in this Agreement will affect the right of any party to this Agreement to serve process in any other manner permitted by law.

SECTION 18. *Release.* (a) This Agreement and the security interest created hereunder shall terminate when all Senior Obligations have been fully and indefeasibly paid and when the Senior Secured Parties have no further Commitments under the Senior Credit Facility and no Letters of Credit are outstanding, at which time the Senior Collateral Agent shall execute and deliver to each Grantor, or to such person or persons as such Grantor shall reasonably designate, all Uniform Commercial Code termination statements and similar documents prepared by such Grantor at its expense which such Grantor shall reasonably request to evidence such termination. Any execution and delivery of termination statements or documents pursuant to this Section 18(a) shall be without recourse to or warranty by the Senior Collateral Agent.

(b) All Senior Collateral used, sold, transferred or otherwise disposed of in accordance with the terms of the Senior Credit Facility and the Collateral Trust and Intercreditor Agreement (including pursuant to a waiver or amendment of the terms thereof) shall be used, sold, transferred or otherwise disposed of free and clear of the Lien and the security interest created hereunder. In connection with the foregoing, (i) the Senior Collateral Agent shall execute and deliver to each Grantor, or to such person or persons as such Grantor shall reasonably designate, all Uniform Commercial Code termination statements and similar documents prepared by such Grantor at its expense which such Grantor shall reasonably request to evidence the release of the

Lien and security interest created hereunder with respect to such Senior Collateral and (ii) any representation, warranty or covenant contained herein relating to such Senior Collateral shall no longer be deemed to be made with respect to such used, sold, transferred or otherwise disposed Senior Collateral.

SECTION 19. *Severability.* Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. The parties hereunder shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions, the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

SECTION 20. *Amendments in Writing; No Waiver.* (a) None of the terms or provisions of this Agreement may be waived, amended, supplemented or otherwise modified except by a written instrument executed by the Grantors and the Senior Collateral Agent, *provided* that any provision of this Agreement may be waived by the Majority Senior Parties pursuant to a letter or agreement executed by the Senior Collateral Agent or by telecopy transmission from the Senior Collateral Agent.

(b) No Senior Secured Party shall by any act (except by a written instrument pursuant to Section 20 hereof) or delay be deemed to have waived any right or remedy hereunder or to have acquiesced in any Default or Event of Default or in any breach of any of the terms and conditions hereof. No failure to exercise, nor any delay in exercising, on the part of any Senior Secured Party, any right, power or privilege hereunder shall operate as a waiver thereof. No single or partial exercise of any right, power or privilege hereunder shall preclude any other or further exercise thereof or the exercise of any other right, power or privilege. A waiver by any Senior Secured Party of any right or remedy hereunder on any one occasion shall not be construed as a bar to any right or remedy which such Senior Secured Party would otherwise have on any future occasion.

SECTION 21. *Remedies Cumulative.* The rights and remedies herein provided are cumulative, may be exercised singly or concurrently and are not exclusive of any other rights or remedies provided by law.

SECTION 22. *Section Headings.* The section and Section headings used in this Agreement are for convenience of reference only and are not to affect the construction hereof or be taken into consideration in the interpretation hereof.

SECTION 23. *Successors and Assigns.* This Agreement shall be binding upon the successors and assigns of each Grantor and shall inure to the benefit of each Grantor and the Senior Secured Parties and their successors and assigns, *provided* that this Agreement may not be assigned by any Grantor without the prior written consent of the Senior Collateral Agent.

SECTION 24. GOVERNING LAW. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

SECTION 25. *Counterparts.* This Agreement may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract.

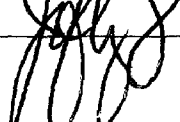
SECTION 26. *Additional Grantors.* Pursuant to Section 5.08 of the Senior Credit Facility, certain Domestic Subsidiaries that were not in existence or not a Domestic Subsidiary on the date thereof are required to enter into this Agreement as a Grantor upon becoming a Domestic Subsidiary. Upon execution and delivery, after the date hereof, by the Senior Collateral Agent and such a Domestic Subsidiary of an instrument in the form of Annex 1, such Domestic Subsidiary shall become a Grantor hereunder with the same force and effect as if originally named as a Grantor hereunder. The execution and delivery of any such instrument shall not require the consent of any Grantor hereunder. The rights and obligations of each Grantor hereunder shall remain in full force and effect notwithstanding the addition of any new Grantor as a party to this Agreement.

SECTION 27. *Patient Confidentiality.* The Senior Collateral Agent hereby agrees on behalf of itself and each Senior Secured Party and any of their designees and assigns to, and shall take all reasonable steps to, comply with all applicable state or federal laws or administrative regulations regarding the confidentiality of patient records and patient medical information it receives in connection with the transactions described in this Agreement.

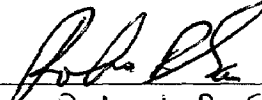
SECTION 28. *Collateral Trust and Intercreditor Agreement.* Notwithstanding anything herein to the contrary, the terms of this Agreement, and the rights of the Senior Collateral Agent and the Senior Secured Parties hereunder, are subject to the Collateral Trust and Intercreditor Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Senior Subsidiary Security Agreement to be duly executed and delivered as of the date first above written.

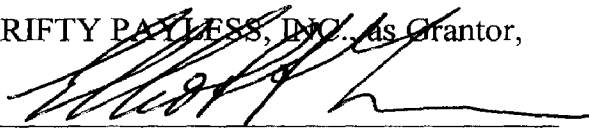
CITICORP USA, INC., as Senior Collateral Agent,

By  _____
Name:
Title:

EACH OF THE SUBSIDIARIES LISTED ON SCHEDULE A HERETO, as Grantors,

By  _____
Name: Robert B. Sari
Title: vice President and Secretary

THRIFTY PAYLESS, INC., as Grantor,

By  _____
Name:
Title:

Schedules:

Annex 1	Supplement
Annex 2	Definitions Annex
Schedule A	Subsidiary Guarantors
Schedule 1	Filings and Other Actions Required to Perfect Security Interests
Schedule 2	Inventory
Schedule 3	Records of Accounts
Schedule 4	Copyrights and Copyright Licenses; Patents and Patent Licenses; and Trademarks and Trademark Licenses
Schedule 5	Cash Management System
Schedule 6	Form of Blocked Account Agreement
Schedule 7	Form of Lockbox Account Agreement
Schedule 8	Form of Government Lockbox Account Agreement
Schedule 9	Form of Concentration Agreement
Schedule 10	Perfection Certificate

SUPPLEMENT NO. dated as of [] (this "*Supplement*") to the Senior Subsidiary Security Agreement dated as of June 27, 2001 (the "*Senior Subsidiary Security Agreement*"), between the SUBSIDIARIES GUARANTORS identified on the signature pages thereto and any other person that becomes a Subsidiary Guarantor (the "*Grantors*"), in favor of CITICORP USA, INC., a New York banking corporation, as Senior Collateral Agent (the "*Senior Collateral Agent*") for the Senior Secured Parties.

A. Reference is made to the (a) Senior Credit Agreement dated as of June 27, 2001 (as amended or modified from time to time, the "*Senior Credit Agreement*"), among Rite Aid, as Borrower, the Senior Banks parties thereto, the Swingline Banks, the Issuing Banks, the Administrative Agent, the Senior Collateral Agent and the Syndication Agents and (b) the Senior Subsidiary Security Agreement dated as of June 27, 2001, among the Subsidiary Guarantors and the Senior Collateral Agent.

B. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Senior Subsidiary Security Agreement, including the Definitions Annex and the Senior Credit Facility referred to therein.

C. The Grantors have entered into the Senior Subsidiary Security Agreement in order to induce the Senior Banks to make Loans and induce the Issuing Banks to issue Letters of Credit pursuant to, and upon the terms and subject to the conditions specified in, the Senior Credit Facility. Pursuant to Section 5.08 of the Senior Credit Facility, certain Domestic Subsidiaries that were not in existence or not a Domestic Subsidiary on the date thereof are required to enter into the Senior Subsidiary Security Agreement as a Grantor upon becoming a Domestic Subsidiary. Section 26 of the Senior Subsidiary Security Agreement provides that additional Domestic Subsidiaries may become Grantors under the Senior Subsidiary Security Agreement by execution and delivery of an instrument in the form of this Supplement. The undersigned (the "*New Grantor*") is a Domestic Subsidiary and is executing this Supplement in accordance with the requirements of the Senior Credit Facility to become a Grantor under the Senior Subsidiary Security Agreement in order to induce the Senior Banks to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued.

Accordingly, the Senior Collateral Agent and the New Grantor agree as follows:

SECTION 1. In accordance with Section 26 of the Senior Subsidiary Security Agreement, the New Grantor by its signature below becomes a Grantor under the Senior Subsidiary Security Agreement with the same force and effect as if originally named therein as a Grantor and the New Grantor hereby agrees to all the terms and provisions of the Senior Subsidiary Security Agreement applicable to it as a Grantor thereunder. Each reference to a "Grantor" in the Senior Subsidiary Security Agreement shall be deemed to include the New Grantor. The Senior Subsidiary Security Agreement is hereby incorporated herein by reference.

SECTION 2. The New Grantor represents and warrants to the Senior Secured Parties that this Supplement has been duly authorized, executed and delivered by it and constitutes its legal, valid and binding obligation, enforceable against it in accordance with its terms, subject to the effects of applicable bankruptcy, insolvency or similar laws affecting creditors' rights generally and equitable principles of general applicability.

SECTION 3. This Supplement may be executed in two or more counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one instrument. This Supplement shall become effective when the Senior Collateral Agent shall have received counterparts of this Supplement that, when taken together, bear the signatures of the New Grantor and the Senior Collateral Agent.

SECTION 4. Except as expressly supplemented hereby, the Senior Subsidiary Security Agreement shall remain in full force and effect.

SECTION 5. THIS SUPPLEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

SECTION 6. In case any one or more of the provisions contained in this Supplement should be held invalid, illegal or unenforceable in any respect, neither party hereto shall be required to comply with such provision for so long as such provision is held to be invalid, illegal or unenforceable, but the validity, legality and enforceability of the remaining provisions contained herein and in the Senior Subsidiary Security Agreement shall not in any way be affected or impaired. The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

SECTION 7. All communications and notices hereunder shall be in writing and given as provided in the Senior Credit Facility. All communications and notices hereunder to the New Grantor shall be given to it c/o the Borrower as set forth in Section 9.01 of the Senior Credit Facility.

IN WITNESS WHEREOF, the New Grantor and the Senior Collateral Agent have duly executed this Supplement to the Senior Subsidiary Security Agreement as of the day and year first above written.

[NAME OF NEW GRANTOR],

by _____

Name:

Title:

CITICORP USA, INC., as Senior Collateral Agent,

by _____

Name:

Title:

DEFINITIONS ANNEX

DEFINITIONS ANNEX

This is the Definitions Annex referred to in the Senior Debt Documents and the Second Priority Debt Documents. Each capitalized term used herein shall have the meaning assigned to it below or, if not defined herein, the meaning assigned to it in the applicable Senior Debt Document or Second Priority Debt Document. The meanings given to terms defined herein shall be equally applicable to both the singular and plural forms of such terms.

References to any agreement or contract are to such agreement or contract as amended, modified or supplemented from time to time in accordance with the terms thereof and of each Senior Debt Document and Second Priority Debt Document containing restrictions or imposing conditions on the amendment, modification or supplementing of such agreement or contract.

"Additional Second Priority Debt" means any Debt incurred by Rite Aid and Guaranteed by the Subsidiary Guarantors after the Closing Date pursuant to the Second Priority Subsidiary Guarantee Agreement which is secured by the Second Priority Collateral on a pari passu basis with the other Second Priority Debt Obligations; provided, however, that (i) such Debt is permitted to be incurred, secured and Guaranteed on such basis by each Senior Debt Document and each Second Priority Debt Document, (ii) the aggregate amount of such Additional Second Priority Debt does not exceed \$300,000,000 at any time outstanding (it being understood that any amounts incurred in excess of such amount will not at any time qualify as Additional Second Priority Debt) and (iii) the Representative for the holders of such Additional Second Priority Debt shall have become party to the Collateral Trust and Intercreditor Agreement pursuant to, and by satisfying the conditions set forth in, Section 10.12 thereof. Additional Second Priority Debt shall include any Registered Equivalent Notes issued in exchange for Additional Second Priority Debt initially sold in a Rule 144A or other private placement transaction.

"Additional Second Priority Debt Documents" means, with respect to any series, issue or class of Additional Second Priority Debt, the promissory notes, indentures or other operative agreements evidencing or governing such Debt, as furnished pursuant to Section 10.12 of the Collateral Trust and Intercreditor Agreement.

"Additional Second Priority Debt Facility" means the indenture or other governing agreement with respect to any Additional Second Priority Debt.

"Additional Second Priority Debt Obligations" means, with respect to any series, issue or class of Additional Second Priority Debt, (i) all principal of and interest (including without limitation, any interest which accrues after the commencement of any case, proceeding or other action relating to the bankruptcy, insolvency or reorganization of the Borrower, whether or not allowed or allowable as a claim in any such proceeding) on such Additional Second Priority Debt, (ii) all other amounts payable by the Borrower to the related Additional Second Priority Debt Parties under the related Additional Second Priority Debt Documents and (iii) any renewals or extensions of the foregoing.

"Additional Second Priority Debt Parties" means, with respect to any series, issue or class of Additional Second Priority Debt, the holders of such Debt, any trustee or agent therefor under any related Additional Second Priority Debt Documents and the beneficiaries of each indemnification obligation undertaken by Rite Aid or any Obligor under any related Additional Second Priority Debt Documents, but shall not include the Obligors or any Controlled Affiliates thereof.

"Additional Senior Second Priority Debt" means any Debt incurred by Rite Aid and Guaranteed by the Subsidiary Guarantors pursuant to the Second Priority Subsidiary Guarantee Agreement after the Closing Date which is secured by the Second Priority Collateral on a pari passu basis with the Synthetic Lease Obligations; provided, however, that (i) such Debt is permitted to be incurred, secured and Guaranteed on such basis by each Senior Debt Document and each Second Priority Debt Document, (ii) the aggregate amount of such Additional Senior Second Priority Debt does not exceed \$200,000,000 less the aggregate amount financed under the Synthetic Lease Facility at any time outstanding (it being understood that any amounts incurred in excess of such amount will not at any time qualify as Additional Senior Second Priority Debt) and (iii) the Representative for the holders of such Additional Senior Second Priority Debt shall have become party to the Collateral Trust and Intercreditor Agreement pursuant to, and by satisfying the conditions set forth in, Section 10.12 thereof. Additional Senior Second Priority Debt shall include any Registered Equivalent Notes issued in exchange for Additional Senior Second Priority Debt initially sold in a Rule 144A or other private placement transaction.

"Additional Senior Second Priority Debt Documents" means, with respect to any series, issue or class of Additional Senior Second Priority Debt, the promissory notes, indentures or other operative agreements evidencing or governing such Debt, as furnished pursuant to Section 10.12 of the Collateral Trust and Intercreditor Agreement.

"Additional Senior Second Priority Debt Facility" means the indenture or other governing agreement with respect to any Additional Senior Second Priority Debt.

"Additional Senior Second Priority Debt Obligations" means, with respect to any series, issue or class of Additional Senior Second Priority Debt, (i) all principal of and interest (including without limitation, any interest which accrues after the commencement of any case, proceeding or other action relating to the bankruptcy, insolvency or reorganization of the Borrower, whether or not allowed or allowable as a claim in any such proceeding) on such Additional Senior Second Priority Debt, (ii) all other amounts payable by the Borrower to the related Additional Senior Second Priority Debt Parties under the related Additional Senior Second Priority Debt Documents and (iii) any renewals or extensions of the foregoing.

"Additional Senior Second Priority Debt Parties" means, with respect to any series, issue or class of Additional Senior Second Priority Debt, the holders of such Debt, any trustee or agent therefor under any related Additional Senior Second Priority Debt Documents and the beneficiaries of each indemnification obligation undertaken by Rite Aid or any Obligor under any related Additional Senior Second Priority Debt Documents, but shall not include the Obligors or any Controlled Affiliates thereof.

"*Affiliate*" means, when used with respect to a specified Person, another person that directly, or indirectly through one or more intermediaries, Controls or is Controlled by or is under common Control with the Person specified.

"*Asset Sale*" means any sale, transfer or other disposition (including pursuant to a Sale and Leaseback Transaction) of any property or asset of the Borrower or any Subsidiary (including any equity interest in a Subsidiary), other than a Permitted Disposition.

"*Attributable Debt*" means, as to any particular Capital Lease or Sale and Leaseback Transaction under which the Borrower or any Subsidiary is at the time liable, at any date as of which the amount thereof is to be determined (i) in the case of a transaction involving a Capital Lease, the amount on such date of the obligation thereunder that would appear on a balance sheet prepared as of such date in accordance with generally accepted accounting principles, or (ii) in the case of a Sale and Leaseback Transaction not involving a Capital Lease, the then present value of the minimum rental obligations under such Sale and Leaseback Transaction during the remaining term thereof (after giving effect to any extensions at the option of the lessor) computed by discounting the respective rental payments at the actual interest factor included in such payments or, if such interest factor cannot be readily determined, at the rate per annum that would be applicable to a Capital Lease of the Borrower having similar payment terms. The amount of any rental payment required to be made under any such Sale and Leaseback Transaction not involving a Capital Lease may exclude amounts required to be paid by the lessee on account of maintenance and repairs, insurance, taxes, assessments, utilities, operating and labor costs and similar charges, whether or not characterized as rent.

"*Bankruptcy Proceeding*" means any proceeding under Title 11 of the U.S. Code or any other Federal, state or foreign bankruptcy, insolvency, reorganization, receivership or similar law.

"*Basket Asset Sale*" means any sale or disposition (including a Sale and Leaseback Transaction not involving any Mortgaged Property) of office locations, stores or other personal or real property (including any improvements thereon), whether or not constituting Mortgaged Property, or leasehold interest therein for fair value in the ordinary course of business consistent with past practice and not inconsistent with the Borrower's five-year business plan delivered to the Senior Bank Parties prior to the Closing Date, provided, however, that, (i) the aggregate consideration received therefor (including the fair market value of any non-cash consideration) shall not exceed \$75,000,000 in any fiscal year (calculated without regard to Sale and Leaseback Transactions permitted by Section 5.14(a), (b), (c) and (d) of the Senior Credit Facility as in effect on the Closing Date) and (ii) except with respect to any net consideration received from any sale or disposition to a third party of stores, leases and prescription files closed at substantially the same time as, and entered into as part of a single related transaction with, the purchase or other acquisition from such third party of stores, leases and prescription files of a substantially equivalent value, at least 75% of such consideration shall consist of cash.

"*Borrower*" means Rite Aid.

"*Business Day*" means any day other than a Saturday, Sunday or day on which banks in New York City are authorized or required by law to close; provided, however,

that when used in connection with a Euro-Dollar Loan, the term "Business Day" shall also exclude any day on which banks are not open for dealings in dollar deposits in the London interbank market.

"*Capital Lease*" means any lease of property which, in accordance with generally accepted accounting principles, should be capitalized on the lessee's balance sheet.

"*Capital Markets Transaction*" means the receipt by the Borrower or a Subsidiary of proceeds of an issuance in the public or private capital markets of long-term debt securities, of equity securities or of equity-linked (e.g., trust preferred) securities other than any proceeds in respect of Specified Debt Financings.

"*Casualty/Condemnation*" means any event that gives rise to Casualty/Condemnation Proceeds.

"*Casualty/Condemnation Proceeds*" means

(a) any insurance proceeds under any insurance policies or otherwise with respect to any casualty or other insured damage to any assets of the Borrower or its Subsidiaries, and

(b) any proceeds received by the Borrower or any Subsidiary of any action or proceeding for the taking of any assets of the Borrower or its Subsidiaries, or any part thereof or interest therein, for public or quasi-public use under the power of eminent domain, by reason of any similar public improvement or condemnation proceeding,

less, in each case (i) any fees, commissions and expenses (including the costs of adjustment and condemnation proceedings) and other costs paid or incurred by the Borrower or any Subsidiary in connection therewith, (ii) income taxes reasonably estimated to be payable as a result of any gain recognized in connection with the receipt of such payment or proceeds and (iii) payment of the outstanding amount of any Debt (or Attributable Debt), other than the Secured Obligations, together with premium or penalty, if any, and interest thereon (or comparable obligations in respect of Attributable Debt), that is secured by a Lien on (or if Attributable Debt, the lease of) the stock or assets in question and that has priority over both the Senior Lien and the Second Priority Lien and is to be repaid as a result of receipt of such payments or proceeds; provided, however, that no such proceeds shall constitute Casualty/Condemnation Proceeds to the extent that such proceeds are (A) reinvested in other like fixed or capital assets within 270 days of the Casualty/Condemnation that gave rise to such proceeds or (B) committed to be reinvested in other like fixed or capital assets within 270 days of such Casualty/Condemnation, with diligent pursuit of such reinvestment, and reinvested in such assets within 365 days of such Casualty/Condemnation.

"*Citibank*" means Citibank, N.A.

"*Closing Date*" means the date on which the Senior Credit Facility and the exchange transaction giving rise to the Exchange Notes become effective.

"*Collateral*" means the Senior Collateral and the Second Priority Collateral.

"*Collateral Documents*" means (a) the Senior Collateral Documents and (b) the Second Priority Collateral Documents.

"*Collateral Trust and Intercreditor Agreement*" means the Collateral Trust and Intercreditor Agreement, dated as of June 27, 2001, among Rite Aid, the Subsidiary Guarantors, the Second Priority Collateral Trustee, the Senior Collateral Agent and each other Representative.

"*Control*" means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person, whether through the ownership of voting securities, by contract or otherwise, and the terms "Controlling" and "Controlled" shall have meanings correlative thereto.

"*Debt*" of any Person means at any date, without duplication, (i) all obligations of such Person for borrowed money, (ii) all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments, (iii) all obligations of such Person to pay the deferred purchase price of property or services, except trade accounts payable arising in the ordinary course of business, (iv) all obligations of such Person as lessee which are capitalized in accordance with generally accepted accounting principles, (v) all non-contingent obligations of such Person to reimburse any bank or other Person in respect of amounts paid under a letter of credit or similar instrument, (vi) all Debt secured by a Lien on any asset of such Person, whether or not such Debt is otherwise an obligation of such Person, and (vii) all Debt of others Guaranteed by such Person.

"*Debt Facility*" means any of the Senior Credit Facility, the 10.50% Note Indenture, the Synthetic Lease Facility, the Exchange Note Indenture, any Additional Senior Second Priority Debt Documents, any Additional Second Priority Debt Documents, any Replacement Senior Second Priority Debt Documents and any Replacement Second Priority Debt Documents.

"*Default Rate*" means a rate per annum (computed on the basis of the actual number of days elapsed over a year of 365 or 366 days, as the case may be) equal to the sum of (a) the rate of interest publicly announced by Citibank in New York, New York, from time to time as its "base rate", plus (b) 2.00%.

"*Domestic Subsidiary*" means any Subsidiary incorporated or organized under the laws of the United States of America, any State thereof or the District of Columbia.

"*Exchange Note Documents*" means the Exchange Notes, the Exchange Note Indenture, the 12.5% Note Exchange Agreement and the 12.5% Note Registration Rights Agreement among State Street Bank and Trust Company, as trustee, Rite Aid and the Subsidiary Guarantors.

"*Exchange Note Indenture*" means the Indenture dated as of June 27, 2001, among Rite Aid, the Subsidiary Guarantors and State Street Bank and Trust Company, as trustee, relating to the Exchange Notes.

"*Exchange Note Obligations*" means (i) all principal of and interest (including, without limitation, any interest which accrues after the commencement of any case, proceeding or other action relating to the bankruptcy, insolvency or reorganization of the Borrower, whether or not allowed or allowable as a claim in any such proceeding) on the

Exchange Notes, (ii) all other amounts payable by the Borrower to the Exchange Note Parties under the Exchange Note Documents and (iii) any renewals and extensions of the foregoing.

"*Exchange Note Parties*" means the holders from time to time of the Exchange Notes, the trustee under the Exchange Note Indenture and the beneficiaries of each indemnification obligation undertaken by Rite Aid or any other Obligor under any Exchange Note Document, but shall not include the Obligors or any Controlled Affiliates thereof.

"*Exchange Notes*" means the 12.50% Senior Secured Notes due 2006 of Rite Aid in an aggregate principal amount of \$152,000,000 issued on the Closing Date pursuant to the Exchange Note Indenture in exchange for an equivalent principal amount of 10.50% Notes and any Registered Equivalent Notes subsequently exchanged therefor.

"*Guarantee*" by any Person means any obligation, contingent or otherwise, of such Person directly or indirectly guaranteeing any Debt of any other Person; provided that the term Guarantee shall not include endorsements for collection or deposit in the ordinary course of business. The term "Guarantee" used as a verb has a corresponding meaning.

"*Indentures*" mean, collectively, (a) the Indenture dated as of December 21, 1998, between Rite Aid and Harris Trust and Savings Bank, as trustee, (b) the Indenture dated as of August 1, 1993, between Rite Aid and Morgan Guaranty Trust Company of New York, as trustee, (c) the Indenture dated as September 10, 1997, between Rite Aid and Harris Trust and Savings Bank, as trustee and (d) the Indenture dated as of September 22, 1998, between Rite Aid and Harris Trust and Savings Bank, as trustee.

"*Instructing Group*" means, until the Senior Obligation Payment Date, the Majority Senior Parties, and thereafter the Second Priority Instructing Group.

"*Lien*" means, with respect to any asset, any mortgage, lien, pledge, charge, security interest or encumbrance of any kind in respect of such asset, including, without limitation, the interest of a vendor or lessor under any conditional sale agreement, Capital Lease or other title retention agreement relating to such asset.

"*Majority Senior Parties*" means (i) until the Senior Bank Obligation Payment Date, the Majority Banks, as defined in the Senior Credit Facility, or with respect to any waiver, amendment or request, Senior Banks having such amount of unused Revolving Credit Commitments, Revolving Credit Exposure, unused Term Loan Commitments and outstanding Term Loans as may be required under the Senior Credit Facility to approve the same, and (ii) thereafter, the trustee under the 10.50% Note Indenture.

"*Moody's*" means Moody's Investors Service, Inc., or any successor to its business of rating debt securities.

"Net Cash Proceeds" means:

(a) with respect to any sale, transfer or other disposition of any property or asset (a "Disposition"), an amount equal to the cash proceeds received by the Borrower or any of its Subsidiaries from or in respect of such Disposition (including, when received, any cash proceeds received in respect of any noncash proceeds of any Disposition), less the sum of

(i) reasonable costs and expenses paid or incurred in connection with such transaction, including, without limitation, any underwriting brokerage or other customary selling commissions and reasonable legal, advisory and other fees and expenses (including title and recording expenses, associated therewith), payments of unassumed liabilities relating to the assets sold and any severance and termination costs;

(ii) the amount of any Debt (or Attributable Debt), together with premium or penalty, if any, and accrued interest thereon (or comparable obligations in respect of Attributable Debt) secured by a Lien on (or if Attributable Debt, the lease of) any asset disposed of in such Disposition and discharged from the proceeds thereof, but only to the extent such Lien has priority over the Senior Lien and the Second Priority Lien;

(iii) any taxes actually paid or to be payable by such Person (as estimated by a senior financial or accounting officer of the Borrower, giving effect to the overall tax position of the Borrower) in respect of such Disposition; and

(iv) the portion of such cash proceeds which the Borrower determines in good faith and reasonably should be reserved for post-closing adjustments, including, without limitation, indemnification payments and purchase price adjustments, provided, that on the date that all such post-closing adjustments have been determined, the amount (if any) by which the reserved amount in respect of such Disposition exceeds the actual post-closing adjustments payable by the Borrower or any of the Subsidiary Guarantors shall constitute Net Cash Proceeds on such date;

(b) with respect to any Capital Markets Transaction, an amount equal to the cash proceeds received by the Borrower or any of its Subsidiaries from or in respect of such Capital Markets Transaction, less any reasonable transaction costs; including investment banking and underwriting fees, discounts and commissions and any other expenses (including legal fees and expenses) reasonably incurred by such Person in respect of such Capital Markets Transaction; and

(c) with respect to receipt of Casualty/Condemnation Proceeds, the amount thereof.

"Obligors" means Rite Aid, the Subsidiary Guarantors and any other Person who is liable for any of the Secured Obligations.

"paid in full" means paid in full in cash.

"*Permitted Disposition*" means any of the following:

(i) dispositions of inventory at retail, cash, cash equivalents and other cash managing investments and obsolete, unused, uneconomic or unnecessary equipment, in each case in the ordinary course of business;

(ii) a disposition to a Subsidiary Guarantor, provided, that if the property subject to such disposition constitutes Collateral immediately before giving effect to such disposition, such property continues to constitute Collateral subject to the Senior Lien and the Second Priority Lien;

(iii) a sale or discount, in each case without recourse and in the ordinary course of business, of overdue Accounts (as defined in the Senior Credit Facility) arising in the ordinary course of business, but only to the extent such Accounts are no longer Eligible Accounts Receivable (as defined in the Senior Credit Facility) and such sale or discount is in connection with the compromise or collection thereof consistent with customary industry practice (and not as part of any bulk sale); and

(iv) Basket Asset Sales.

"*Person*" means an individual, a corporation, a partnership, an association, a trust or any other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.

"*Reduction*" means, when applied to any Debt Facility, (i) the permanent repayment of outstanding loans (or obligations in respect of Attributable Debt) under such Debt Facility, (ii) the permanent reduction of outstanding lending commitments under such Debt Facility or (iii) the permanent cash collateralization of outstanding letters of credit under such facility (together with the termination of any lending commitments utilized by such letters of credit).

"*Reduction Event*" means (i) a Senior Collateral Disposition, (ii) any other Asset Sale or (iii) receipt of other Casualty/Condemnation Proceeds.

"*Registered Equivalent Notes*" means, with respect to any notes originally issued in a Rule 144A or other private placement transaction under the Securities Act of 1933, substantially identical notes issued in a dollar for dollar exchange therefor pursuant to an exchange offer registered with the SEC.

"*Replacement Second Priority Debt*" means Debt incurred by Rite Aid after the Closing Date in exchange for, or the proceeds of which are used to repay and refinance, any Exchange Notes, any Additional Second Priority Debt or any other Replacement Second Priority Debt theretofore issued, and which is Guaranteed by the Subsidiary Guarantors pursuant to the Second Priority Subsidiary Guarantee Agreement and secured on a pari passu basis with any such Exchange Notes, Additional Second Priority Debt or previously issued Replacement Second Priority Debt; provided, however, that (i) the terms of any such Replacement Second Priority Debt and of the related Replacement Second Priority Debt Documents are permitted by the Senior Loan Documents, (ii) the maturity of such Replacement Second Priority Debt is no earlier than the later of the maturity of the Debt being refinanced and January 1, 2006, and the weighted average life

thereof is no less than that of the Debt being refinanced, (iii) the terms relating to amortization and the other material terms of such Replacement Second Priority Debt are no less favorable in any material respect of the Borrower and the Subsidiaries or the Senior Bank Parties than the terms of any agreement or instrument governing the Debt being refinanced and the interest rate applicable thereto does not exceed then current market interest rates and (iv) the principal amount of such Replacement Second Priority Debt does not exceed the principal amount of the Debt being refinanced which is outstanding immediately prior to such refinancing. Replacement Second Priority Debt shall include any Registered Equivalent Notes issued in exchange for Replacement Second Priority Debt initially sold in a Rule 144A or other private placement transaction.

"Replacement Second Priority Debt Documents" means, with respect to any series, issue or class of Replacement Second Priority Debt, the promissory notes, indentures or other operative agreements evidencing or governing such Debt, as furnished pursuant to Section 10.12 of the Collateral Trust and Intercreditor Agreement.

"Replacement Second Priority Debt Facility" means the indenture or other governing agreement with respect to any Replacement Second Priority Debt.

"Replacement Second Priority Debt Obligations" means, with respect to any series, issue or class of Replacement Second Priority Debt, (i) all principal of and interest (including without limitation, any interest which accrues after the commencement of any case, proceeding or other action relating to the bankruptcy, insolvency or reorganization of the Borrower, whether or not allowed or allowable as a claim in any such proceeding) on such Replacement Second Priority Debt, (ii) all other amounts payable by the Borrower to the related Replacement Second Priority Debt Parties under the related Replacement Second Priority Debt Documents and (iii) any renewals or extensions of the foregoing.

"Replacement Second Priority Debt Parties" means, with respect to any series, issue or class of Replacement Second Priority Debt, the holders of such Debt, any trustee or agent therefor under any related Replacement Second Priority Debt Documents and the beneficiaries of each indemnification obligation undertaken by Rite Aid or any Obligor under any related Replacement Second Priority Debt Documents, but shall not include the Obligors or any Controlled Affiliates thereof.

"Replacement Senior Second Priority Debt" means Debt incurred by Rite Aid after the Closing Date in exchange for, or the proceeds of which are used to repay and refinance, any Attributable Debt in respect of Synthetic Lease Obligations, any Additional Senior Second Priority Debt or any other Replacement Senior Second Priority Debt theretofore issued, and which is Guaranteed by the Subsidiary Guarantors pursuant to the Second Priority Subsidiary Guarantee Agreement and secured on a pari passu basis with any such Synthetic Lease Obligations, Additional Senior Second Priority Debt or previously issued Replacement Senior Second Priority Debt; provided, however, that (i) the terms of any such Replacement Senior Second Priority Debt and of the related Replacement Senior Second Priority Debt Documents are permitted by the Senior Loan Documents, (ii) the maturity of such Replacement Senior Second Priority Debt is no earlier than the later of the maturity of the Debt being refinanced and January 1, 2006, and the weighted average life thereof is no less than that of the Debt being refinanced, (iii) the terms relating to amortization and the other material terms of such Replacement Senior Second Priority Debt are no less favorable in any material respect to the Borrower

Borrower or any Subsidiary with the intention that the Borrower or any Subsidiary take back a lease thereof.

"SEC" means the United States Securities and Exchange Commission and any successor agency thereto.

"*Second Priority Collateral*" means all the "Second Priority Collateral" as defined in any Second Priority Collateral Documents and shall also include the Mortgaged Properties and the proceeds thereof.

"*Second Priority Collateral Documents*" means the Second Priority Mortgages, the Second Priority Subsidiary Security Agreement, the Second Priority Subsidiary Guarantee Agreement, the Second Priority Indemnity, Subrogation and Contribution Agreement, the Collateral Trust and Intercreditor Agreement and each of the mortgages, security agreements and other instruments and documents executed and delivered by any Subsidiary Guarantor pursuant to any of the foregoing for purposes of providing collateral security or credit support for any Second Priority Debt Obligation or obligation under the Second Priority Subsidiary Guarantee Agreement, *provided* that the term "Second Priority Collateral Documents" shall not include any collateral documents or security documents relating solely to the "Properties" or "Equipment Collateral" (as each such term is defined on the date hereof in the Synthetic Lease Facility).

"*Second Priority Collateral Trustee*" means Wilmington Trust Company, in its capacity as collateral trustee under the Collateral Trust and Intercreditor Agreement and the Second Priority Collateral Documents, and its successors.

"*Second Priority Debt Documents*" means the Synthetic Lease Documents, the Exchange Note Documents, the Additional Senior Second Priority Debt Documents, if any, the Additional Second Priority Debt Documents, if any, the Replacement Senior Second Priority Debt Documents, if any, the Replacement Second Priority Debt Documents, if any, and the Second Priority Collateral Documents.

"*Second Priority Debt Obligations*" means the Synthetic Lease Obligations, the Additional Senior Second Priority Debt Obligations, if any, the Exchange Note Obligations, the Additional Second Priority Debt Obligations, if any, the Replacement Senior Second Priority Debt Obligations, if any, and the Replacement Second Priority Debt Obligations, if any.

"*Second Priority Debt Parties*" means the Synthetic Lease Parties, the Additional Senior Second Priority Debt Parties, if any, the Exchange Note Parties, the Additional Second Priority Debt Parties, if any, the Replacement Senior Second Priority Debt Parties, if any, the Replacements Second Priority Debt Parties, if any, and the Second Priority Collateral Trustee.

"*Second Priority Facilities*" means the Synthetic Lease Facility, the Exchange Note Indenture, any Additional Senior Second Priority Debt Facilities, any Additional Second Priority Debt Facilities, any Replacement Senior Second Priority Debt Facilities and any Replacement Second Priority Debt Facilities.

"*Second Priority Indemnity, Subrogation and Contribution Agreement*" means the Second Priority Indemnity, Subrogation and Contribution Agreement, dated as of

and the Subsidiaries or the Senior Bank Parties than the terms of any agreement or instrument governing the Debt being refinanced and the interest rate applicable thereto does not exceed then current market interest rates and (iv) the principal amount (or Attributable Debt amount) of such Replacement Senior Second Priority Debt does not exceed the principal amount (or Attributable Debt amount) of the Debt or Attributable Debt being refinanced which is outstanding immediately prior to such refinancing. Replacement Senior Second Priority Debt shall include any Registered Equivalent Notes issued in exchange for Replacement Senior Second Priority Debt initially sold in a Rule 144A or other private placement transaction.

"Replacement Senior Second Priority Debt Documents" means, with respect to any series, issue or class of Replacement Senior Second Priority Debt, the promissory notes, indentures or other operative agreements evidencing or governing such Debt, as furnished pursuant to Section 10.12 of the Collateral Trust and Intecreditor Agreement.

"Replacement Senior Second Priority Debt Facility" means the indenture or other governing agreement with respect to any Replacement Senior Second Priority Debt.

"Replacement Senior Second Priority Debt Obligations" means, with respect to any series, issue or class of Replacement Senior Second Priority Debt, (i) all principal of and interest (including without limitation, any interest which accrues after the commencement of any case, proceeding or other action relating to the bankruptcy, insolvency or reorganization of the Borrower, whether or not allowed or allowable as a claim in any such proceeding) on such Replacement Senior Second Priority Debt, (ii) all other amounts payable by the Borrower to the related Replacement Senior Second Priority Debt Parties under the related Replacement Senior Second Priority Debt Documents and (iii) any renewals or extensions of the foregoing.

"Replacement Senior Second Priority Debt Parties" means, with respect to any series, issue or class of Replacement Senior Second Priority Debt, the holders of such Debt, any trustee or agent therefor under any related Replacement Senior Second Priority Debt Documents and the beneficiaries of each indemnification obligation undertaken by Rite Aid or any Obligor under any related Replacement Senior Second Priority Debt Documents, but shall not include the Obligors or any Controlled Affiliates thereof.

"Representatives" means each of the Senior Collateral Agent, the trustee under the 10.50% Note Indenture and the Second Priority Representatives.

"Rite Aid" means Rite Aid Corporation, a Delaware corporation, and its successors.

"Rite Aid Hdqtrs. Corp." means Rite Aid Hdqtrs. Corp., a Delaware corporation and a Wholly-Owned Consolidated Subsidiary of the Borrower.

"S&P" means Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., or any successor to its business of rating debt securities.

"Sale and Leaseback Transaction" means the sale or transfer by the Borrower or any Subsidiary of any office building (including its headquarters), distribution center, manufacturing plant, warehouse, Store or equipment now or hereafter owned by the

June 27, 2001, among Rite Aid, the Subsidiary Guarantors and the Second Priority Collateral Trustee.

"*Second Priority Instructing Group*" means Second Priority Representatives with respect to Second Priority Facilities under which at least a majority of the then aggregate amount of Second Priority Debt Obligations are outstanding.

"*Second Priority Lien*" means the Liens on the Second Priority Collateral in favor of the Second Priority Debt Parties under the Second Priority Collateral Documents.

"*Second Priority Mortgages*" means the mortgages, deeds of trust, leasehold mortgages, assignments of leases and rents, modifications and other security documents which create a Lien in favor of the Second Priority Collateral Trustee for the benefit of the Second Priority Debt Parties, delivered pursuant to the Second Priority Debt Documents, each substantially in the form of Exhibit N to the Senior Credit Facility, with such changes as are approved by the Senior Collateral Agent and the Second Priority Representatives.

"*Second Priority Representative*" means, in respect of a Second Priority Facility, the agent under the Synthetic Lease Facility, the trustee under the Exchange Note Indenture and the trustee, administrative agent, security agent or similar agent under each other Second Priority Facility, as the case may be, and each of their successors in such capacities.

"*Second Priority Secured Parties*" means (a) the Synthetic Lease Parties, (b) the Additional Senior Second Priority Debt Parties, (c) the Exchange Note Parties, (d) the Additional Second Priority Debt Parties, (e) the Replacement Senior Second Priority Debt Parties and (f) the Replacement Second Priority Debt Parties..

"*Second Priority Subsidiary Guarantee Agreement*" means the Second Priority Subsidiary Guarantee Agreement, dated as of June 27, 2001, made by the Subsidiary Guarantors (including any additional Subsidiary Guarantor becoming party thereto after the Closing Date) in favor of the Second Priority Collateral Trustee for the benefit of the Second Priority Debt Parties.

"*Second Priority Subsidiary Security Agreement*" means the Second Priority Subsidiary Security Agreement, dated as of June 27, 2001, made by the Subsidiary Guarantors (including any additional Subsidiary Guarantor becoming party thereto after the Closing Date) in favor of the Second Priority Collateral Trustee for the benefit of the Second Priority Debt Parties.

"*Secured Obligations*" means the Senior Obligations and the Second Priority Debt Obligations.

"*Secured Parties*" means the Senior Secured Parties and the Second Priority Secured Parties.

"*Senior Bank*" means a "Bank" as defined in the Senior Credit Facility.

"*Senior Bank Obligations*" means (i) the principal of each loan made under the Senior Credit Facility, (ii) all reimbursement and cash collateralization obligations in

respect of letters of credit issued under the Senior Credit Facility, (iii) all monetary obligations of the Borrower or any Subsidiary under each Senior Interest Rate Agreement entered into (x) prior to the Closing Date with any counterparty that was a Senior Bank (or an Affiliate thereof) on the Closing Date or (y) on or after the Closing Date with any counterparty that was a Senior Bank (or an Affiliate thereof) at the time such Senior Interest Rate Agreement was entered into, (iv) all interest on the loans, letter of credit reimbursement, fees and other obligations under the Senior Credit Facility or such Senior Interest Rate Agreements (including, without limitation any interest which accrues after the commencement of any case, proceeding or other action relating to the bankruptcy, insolvency or reorganization of the Borrower or any Subsidiary Guarantor, whether or not allowed or allowable as a claim in such proceeding), (v) all other amounts payable by the Borrower under the Senior Loan Documents and (vi) all increases, renewals, extensions and refinancings of the foregoing; provided, however, that the principal amount of the indebtedness under the Senior Credit Facility included in the Senior Bank Obligations shall not exceed the maximum amount from time to time permitted to be outstanding by the Collateral Trust and Intercreditor Agreement.

"*Senior Bank Parties*" means each party to the Senior Credit Facility other than any Obligor, each counterparty to a Senior Interest Rate Agreement, the beneficiaries of each indemnification obligation undertaken by Rite Aid or any other Obligor under any Senior Loan Document, and the successors and permitted assigns of each of the foregoing.

"*Senior Bank Obligation Payment Date*" means the date on which (i) the Senior Bank Obligations have been paid in full, (ii) all lending commitments under the Senior Credit Facility have been terminated and (iii) there are no outstanding letters of credit issued under the Senior Credit Facility other than such as have been fully cash collateralized under documents and arrangements satisfactory to the issuer of such letters of credit.

"*Senior Collateral*" means all the "Senior Collateral" as defined in any Senior Collateral Document and shall also include the Mortgaged Properties and the proceeds thereof.

"*Senior Collateral Agent*" means Citicorp USA, Inc., in its capacity as Senior Collateral Agent under the Senior Collateral Documents, and its successors.

"*Senior Collateral Disposition*" means (i) any sale, transfer or other disposition of Senior Collateral (including any property or assets that would constitute Senior Collateral but for the release of the Senior Lien with respect thereto in connection with such sale, transfer or other disposition), other than a Permitted Disposition or (ii) a Casualty/Condemnation with respect to Senior Collateral.

"*Senior Collateral Documents*" means the Senior Mortgages, the Senior Subsidiary Security Agreement, the Senior Subsidiary Guarantee Agreement, the Senior Indemnity, Subrogation and Contribution Agreement, the Collateral Trust and Intercreditor Agreement and each of the mortgages, security agreements and other instruments and documents executed and delivered by any Subsidiary Guarantor pursuant to any of the foregoing or pursuant to the Senior Credit Facility or for purposes of providing collateral security or credit support for any Senior Obligation or obligation under the Senior Subsidiary Guarantee Agreement.

"*Senior Credit Facility*" means the Senior Credit Agreement, dated as of June 27, 2001, among Rite Aid, as Borrower, the Senior Banks, and the Senior Collateral Agent.

"*Senior Debt Documents*" means the Senior Loan Documents and the 10.50% Note Documents.

"*Senior Facilities*" means the Senior Credit Facility and the 10.50% Note Indenture.

"*Senior Indemnity, Subrogation and Contribution Agreement*" means the Senior Indemnity, Subrogation and Contribution Agreement, dated as of June 27, 2001, among Rite Aid, the Subsidiary Guarantors (including Subsidiary Guarantors becoming party thereto after the Closing Date) and the Senior Collateral Agent.

"*Senior Interest Rate Agreement*" means any Interest Rate Agreement entered into with Rite Aid or any Subsidiary, if the applicable counterparty was a Senior Bank or an Affiliate thereof (i) on the Closing Date, in the case of any Interest Rate Agreement entered into prior to the Closing Date, or (ii) at the time the Interest Rate Agreement was entered into, in the case of any Interest Rate Agreement entered into on or after the Closing Date.

"*Senior Lien*" means the Liens on the Senior Collateral in favor of the Senior Secured Parties under the Senior Collateral Documents.

"*Senior Loan Documents*" means the Senior Credit Facility, the Notes referred to in the Senior Credit Facility, each Senior Interest Rate Agreement, and the Senior Collateral Documents.

"*Senior Mortgages*" means the mortgages, deeds of trust, leasehold mortgages, assignments of leases and rents, modifications and other security documents delivered pursuant to the Senior Credit Facility, each substantially in the form of Exhibit J to the Senior Credit Facility, with such changes as are approved by the Senior Collateral Agent.

"*Senior Obligation Payment Date*" means the first date on which both the Senior Bank Obligation Payment Date and the 10.50% Note Obligation Payment Date have occurred.

"*Senior Obligations*" means (a) the Senior Bank Obligations and (b) the 10.50% Note Obligations.

"*Senior Secured Parties*" means (a) the Senior Bank Parties and (b) the 10.50% Note Parties.

"*Senior Subsidiary Guarantee Agreement*" means the Senior Subsidiary Guarantee Agreement, made by the Subsidiary Guarantors (including Subsidiary Guarantors that become parties thereto after the Closing Date) in favor of the Senior Collateral Agent for the benefit of the Senior Secured Parties.

"*Senior Subsidiary Security Agreement*" means the Senior Subsidiary Security Agreement, made by the Subsidiary Guarantors (including Subsidiary Guarantors that

become parties thereto after the Closing Date) in favor of the Senior Collateral Agent for the benefit of the Senior Secured Parties.

"*Specified Debt Financings*" means the Additional Senior Second Priority Debt, the Additional Second Priority Debt and any Debt or Attributable Debt permitted by Section 5.20(i) of the Senior Credit Facility.

"*Subsidiary*" means any corporation or other entity of which securities or other ownership interests having ordinary voting power to elect a majority of the board of directors or other persons performing similar functions are at the time directly or indirectly owned by the Borrower.

"*Subsidiary Guarantor*" means each Subsidiary that is party to the Senior Subsidiary Guarantee Agreement, the Second Priority Subsidiary Guarantee Agreement or any other Senior Collateral Document or Second Priority Collateral Document.

"*Synthetic Lease*" means a lease which is treated as an operating lease under generally accepted accounting principles but as ownership of the leased asset by the lessee for purposes of the Internal Revenue Code.

"*Synthetic Lease Documents*" means the documents governing the Synthetic Lease Facility.

"*Synthetic Lease Facility*" means the Synthetic Lease entered into by Rite Aid Realty Corp. and guaranteed by Rite Aid on the Closing Date with RAC Distribution Statutory Trust as lessor.

"*Synthetic Lease Obligations*" means all amounts of Rent, Additional Rent and Termination Value (as defined in the Synthetic Lease Documents), all fees and all other expenses or amounts payable by Rite Aid Realty Corp. or Rite Aid to any Synthetic Lease Parties under any Synthetic Lease Document.

"*Synthetic Lease Parties*" means all parties to the Synthetic Lease Documents other than the Obligor.

"*Temporary Cash Investment*" means any investment by any Person in (i) direct obligations of the United States or any agency thereof, or obligations guaranteed by the United States or any agency thereof, (ii) commercial paper rated at least A-1 by S&P and P-1 by Moody's, (iii) time deposits with, including certificates of deposit issued by, any office located in the United States of any bank or trust company which is organized or licensed under the laws of the United States or any state thereof and has capital, surplus and undivided profits aggregating at least \$500,000,000, (iv) repurchase agreements with respect to securities described in clause (i) above entered into with an office of a bank or trust company meeting the criteria specified in clause (iii) above, provided in each case that such investment matures within one year from the date of acquisition thereof by such Person or (v) money market mutual funds at least 90% the assets of which are held in investments referred to in clauses (i) through (iv) above (except that the maturities of certain investments held by any such money market funds may exceed one year so long as the dollar-weighted average life of the investments of such money market mutual fund is less than one year).

"*10.50% Note Documents*" means the 10.50% Notes and the 10.50% Note Indenture and Exchange and Registration Rights Agreement among the State Street Bank and Trust, as trustee, Rite Aid and the Subsidiary Guarantors.

"*10.50% Note Indenture*" means the Indenture dated as of June 12, 2000, among Rite Aid, the Subsidiary Guarantors and State Street Bank and Trust Company, as trustee, relating to the 10.50% Notes.

"*10.50% Note Obligation Payment Date*" means the date on which all 10.50% Note Obligations have been paid in full.

"*10.50% Note Obligations*" means (i) all principal of and interest (including, without limitation, any interest which accrues after the commencement of any case, proceeding or other action relating to the bankruptcy, insolvency or reorganization of the Borrower, whether or not allowed or allowable as a claim in any such proceeding) on the 10.50% Notes, (ii) all other amounts payable by the Borrower to the 10.50% Note Parties under the 10.50% Note Documents, and (iii) any renewals or extensions of any of the foregoing.

"*10.50% Note Parties*" means the holders from time to time of the 10.50% Notes, the trustee under the 10.50% Note Indenture and the beneficiaries of each indemnification obligation undertaken by Rite Aid or any other Obligor under any 10.50% Note Document, but shall not include the Obligors or any Controlled Affiliate thereof.

"*10.50% Notes*" means the 10.50% Senior Secured Notes Due 2002 of Rite Aid issued pursuant to the 10.50% Note Indenture prior to the Closing Date and any Registered Equivalent Notes issued in exchange therefor.

"*Triggering Event*" is defined in the Collateral Trust and Intercreditor Agreement.

"*Uniform Commercial Code*" or "*UCC*" means, unless otherwise specified, the Uniform Commercial Code as from time to time in effect in the State of New York.

SUBSIDIARY GUARANTORS
Subsidiary Guarantors

112 Burleigh Avenue Norfolk, LLC
1515 West State Street Boise, Idaho, LLC
1525 Cortyou Road - Brooklyn Inc.
1740 Associates, LLC
3581 Carter Hill Road - Montgomery Corp.
4042 Warrensville Center Road - Warrensville Ohio, Inc.
5277 Associates, Inc.
537 Elm Street Corporation
5600 Superior Properties, Inc.
657-659 Broadway St. Corp.
764 South Broadway- Geneva, Ohio, LLC
Ann & Government Streets- Mobile, Alabama, LLC
Apex Drug Stores, Inc.
Baltimore/Annapolis Boulevard & Governor Richie Hwy-Glen Burnie, MD, LLC
Broadview and Wallings -Broadview Heights Ohio, Inc.
Central Avenue and Main Street- Petal, MS, LLC
Dominion Action Four Corporation
Dominion Action One Corporation
Dominion Action Three Corporation
Dominion Action Two Corporation
Dominion Drug Stores Corporation
Drug Fair of PA, Inc.
Drug Fair, Inc.
Eagle Managed Care Corp.
Eighth and Water Streets- Ulrichsville, Ohio, LLC
England Street-Asheland Corporation
GDF, Inc.
Gettysburg and Hoover-Dayton, Ohio, LLC
Gratiot & Center- Saginaw Township, Michigan, LLC
Harco, Inc.
Jaime Nathan Travis Corporation
K&B Alabama Corporation
K&B Florida Corporation
K&B Louisiana Corporation
K&B Mississippi Corporation
K&B Services, Inc.
K&B Tennessee Corporation

K&B Texas Corporation
K&B Trainees, Inc.
K&B, Incorporated
Katz & Besthoff, Inc.
Keystone Centers, Inc.
Lakehurst and Broadway Corporation
Mayfield & Chillicothe Roads- Chesterland, LLC
Munson & Andrews LLC
Name Rite, LLC
Northline & Dix- Toledo- Southgate, LLC
Ocean Acquisition Corporation
P.L.D. Enterprises, Inc.
Patton Drive and Navy Boulevard Property Corporation
Paw Paw Lake Road & Paw Paw Avenue- Coloma, Michigan, LLC
PDS-1 Michigan, Inc.
Perry Distributors, Inc.
Perry Drug Stores, Inc.
PL Xpress, Inc.
Portfolio Medical Services, Inc.
Rack Rite Distributors, Inc.
Ram-Utica, Inc.
RDS Detroit, Inc.
Reads, Inc.
Rite Aid Drug Palace, Inc.
Rite Aid Hdqtrs. Corp.
Rite Aid of Alabama, Inc.
Rite Aid of Connecticut, Inc.
Rite Aid of Delaware, Inc.
Rite Aid of Florida, Inc.
Rite Aid of Georgia, Inc.
Rite Aid of Illinois, Inc.
Rite Aid of Indiana, Inc.
Rite Aid of Kentucky, Inc.
Rite Aid of Maine, Inc.
Rite Aid of Maryland, Inc.
Rite Aid of Massachusetts, Inc.
Rite Aid of Michigan, Inc.
Rite Aid of New Hampshire, Inc.
Rite Aid of New Jersey, Inc.
Rite Aid of New York, Inc.
Rite Aid of North Carolina, Inc.
Rite Aid of Ohio, Inc.
Rite Aid of Pennsylvania, Inc.
Rite Aid of South Carolina, Inc.
Rite Aid of Tennessee, Inc.

Rite Aid of Vermont, Inc.
Rite Aid of Virginia, Inc.
Rite Aid of Washington, D.C., Inc.
Rite Aid of West Virginia, Inc.
Rite Aid Realty Corp.
Rite Aid Rome Distribution Center, Inc.
Rite Aid Transport, Inc.
Rite Aid Venturer #1, Inc.
Rite Fund, Inc.
Rite Investments Corporation
RX Choice, Inc.
Script South
Seven Mile and Evergreen- Detroit, LLC
Silver Springs Road- Baltimore, Maryland/One, LLC

TRADEMARK
REEL: 002341 FRAME: 0671

COVERSHEET SUBMITTED
WITHOUT ASSIGNMENTS.

EXAMINER, PLEASE DEEM
NON-RECORABLE

SUBSIDIARY GUARANTORS
Subsidiary Guarantors

112 Burleigh Avenue Norfolk, LLC
1515 West State Street Boise, Idaho, LLC
1525 Cortyou Road - Brooklyn Inc.
1740 Associates, LLC
3581 Carter Hill Road - Montgomery Corp.
4042 Warrensville Center Road - Warrensville Ohio, Inc.
5277 Associates, Inc.
537 Elm Street Corporation
5600 Superior Properties, Inc.
657-659 Broadway St. Corp.
764 South Broadway- Geneva, Ohio, LLC
Ann & Government Streets- Mobile, Alabama, LLC
Apex Drug Stores, Inc.
Baltimore/Annapolis Boulevard & Governor Richie Hwy-Glen Burnie, MD, LLC
Broadview and Wallings -Broadview Heights Ohio, Inc.
Central Avenue and Main Street- Petal, MS, LLC
Dominion Action Four Corporation
Dominion Action One Corporation
Dominion Action Three Corporation
Dominion Action Two Corporation
Dominion Drug Stores Corporation
Drug Fair of PA, Inc.
Drug Fair, Inc.
Eagle Managed Care Corp.
Eighth and Water Streets- Ulrichsville, Ohio, LLC
England Street-Asheland Corporation
GDF, Inc.
Gettysburg and Hoover-Dayton, Ohio, LLC
Gratiot & Center- Saginaw Township, Michigan, LLC
Harco, Inc.
Jaime Nathan Travis Corporation
K&B Alabama Corporation
K&B Florida Corporation
K&B Louisiana Corporation
K&B Mississippi Corporation
K&B Services, Inc.
K&B Tennessee Corporation

K&B Texas Corporation
K&B Trainees, Inc.
K&B, Incorporated
Katz & Besthoff, Inc.
Keystone Centers, Inc.
Lakehurst and Broadway Corporation
Mayfield & Chillicothe Roads- Chesterland, LLC
Munson & Andrews LLC
Name Rite, LLC
Northline & Dix- Toledo- Southgate, LLC
Ocean Acquisition Corporation
P.L.D. Enterprises, Inc.
Patton Drive and Navy Boulevard Property Corporation
Paw Paw Lake Road & Paw Paw Avenue- Coloma, Michigan, LLC
PDS-1 Michigan, Inc.
Perry Distributors, Inc.
Perry Drug Stores, Inc.
PL Xpress, Inc.
Portfolio Medical Services, Inc.
Rack Rite Distributors, Inc.
Ram-Utica, Inc.
RDS Detroit, Inc.
Reads, Inc.
Rite Aid Drug Palace, Inc.
Rite Aid Hdqtrs. Corp.
Rite Aid of Alabama, Inc.
Rite Aid of Connecticut, Inc.
Rite Aid of Delaware, Inc.
Rite Aid of Florida, Inc.
Rite Aid of Georgia, Inc.
Rite Aid of Illinois, Inc.
Rite Aid of Indiana, Inc.
Rite Aid of Kentucky, Inc.
Rite Aid of Maine, Inc.
Rite Aid of Maryland, Inc.
Rite Aid of Massachusetts, Inc.
Rite Aid of Michigan, Inc.
Rite Aid of New Hampshire, Inc.
Rite Aid of New Jersey, Inc.
Rite Aid of New York, Inc.
Rite Aid of North Carolina, Inc.
Rite Aid of Ohio, Inc.
Rite Aid of Pennsylvania, Inc.
Rite Aid of South Carolina, Inc.
Rite Aid of Tennessee, Inc.

Rite Aid of Vermont, Inc.
Rite Aid of Virginia, Inc.
Rite Aid of Washington, D.C., Inc.
Rite Aid of West Virginia, Inc.
Rite Aid Realty Corp.
Rite Aid Rome Distribution Center, Inc.
Rite Aid Transport, Inc.
Rite Aid Venturer #1, Inc.
Rite Fund, Inc.
Rite Investments Corporation
RX Choice, Inc.
Script South
Seven Mile and Evergreen- Detroit, LLC
Silver Springs Road- Baltimore, Maryland/One, LLC
Silver Springs Road- Baltimore, Maryland/Two, LLC
Sophie One Corp.
State & Fortification Streets- Jackson, Mississippi, LLC
State Street and Hill Road- Gerard, Ohio, LLC
Super Distributors, Inc.
Super Ice Cream Suppliers, Inc.
Super Laboratories, Inc.
Super Pharmacy Network, Inc.
Super Tobacco Distributors, Inc
The Lane Drug Company
The Muir Company
Thrifty Corporation
Thrifty Payless, Inc
Thrifty Wilshire, Inc.
Tyler and Sanders Roads, Birmingham- Alabama, LLC
Virginia Corporation
W.R.A.C., Inc.
Fairground, LLC
Laverdiere's Enterprises, Inc.
Leader Drugs, Inc.

FILINGS AND OTHER ACTIONS
REQUIRED TO PERFECT SECURITY INTERESTS

[Uniform Commercial Code Filings]

[Patent and Trademark Filings]

[Copyright Filings]

INVENTORY LOCATIONS

RECORDS OF ACCOUNTS

Description

COPYRIGHTS REGISTRATIONS AND COPYRIGHT LICENSES

PATENTS AND PATENT LICENSES

TRADEMARK REGISTRATIONS AND TRADEMARK LICENSES

PENDING ACTIONS

RITE AID CORPORATION DOMAIN NAME REGISTRATIONS

Domain Name	Date of Registration	Company	Status
ATRITEAID.COM	March 12, 2001	Rite Aid Corporation	Record expires 3/12/02.
RITEAIDDRUGSTORE.COM	October 14, 1998	Rite Aid Corporation	Record expired 10/14/00.
RITEAID.NET	January 6, 1998	Rite Aid Corporation	Record expires 1/7/03.
PILL-WAREHOUSE.NET	April 28, 1999	Rite Aid Corporation	Record expired 4/28/01.
PILLS-WAREHOUSE.ORG	May 12, 1999	Rite Aid Corporation	Record expired 5/12/01.
PILLSWAREHOUSE.COM	May 12, 1999	Rite Aid Corporation	Record expired 5/12/01.
RITEHEALTH.COM	October 14, 1998	Rite Aid Corporation	Record expired 10/14/00.
RITEAID.COM	March 28, 1996	Rite Aid Corporation	Record expires 3/29/03.
RITEEXPRESS.COM	October 7, 1998	Rite Aid Corporation	Record expired 10/7/00.
PILLSWAREHOUSE.NET	May 13, 1999	Rite Aid Corporation	Record expired 5/13/01.
MILLENNIUM-RX.NET	May 13, 1999	Rite Aid Corporation	Record expired 5/13/01.
PILL-WAREHOUSE.ORG	April 28, 1999	Rite Aid Corporation	Record expired 4/28/01.

Domain Name	Date of Registration	Owner	Expiration Date
PILL-WAREHOUSE.COM	June 5, 1999	Rite Aid Corporation	Record expired 6/5/01.
RITEAIDPHARMACY.COM	October 7, 1998	Rite Aid Corporation	Record expired 10/7/00.
PILLWAREHOUSE.COM	April 23, 1999	Rite Aid Corporation	Record expired 4/23/01.
PILLWAREHOUSE.NET	April 23, 1999	Rite Aid Corporation	Record expired 4/23/01.
RAPIDSCRIPT.COM	October 7, 1998	Rite Aid Corporation	Record expired 10/7/00.
RITEAID.ORG	January 6, 1998	Rite Aid Corporation	Record expires 1/7/03.
PILLSWAREHOUSE.ORG	May 13, 1999	Rite Aid Corporation	Record expired 5/13/01.
PILLS-WAREHOUSE.NET	May 12, 1999	Rite Aid Corporation	Record expired 5/12/01.
MILLENNIUM-RX.ORG	May 12, 1999	Rite Aid Corporation	Record expired 5/12/01.
HEALTHPLACE.COM	October 7, 1998	Rite Aid Corporation	Record expired 10/7/00.
PILLWAREHOUSE.ORG	April 23, 1999	Rite Aid Corporation	Record expired 4/23/01.
PILLS-WAREHOUSE.COM	April 28, 1999	Rite Aid Corporation	Record expired 4/28/01.

RITE AID CORPORATION TRADEMARK LICENSES

Trademark License Agreement (Wholesale Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid Rome Distribution Center, Inc.

Trademark License Agreement (Wholesale Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid Distributors, Inc.

Trademark License Agreement (Wholesale Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of West Virginia, Inc.

Trademark License Agreement (Wholesale Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of South Carolina, Inc.

Trademark License Agreement (Wholesale Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Florida, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Alabama, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Connecticut, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Delaware, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Florida, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Georgia, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Indiana, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988;
between Name Rite, Inc. and Rite Aid of Kentucky, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Keystone Centers, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of Maryland, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of Massachusetts, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of Michigan, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of New Hampshire, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of New Jersey, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of New York, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of North Carolina, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of Ohio, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of Pennsylvania, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of Rhode Island, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of South Carolina, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988, between Name Rite, Inc. and Rite Aid of Tennessee, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Vermont, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Virginia, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of Washington, D.C., Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid of West Virginia, Inc.

Trademark License Agreement (Stores and Retail Goods), dated as of May 31, 1988,
between Name Rite, Inc. and Rite Aid Drug Palace, Inc.

Trademark License Agreement (Regarding K&B mark), dated as of March 5, 1999,
between KBS Enterprises Inc. and Rite Aid Corporation.

RITE AID CORPORATION
FOREIGN APPLICATIONS AND REGISTRATIONS

Mark	Country	Serial No. / Filing Date	Description	Owner	Renewal Date
REVELATIONS	Mexico	447,099 November 24, 1993	Ice cream, in Class 30.	Name Rite, L.L.C.	Renewal due 2/12/03.
SPECIAL OCCASION	Mexico	466,334 July 13, 1994	Frozen yogurt, in Class 29.	Name Rite, L.L.C.	Renewal due 2/12/03.
SPECIAL OCCASION	Mexico	466,333 July 13, 1994	Ice cream and sherbet, in Class 30.	Name Rite, L.L.C.	Renewal due 2/12/03.
THRIFTY	Mexico	602,624 March 4, 1999	Ice cream, sherbet and frozen confectionery, in Class 30.	Name Rite, L.L.C.	Certificate of Registration received 5/24/01.
THRIFTY	Mexico	518,855 March 18, 1996	Frozen dairy desserts, including frozen yogurt desserts, in Class 30.	Name Rite, L.L.C.	Renewal due 2/25/03.
THRIFTY Plus Design	Mexico	426,602 November 17, 1992	Ice creams, in Class 30.	Name Rite, L.L.C.	Renewal due 6/3/02.
THRIFTY Plus Design	Mexico	462,012 May 16, 1994	Commercialization of ice creams, pastries and confectionery, in Class 42.	Name Rite, L.L.C.	Renewal due 6/3/02.

RITE AID CORPORATION

STATE REGISTRATIONS

Mark	State	Registration No./Date	Description	Owner	Expiration
MONOGRAM 6	California	46,606 August 9, 1968	Whiskey, in Class 33.	Name Rite, L.L.C.	Renewed; next renewal due 8/9/08.
K-B	Louisiana	361,588 December 15, 1978	Retail merchandise, in Class 42.	Name Rite, L.L.C.	Renewed; next renewal due 12/15/08.
K-B	Louisiana	501,995 October 13, 1992	Retail drugstore and/or photo shop, in Classes 5 and 42.	Name Rite, L.L.C.	Registered; renewal due 10/13/02.
K-B	Louisiana	501,996 October 13, 1992	Retail drugstore and/or retail photo shop of the superstore classification including and applying classes of merchandise in Classes 5 and 42.	Name Rite, L.L.C.	Registered; renewal due 10/13/02.
KB	Louisiana	361,548 December 15, 1978	Retail merchandise, in Class 42.	Name Rite, L.L.C.	Renewed; next renewal due 12/15/08.
KB	Louisiana	501,997 October 13, 1992	Retail drugstore and/or retail photo shop of the superstore classification including and applying classes of merchandise in Classes 5 and 42.	Name Rite, L.L.C.	Registered; renewal due 10/13/02.

Mark	State	Registration No./Date	Description	Owner	Expiration
KB	Louisiana	501,998 October 13, 1992	Retail drugstore and/or photo shop of the superstore classification including and applying various classes of merchandise, in Class 42.	Name Rite, L.L.C.	Registered; renewal due 10/13/02.
KB Plus Design	Louisiana	501,991 October 13, 1992	Retail drug store and/or photo shop of the superstore classification including and applying to various merchandise, in Classes 5, 16 and 42.	Name Rite, L.L.C.	Registered; renewal due 10/13/02.

RITE AID CORPORATION COPYRIGHT REGISTRATIONS

Title of Work	Reg. No./Reg. Date	Owner	Status/Comments
Rite Aid Corporation Index (Internet Web Site)	TX4771731 May 8, 1998	Name Rite, L.L.C.	Registered; Chain of title is clear.

CASH MANAGEMENT SYSTEM

SECTION 1. *Accounts.* (a) Each Grantor shall cause:

(i) each Blocked Account Bank to execute and deliver a Blocked Account Agreement in respect of each Blocked Account by the Closing Date;

(ii) each Lockbox Account Bank to execute and deliver a Lockbox Account Agreement in respect of each Lockbox Account by the Closing Date;

(iii) each Government Lockbox Account Bank to execute and deliver an Government Lockbox Account Agreement in respect of each Government Lockbox Account by the Closing Date; and

(iv) each Concentration Account Bank to execute and deliver a Concentration Account Agreement in respect of the Concentration Account by the Closing Date.

(b) On each Business Day, each Grantor will transfer, directly or indirectly substantially all of the funds credited to each of its depository accounts in same day funds, to a Blocked Account (including during a Cash Sweep Period) in accordance with its customary business practice.

(c) Each Grantor shall cause all payments in the Government Lockbox Account to be deposited into the Lockbox Account as promptly as possible and in any event no later than the Business Day on which such payments become available in the Government Lockbox Account (including during a Cash Sweep Period).

(d) Each Cash Management Account is, and shall remain, under the sole dominion and control of the Senior Collateral Agent. Each Grantor acknowledges and agrees that:

(i) during a Cash Sweep Period such Grantor has no right of withdrawal from any Cash Management Account except that:

(A) the relevant Grantors shall be permitted to instruct any Blocked Account Bank to transfer all amounts deposited in or credited to any Blocked Account to the Concentration Account in accordance with the applicable Blocked Account Agreement, and

(B) the relevant Grantor shall be permitted to instruct the Concentration Account Bank to transfer all amounts deposited in or credited to the Concentration Account in accordance with the Concentration Account Agreement;

(ii) the funds on deposit in the Cash Management Accounts shall continue to be collateral security for all of the Senior Obligations.

(e) Prior to the delivery of a Cash Sweep Notice, the Grantor is free to withdraw funds on deposit in or credited to the Blocked Accounts and the Concentration Account in such amounts and with such frequency as the Grantor may from time to time determine, without notice to or consent from the Senior Collateral Agent.

SECTION 2. *Cash Sweep.* (a) The Senior Collateral Agent shall immediately be entitled to deliver Cash Sweep Notices upon the conditions specified in Section 9.11(a) in the Senior Credit Facility.

(b) Upon delivery of:

(i) a Blocked Account Cash Sweep Notice from the Senior Collateral Agent, the balance of each Blocked Account shall be forwarded to the Concentration Account, each Business Day or the next Business Day (as permitted by the applicable Blocked Account Agreement), in same day funds, for so long as such Blocked Account Cash Sweep Notice shall be in effect; and

(ii) a Concentration Account Cash Sweep Notice from the Senior Collateral Agent, the balance of the Concentration Account shall be forwarded to a Citibank Concentration Account, each Business Day (or the next Business Day (as permitted by the Concentration Account Agreement)), in same day funds, for so long as such Concentration Account Cash Sweep Notice shall be in effect.

(c) On each Business Day during a Cash Sweep Period, the Senior Collateral Agent shall use funds on deposit in any Citibank Concentration Account as follows:

(i) after the occurrence of a Triggering Event, in accordance with the provisions of Section 4.01(b) or (c) of the Collateral Trust and Intercreditor Agreement, as applicable; and

(ii) at any other time, *first*, to repay the Revolving Credit Borrowings (without any reduction of the Commitments) and *second*, to be deposited into the Cash Sweep Cash Collateral Account for the benefit of the Senior Secured Parties, as collateral for the payment and performance of the Senior Obligations. The Senior Collateral Agent shall have exclusive dominion and control, including the exclusive right of withdrawal, over the Cash Sweep Cash Collateral Account. Deposits in the Cash Sweep Cash Collateral Account shall be invested in

Temporary Cash Investments, to be selected by the Senior Collateral Agent in its sole discretion, and interest earned on such deposits shall be deposited in such account as additional collateral for the payment and performance of the Senior Obligations. Interest or profits, if any, on such investments shall accumulate in such account. Upon termination of any Cash Sweep Period, funds in the Cash Sweep Cash Collateral Account shall be released to the Concentration Account within three Business Days after the end of such Cash Sweep Period.

(d) The Senior Collateral Agent shall be required to automatically rescind any Cash Sweep Notice upon the conditions specified in Section 9.11(b) of the Senior Credit Facility.

(e) The Senior Collateral Agent reserves the right to send as many Cash Sweep Notices to the extent that it is entitled to do so under paragraph (a) of this Section 2.

SECTION 3. *Collections.* (a) Each Grantor agrees to notify and direct promptly

(i) subject to paragraph (ii) below, each Account Debtor and every other Person obligated to make payments to any Blocked Account or Deposit Account, as applicable, to make all such payments to such Blocked Account or Deposit Account, as applicable. Each Grantor shall use all commercially reasonable efforts to cause each Account Debtor and every other person identified in the preceding sentence to make all payments owing to any Grantor to a Blocked Account or Deposit Account, as applicable; and

(ii) each Account Debtor which is a Governmental Entity (and only such Account Debtors) to make all payments owing to any Grantor to the Government Lockbox Account.

(b) In the event that any Grantor directly receives any remittances or payments on Accounts Receivable or any other obligation, notwithstanding the arrangements for payment directly into the Blocked Accounts or the Deposit Accounts, such remittances and payments shall be held in trust for the benefit of the Senior Collateral Agent and the other Senior Secured Parties and shall be segregated from other funds of such Grantor, subject to the Lien granted by the Senior Subsidiary Security Agreement, and such Grantor shall cause such remittances and payments to be deposited into the applicable Blocked Account or Deposit Account as soon as practicable after such Grantor's receipt thereof.

SECTION 4. *Accounts.* (a) The following are the Blocked Accounts:

Blocked Account Bank	Account Numbers
Bank of America	[1233625317]
PNC Bank	[8612489237]

Blocked Account Bank	Account Numbers
PNC Bank	[8550419961]
US Bank	[153607068225]
Fleet Bank	[9415842956]
Union Bank of CA	[1870024297]

(b) The following are the Deposit Accounts:

Account Holder	Account Details
Mellon Bank	[0693636]
Mellon Bank	[1037294]

(c) The following is the Concentration Account:

Account Holder	Account Details
The Chase Manhattan Bank	[9102750222]

[FORM OF]
BLOCKED ACCOUNT AGREEMENT

[Date]

[Blocked Account Bank]
[address]

Ladies and Gentlemen:

Reference is made to (a) account no. [] maintained with you (the "*Blocked Account Bank*") by [] (the "*Grantor*") into which funds are deposited from time to time (the "*Blocked Account*") and (b) the Senior Subsidiary Security Agreement dated as of June 27, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Senior Subsidiary Security Agreement*"), among the Subsidiary Guarantors (such term and each other capitalized term used but not defined herein having the meaning assigned to such term in the Senior Subsidiary Security Agreement, including the Definitions Annex and Senior Credit Facility referred to therein) and the Senior Collateral Agent.

Pursuant to the Senior Subsidiary Security Agreement, the Grantor has granted to the Senior Collateral Agent, for the benefit of the Senior Secured Parties, a perfected security interest in certain property of the Grantor, including, the Blocked Account.

The Grantor hereby transfers to the Senior Collateral Agent exclusive ownership and control of, and all of its right, title and interest in and to, the Blocked Account and all funds and other property on deposit therein. By executing this Blocked Account Agreement, the Blocked Account Bank acknowledges that the Senior Collateral Agent now has exclusive ownership and control of the Blocked Account, that all funds in the Blocked Account shall be transferred to the Senior Collateral Agent as provided herein, that the Blocked Account is being maintained by the Blocked Account Bank for the benefit of the Senior Collateral Agent and that all amounts and other property therein are held by the Blocked Account Bank as custodian for the Senior Collateral Agent.

Except as provided in paragraphs (e), (f) and (l) below, the Blocked Account shall not be subject to deduction, setoff, banker's lien, counterclaim, defense, recoupment or any other right in favor of any person or entity other than the Senior Collateral Agent. By executing this Blocked Account Agreement the Blocked Account Bank also acknowledges that, as of the date hereof, the Blocked Account Bank has received no notice of any other pledge or assignment of the Blocked Account and the Blocked Account Bank agrees with the Senior Collateral Agent as follows:

(a) Notwithstanding anything to the contrary or any other agreement relating to the Blocked Account, the Blocked Account is and will be maintained for the benefit of the Senior Collateral Agent, will be entitled "*Citicorp USA, Inc. as Senior Collateral Agent under the Senior Subsidiary Security Agreement dated as of June 27, 2001 Account*" and will be subject to written instructions only from an authorized officer of the Senior Collateral Agent (except as expressly provided otherwise herein).

(b) The Blocked Account Bank agrees to give the Senior Collateral Agent prompt notice if the Blocked Account shall become subject to any writ, judgment, warrant of attachment, execution or similar process.

(c) [A post office box (the "*Lockbox*") has been rented in the name of the Grantor at the [post office and the address to be used for such Lockbox is:

[Insert address]

The Blocked Account Bank's authorized representatives will have access to the Lockbox under the authority given by the Grantor to the post office and will make regular pick-ups from the Lockbox timed to gain maximum benefit of early presentation and availability of funds. The Blocked Account Bank will endorse and process all checks received in the Lockbox and deposit such checks (to the extent eligible) in the Blocked Account in accordance with the procedures set forth below .]

(d) The Blocked Account Bank will follow its operating procedures for the handling of any [checks received from the Lockbox] or other remittance received in the Blocked Account that contains restrictive endorsements, irregularities (such as a variance between the written and numerical amounts), undated or postdated items, missing signatures, incorrect payees and the like.

(e) The Blocked Account Bank will endorse and process all eligible checks and other remittance items not covered by paragraph (d) and deposit such checks and remittance items in the Blocked Account.

(f) The Blocked Account Bank will mail all checks returned unpaid because of uncollected or insufficient funds under appropriate advice to the Grantor (with a copy of the notification of return to the Senior Collateral Agent). The Blocked Account Bank may charge the Blocked Account for the amounts of any returned check that has been previously credited to the Blocked Account. To the extent insufficient funds remain in the Blocked Account to cover any such returned check, the Grantor shall indemnify the Blocked Account Bank for the uncollected amount of such returned check upon your demand.

(g) The Blocked Account Bank will maintain a record of all checks and other remittance items received in the Blocked Account on a daily basis and, in addition to providing the Grantor with photostatic copies thereof, vouchers, enclosures and the like of such checks and remittance items, furnish to the Senior Collateral Agent a monthly statement setting forth the amounts deposited in and withdrawn from the Blocked Account and shall furnish such other information relating to the Blocked Account at such times as shall be reasonably requested by the Senior Collateral Agent to: Citicorp USA, Inc., as Senior Collateral Agent, [], Attention: [], with a copy to the Grantor.

(h) Prior to the delivery of a written notice from the Senior Collateral Agent in the form of Exhibit A hereto (the "*Blocked Account Cash Sweep Notice*"), the Grantor is free to withdraw funds from the Blocked Account in such amounts and with such frequency as the Grantor may from time to time determine, without notice to or consent from the Senior Collateral Agent.

(i) From and after delivery to the Blocked Account Bank of a Blocked Account Cash Sweep Notice and until the Blocked Account Bank is notified in writing by the Senior Collateral Agent that the Blocked Account Cash Sweep Notice is no longer in effect (a "*Blocked Account Cash Sweep Period*"), the Grantor will have no control over the use of, or any right to withdraw any amount from, to draw upon, or to otherwise exercise any power with respect to the Blocked Account, except that the Grantor shall be permitted to instruct the Blocked Account Bank only with respect to the transfer of funds from the Blocked Account to the Concentration Account (as defined below) in accordance with paragraph (k) below.

(j) During a Blocked Account Cash Sweep Period, the Blocked Account Bank shall transfer, in same day funds, on each Business Day, all funds, if any on deposit in, or otherwise to the credit of, the Blocked Account to the account listed below (the "*Concentration Account*") in accordance with paragraph (k) below, *provided* that funds on deposit that are subject to collection may be transmitted promptly upon collection:

ABA Number:
[name and address of Grantor's bank]

Account Name:

Concentration Account

Account Number:

Reference:

Attn:

or to such other account as the Senior Collateral Agent may from time to time, or at any time, designate in writing.

(k) During a Blocked Account Cash Sweep Period, (i) the Grantor shall provide written instructions to the Blocked Account Bank on each Business Day to transfer all funds on deposit in, or otherwise credited to, the Blocked Account to the Concentration Account; (ii) to the extent there are any available balances in the Blocked Account at the end of any Business Day which have not been transferred pursuant to clause (i) of this paragraph, the Grantor shall provide, on the next Business Day, written instructions for the transfer of such available balances from the Blocked Account to the Concentration Account; and (iii) if the Grantor does not provide the written instructions pursuant to clause (ii) of this paragraph, the Blocked Account Bank shall automatically initiate such transfer described in clause (ii) of this paragraph and all other transfers from the Blocked Account to the Concentration Bank without further direction from the Grantor until otherwise notified by the Senior Collateral Agent.

(l) All customary service charges and fees with respect to the Blocked Account shall be debited to the Blocked Account. In the event insufficient funds remain in the Blocked Account to cover such customary service charges and fees, the Grantor shall pay and indemnify the Blocked Account Bank for the amounts of such customary service charges and fees. Neither the Senior Collateral Agent nor the Senior Secured Parties shall have any liability for the payment of any such fees in respect of the Blocked Account.

This letter agreement shall be binding upon and shall inure to the benefit of the Blocked Account Bank, the Grantor, the Senior Collateral Agent, the Senior Secured Parties referred to in the Senior Subsidiary Security Agreement and their respective successors, transferees and assigns of any of the foregoing. This letter agreement may not be modified or terminated except upon the mutual consent of the Senior Collateral Agent, the Grantor and the Blocked Account Bank. The Blocked Account Bank may terminate the letter agreement only upon 45 days' prior written notice to the Grantor and the Senior Collateral Agent. The Senior Collateral Agent may terminate this letter agreement at any time. So long as any Senior Obligations remain outstanding and the Commitments are still outstanding, upon such termination the Blocked Account Bank shall close the Blocked Account and transfer all funds in the Blocked Account to the Senior Collateral Agent at the Concentration Account or as otherwise directed by the Senior Collateral Agent. After any such termination, the Blocked Account Bank shall nonetheless remain

obligated promptly to transfer to the Concentration Account or as the Senior Collateral Agent may otherwise direct all funds and other property received in respect of the Blocked Account.

This letter agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this letter agreement by telecopier shall be effective as delivery of a manually executed counterpart of this letter agreement.

This letter agreement supersedes all prior agreements, oral or written, with respect to the subject matter hereof and may not be amended, modified or supplemented except by a writing signed by the Senior Collateral Agent, the Grantor and the Blocked Account Bank.

This letter agreement shall be governed by, and construed in accordance with, the law of the State of New York.

Upon acceptance of this letter agreement it will be the valid and binding obligation of the Grantor, the Senior Collateral Agent, and the Blocked Account Bank, in accordance with its terms.

Very truly yours,

[]

By:

Name:

Title:

By:
Name:
Title:

Acknowledged and agreed to as of
the date first above written:

[]

By:
Name:
Title:

BLOCKED ACCOUNT CASH SWEEP NOTICE

[Blocked Account Bank]
[Address]

Re: Account No. [] (the "*Blocked Account*")

Ladies and Gentlemen:

Reference is made to the Blocked Account and that certain Blocked Account Agreement dated June 27, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Blocked Account Agreement*") among the Blocked Account Bank, the Grantor and the Senior Collateral Agent. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to them in the Blocked Account Agreement.

The Senior Collateral Agent hereby notifies you that, in accordance with certain provisions of the Senior Subsidiary Security Agreement, from and after the date of this notice, you are hereby directed to transfer (by wire transfer or other method of transfer mutually acceptable to you and the Senior Collateral Agent) to the Senior Collateral Agent, in same day funds, on each Business Day, the entire balance in the Blocked Account to the Concentration Account specified in paragraph (j) of the Blocked Account Agreement (or to such other account as the Senior Collateral Agent may from time to time, or at any time, designate in writing) until you are notified in writing by the Senior Collateral Agent that this Blocked Account Cash Sweep Notice is no longer effective.

Very truly yours,

CITICORP USA, INC, as Senior Collateral Agent

By:
Name:
Title:

[FORM OF]

LOCKBOX ACCOUNT AGREEMENT

[Date]

[Mellon Bank, N.A.
Document Control Manager
Three Mellon Bank Center
Room 3119
Pittsburgh, PA 15259]

Ladies and Gentlemen:

Reference is made to (a) account number [] and corresponding lockbox and data automation system maintained with you (the "*Lockbox Account Bank*") by [] (the "*Grantor*") into which funds are deposited from time to time (the "*Lockbox Account*") and (b) the Senior Subsidiary Security Agreement dated as of June 27, 2001 (as further amended, supplemented or otherwise modified from time to time, the "*Senior Subsidiary Security Agreement*") among the Subsidiary Guarantors (such term and each other capitalized term used but not defined herein having the meaning assigned to such term in the Senior Subsidiary Security Agreement, including the Definitions Annex and Senior Credit Facility referred to therein) and the Senior Collateral Agent.

The Grantor hereby confirms its irrevocable and unconditional instruction to you that, until receipt of a written notice from the Senior Collateral Agent to the contrary, you shall follow exclusively the instructions of the Senior Collateral Agent with respect to the Lockbox Account and that the Lockbox Account shall be under the sole dominion and control of the Senior Collateral Agent. Notwithstanding anything to the contrary or any other agreement relating to the Lockbox Account, the Lockbox Account is and will be maintained for the benefit of the Senior Collateral Agent, will be entitled "*Citicorp USA, Inc. as Senior Collateral Agent under the Senior Subsidiary Agreement dated as of June 27, 2001 Account*" and will be subject to written instructions only from an authorized officer of the Senior Collateral Agent.

The Grantor also hereby notifies you that the Senior Collateral Agent shall be irrevocably entitled to exercise any and all rights in respect of, or in connection with, the Lockbox Account, including, without limitation, the right to specify when payments are

to be made out of, or in connection with, the Lockbox Account. The Senior Collateral Agent hereby instructs you, until you receive notice from the Senior Collateral Agent changing this instruction, to transfer, in same day funds, on each Business Day, all funds, if any on deposit in, or otherwise to the credit of, the Lockbox Account to the Account listed below, *provided* that funds on deposit that are subject to collection may be transmitted properly upon collection.

ABA Number: _____
[name and address of Grantor's bank]

Account Name: _____
Concentration Account

Account Number: _____
Reference: _____
Attn: _____

[or to such other account as the Senior Collateral Agent and the Grantor may designate in writing.]

All expenses for the maintenance and provision of services in conjunction with the Lockbox Account held in the name of the Grantor are the responsibility of the Grantor. In the event that the Grantor does not pay all service fees due to the Lockbox Account Bank within thirty (30) days after the due date, the Lockbox Account Bank is authorized to charge the Lockbox Account for such fees. In the event the Lockbox Account Bank is unable to obtain sufficient funds from such charges to cover such fees the Grantor shall indemnify the Lockbox Account Bank for all then-due fees on the Lockbox Account that have not been paid.

The Grantor and the Senior Collateral Agent agree that the Lockbox Account Bank may debit the Lockbox Account for any items (including, but not limited to, checks, drafts, Automatic Clearinghouse (ACH) credits or wire transfers or other electronic transfers or credits) deposited or credited to the Lockbox Account which may be returned or otherwise not collected and, subject to the preceding paragraph, for all charges, fees, commissions and expenses incurred by the Lockbox Account Bank in providing services or otherwise in connection herewith. The Lockbox Account Bank may charge the Lockbox Account as permitted herein at such times as are in accordance with the Lockbox Account Bank's customary practice for the chargeback of returned items and expenses. In the event the Lockbox Account Bank is unable to obtain sufficient funds for such charges to cover returned items, or reversed or returned credits, or any other items not collected and any other charges, expenses, or commissions incurred by the Lockbox Account Bank in providing the services (referred to as a "cost" or "costs"), the Grantor shall indemnify the Lockbox Account Bank for all amounts related to the above described costs incurred by the Lockbox Account Bank. The Senior Collateral Agent agrees that if the Grantor has not reimbursed the Lockbox Account

Bank for the amounts described in this paragraph and the Lockbox Account Bank has transferred funds to the Senior Collateral Agent, then the Senior Collateral Agent agrees to reimburse the Lockbox Account Bank (for any returned items described in this paragraph but not for charges, fees or commissions incurred therewith) within ten business days after demand by the Lockbox Account Bank.

Notwithstanding any other provision of this Agreement, unless the Lockbox Account Bank is grossly negligent or engages in wilful misconduct in performance or non-performance in connection with this Agreement and the Lockbox Account, the Grantor agrees to indemnify and hold the Lockbox Account Bank harmless from any claims, damages, losses or expenses incurred by any party in connection herewith; in the event the Lockbox Account Bank breaches the standard of care set forth herein, the Grantor and the Senior Collateral Agent each expressly agrees that the Lockbox Account Bank's liability shall be limited to damages directly caused by such breach and in no event shall the Lockbox Account Bank be liable for any incidental, indirect, punitive or consequential damages or attorney's fees whatsoever.

Notwithstanding any other provision of this Agreement, the Lockbox Account Bank shall not be liable for any failure, inability to perform, or delay in performance hereunder, if such failure, inability, or delay is due to an act of God, war, civil commotion, governmental action, fire, explosion, strikes, other industrial disturbance, equipment malfunction, action, non-action or delayed action on the part of the Grantor or the Senior Collateral Agent or of any other entity or any other causes that are beyond the Lockbox Account Bank's reasonable control.

This Agreement may not be modified or terminated by the Grantor unless, in the case of a modification, the prior written consent of the Senior Collateral Agent and the Lockbox Account Bank is obtained and, in the case of termination, the prior written consent of the Senior Collateral Agent is obtained. The Lockbox Account Bank may terminate this Agreement upon forty-five (45) days' prior written notice to the Grantor and the Senior Collateral Agent. The Senior Collateral Agent may terminate this Agreement at any time. The Grantor's obligations under this Agreement to indemnify, hold harmless and pay amounts owed (and the Grantor's obligation to reimburse the Lockbox Account Bank for any returned items) shall survive the termination of this Agreement.

[This Agreement shall be governed by the laws of the State of New York.]

The terms and conditions of the services, attached as Exhibit A, is made part of this Agreement with respect to matters not explicitly covered in this Agreement. To the extent there is a conflict between this Agreement and the terms and conditions of services, this agreement shall take precedence.

This Agreement shall become effective immediately upon its execution by all parties hereto. Any notice permitted or required hereunder shall be in writing and shall be

[RITE AID CORPORATION
RITE AID OF ALABAMA, INC.
RITE AID OF CONNECTICUT, INC.
RITE AID OF DELAWARE, INC.
RITE AID OF WASHINGTON, DC.,
INC
RITE AID OF FLORIDA, INC.
RITE AID OF GEORGIA, INC.
RITE AID OF INDIANA, INC.
RITE AID OF KENTUCKY, INC.
RITE AID OF MAINE, INC.
RITE AID OF MARYLAND, INC.
RITE AID OF MASSACHUSETTS,
INC.
RITE AID OF MICHIGAN, INC.
RITE AID OF NEW HAMPSHIRE,
INC.
RITE AID OF NEW JERSEY, INC.
RITE AID OF NEW YORK, INC.
RITE AID OF NORTH CAROLINA,
INC.
RITE AID OF OHIO, INC.
RITE AID OF PENNSYLVANIA, INC.
RITE AID OF SOUTH CAROLINA,
INC.

By: _____, on behalf
of each of the above listed companies
Name:

Agreed and acknowledged:
[MELLON BANK, N.A.]

By: _____
Name:
Title:

CITICORP USA, INC., as Senior Collateral Agent

By: _____
Name:
Title:

RITE AID OF TENNESSEE, INC.
RITE AID OF VERMONT, INC.
RITE AID OF VIRGINIA, INC.
RITE AID OF WEST VIRGINIA, INC.
KEYSTONE CENTERS, INC.
RITE AID DRUG PALACE, INC.
LANE DRUG COMPANY
APEX DRUG STORES, INC.
PERRY DRUG STORES, INC.
RDS DETROIT, INC.
PDS-1 MICHIGAN, INC.
THRIFTY PAYLESS, INC.
HARCO, INC.
K&B ALABAMA CORPORATION
K&B FLORIDA CORPORATION
K&B LOUISIANA CORPORATION
K&B MISSISSIPPI CORPORATION
K&B TEXAS CORPORATION
K&B TENNESSEE CORPORATION
SUPER PHARMACY NETWORK,
INC.

By: _____, on behalf
of each of the above listed companies
Name:

GOVERNMENT LOCKBOX ACCOUNT AGREEMENT

[Date]

[Mellon Bank, N.A.
Document Control Manager
Three Mellon Bank Center
Room 3119
Pittsburgh, PA 15259]

Ladies and Gentlemen:

Reference is made to (a) account no. [] and corresponding lockbox and data automation system maintained with you (the "*Government Lockbox Account Bank*") by [] (the "*Grantor*") into which funds are deposited from time to time (the "*Government Lockbox*") and (b) the Senior Subsidiary Security Agreement dated as of June 27, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Senior Subsidiary Security Agreement*"), among the Subsidiary Guarantors (such term and each other capitalized term used and not otherwise defined herein having the meaning assigned to such term in the Senior Subsidiary Security Agreement including the Definitions Annex and Senior Credit Facility referred to therein) and the Senior Collateral Agent.

The Grantor hereby provides the following revocable instruction with respect to the Government Lockbox Account (the "*Standing Revocable Instruction*"): the Government Lockbox Account Bank shall transfer from the Government Lockbox Account daily, via a zero balance service as described in the terms and conditions of the services, attached as Exhibit A, all available funds held in the Government Lockbox Account to account no. [] at Mellon Bank, N.A. in the name of the Grantor for Citicorp USA, Inc., as Senior Collateral Agent (which account is under the sole dominion and control of the Senior Collateral Agent). This Standing Revocable Instruction is revocable by the Grantor at any time and for any reason by providing written instructions to the Government Lockbox Account Bank, signed by the undersigned (which writing may be by facsimile and upon which you may conclusively rely), whereupon the Government Lockbox Account Bank shall follow, without further inquiry, such contrary written instruction and not the Standing Revocable Instruction.

The Grantor also hereby notifies the Government Lockbox Account Bank that, as collateral security for the Senior Obligations, the undersigned Subsidiary Guarantors granted to the Grantor and the Grantor hereby assigns to the Senior Collateral Agent a continuing security interest in (i) the Government Lockbox Account, (ii) all contract rights and privileges in respect to the Government Lockbox Account, (iii) all cash, checks, money orders and other items of value on deposit in the Government Lockbox Account and (iv) all proceeds of the foregoing.

All expenses for the maintenance and provision of services in conjunction with the Government Lockbox Account held in the name of the Grantor are the responsibility of the Grantor. In the event that the Grantor does not pay all service fees due to the Government Lockbox Account Bank within thirty (30) days after the due date, the Government Lockbox Account Bank is authorized to charge the Government Lockbox Account for such fees. In the event the Government Lockbox Account Bank is unable to obtain sufficient funds from such charges to cover such fees the Grantor shall indemnify the Government Lockbox Account Bank for all then-due fees on the Government Lockbox Account that have not been paid.

The Grantor and the Senior Collateral Agent agree that the Government Lockbox Account Bank may debit the Government Lockbox Account for any items (including, but not limited to, checks, drafts, Automatic Clearinghouse (ACH) credits or wire transfers or other electronic transfers or credits) deposited or credited to the Government Lockbox Account which may be returned or otherwise not collected and, subject to the preceding paragraph, for all charges, fees, commissions and expenses incurred by the Government Lockbox Account Bank in providing services or otherwise in connection herewith. The Government Lockbox Account Bank may charge the Government Lockbox Account as permitted herein at such times as are in accordance with the Government Lockbox Account Bank's customary practice for the chargeback of returned items and expenses. In the event the Government Lockbox Account Bank is unable to obtain sufficient funds for such charges to cover returned items, or reversed or returned credits, or any other items not collected and any other charges, expenses, or commissions incurred by the Government Lockbox Account Bank in providing the services (referred to as a "cost" or "costs") the Grantor shall indemnify the Government Lockbox Account Bank for all amounts related to the above described costs incurred by the Government Lockbox Account Bank. The Senior Collateral Agent agrees that if the Grantor has not reimbursed the Government Lockbox Account Bank for the amounts described in this paragraph and the Government Lockbox Account Bank has transferred funds to the Senior Collateral Agent, then the Senior Collateral Agent agrees to reimburse the Government Lockbox Account Bank (for any returned items described in this paragraph but not for charges, fees or commissions incurred therewith) within ten business days after demand by the Government Lockbox Account Bank.

Notwithstanding any other provision of this Government Lockbox Account Agreement, unless the Government Lockbox Account Bank is grossly negligent or engages in wilful misconduct in performance or non-performance in connection with this

Agreement and the Government Lockbox Account, the Grantor agrees to indemnify and hold the Government Lockbox Account Bank harmless from any claims, damages, losses or expenses incurred by any party in connection herewith; in the event the Government Lockbox Account Bank breaches the standard of care set forth herein, the Grantor and the Senior Collateral Agent each expressly agrees that the Government Lockbox Account Bank's liability shall be limited to damages directly caused by such breach and in no event shall the Government Lockbox Account Bank be liable for any incidental, indirect, punitive or consequential damages or attorney's fees whatsoever.

Notwithstanding any other provision of this Government Lockbox Account Agreement, the Government Lockbox Account Bank shall not be liable for any failure, inability to perform, or delay in performance hereunder, if such failure, inability, or delay is due to an act of God, war, civil commotion, governmental action, fire, explosion, strikes, other industrial disturbance, equipment malfunction, action, non-action or delayed action on the part of the Grantor or the Senior Collateral Agent or of any other entity or any other causes that are beyond the Government Lockbox Account Bank's reasonable control.

This Government Lockbox Account Agreement may not be modified or terminated by the Grantor unless, in the case of a modification, the prior written consent of the Senior Collateral Agent and the Government Lockbox Account Bank is obtained and, in the case of termination, the prior written consent of the Senior Collateral Agent is obtained. The Government Lockbox Account Bank may terminate this Agreement upon forty-five (45) days' prior written notice to the Grantor and the Senior Collateral Agent. The Senior Collateral Agent may terminate this Agreement at any time. The Grantor's obligations under this Agreement to indemnify, hold harmless and pay amounts owed (and the Senior Collateral Agent's obligation to reimburse the Government Lockbox Account Bank for any returned items) shall survive the termination of this Agreement.

This Agreement shall be governed by the laws of the State of New York.

The terms and conditions of the services, attached as Exhibit A, is made part of this Agreement with respect to matters not explicitly covered in this Agreement. To the extent there is a conflict between this Agreement and the terms and conditions of services, this agreement shall take precedence.

This Agreement shall become effective immediately upon its execution by all parties hereto. Any notice permitted or required hereunder shall be in writing and shall be deemed to have been duly given if sent by personal delivery, express or first class mail,

Please agree to the terms of, and acknowledge receipt of, this notice (including, without limitation, the notice of, and consent to, the security interest referred to in the foregoing paragraph) by signing in the space provided below.

Very truly yours,

[NAME OF SUBSIDIARY GUARANTOR]

By: _____
Name:
Title:

[RITE AID CORPORATION
RITE AID OF ALABAMA, INC.
RITE AID OF CONNECTICUT, INC.
RITE AID OF DELAWARE, INC.
RITE AID OF WASHINGTON, DC., INC
RITE AID OF FLORIDA, INC.
RITE AID OF GEORGIA, INC.
RITE AID OF INDIANA, INC.
RITE AID OF KENTUCKY, INC.
RITE AID OF MAINE, INC.
RITE AID OF MARYLAND, INC.
RITE AID OF MASSACHUSETTS, INC.
RITE AID OF MICHIGAN, INC.
RITE AID OF NEW HAMPSHIRE, INC.
RITE AID OF NEW JERSEY, INC.
RITE AID OF NEW YORK, INC.
RITE AID OF NORTH CAROLINA, INC.
RITE AID OF OHIO, INC.
RITE AID OF PENNSYLVANIA, INC.
RITE AID OF SOUTH CAROLINA, INC.

By: _____, on behalf of
each of the above listed companies
Name:

RITE AID OF TENNESSEE, INC.
RITE AID OF VERMONT, INC.
RITE AID OF VIRGINIA, INC.
RITE AID OF WEST VIRGINIA, INC.
KEYSTONE CENTERS, INC.
RITE AID DRUG PALACE, INC.
LANE DRUG COMPANY
APEX DRUG STORES, INC.
PERRY DRUG STORES, INC.
RDS DETROIT, INC.
PDS-1 MICHIGAN, INC.
THRIFTY PAYLESS, INC.
HARCO, INC.
K&B ALABAMA CORPORATION
K&B FLORIDA CORPORATION
K&B LOUISIANA CORPORATION
K&B MISSISSIPPI CORPORATION
K&B TEXAS CORPORATION
K&B TENNESSEE CORPORATION
SUPER PHARMACY NETWORK, INC.]

By: _____, on behalf of
each of the above listed companies
Name:

Agreed and acknowledged:
[MELLON BANK, N.A.]

By: _____
Name:
Title:

CITICORP USA, INC., as Senior Collateral Agent

By: _____
Name:
Title:

[FORM OF]
CONCENTRATION ACCOUNT AGREEMENT

[Date]

[Concentration Account Bank]
[address]

Ladies and Gentlemen:

Reference is made to (a) account no. [] maintained with you (the "*Concentration Account Bank*") by [] (the "*Grantor*") into which funds are deposited from time to time (the "*Concentration Account*") and (b) the Senior Subsidiary Security Agreement dated as of June 27, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Senior Subsidiary Security Agreement*"), among the Subsidiary Guarantors (such term and each other capitalized term used but not defined herein having the meaning assigned to such term in the Senior Subsidiary Security Agreement, including the Definitions Annex and Senior Credit Facility referred to therein) and the Senior Collateral Agent.

Pursuant to the Senior Subsidiary Security Agreement, the Grantor has granted to the Senior Collateral Agent, for the benefit of the Senior Secured Parties, a perfected security interest in certain property of the Grantor, including the Concentration Account.

The Grantor hereby transfers to the Senior Collateral Agent exclusive ownership and control of, and all of its right, title and interest in and to, the Concentration Account and all funds and other property on deposit therein. By executing this Concentration Account Agreement, the Concentration Account Bank acknowledges that the Senior Collateral Agent now has exclusive ownership and control of the Concentration Account, that all funds in the Concentration Account shall be transferred to the Senior Collateral Agent as provided herein, that the Concentration Account is being maintained by the Concentration Account Bank for the benefit of the Senior Collateral Agent and that all amounts and other property therein are held by the Concentration Account Bank as custodian for the Senior Collateral Agent.

(f) The Concentration Account Bank will mail all checks returned unpaid because of uncollected or insufficient funds under appropriate advice to the Grantor (with a copy of the notification of return to the Senior Collateral Agent). The Concentration Account Bank may charge the Concentration Account for the amounts of any returned check that has been previously credited to the Concentration Account. To the extent insufficient funds remain in the Concentration Account to cover any such returned check, the Grantor shall indemnify the Concentration Account Bank for the uncollected amount of such returned check upon your demand.

(g) The Concentration Account Bank will maintain a record of all checks and other remittance items received in the Concentration Account on a daily basis and, in addition to providing the Grantor with photostatic copies thereof, vouchers, enclosures and the like of such checks and remittance items, furnish to the Senior Collateral Agent a monthly statement setting forth the amounts deposited in and withdrawn from the Concentration Account and shall furnish such other information relating to the Concentration Account at such times as shall be reasonably requested by the Senior Collateral Agent to: Citicorp USA, Inc., as Senior Collateral Agent, 399 Park Avenue, New York, New York 10043, Attention: [], with a copy to the Grantor.

(h) Prior to the delivery of a written notice from the Senior Collateral Agent in the form of Exhibit A hereto (the "*Concentration Account Cash Sweep Notice*"), the Grantor is free to withdraw funds from the Concentration Account in such amounts and with such frequency as the Grantor may from time to time determine, without notice to or consent from the Senior Collateral Agent.

(i) From and after delivery to the Concentration Account Bank of a Concentration Account Cash Sweep Notice and until the Concentration Account Bank is notified in writing by the Senior Collateral Agent that the Concentration Account Cash Sweep Notice is no longer in effect (a "*Concentration Account Cash Sweep Period*"), the Grantor will have no control over the use of, or any right to withdraw any amount from, to draw upon, or to otherwise exercise any power with respect to the Concentration Account.

(j) During a Concentration Account Cash Sweep Period, the Concentration Account Bank shall transfer, in same day funds, on each Business Day, all funds, if any on deposit in, or otherwise to the credit of, the Concentration Account to the account listed below (the "*Citibank Concentration Account*") or to such other account as the Senior Collateral Agent may from time to time designate in writing, *provided* that funds on deposit that are subject to collection may be transmitted promptly upon collection to:

ABA Number: _____
[Citicorp USA, Inc.
399 Park Avenue

New York, NY 10043]

Account Name: Citibank Concentration Account

Account Number: _____

Reference: _____

Attn: _____

(k) All customary service charges and fees with respect to the Concentration Account shall be debited to the Concentration Account. In the event insufficient funds remain in the Concentration Account to cover such customary service charges and fees, the Grantor shall pay and indemnify the Concentration Account Bank for the amounts of such customary service charges and fees. Neither the Senior Collateral Agent nor the Senior Secured Parties shall have any liability for the payment of any fees or charges in respect of the Concentration Account.

This letter agreement shall be binding upon and shall inure to the benefit of the Concentration Account Bank, the Grantor, the Senior Collateral Agent, the Senior Secured Parties referred to in the Senior Subsidiary Security Agreement and their respective successors, transferees and assigns of any of the foregoing. This letter agreement may not be modified or terminated except upon the mutual consent of the Senior Collateral Agent, the Grantor and the Concentration Account Bank. The Concentration Account Bank may terminate the letter agreement only upon 45 days' prior written notice to the Grantor and the Senior Collateral Agent. The Senior Collateral Agent may terminate this letter agreement at any time. So long as any Senior Obligations remain outstanding and the Commitments are still outstanding, upon such termination the Concentration Account Bank shall close the Concentration Account and transfer all funds in the Concentration Account to the Senior Collateral Agent at the Citibank Concentration Account or as otherwise directed by the Senior Collateral Agent. After any such termination, the Concentration Account Bank shall nonetheless remain obligated promptly to transfer to the Concentration Account, or as the Senior Collateral Agent may otherwise direct, all funds and other property received in respect of the Concentration Account.

This letter agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this letter agreement by telecopier shall be effective as delivery of a manually executed counterpart of this letter agreement.

This letter agreement supersedes all prior agreements, oral or written, with respect to the subject matter hereof and may not be amended, modified or supplemented except by a writing signed by the Senior Collateral Agent, the Grantor and the Concentration Account Bank.

This letter agreement shall be governed by, and construed in accordance with, the law of the State of New York.

Upon acceptance of this letter agreement, it will be the valid and binding obligation of the Grantor, the Senior Collateral Agent, and the Concentration Account Bank, in accordance with its terms.

Very truly yours,

[_____].

By: _____
Name:
Title:

CITICORP USA, INC, as Senior Collateral Agent

By: _____
Name:
Title:

Acknowledged and agreed to as of
the date first above written:

[_____]

By: _____
Name:
Title:

CONCENTRATION ACCOUNT CASH SWEEP NOTICE

[Concentration Account Bank]
[Address]

Re: Account No. [] (the "*Concentration Account*")

Ladies and Gentlemen:

Reference is made to the Concentration Account and that certain Concentration Account Agreement dated June 27, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Concentration Account Agreement*") among the Concentration Account Bank, the Grantor and the Senior Collateral Agent. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to them in the Concentration Account Agreement.

The Senior Collateral Agent hereby notifies you that, in accordance with certain provisions of the Senior Subsidiary Security Agreement, from and after the date of this notice, you are hereby directed to transfer (by wire transfer or other method of transfer mutually acceptable to you and the Senior Collateral Agent) to the Senior Collateral Agent, in same day funds, on each Business Day, the entire balance in the Concentration Account to the Citibank Concentration Account specified in paragraph (j) of the Concentration Account Agreement (or to such other account as the Senior Collateral Agent may from time to time, or at any time, designate in writing) until you are notified in writing by the Senior Collateral Agent that this Concentration Account Cash Sweep Notice is no longer effective.

Very truly yours,

CITICORP USA, INC, as Senior Collateral Agent

By: _____
Name:
Title:

PERFECTION CERTIFICATE

PERFECTION CERTIFICATE

Reference is made to (a) the Senior Subsidiary Security Agreement dated as of June 27, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Senior Subsidiary Security Agreement*") among the Subsidiary Guarantors and the Collateral Agent and (b) the Second Priority Subsidiary Security Agreement dated as of June , 2001 (as amended, supplemented or otherwise modified from time to time, the "*Second Priority Subsidiary Security Agreement*") among the Subsidiary Guarantors and the Second Priority Collateral Trustee.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Definitions Annex annexed to each of the Senior Subsidiary Security Agreement, the Second Priority Subsidiary Security Agreement and the First Priority Security Agreement.

The undersigned, a Financial Officer of the Borrower, hereby certifies to the Senior Collateral Agent and each other Senior Secured Party as follows:

1. *Names.* (a) The exact corporate name of each Grantor, as such name appears in its respective certificate of incorporation, is as set forth in column A of the Perfection Table attached hereto.

(b) Each other corporate name each Grantor has had in the past five years, together with the date of the relevant change is as set forth in column B of the Perfection Table attached hereto.

(c) Except as set forth in column C of the Perfection Table attached hereto, no Grantor has changed its identity or corporate structure in any way within the past five years. Changes in identity or corporate structure would include mergers, consolidations and acquisitions, as well as any change in the form, nature or jurisdiction of corporate organization. If any such change has occurred, include in column C of the Perfection Table the information required by Sections 1 and 2 of this certificate as to each acquiree or constituent party to a merger or consolidation.

(d) A list of all other names (including trade names or similar appellations) used by each Grantor or any of its divisions or other business units in connection with the conduct of its business or the ownership of its properties at any time during the past five years is as set forth in column D of the Perfection Table attached hereto.

(e) The Federal Taxpayer Identification Number of each Grantor is as set forth in column E of the Perfection Table attached hereto.

2. *Current Locations.* (a) The place of incorporation of each Grantor is the county/state set forth in column E of the Perfection Table attached hereto.

(b) The chief executive office of each Grantor is located at the address set forth in column F of the Perfection Table attached hereto.

(c) Set forth in column G of the Perfection Table attached hereto are all locations (in addition to its chief executive office) where such Grantor maintains any books or records relating to any Accounts Receivable (including chattel paper, if any).

(d) Set forth on the schedule of Store Locations attached hereto are all the places of business not identified in clause (a), (b) or (c) of each applicable Grantor.

(e) Set forth on Schedule X attached hereto are Rite Aid operated distribution centers where inventory not identified above is located.

(f) Set forth below are third party operated locations where inventory not identified above is located:

Center Name	Address
Choice New England	35 Otis Street Rear Westboro, MA 01581
Choice Atlanta	2084-100 Lake Industrial Ct. Conyers, GA 30013
Choice Reno	650 Vista Blvd. Ste. 303 Sparks, NV 89434
Choice Indianapolis	Cumberland Road Fishers, IN 46038
Choice Rural Hall	540 Northridge Park Drive Rural Hall, NC 27045
Rite Aid - East Processors Unlimited Corp.	1304 Continental Drive Abingdon, MD 21009
Rite Aid - West Processors Unlimited Corp	3958 Seaport Blvd. W. Sacramento, CA 95691
RX - Controlled	1505 Wallace Drive, Ste. 154

USF Processors	Carrolton, TX 75006
RX - Non-Controlled	4100 Fleetwood Road
USF Processors	Fort Worth, TX 76155

(g) There are no other persons other than such Grantor that have possession of any of the Collateral of such Grantor.

3. *Unusual Transactions.* All Accounts Receivable have been originated by the Grantors and all Inventory has been acquired by the Grantors in the ordinary course of business.

4. *File Search Reports.* Other than filings representing Liens permitted by the Senior Credit Facility and the Second Priority Facilities, as applicable, there are no effective financing statements on file against the Borrower or any of its Restricted Subsidiaries.

5. *Mortgage Filings.* Attached hereto as Schedule 11 is a schedule setting forth, with respect to each Mortgaged Property, (i) the exact corporate name of the corporation that owns such property as such name appears in its certificate of incorporation, (ii) if different from the name identified pursuant to clause (i), the exact name of the current record owner of such property reflected in the records of the filing office for such property identified pursuant to the following clause and (iii) the filing office in which a Mortgage with respect to such property must be filed or recorded in order for the Collateral Agent to obtain a perfected security interest therein.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have duly executed this certificate on this 27th day of June, 2001.

RITE AID CORPORATION,

by 
Name: John Standley
Title: Chief Financial Officer

511142.03-New York Server 7A

Draft June 26, 2001 - 1:02 pm

Schedule X to the Perfection Certificate

Center Name	Address	County	Owned / Leased
Rome, NY	5865 Success Drive West Rome Industrial Park Rome, NY 13440-9639	Oneida	Owned
Rome, NY (1)	1790 Black River Blvd. Rome, NY 13440	Oneida	Leased
Utica, NY (1)	2007 Beechgrove Place Utica, NY 13501	Oneida	Leased
Poca, WV	Rock Brance Industrial Park Putnam County, Box 2102 Poca, WV 25159-9617	Putnam	Owned
Dunbar, WV (1)	Charles Ave. & Jordan Street West Dunbar, WV 25064	Kanawa	Leased
South Nitro, WV (1)	800 First Avenue South Nitro, WV 25143	Kanawa	Leased
Perryman, MD	601 Chelsea Road Perryman, MD 21130	Harford	Leased
Tuscaloosa, AL	3931 Rice Mine Road N.E. Tuscaloosa, AL 35406	Tuscaloosa	Owned
Tuscaloosa, AL (1)	5051 Jug Factory Road East Tuscaloosa, AL 35405	Tuscaloosa	Leased
Cottondale, AL (1)	10400 Technology Drive Cottondale, AL 35453	Tuscaloosa	Leased
Pontiac, MI	5400 Perry Drive Waterford, MI 48329	Oakland	Owned
Woodland, CA	1755 Beamer Street Woodland, CA 95776	Yolo	Owned
Woodland, CA (1)	280 N. Pioneer Avenue Woodland, CA 95776	Yolo	Leased
Wilsonville, OR	29555 S.W. Boones Ferry Road Wilsonville, OR 97070	Clackamas	Leased
Lancaster, CA	2801 W. Avenue H Lancaster, CA 93536	Los Angeles	Leased

(1) Overflow storage locations

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	PBN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04355	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		17170 Harper Avenue		Detroit	MI	482241998	Wayne
04399	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		5520 Drake Road		West Bloomfield	MI	48321259	Oakland
04401	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		102 North State Street		Dowagiac	MI	490471747	Cass
04403	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2580 Lake Avenue		North Muskegon	MI	494453323	Muskegon
04404	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		5 South Groesbeck High- way		Mt. Clemens	MI	480432107	Macomb
04405	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Southland Plaza	1200 South Main Street		Adrian	MI	492214311	Lenawee
04408	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		1001 North Leroy Street		Fenton	MI	484302755	Genesee
04409	654	38-2413448	Apex Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		1607 24th Street		Port Huron	MI	480604820	St. Clair
04414	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		19160 Greenfield Road		Detroit	MI	482352001	Wayne
04431	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		4562 West Houghton Lake Drive		Houghton Lake	MI	486299005	Roscommon
04432	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		35584 Grand River Avenue		Farmington	MI	483353123	Oakland
04445	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		15411 Southfield Road		Allen Park	MI	481012601	Wayne
04504	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2838 East Court Street		Flint	MI	485064015	Genesee
04508	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Green Acres Plaza	4680 State Street		Saginaw	MI	486033805	Saginaw
04510	654	38-2413448	Apex Drug Stores, Inc.	Apex Drug Stores, Inc.	Store	No	Westgate Shopping Center	2603 Jackson Avenue		Ann Arbor	MI	481033820	Washtenaw
04511	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Northwood Shop- ping Center	30903 Woodward Avenue		Royal Oak	MI	480730923	Washtenaw
04512	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Grandland Shop- ping Center	18600 Fenkell Street		Detroit	MI	482232315	Wayne
04514	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Bloomfield Square Center	26118 Greenfield Road		Oak Park	MI	482371001	Oakland
04515	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		3251 South Boulevard		Auburn Hills	MI	483263635	Oakland
04517	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		29250 Joy Road		Livonia	MI	481502399	Wayne
04519	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Georgetown Mall	2564 Packard Road		Ann Arbor	MI	481046832	Washtenaw
04520	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		5650 Schaefer Road		Dearborn	MI	481262253	Wayne
04520	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		5650 Schaefer Road (Park- ing Lot)		Dearborn	MI	481262253	Wayne
04521	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		37980 Ann Arbor Road		Livonia	MI	481503431	Wayne
04523	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Sheldon Center	33251 Plymouth Road		Livonia	MI	481501738	Wayne

TRADEMARK

REEL: 002341 FRAME: 0724

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Card	PEIN	Operating Corporation	General Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04526	654	38-2413448	Apex Drug Stores, Inc.	Apex Drug Stores, Inc.	Store	No	Belmont Shopping Center	1900 East 8 Mile Road		Detroit	MI	482341081	Wayne
04528	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	North Hill Shopping Center	1451 North Main Street		Rochester Hills	MI	483071122	Oakland
04530	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Plymouth Mall	2781 Plymouth Road		Ann Arbor	MI	481052427	Washtenaw
04532	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2140 State Avenue		Alpena	MI	497074542	Alpena
04534	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Novi 10 Shopping Center	41820 West 10 Mile Road		Novi	MI	483753386	Oakland
04537	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		36485 Garfield Road		Clinton Township	MI	480351132	Macomb
04583	654	38-2413448	Apex Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No	Taylor Commons	21588 Ecorse Road		Taylor	MI	481801854	Wayne
04588	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		3521 Corunna Road	(formerly numbered as #3249 Reio)	Flint	MI	485033267	Genesee
04590	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Colonial Shopping Center	2027 Eastern Avenue, S.E.		Grand Rapids	MI	495073234	Kent
04591	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Pointe Plaza	22315 Morross Road		Detroit	MI	482362116	Wayne
04592	654	38-2413448	Apex Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Clarkston Center Shopping Center	5789 Ortonville Road		Clarkston	MI	483462959	Oakland
00035	016	63-0522700	Harco, Inc.	Rite Aid Corporation	DC	No	Cortondale Industrial Park	3931 Rice Mine Road, N.E.		Tuscaloosa	AL	354060000	Tuscaloosa
00035	016	63-0522700	Harco, Inc.	Rite Aid Corporation	DC	Yes	Cortondale Industrial Park	3931 Rice Mine Road, N.E.		Tuscaloosa	AL	354530000	Tuscaloosa
00035	016	63-0522700	Harco, Inc.	Rite Aid Corporation	DC	No	Woodruff Industrial Park	5051 Jug Factory Road East		Tuscaloosa	AL	354060000	Tuscaloosa
01140	661	63-0522700	Harco, Inc.	Harco, Inc. (Formerly Buy Wise #1)	Store	No		444 Wynn Drive, N.W.		Huntsville	AL	358163426	Madison
01141	661	63-0522700	Harco, Inc.	Harco, Inc. (Formerly Buy Wise #3)	Store	No	Shields Market Place	1338-A Winchester Road, N.E.		Huntsville	AL	358118658	Madison
01142	661	63-0522700	Harco, Inc.	Harco, Inc. (Formerly Buy Wise #4)	Store	No		2302 South Whitesburg Drive		Huntsville	AL	358013818	Madison
01146	661	63-0522700	Harco, Inc.	Harco, Inc. (Formerly Buy Wise #5)	Store	No	Trojan Plaza	14450 Highway 231-431 North		Hazel Green	AL	357508658	Madison
01890	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		139 Old Highway 134	P.O. Box 1108	Daleville	AL	363222503	Dale
04524	661	63-0522700	Harco, Inc.	Rite Aid of Alabama, Inc.	Store	No		202 East Concub Street		Union Springs	AL	360891411	Bullock
04606	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		130 South Eufaula Avenue		Eufaula	AL	360272026	Barbour
04617	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		101 Ashbur Street		Talladega	AL	351602570	Talladega
07001	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		140 Market Center Drive		Alabaster	AL	350078610	Shelby
07002	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		4441 Highway 280		Alexander City	AL	350103300	Tallapoosa
07003	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		220 Forest Road		Hueytown	AL	350231614	Jefferson
07004	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		641 Ollie Avenue		Clanton	AL	350452236	Chilton
07005	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		1602 2nd Avenue, S.W.		Cullman	AL	350555313	Cullman
07006	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		715 Cullum Shopping Center		Cullman	AL	350550000	Cullman
07008	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		935 Second Avenue, East		Oneonta	AL	351212505	Blount

TRADEMARK

REEL: 002341 FRAME: 0725

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Lease #	Lease	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07009	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Center	1015 Martin Street		Pell City	AL	351251337	St. Clair
07010	661	63-0522700	Harco, Inc.	Rite Aid of Alabama, Inc.	Store	No		4689 Center Point Road		Pinson	AL	351263252	Jefferson
07011	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		1 North Broadway Avenue		Sylacauga	AL	351502521	Talladega
07013	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Center	9174 Roebuck Parkway, East		Birmingham	AL	352061507	Jefferson
07014	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Quail Run Village		Fultondale	AL	350680000	Jefferson
07015	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		455 Main Street		Trussville	AL	351731418	Jefferson
07016	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Heritage Towne Shopping Center		Birmingham	AL	352113813	Jefferson
07017	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Forest Square		Birmingham	AL	352143842	Jefferson
07019	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2112 Centepoint Road		Birmingham	AL	352154622	Jefferson
07021	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Mountain Brook Shopping Center		Birmingham	AL	352232313	Jefferson
07022	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Bluff Park Shopping Center		Hoover	AL	352261305	Jefferson
07023	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Chalkville Square		Birmingham	AL	352352002	Jefferson
07024	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Market Square Shopping Center		Birmingham	AL	352435239	Jefferson
07025	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2101 Pelham Parkway		Pelham	AL	351241116	Shelby
07026	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2661 Valleydale Road		Birmingham	AL	352442026	Jefferson
07028	661	63-0522700	Harco, Inc.	Rite Aid of Alabama, Inc.	Store	No		521 University Boulevard, East		Tuscaloosa	AL	354012023	Tuscaloosa
07029	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Meadowbrook Shopping Center		Tuscaloosa	AL	354010000	Tuscaloosa
07030	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		3206 15th Street		Tuscaloosa	AL	354014002	Tuscaloosa
07031	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		610 Parkway Shopping Center		Tuscaloosa	AL	354014762	Tuscaloosa
07031	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		610 Parkway Shopping Center (Storage)		Tuscaloosa	AL	354014762	Tuscaloosa
07034	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Five Points Shopping Center		Tuscaloosa	AL	354044246	Tuscaloosa
07035	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2916 University Boulevard, East		Tuscaloosa	AL	354053800	Tuscaloosa
07037	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Delchamps Plaza North		Tuscaloosa	AL	354052236	Tuscaloosa
07038	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Food World Plaza South		Tuscaloosa	AL	354053800	Tuscaloosa
07039	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Taylorville Corners		Tuscaloosa	AL	354056473	Tuscaloosa
07041	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Northwood Shopping Center	Suite 5	Northport	AL	354762927	Tuscaloosa
07042	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Fayette Square Shopping Center		Fayette	AL	355551739	Fayette
07044	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Decatur Shopping Center		Decatur	AL	356014918	Morgan
07045	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		#1 Is Store Lease,	2202 Danville Road, S.W.	Decatur	AL	356014644	Morgan

TRADEMARK

REEL: 002341 FRAME: 0726

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Lev	Corp	FEIN	Qualifying Corporate Non	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07047	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	#2 Is Ground Lease	2403 Florence Boulevard		Florence	AL	356302877	Lauderdale
07048	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		1313 North Wood Avenue		Florence	AL	356303015	Colbert
07049	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		241 Highway 31, S.W. Shopping Center		Hartselle	AL	356402855	Morgan
07050	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Franklin Shopping Center		Russellville	AL	356532848	Franklin
07051	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	Yes		805 South Montgomery Avenue		Sherfield	AL	356603813	Colbert
07053	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	Yes		298 Hughes Road		Madison	AL	357581112	Madison
07054	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		8000 Madison Boulevard, Suite B		Madison	AL	357582035	Madison
07055	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Flint Crossing Market Center		Mendenhall	AL	357591206	Madison
07056	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Hampton Cove Shopping Center		Owens Cross Roads	AL	357639223	Madison
07058	661	63-0522700	Harco, Inc.	Rite Aid of Alabama, Inc.	Store	No		4900 Whitesburg Drive, South		Huntsville	AL	358021635	Madison
07060	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		1303 Gaul Avenue, North		Fort Payne	AL	359673141	De Kalb
07062	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		422 McCurdy Avenue, N Route 3, Box 7E/Highway 331		Rainsville	AL	359860749	De Kalb
07066	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No				Luveme	AL	360499402	Crenshaw
07067	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		3741 Highway 14		Millbrook	AL	360541942	Elmore
07068	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		10 Gilmer Avenue		Tallassee	AL	360781206	Elmore
07069	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		115 Southland Village Shopping Center		Troy	AL	360793044	Pike
07071	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	Yes		2200 East South Boulevard		Montgomery	AL	361162304	Montgomery
07073	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		1629 Perry Hill Road		Montgomery	AL	361062729	Montgomery
07074	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		Perry Hill Place Country Club Center		Montgomery	AL	361062002	Montgomery
07075	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		3903 Atlanta Highway		Montgomery	AL	361092918	Montgomery
07076	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2081 Coliseum Boulevard		Montgomery	AL	361103237	Montgomery
07077	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		414 East South Boulevard		Montgomery	AL	361053322	Montgomery
07079	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		7932 Vaughn Road		Montgomery	AL	361166625	Montgomery
07080	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		6995 Atlanta Highway		Montgomery	AL	361174213	Montgomery
07084	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	Yes		1430 Quindlar Avenue		Montgomery	AL	362013845	Calhoun
07085	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		4880 Highway 78 West		Oxford	AL	362031951	Calhoun
07086	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		601 Snow Street		Oxford	AL	362031207	Calhoun
07087	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2413 Highway 431 North		Anniston	AL	362031916	Calhoun
07088	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		3240 Highway 431		Roanoke	AL	362741733	Randolph
07089	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		4030 West Main Street		Dothan	AL	363056389	Houston
07090	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2721 West Main Street		Dothan	AL	363016402	Houston
07091	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	Yes		1060 South Oates Street		Dothan	AL	363013514	Houston
07092	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		514 Kirkland Street		Abbeville	AL	363102700	Henry
07093	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		705C Boll Weevil Plaza		Enterprise	AL	363302036	Coffee
07095	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		1017 River Falls Street		Andalusia	AL	364202532	Covington

TRADEMARK

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Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07096	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Brewton Heights Shopping Center	1023 Douglas Avenue		Brewton	AL	364261586	Escambia
07097	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Monroeville Square	1876 South Alabama Ave- nue, #3		Monroeville	AL	364603072	Monroe
07098	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Opp Marketplace	509 East Cummings Ave- nue		Opp	AL	364672251	Covington
07099	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Atmore Plaza Shopping Center	500 East Church Street		Atmore	AL	365022626	Escambia
07100	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Bay Market Square	617 McNeans Avenue	P.O. Box 1253	Bay Minette	AL	365073334	Baldwin
07104	661	63-0522700	Harco, Inc.	K & B Alabama Corpo- ration	Store	No		101 South Greeno Road		Fairhope	AL	365322019	Baldwin
07108	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		25801 Perdido Beach Bou- levard	P.O. Box 1340	Orange Beach	AL	365611348	Baldwin
07109	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Delchamps Shop- ping Center	21951 State Highway 59, Suite A		Robertsdale	AL	365678712	Baldwin
07111	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Island Road Shop- ping Center	7840 Moffitt Road		Semmes	AL	365755410	Mobile
07112	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Five Points	5827 Highway 90		Theodore	AL	365821621	Mobile
07114	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Navco Shopping Center	1310 Springhill Avenue		Mobile	AL	366043213	Mobile
07115	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Navco Shopping Center	150 South Ann Street		Mobile	AL	366035406	Mobile
07116	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Midtown Shopping Center	1366 Navco Road		Mobile	AL	366052421	Mobile
07117	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Spring Hill Village	3055 Dauphin Street		Mobile	AL	366064040	Mobile
07119	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Vigouroux Market place	4350-B Old Shell Road		Mobile	AL	366082011	Mobile
07120	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Delchamps Plaza Shopping Center	9948 Airport Boulevard		Mobile	AL	366089526	Mobile
07121	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Delchamps Plaza	2420 Dawes Road		Mobile	AL	366958349	Mobile
07123	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Delchamps Plaza	5201 Cottage Hill Road		Mobile	AL	366094244	Mobile
07125	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Delchamps Plaza	414 North Craft Highway		Chickasaw	AL	366111312	Mobile
07126	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Delchamps Plaza	4739 St. Stephens Road		Pritchard	AL	366133512	Mobile
07127	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Park Forest Plaza	4725 G. Moffat Road		Mobile	AL	366182236	Mobile
07133	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Plint's Crossing Shopping Center	1018 Highland Avenue		Scalia	AL	367014928	Dallas
07134	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	33151 Highway 43		Thomasville	AL	367841634	Clarke
07135	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	1550 Opelika Road, Suite #24	P.O. Box 170	Auburn	AL	368310170	Lee
07136	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	459 North Broadnax Street		Dadeville	AL	368532108	Tallapoosa
07137	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	205 Highway 30 West		New Albany	MS	386523111	Union
07139	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	Yes	Gateway Shopping Center	1800 Highway 45, North		Columbus	MS	397052110	Lowndes
07141	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	201-B Alabama Street		Columbus	MS	397052203	Lowndes
07142	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	Yes	Shopping Center	200 Highway 45 North	P.O. Box 886	Aberdeen	MS	397302366	Monroe
07366	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	1337 Montclair Road		Birmingham	AL	352102205	Jefferson
07367	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	Old U.S. 31 & Fieldstown		Gardendale	AL	350710000	Jefferson
07369	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	3209 Ensley Five Points West Avenue		Birmingham	AL	352082715	Jefferson
07370	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No	Shopping Center	1615 Montgomery High-		Hoover	AL	352164973	Jefferson

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Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07371	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		1179 Huffman Road Way		Birmingham	AL	352157501	Jefferson
07372	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		529 Brookwood Village		Birmingham	AL	352094501	Jefferson
07377	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2020 Cahaba Road ping Center		Mountain Brook	AL	352231110	Jefferson
07378	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		3588 Montgomery High- way		Pelham	AL	351242034	Shelby
07379	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		708 Montgomery Highway		Vestavia Hills	AL	352161812	Jefferson
07380	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		422 West Beach Boulevard		Pass Christian	MS	395714304	Harrison
07381	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		721 Highway 90 East Our Shopping Cen- ter (Former CVS)		Waveland	MS	395762409	Hancock
07398	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		3100 Goodman Road		Horn Lake	MS	386371159	Desoto
07400	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		2310 Clay Street		Vicksburg	MS	391833123	Warren
07405	661	63-0522700	Harco, Inc.	Harco, Inc.	Store	No		380 Woodrow Wilson Ave- nue		Jackson	MS	392164507	Hinds
07172	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		606 South Memorial Drive Shopping Center		Prattville	AL	360673635	Autauga
07174	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		10 West Fairview Avenue		Montgomery	AL	361051655	Montgomery
07175	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		1011 Perry Hill Road		Montgomery	AL	361094521	Montgomery
07176	662	72-1011085	K & B Alabama Corpo- ration	K&B Alabama Corpora- tion	Store	No		3003 McGhee Road		Montgomery	AL	361112202	Montgomery
07178	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		6530 Highway 31 Spanish Fort Shop- ping Center		Spanish Fort	AL	365279714	Baldwin
07179	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		1255 South McKenzie Street		Foley	AL	365355406	Baldwin
07180	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		1527 Highway 59 South Ratcliff Square Shopping Center	P.O. Box 2437	Gulf Shores	AL	365422437	Baldwin
07181	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		13 Shelton Beach Road Saraland Shopping Center		Saraland	AL	365712402	Mobile
07182	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		7301 Theodore-Daves Road		Theodore	AL	365829134	Mobile
07183	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	Yes		2912 Dauphin Island Park- way		Mobile	AL	366053811	Mobile
07184	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		1971 Government Street WAY		Mobile	AL	366061628	Mobile
07185	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		2011 Springhill Avenue		Mobile	AL	366073326	Mobile
07186	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		6400 Airport Boulevard K&B Plaza Shop- ping Center		Mobile	AL	366083102	Mobile
07187	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		6505 Cottage Hill Road		Mobile	AL	366093106	Mobile
07188	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		4011 Government Boule- vard		Mobile	AL	366094727	Mobile
07189	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		5304 Overlook Road		Mobile	AL	366182331	Mobile
07190	662	72-1011085	K & B Alabama Corpo- ration	Harco, Inc.	Store	No		5440-A Highway 90 West Shopping Center		Mobile	AL	366194228	Mobile

Schedule to Perfection Certificate

Ride-Aid Inventory/Property Locations

Act	Corp	FEIN	Operating Corporation	Legal Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07234	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Airline Park Shopping Center	6425 Airline Highway		Metairie	LA	700034334	Jefferson Parish
07235	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Magnolia Shopping Center	7060 Veterans Memorial Boulevard		Metairie	LA	700034431	Jefferson Parish
07237	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Wishire Shopping Center	725 Veterans Memorial Boulevard		Metairie	LA	700032803	Jefferson Parish
07238	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Metairie Road Shopping Center	800 Metairie Road, Suite D		Metairie	LA	700034043	Jefferson Parish
07239	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4936 Veterans Memorial Boulevard		Metairie	LA	700065222	Jefferson Parish
07240	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4300 West Esplanade Avenue		Metairie	LA	700062918	Jefferson Parish
07242	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		7201 St. Claude Avenue		Arabi	LA	700321552	St. Bernard Parish
07243	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1918 East Judge Perez Drive		Chalmette	LA	700435749	St. Bernard Parish
07244	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		197 Westbank Expressway		Gretna	LA	700562459	Jefferson Parish
07245	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		497 Terry Parkway		Terrytown	LA	700562780	Jefferson Parish
07246	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Belle Meade Plaza Shopping Center		Gretna	LA	700567306	Jefferson Parish
07247	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		333 West Esplanade Avenue		Kenner	LA	700652541	Jefferson Parish
07248	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		3300 Williams Boulevard		Kenner	LA	700652802	Jefferson Parish
07249	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		160 Belle Terre Boulevard		Laplace	LA	700683099	St. John/Baptist Parish
07250	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		12715 U.S. Highway 90, Suite K		Luling	LA	700709743	St. Charles Parish
07251	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Martero Shopping Center		Martero	LA	700723120	Jefferson Parish
07252	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		5003 Lapalco Boulevard		Martero	LA	700724235	Jefferson Parish
07253	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1082 Westbank Expressway		Westwego	LA	700944713	Jefferson Parish
07255	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		3401 St. Charles Avenue		New Orleans	LA	701154535	Orleans Parish
07255	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		3401 St. Charles Avenue (Parking Lot)		New Orleans	LA	701154535	Orleans Parish
07257	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4401 St. Charles Avenue		New Orleans	LA	701154829	Orleans Parish
07258	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1133 South Carrollton Avenue		New Orleans	LA	701182023	Orleans Parish
07260	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		7133 St. Charles Avenue		New Orleans	LA	701183541	Orleans Parish
07261	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		3708 South Carrollton Avenue		New Orleans	LA	701184708	Orleans Parish
07262	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		2669 Canal Street		New Orleans	LA	701196409	Orleans Parish
07264	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4115 Jefferson Highway		Jefferson	LA	701211533	Jefferson Parish

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporation	Tenant Corporation	Type	Operel	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07265	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1544 Robert E. Lee Boulevard		New Orleans	LA	701222146	Orleans Parish
07266	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Gentilly Shopping Center	3100 Gentilly Boulevard		New Orleans	LA	701223854	Orleans Parish
07268	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		8225 Jefferson Highway		Harahan	LA	701234515	Jefferson Parish
07269	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		5201 Canal Boulevard		New Orleans	LA	701241711	Orleans Parish
07271	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		760 Harrison Avenue		New Orleans	LA	701243156	Orleans Parish
07272	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4330 South Claiborne Avenue		New Orleans	LA	701255104	Orleans Parish
07273	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		6600 Morrison Road		New Orleans	LA	701262704	Orleans Parish
07274	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		7040 Read Boulevard		New Orleans	LA	701272222	Orleans Parish
07276	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		5661 Bullard Avenue		New Orleans	LA	701283447	Orleans Parish
07277	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4350 General Degaulle Drive		New Orleans	LA	701318643	Orleans Parish
07278	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1625 St. Mary Street		Thibodaux	LA	703016497	Lafourche Parish
07279	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		13998 West Main Street		Cut Off	LA	703459758	Lafourche Parish
07280	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Concord Shopping Center		Houma	LA	703602745	Terrebonne Parish
07281	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Lynn Park Shopping Center		Houma	LA	703636040	Terrebonne Parish
07282	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Southland Mall		Houma	LA	703641043	Terrebonne Parish
07283	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		5953 West Park Avenue, Suite 1043		Morgan City	LA	703801327	St. Mary Parish
07284	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1223 North Victor II Blvd		Morgan City	LA	703801939	St. Mary Parish
07285	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1301 Highway 90 East		Morgan City	LA	703801939	St. Mary Parish
07286	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		2700 West Thomas Street		Hammond	LA	704012839	Tangipahoa Parish
07287	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Hammond Mall		Hammond	LA	704036100	Tangipahoa Parish
07289	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		320 Cumberland Street		Bogalusa	LA	704273106	Washington Parish
07290	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Shopyard Square		Mandeville	LA	704483122	St. Tammany Parish
07292	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		114 Gause Boulevard, West		Sidell	LA	704602625	St. Tammany Parish
07293	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		2090 Gause Boulevard, East		Sidell	LA	704615431	St. Tammany Parish
07296	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		Marketplace Shopping Center		Lafayette	LA	705013705	Lafayette Parish
07297	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		2252 Ambassador Cafery Parkway		Lafayette	LA	705035218	Lafayette Parish
07297	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4710 Johnson Street		Lafayette	LA	705035218	Lafayette Parish
07297	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		2490 West Congress Street		Lafayette	LA	705065549	Lafayette Parish

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corpora- tion	Legal Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07298	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		4510 Ambassador Cafetry Parkway		Lafayette	LA	705086931	Ish
07299	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	Pinhook Plaza Shopping Center	2011 Pinhook Road		Lafayette	LA	705083227	Lafayette Par- ish
07300	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		2250 Veterans Memorial Drive		Abbeville	LA	705103199	Vermillion Par- ish
07301	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		2016 North Parkerson Ave- nue		Crowley	LA	705262336	Acadia Parish
07303	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	Jennings Shopping Center	1208 Eilon Road		Jennings	LA	705464136	Jefferson Davis Parish
07304	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	Town & Country Square Shopping Center	1150 West St. Peter Street		New Iberia	LA	705603558	Iberia Parish
07305	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		1108 East Main Street		New Iberia	LA	705603920	Iberia Parish
07306	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	St. Landry Plaza	1240 Heather Drive		Opelousas	LA	705707712	St. Landry Par- ish
07307	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	#1 is Leased/#2 is Owned	2825 Ryan Street		Lake Charles	LA	706017329	Calcasieu Par- ish
07307	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	Yes	#1 is Leased / #2 is Owned	2825 Ryan Street		Lake Charles	LA	706017329	Calcasieu Par- ish
07308	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		3004 Highway 14		Lake Charles	LA	706016960	Calcasieu Par- ish
07310	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		1115 West McNeese Street		Lake Charles	LA	706055635	Calcasieu Par- ish
07311	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		1601 East Napoleon Street (Tract C)		Sulphur	LA	706633654	Calcasieu Par- ish
07312	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	Spring Park Plaza Shopping Center	2308 South Range Avenue		Denham Springs	LA	707265216	LIVINGSTON PAR- ISH
07313	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	Yes		1710 North Airline High- way		Gonzales	LA	707372127	Ascension Par- ish
07314	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	Plank Road Shop- ping Center	5840 Plank Road		Baton Rouge	LA	708051320	East Baton Rouge Parish
07315	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		3433 Government Street		Baton Rouge	LA	708065717	East Baton Rouge Parish
07316	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		7570 Jefferson Highway		Baton Rouge	LA	708068308	East Baton Rouge Parish
07317	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	Village Square Shopping Center	3080 College Drive		Baton Rouge	LA	708083117	East Baton Rouge Parish
07318	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	Yes		2139 Starning Lane		Baton Rouge	LA	708101038	East Baton Rouge Parish
07319	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		9031 Stegion Lane		Baton Rouge	LA	708101951	East Baton Rouge Parish
07320	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		12308 Plank Road		Baton Rouge	LA	708111037	East Baton Rouge Parish
07321	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		11060 Greenwell Springs		Baton Rouge	LA	708142912	East Baton Rouge Parish
07323	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No	Sherwood Forest Plaza	11268 Florida Boulevard		Baton Rouge	LA	708152014	East Baton Rouge Parish
07324	664	72-1043860	K & B Louisiana Cor- poration	K & B Louisiana Corpo- ration	Store	No		2152 Sherwood Forest Bou- levard		Baton Rouge	LA	708168327	East Baton Rouge Parish

TRADEMARK

REEL: 002341 FRAME: 0732

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Code	FEIN	Operating Corporation Name	Legal Corporation	Store	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
07325	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Millerville Stop-ping Center	1029 Millerville Road		Baton Rouge	LA	708161229	East Baton Rouge Parish
07326	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		6586 Jones Creek Road		Baton Rouge	LA	708173023	East Baton Rouge Parish
07327	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		807 Homer Road		Minden	LA	710558843	Webster Parish
07328	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Southfield Stop-ping Center	5711 Youre Drive		Shreveport	LA	711054216	Caddo Parish
07329	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		761 Pierremont Road		Shreveport	LA	711062234	Caddo Parish
07330	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1850 North Market Street		Shreveport	LA	711075212	Caddo Parish
07331	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	South Gate Stop-ping Center	2758 West 70th Street		Shreveport	LA	711084502	Caddo Parish
07332	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		3810 Jewella Road		Shreveport	LA	711094706	Caddo Parish
07333	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		2925 East Texas Street		Bossier City	LA	711113201	Bossier Parish
07335	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		6940 Pines Road		Shreveport	LA	711292516	Caddo Parish
07336	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		2323 Forsythe Avenue		Monroe	LA	712012936	Ouachita Parish
07337	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		1801 Louisville Avenue		Monroe	LA	712016116	Ouachita Parish
07338	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		727 North Washington Street		Bastrop	LA	712203003	Morehouse Parish
07339	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		105 West California Avenue		Ruston	LA	712705013	Lincoln Parish
07340	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	McMillan Mall	102 Thomas Road		West Monroe	LA	712917359	Ouachita Parish
07341	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No	Alexandria Mall	3437 Masonic Drive		Alexandria	LA	713013686	Rapides Parish
07342	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		219 McArthur Drive		Alexandria	LA	713033104	Rapides Parish
07343	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		104 Kings County Village		Pineville	LA	713604279	Rapides Parish
07344	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		601 Keyser Avenue		Natchitoches	LA	714576020	Natchitoches Parish
07384	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		4848 O'Neal Lane		Baton Rouge	LA	708171639	East Baton Rouge Parish
07397	664	72-1043860	K & B Louisiana Corporation	K & B Louisiana Corporation	Store	No		7836 Desiard Street		Monroe	LA	712034935	Ouachita Parish
07206	665	72-0883482	K & B Mississippi Corporation	Hartco, Inc.	Store	Yes		984 Stairline Road		Southaven	MS	386711804	DeSoto Parish
07208	665	72-0883482	K & B Mississippi Corporation	K & B Mississippi Corporation	Store	No		1073 Highway 51		Madison	MS	391109083	Madison Parish
07209	665	72-0883482	K & B Mississippi Corporation	K & B Mississippi Corporation	Store	No		285 Seargent Pentliss Drive		Natchez	MS	391204224	Adams Parish
07210	665	72-0883482	K & B Mississippi Corporation	K & B Mississippi Corporation	Store	No	School Street Crossings Shopping Center	398 Highway 51		Ridgeland	MS	391573401	Madison Parish
07211	665	72-0883482	K & B Mississippi Corporation	K & B Mississippi Corporation	Store	No	Memorial Plaza	3046 Indiana Avenue		Vicksburg	MS	391805252	Warren Parish

TRADEMARK

REEL: 002341 FRAME: 0733

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07212	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Yazooville Shop- ping Center	1220 Jerry Clower Boule- vard		Yazoo City	MS	391943057	Yazoo
07213	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No		6075 Old Carlton Road		Jackson	MS	392113335	Hinds
07214	665	72-0883482	K & B Mississippi Cor- poration	Harco, Inc.	Store	Yes		114 East McDowell Road		Jackson	MS	392045718	Hinds
07216	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Delco Plaza	1730 North Frontage Road		Meridian	MS	393016101	Lauderdale
07217	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Broadmoor Mart Shopping Center	4900 Poplar Springs Drive		Meridian	MS	393051650	Lauderdale
07218	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Westwood Square	4400 West Hardy Street		Hattiesburg	MS	394012254	Lamar
07219	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	Yes		5916 U.S. Highway 49		Hattiesburg	MS	394010000	Forrest
07220	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Northwood Village Shopping Center	1930 Highway 15 North		Laurel	MS	394401810	Jones
07221	665	72-0883482	K & B Mississippi Cor- poration	Harco, Inc.	Store	Yes		100 Highway 42		Petal	MS	394652881	Forrest
07222	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No		416 Highway 42 South		Picayune	MS	394664632	Pearl River
07223	665	72-0883482	K & B Mississippi Cor- poration	K & B Louisiana Corpo- ration	Store	No		11370 Highway 49	Suite A	Gulfport	MS	395033179	Harrison
07224	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No		360 Beach Drive		Gulfport	MS	395071208	Harrison
07226	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Delchamps Shop- ping Center	4031-A Poppys Ferry Road		Diberville	MS	395322405	Harrison
07227	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No		104 West Beach Boulevard		Long Beach	MS	395606050	Harrison
07228	665	72-0883482	K & B Mississippi Cor- poration	Harco, Inc.	Store	No		3082 Bienville Boulevard		Ocean Springs	MS	395644354	Jackson
07229	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Delchamps Plaza Shopping Center	4101 Denny Avenue		Pascagoula	MS	395815435	Jackson
07230	665	72-0883482	K & B Mississippi Cor- poration	K & B Mississippi Cor- poration	Store	No	Highland Square Shopping Center	820 Brookway Boulevard		Brookhaven	MS	396012642	Lincoln
07231	665	72-0883482	K & B Mississippi Cor- poration	Harco, Inc.	Store	No		1703 Delaware Avenue		McComb	MS	396483611	Pike
07191	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No		1780 North Germantown Parkway		Cordova	TN	380185089	Shelby
07192	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No	Center City Shop- ping Center	1635 Poplar Avenue		Memphis	TN	381042503	Shelby
07193	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No		1810 Union Avenue		Memphis	TN	381043941	Shelby
07194	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No	Park City Shopping Center	3887 Park Avenue		Memphis	TN	381116634	Shelby
07195	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No	Poplar Plaza Shop- ping Center	3476 Poplar Plaza		Memphis	TN	381114653	Shelby
07198	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No		4212 Elvis Presley Boule- vard		Memphis	TN	381166372	Shelby
07199	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No	Eastgate Shopping Center	835 South White Station		Memphis	TN	381175702	Shelby
07200	669	62-1444359	K & B Tennessee Cor- poration	K & B Tennessee Corpo- ration	Store	No	Glenhaven Shop- ping Center	3200 South Perkins Road		Memphis	TN	381184353	Shelby

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corporate Eon	Federal Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
07201	669	62-1444359	portion	K & B Tennessee Corporation	Store	No	ping Center	4321 Summer Avenue		Memphis	TN	381224048	Shelby
07202	669	62-1444359	portion	K & B Tennessee Corporation	Store	Yes		2670 Frayser Boulevard		Memphis	TN	381274833	Shelby
07203	669	62-1444359	portion	Rite Aid of Tennessee, Inc.	Store	No		3500 Ramill Road		Memphis	TN	381283300	Shelby
07204	669	62-1444359	portion	K & B Tennessee Corporation	Store	No		6860 Summer Avenue		Bartlett	TN	381344743	Shelby
07205	669	62-1444359	portion	K & B Tennessee Corporation	Store	No		7570 West Farmington Boulevard		Germanatown	TN	381382809	Shelby
07346	667	72-1010327	portion	K & B Tennessee Corporation	Store	No		1130 East Marshall Avenue		Longview	TX	756015601	Gregg
07347	667	72-1010327	portion	K & B Tennessee Corporation	Store	No		803 Gilmer Street		Longview	TX	756043621	Gregg
07348	667	72-1010327	portion	K & B Tennessee Corporation	Store	No		605 North Henderson Boulevard		Kilgore	TX	756625915	Gregg
07349	667	72-1010327	portion	K & B Tennessee Corporation	Store	No		911 East Pinecrest Drive		Marshall	TX	756707309	Harrison
07350	667	72-1010327	portion	K & B Tennessee Corporation	Store	No		3226 North University Drive		Nacogdoches	TX	759612248	Nacogdoches
00200	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	Yes		1130 Cumberland Street		Lebanon	PA	170425150	Lebanon
00205	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		26 West Independence Street (New Lease)		Shamokin	PA	178725314	Northumberland
00205	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	Yes		42-46 West Independence Street		Shamokin	PA	178720000	Northumberland
00208	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		15 South Main Street		Shenandoah	PA	179762332	Schuylkill
00210	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		621 Clay Avenue		Jeanette	PA	156443407	Westmoreland
00218	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		5 East Main Street		Nanticoke	PA	186341601	Luzerne
00223	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		452 South Lehigh Avenue		Frackville	PA	179312414	Schuylkill
00224	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No	Village Shopping Center	Route 29 South, Suite 13		Tunkhannock	PA	186579809	Wyoming
00225	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		5612 North 5th Street		Philadelphia	PA	191202306	Philadelphia
00226	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		338 East Allegheny Avenue		Philadelphia	PA	191342321	Philadelphia
00229	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	Yes	Mall Plaza	Route 6		Honesdale	PA	184319806	Wayne
00230	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		200 Antim Way		Greencastle	PA	172251406	Franklin
00232	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		4015 Lincoln Way East		Fayetteville	PA	172221126	Franklin
00233	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		7649 Lake Raystown Shopping Center		Huntingdon	PA	166529802	Huntingdon
00242	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		726 Market Street		Philadelphia	PA	191062312	Philadelphia
00245	651	23-1730114		Rite Aid of Pennsylvania, Inc.	Store	No		1 Cumberland Street		Lebanon	PA	170425491	Lebanon

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	RDN	Operating Corporations	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00246	651	23-1730114	Keystone Centers, Inc.	na, Inc.	Store	No		337 West Chocolate Avenue		Hershey	PA	170331636	Dauphin
00247	651	23-1730114	Keystone Centers, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1535 Chestnut Street		Philadelphia	PA	191022501	Philadelphia
00253	651	23-1730114	Keystone Centers, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Groundhog Plaza	203 North Front Street		Punxsutawney	PA	157672133	Jefferson
02309	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		1012 West Sylvania Avenue		Toledo	OH	436121702	Lucas
02310	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		210 Main Street		Toledo	OH	436052036	Lucas
02313	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		1255 North Scott Street	Suite 310	Napoleon	OH	435451093	Henry
02314	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		1605 Broadway Street		Toledo	OH	436093239	Lucas
02316	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		3301 West Central Avenue		Toledo	OH	436061405	Lucas
02317	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		3013 Monroe Street		Toledo	OH	436064602	Lucas
02318	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		5224 Dorr Street		Toledo	OH	436153602	Lucas
02319	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		505 West Market Street		Lima	OH	458014717	Allen
02320	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		113 North Countyline Street		Fostoria	OH	448301766	Seneca
02321	653	53-0125212	Lane Drug Company, Inc.	Lane Drug Company	Store	No		2430 Glendale Avenue		Toledo	OH	436142736	Lucas
02326	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		142 East South Boundary		Perrysburg	OH	433512527	Wood
02331	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		4838 Summit Street		Toledo	OH	436112867	Lucas
02337	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		3150 Navarre Avenue		Oregon	OH	436163394	Lucas
02339	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		5033 Suder Avenue		Toledo	OH	436111458	Lucas
02340	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		2434 West Laakey Road		Toledo	OH	436133504	Lucas
02341	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		5619 North Main Street		Sylvania	OH	435601929	Lucas
02343	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		1510 South McCord Road		Holland	OH	4335289409	Lucas
02346	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		810 East Manhattan Boulevard		Toledo	OH	436081471	Lucas
02347	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		1221 West High Street		Bryan	OH	435061543	Williams
02348	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		844 North Shoop Avenue		Wauseon	OH	435671814	Fulton
02350	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		305 West Main Street		Ottawa	OH	458751725	Putnam
02351	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		240 West Northern Avenue		Lima	OH	458012839	Allen
02352	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		1816 East Second Street		Defiance	OH	435122502	Defiance

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corp.	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02353	653	53-0125212	Inc.	The Lane Drug Company	Store	No	Waterville Plaza	1330 Michigan Avenue		Waterville	OH	435661011	Lucas
02354	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		4018 North McCord Road		Sylvania	OH	435603264	Lucas
02355	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		105 West Airport Highway		Swanton	OH	435581410	Fulton
02357	653	53-0125212	Inc.	The Lane Drug Company	Store	No		120 North Madison Avenue		Salem	OH	444602439	Columbiana
02359	653	53-0125212	Inc.	The Lane Drug Company	Store	No		2017 Broad Avenue		Findlay	OH	458402749	Hancock
02360	653	53-0125212	Inc.	The Lane Drug Company	Store	No		429 West Church Street		Upper Sandusky	OH	433511038	Wyandot
02363	653	53-0125212	Inc.	The Lane Drug Company	Store	No		131 South Detroit Street		Kenton	OH	433261902	Hardin
02364	653	53-0125212	Inc.	The Lane Drug Company	Store	No		1850 North Clinton Avenue		Defiance	OH	435129785	Defiance
02367	653	53-0125212	Inc.	The Lane Drug Company	Store	No		1058 Bellefontaine Avenue		Lima	OH	458042874	Allen
02369	653	53-0125212	Inc.	The Lane Drug Company	Store	No		166 West Court		Sidney	OH	453653002	Richland
02372	653	53-0125212	Inc.	The Lane Drug Company	Store	No		1055 North Williams Street		Paulding	OH	458799570	Paulding
02373	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		21991 West State Route 51		Genoa	OH	434301251	Ottawa
02375	653	53-0125212	Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		925 West Erie Plaza		Erie	PA	165054535	Erie
02376	653	53-0125212	Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Summit Plaza	5039 I/2 Peach Street		Erie	PA	165002052	Erie
02380	653	53-0125212	Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		975 Market Street		Meadville	PA	163353354	Crawford
02381	653	53-0125212	Inc.	The Lane Drug Company	Store	No	Liberty Plaza	3716 Liberty Street		Erie	PA	165082537	Erie
02382	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		163 West 26th Street		Erie	PA	165022826	Erie
02387	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		2103 Tuscarawas Avenue		Canton	OH	447072864	Stark
02388	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		3030 Market Avenue, N.E.		Canton	OH	447141428	Stark
02389	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		3720 West Tuscarawas Street		Canton	OH	447085619	Stark
02390	653	53-0125212	Inc.	The Lane Drug Company	Store	No		3635 Lincoln Way East		Massillon	OH	446463709	Stark
02392	653	53-0125212	Inc.	The Lane Drug Company	Store	No		566 N.W. Wabash Avenue		New Philadelphia	OH	446634144	Tuscarawas
02393	653	53-0125212	Inc.	Lane Drug Company	Store	No		2220 South Locust Street		Canal Fulton	OH	446148406	Stark
02394	653	53-0125212	Inc.	The Lane Drug Company	Store	No		311 North Seltzer Street		Crestline	OH	448271404	Crawford
02395	653	53-0125212	Inc.	Rite Aid of Ohio, Inc.	Store	No		1075 Ashland Road		Mansfield	OH	449052156	Richland
02396	653	53-0125212	Inc.	The Lane Drug Company	Store	No		901 East Main Street		Barnesville	OH	437131481	Belmont

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	PEIN	Operating Corpora- tion	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02397	653	53-0125212	Inc.	The Lane Drug Company	Store	No		1211 West Claremont Street		Ashland	OH	448053528	Ashland
02398	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		300 East Lincoln Way		Minerva	OH	446578927	Stark
02401	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		700 North Main Street		North Canton	OH	447202009	Stark
02403	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		875 Lexington Road		Mansfield	OH	449070000	Richland
02404	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		1895 West State Street		Alliance	OH	446013538	Stark
02408	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		100 West Main Street		Louisville	OH	446411226	Stark
02409	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		2906 Cleveland Avenue South		Canton	OH	447073624	Stark
02413	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		2110 Wales Avenue N.E.		Massillon	OH	446462302	Stark
02414	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		735 North Water Street		Uhrichsville	OH	446830000	Tuscarawas
02415	653	53-0125212	Lane Drug Company, Inc.	Rite Aid of Ohio, Inc.	Store	No		3010 Whipple Avenue, NW		Canton	OH	447183027	Stark
02416	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		4 Newark Road		Mt. Vernon	OH	430504113	Knox
02417	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		364 Main Street		Conneaut	OH	440302631	Ashtabula
02418	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		7844 State Route 45		Lisbon	OH	444320000	Columbiana
02419	653	53-0125212	Lane Drug Company, Inc.	The Lane Drug Company	Store	No		116 West High Street		Mt. Gilead	OH	433381215	Morrow
04326	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		432 West Lincoln Avenue		Ionia	MI	488461198	Ionia
04407	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1243 U.S. 31 South		Manistee	MI	496602220	Manistee
04410	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		630 West Mitchell Street		Petoskey	MI	497702615	Emmet
04559	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1710 Gratiot Boulevard		Marysville	MI	480401282	St. Clair
04563	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		871 South Main Street		Lapeer	MI	484463004	Lapeer
04564	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		531 West Genesee Avenue		Saginaw	MI	486025515	Saginaw
04567	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		936 East Ludington Avenue		Ludington	MI	494312438	Mason
04571	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		710 Perry Avenue		Big Rapids	MI	493072200	Mecosta
04572	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		5032 South Cedar Street		Lansing	MI	489105479	Ingham
04574	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2910 Pine Grove Avenue		Port Huron	MI	480601976	St. Clair
04577	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		109 North Whittemore Street		St. Johns	MI	488791649	Clinton
04579	657	38-2935739	PDS-I Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1025 Ashmun Street		Sault St. Marie	MI	497832707	Chippewa

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	EBIN	Operating Corporate Name	Legal Jurisdiction	File	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04586	657	38-2935739	PDS-I Michigan, Inc.	Inc.	Store	No		511 South Garfield Road		Traverse City	MI	496843423	Grand Traverse
00029	014	38-1718545	Perry Distributors, Inc.	Perry Drug Stores, Inc.	DC	Yes	Michigan Distribu- tion Center	5400 Perry Drive		Pontiac	MI	483436021	Oakland
04301	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	Yes		360 Martin Luther King Boulevard South		Pontiac	MI	483420000	Oakland
04302	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		1245 Baldwin Avenue		Pontiac	MI	483401909	Oakland
04303	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		597 South Adams Road		Birmingham	MI	480096756	Oakland
04304	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		3415 Elizabeth Lake Road		Waterford	MI	483283009	Oakland
04305	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2971 Maple Road		Troy	MI	480847032	Oakland
04306	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2880 East Highland Road		Highland	MI	483552730	Oakland
04307	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		630 South Lapeer Road		Lake Orion	MI	483622916	Oakland
04309	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		1895 West Genesee Street		Lapeer	MI	484461798	Lapeer
04310	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		5018 Clio Road		Flint	MI	485041809	Genesee
04314	655	38-0947300	Perry Drug Stores, Inc.	Apex Drug Stores, Inc.	Store	No		8701 West Grand River Street		Brighton	MI	481162904	Livingston
04315	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		1378 Walton Boulevard		Rochester Hills	MI	483091754	Oakland
04316	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		37165 Groesbeck Highway		Clinton Township	MI	480362315	Oakland
04317	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		66998 Van Dyke Road		Washington	MI	480952001	Macomb
04318	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		35250 South Gratiot Ave- nue		Clinton Township	MI	480352845	Oakland
04319	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		12724 South Saginaw		Grand Blanc	MI	484391831	Genesee
04320	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		37399 Six Mile Road (New Lease)		Livonia	MI	481522775	Wayne
04321	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		51037 Van Dyke Avenue		Shelby Township	MI	483164438	Macomb
04322	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		32875 Fort Street		Rockwood	MI	481731193	Wayne
04323	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		610 North Cedar Street	Suite A	Mason	MI	488541015	Ingham
04324	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		1002 East Main Street		Owosso	MI	488679007	Shiawassee
04325	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		7580 Highland Road		Waterford	MI	483271404	Oakland
04327	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2051 South Rochester Road		Rochester	MI	483073857	Oakland
04330	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		557 North Cedar Street		Imlay City	MI	484441165	Lapeer
04331	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		507 South Telegraph Road		Montroe	MI	481611613	Montroe
04332	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2039 Ransomville Road		Belleville	MI	481112219	Wayne
04333	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		100 East Vienna Road		Clio	MI	484201421	Genesee
04334	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		19016 Fort Street		Riverview	MI	481926701	Wyandotte

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Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corporation	Tenant Corporation	Store Name	Address 1	Address 2	City	State	Zip Code	County
04335	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	3020 Van Horn Road		Trenton	MI	481834095	Wayne
04336	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	2287 Elsworth Road		Ypsilanti	MI	481974805	Washtenaw
04338	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	2480 Lapeer Road		Auburn Hills	MI	483261921	Oakland
04339	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	35204 Dodge Park Road		Sterling Heights	MI	483123923	Macomb
04340	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	G 4033 Tenton Road		Burton	MI	485290000	Genesee
04343	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	G-3009 South Dort Highway		Burton	MI	485291017	Genesee
04347	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	27050 John R Rd (Lois 109-118 & 121-128)		Madison Heights	MI	480713326	Macomb
04350	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	3100 East Michigan Avenue		Jackson	MI	492023850	Jackson
04351	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	26020 Coolidge Highway		Huntington Woods	MI	480701415	Oakland
04352	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	22663 Greenfield Road		Southfield	MI	480753725	Oakland
04354	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	33480 7 Mile Road		Livonia	MI	481523002	Wayne
04357	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	3880 Wilder Road		Bay City	MI	487062406	Bay
04358	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	35101 Michigan Avenue East and	3939 South Wayne Road	Wayne	MI	481841623	Wayne
04359	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	31079 Harper Avenue		St. Clair Shores	MI	480821596	Macomb
04360	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	13500 19 Mile Road		Sterling Heights	MI	483131980	Macomb
04361	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	50290 Gratiot Avenue		Chestertfield	MI	480514003	Macomb
04362	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	28659 North Telegraph Road		Flat Rock	MI	481341010	Wayne
04363	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	1015 Emerick Street		Ypsilanti	MI	481986310	Washtenaw
04364	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	4007 Pelham Street		Dearborn Heights	MI	481253100	Wayne
04365	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	1970 Southfield Road		Lincoln Park	MI	481462248	Wayne
04366	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	9155 Telegraph Road		Taylor	MI	481802229	Wayne
04368	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	107 Kercheval Avenue		Grosse Pointe	MI	482363618	Wayne
04369	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	30 East Columbia Avenue	Suite A	Battle Creek	MI	490153704	Calhoun
04372	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	640 North Milford Road		Milford	MI	483811534	Oakland
04375	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	23201 Marter Road		St. Clair Shores	MI	480802729	Macomb
04376	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	33330 West 12 Mile Road		Farmington Hills	MI	483343309	Oakland

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Lease #	Corp	FEIN	Operating Corporate Name	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04377	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		42931 Woodward Avenue		Bloomfield	MI	483045035	Oakland
04378	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		1341 North Wright Avenue		Alma	MI	488011134	Gratiot
04379	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		390 North Port Crescent		Bad Axe	MI	484131209	Huron
04380	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		300 West Carleton Road		Hillsdale	MI	492421048	Hillsdale
04382	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2910 Ashman Street		Midland	MI	486404448	Midland
04384	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		23201 John R. Road		Hazel Park	MI	480301703	Oakland
04385	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		2003 East 12 Mile Road		Warren	MI	480925642	Macomb
04389	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		43034 Dequindre Road		Sterling Heights	MI	483141722	Macomb
04390	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		11585 East 12 Mile Road 12 Hoover Shop- ping Center		Warren	MI	480932645	Macomb
04391	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		31340 Groesbeck Highway Fraser Shopping Center		Fraser	MI	480263904	Macomb
04392	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		8667 Ross Parks Boulevard Virginia Park		Detroit	MI	482062201	Wayne
04393	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		973 South Washington Av- enue		Holland	MI	494235228	Ottawa
04394	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		730 28th Street, S.W.		Wyoming	MI	495092965	Kent
04395	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		4410 South Division Ave- nue		Kentwood	MI	495484305	Kent
04396	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		44800 Van Dyke Avenue (Land Contract)		Utica	MI	483175479	Macomb
04396	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		44800 Van Dyke Avenue (New Lease)		Utica	MI	483175479	Macomb
04423	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		3500 Plainfield Avenue, N.E.		Grand Rapids	MI	495052719	Kent
04424	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		1089 North Wisner Street Jackson Plaza		Jackson	MI	492023143	Jackson
04426	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		25996 Gratiot Avenue		Roseville	MI	480664436	Macomb
04429	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		6791 Cascade Road, S.E.		Cascade	MI	495466849	Kent
04438	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		3717 Fenton Road		Flint	MI	485071554	Genesee
04439	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		841 South State Street Davison Shopping Center		Davison	MI	484231749	Genesee
04440	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		9110 Miller Road Swartz Creek Plaza		Swartz Creek	MI	484731146	Genesee
04441	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		11609 South Saginaw Grand Blanc Shop- ping Center		Grand Blanc	MI	484391354	Genesee
04442	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		4515 Corunna Road		Flint	MI	485324162	Genesee
04443	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		1561C East Pierson Hamady Brothers Plaza		Flushing	MI	484331886	Genesee
04446	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		8169 South State Road Goodrich Plaza	P.O. Box 328	Goodrich	MI	484389723	Genesee
04447	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		4515 Mount Morris Road		Genesee	MI	484379999	Genesee

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Rite-Aid Inventory/Property Locations

Line #	Corp	FEIN	One-Line Corporate Name	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04452	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No	Bloomfield Commons	3669 West Maple Road		Bloomfield Hills	MI	483013376	Oakland
04455	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		625 North State Street		Caro	MI	487231543	Tuscola
04456	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Park Place Plaza	1119 Fort Street		Lincoln Park	MI	481467802	Wayne
04462	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Norton Stores	730 Seminole Road		Muskegon	MI	494414722	Muskegon
04463	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		316 West Necessing Street		Lapeer	MI	484462149	Lapeer
04465	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No		27474 Grand River		Livonia	MI	481522432	Wayne
04466	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		29447 Ford Road		Garden City	MI	481352319	Wayne
04471	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No	Fenton Hill Shopping Center	G-5546 Fenton Road		Flint	MI	485074031	Genesee
04474	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		11630 Greenfield Road		Detroit	MI	482272019	Wayne
04476	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Dixie Plaza Shopping Center	4350 Dixie Highway		Waterford	MI	483293511	Oakland
04477	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	Yes		3000 Orchard Lake Road		Keego Harbor	MI	483201244	Oakland
04482	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Edgemont Shopping Center	3700 West Saginaw Highway		Lansing	MI	489172209	Ingham
04485	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Harbortown	3456 East Jefferson Avenue		Detroit	MI	482074200	Wayne
04487	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Commerce Town Center	3050 Union Lake Road	Suite B1	Union Lake	MI	483824838	Oakland
04488	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Ashcraft's Shopping Center	1218 North State Street		Gladwin	MI	486241244	Gladwin
04489	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Town Center	9215 Joseph Campau Street		Hamtramck	MI	482123730	Wayne
04490	655	38-0947300	Perry Drug Stores, Inc.	Perry Drug Stores, Inc.	Store	No	East Brooke Commons	22621 Gratiot Avenue		Eastpointe	MI	480212300	Macomb
04492	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		1026 North Main Street		Royal Oak	MI	480671317	Oakland
04495	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		1201A South Division Street		Traverse City	MI	496844426	Grand Traverse
04498	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		13939 Livernois Avenue		Detroit	MI	482382519	Wayne
04502	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		U.S. Rt. 23 And Michigan Rt. 55		Tawas City	MI	000000000	Iosco
04503	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		501 East Houghton Avenue		West Branch	MI	486611131	Ogemaw
04505	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		117 North Mission Street	NWC Mission and Broadway	Mt. Pleasant	MI	488581819	Isabella
04506	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		720 South Mitchell Street		Cadillac	MI	496012512	Westford
04507	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		309 North Main Street		Frankenmuth	MI	487341115	Saginaw
04538	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No		11707 Whittier Street		Detroit	MI	482241537	Wayne
04539	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.	Store	No	Spring Arbor Shop-	1733 Spring Arbor Road		Jackson	MI	492032701	Jackson

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Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Parent Corporation	Line	Control	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04541	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.		No	Orchard Plaza ping Center	31221 West 14 Mile Road		Farmington Hills	MI	483341402	Oakland
04585	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.		No	Breckenridge Square	46856 Hayes Road		Mt. Clemens	MI	480444730	Macomb
04594	655	38-0947300	Perry Drug Stores, Inc.	Rite Aid of Michigan, Inc.		No	McLaren Medical Center	2420 Owen Road		Fenton	MI	484301769	Genesee
04341	656	35-1799950	RDS Detroit, Inc.	Apex Drug Stores, Inc.		No		6117 West Vernor Highway		Detroit	MI	482092061	Wayne
04346	656	35-1799950	RDS Detroit, Inc.	Perry Drug Stores, Inc.		No		5811 Telegraph Road		Taylor	MI	481801214	Wayne
04402	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		4110 East 9 Mile Road		Warren	MI	480911192	Macomb
04417	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		48081 Van Dyke Avenue		Shelby Township	MI	483173238	Macomb
04430	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		19136 Telegraph Road		Detroit	MI	482191623	Wayne
04433	656	35-1799950	RDS Detroit, Inc.	Perry Drug Stores, Inc.		No		13240 East Jefferson Ave- nue		Detroit	MI	482152704	Wayne
04464	656	35-1799950	RDS Detroit, Inc.	Perry Drug Stores, Inc.		No		14101 Woodward Avenue		Highland Park	MI	482032930	Wayne
04467	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		2990 West 12 Mile Road		Berkley	MI	480721414	Oakland
04500	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		25100 Harper Avenue		St. Clair Shores	MI	480812207	Macomb
04522	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		13500 Fort Street		Southgate	MI	481951151	Wayne
04543	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		22501 Michigan Avenue		Dearborn	MI	481242193	Wayne
04545	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		Yes		1998 Biddle Avenue		Wyandotte	MI	481923907	Wayne
04546	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No	Clawson Shopping Center	1075 West 14 Mile Road		Clawson	MI	480171407	Oakland
04548	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No	Mid-Even Shop- ping Center	25922 Middlebelt Road		Farmington	MI	483361447	Oakland
04549	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No		25790 Joy Road		Redford	MI	482391702	Wayne
04550	656	35-1799950	RDS Detroit, Inc.	Rite Aid of Michigan, Inc.		No	New-Five Plaza	37681 Five Mile Road		Livonia	MI	481541543	Wayne
00553	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of Pennsylvania, Inc.		No		4011 Cottman Avenue		Philadelphia	PA	191351005	Philadelphia
00555	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of Pennsylvania, Inc.		No		6430 Castor Avenue		Philadelphia	PA	191492737	Philadelphia
00564	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.		No		462 Fifth Avenue		Brooklyn	NY	112154004	Kings
00572	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.		No		119-04 Liberty Avenue		Richmond Hill	NY	114192002	Queens
00572	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.		Yes		119-10 Liberty Avenue		Richmond Hill	NY	114192002	Queens
00763	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.		No	Del-Ton Plaza	42220 Delaware Avenue		Tonawanda	NY	141506120	Erie
00843	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New Jersey, Inc.		Yes		608 North Warwick Road		Somerdale	NJ	080831956	Camden
01251	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of Ohio, Inc.		Yes		1198 West Galbraith Road		Cincinnati	OH	452315610	Hamilton

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Rite-Aid Inventory/Property Locations

Loc #	Coro	REIN	Operating Corpora- tion	Tenent Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
01252	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of Ohio, Inc.	Store	No		5795 Chevrolet Road		Cincinnati	OH	452476225	Hamilton
01283	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of Ohio, Inc.	Store	No		207 North Court Street		Medina	OH	442562201	Medina
01567	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		2901 Springfield Road		Broomall	PA	190081308	Delaware
01645	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		3085 East Tremont Avenue		Bronx	NY	104615720	Bronx
01665	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		2750 Boston Road		Bronx	NY	104694127	Bronx
01674	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		3950 Union Road		Cheektowaga	NY	142254252	Erie
01707	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		47-07 Broadway		Astoria, Queens	NY	111031629	Queens
01711	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		408 Grand Street		Manhattan	NY	100024702	New York
01799	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		1380 Rockaway Parkway		Brooklyn	NY	112362322	Kings
01805	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		33-01 to 33-11 30th Avenue		Astoria	NY	111034601	Queens
01809	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		222-14 Linden Boulevard		Queens	NY	114111606	Queens
01845	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		3901 White Plains Road		Bronx	NY	104663017	Bronx
01881	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	Yes		185 Kings Highway		Brooklyn	NY	112231105	Kings
01921	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		1242 Liberty Avenue		Ozone Park	NY	114171044	Queens
01957	652	23-2325476	Rite Aid Drug Palace, Inc.	Rite Aid of New York, Inc.	Store	No		3040-44 Eastchester Road		Bronx	NY	104693202	Bronx
00198	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		271 Ellington Road		East Hartford	CT	061081129	Hartford
00441	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		900 Chapel Square Mall		New Haven	CT	065102802	New Haven
00475	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	Yes		167 Main Street		Southington	CT	064892505	Hartford
00513	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		1085 Main Street		Bridgeport	CT	066044405	Fairfield
00576	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		605 North Colony Road		Wallington	CT	064923109	New Haven
00667	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		4 Main Street		Ansonia	CT	064012303	New Haven
00744	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		75 Boston Post Road		Waterford	CT	063852423	New Haven
00922	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		1271 Main Street		Watertown	CT	067953107	Litchfield
01033	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		112 Quinpiac Avenue		North Haven	CT	064733624	New Haven
01087	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		151 Highland Avenue		Cheshire	CT	064102320	New Haven
01155	607	23-1940645	Rite Aid of Connecti- cut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		335 Center Street		Manchester	CT	060403922	Hartford

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Rite-Aid Inventory/Property Locations

Le #	Corp	FSIN	Operating Company	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01207	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No	Shoppers Plaza	104-108 Boston Avenue		Bridgeport	CT	066101604	Fairfield
01214	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No	Edwards Supermarket Plaza	331 West Street, Route 202	P.O. Box 1204	Litchfield	CT	067591204	Litchfield
01330	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No	Shop Rite Plaza	311 West Main Street		Meriden	CT	064504005	New Haven
01375	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		56 Rubber Avenue		Naugatuck	CT	067704136	New Haven
01385	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		2725 Main Street		Glastonbury	CT	060332022	Hartford
01404	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No	Germanatown Plaza	30 Germanatown Road		Danbury	CT	068105033	Fairfield
01427	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		430-A North Main Street		Bristol	CT	060104923	Hartford
01437	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		92 Willow Street		Torrington	CT	067905561	Litchfield
01741	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		151 Westport Avenue		Norwalk	CT	068515207	Fairfield
01790	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		141 Meriden Road		Waterbury	CT	067051937	New Haven
01839	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		72 Elm Street		West Haven	CT	065163810	New Haven
01882	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No	Everybody's Shopping Center	325 Ferry Street		New Haven	CT	065133702	New Haven
02089	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		1030 Wolcott Street		Waterbury	CT	067051316	New Haven
02286	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No	Ledgebrook Plaza	200 New Hartford Road	P.O. Box 14	Winsted	CT	060983370	Litchfield
02468	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		1310 Main Street		Williamantic	CT	062261910	Tolland
02502	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		80-82 West Street		Danbury	CT	068106532	Fairfield
02574	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		1360 Boston Post Road		Millford	CT	064602704	New Haven
02666	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		277 Fairfield Avenue		Waterbury	CT	067084061	New Haven
02737	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		495 South Main Street		Thomaston	CT	067871816	Litchfield
02774	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		Main and Fairview Avenue	2969 Main Street	Bridgeport	CT	066060000	Fairfield
03203	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No	Upper Albany Plaza	1291 Albany Avenue		Hartford	CT	061122162	Hartford
03262	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		435 Franklin Avenue		Hartford	CT	061123517	Hartford
03264	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		10 Hemingway Avenue		East Haven	CT	065123404	New Haven
03440	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		190 East Avenue		Norwalk	CT	068551112	Fairfield
03513	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		#60, 74-78 Whalley Avenue		New Haven	CT	065113221	New Haven
03619	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		1060 East Main Street		Bridgeport	CT	066081915	Fairfield

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporate Inc.	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04566	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		1805 North Main Street		Waterbury	CT	067042217	New Haven
04620	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		744 Wolcott Road		Wolcott	CT	067161906	New Haven
04687	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		52 East Street		Plainville	CT	060622309	Hartford
04759	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		88 West Stafford Road		Stafford Springs	CT	060761024	Tolland
04772	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		71 Palomba Drive		Enfield	CT	060823801	Hartford
04778	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		588 Main Street		East Haven	CT	065122001	New Haven
04792	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		232A Tolland Turnpike Center		Manchester	CT	060401744	Hartford
04995	607	23-1940645	Rite Aid of Connecticut, Inc.	Rite Aid of Connecticut, Inc.	Store	No		173 Danbury Road		New Milford	CT	067764309	Litchfield
00129	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		263 Elkton Road		Newark	DE	197114564	New Castle
00172	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		2034 New Castle Avenue		New Castle	DE	197207703	New Castle
00731	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		2096 Naaman's Road Center		Wilmington	DE	198103624	New Castle
00814	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	Yes		801 Market Street		Wilmington	DE	198013010	New Castle
00839	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		1718 Marsh Road		Wilmington	DE	198104606	New Castle
01294	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		636 South Maryland Avenue		Wilmington	DE	198041632	New Castle
01411	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		1698 Pulaski Highway		Bear	DE	197020000	New Castle
01600	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		1602 Kirkwood Highway		Newark	DE	197115539	New Castle
01658	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		800 West 4th Street		Wilmington	DE	198012006	New Castle
01751	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		400 Peoples Plaza		Newark	DE	197024797	New Castle
01782	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		3801 North Market Street		Wilmington	DE	198020000	New Castle
01993	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		2511 West 4th Street	Suite A	Wilmington	DE	198053307	New Castle
03748	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		1380 South Dupont Highway		Dover	DE	199014900	Kent
03749	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		694 North Dupont Boulevard		Milford	DE	199631002	Sussex
03750	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		701 Atlanta Road		Seaford	DE	199731211	Sussex
03756	608	23-1940646	Rite Aid of Delaware, Inc.	Drug Fair, Inc.	Store	No		41 Greentree Drive		Dover	DE	199012685	Kent
04910	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		10 Mason-Dixon Annex		Selbyville	DE	199449363	Sussex
04913	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		444 Savannah Road		Lewes	DE	199581462	Sussex

TRADEMARK

REEL: 002341 FRAME: 0746

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04914	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		1120 South Central Avenue		Laurel	DE	199561418	Sussex
04915	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		RFID #1, Box 4085-B		Delmar	DE	199409801	Sussex
04916	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		2 Nanticoke Crossing Plaza		Millsboro	DE	199669511	Sussex
04918	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		9 Georgetown Plaza		Georgetown	DE	199472300	Sussex
04919	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		219 Atlantic Avenue		Millville	DE	199676701	Sussex
04924	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		17098 South DuPont High- way		Harrington	DE	199524777	Kent
04925	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No	Hamlet Shopping Center	1059 Walker Road		Dover	DE	199046572	Kent
04926	608	23-1940646	Rite Aid of Delaware, Inc.	Rite Aid of Delaware, Inc.	Store	No		512 Middletown Warwick Road		Middletown	DE	197098873	New Castle
01428	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		305 West Ogeechee Street		Sylvania	GA	304671985	Screven
01443	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No	Wren's Shopping Center	502 Broad Street, N.E.		Wrens	GA	308331115	Jefferson
01444	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	Yes		804 East Wintroppe Street		Millen	GA	304421838	Jenkins
01449	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		730 South Lewis Street		Metter	GA	304392235	Candler
01499	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		402 South Downing Mugrove		Glennville	GA	304271772	Tatnall
01502	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		1038 West Highway 80		Pooler	GA	313222114	Chatham
01555	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		200 North Second Street		Folkston	GA	315373008	Charlton
01559	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		305 West Main Street		Manchester	GA	318161656	Mentwether
01572	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		201 West Tribby Street		Wrightsville	GA	310961232	Johnson
01578	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		400 North Church Street		Homerlyville	GA	316341515	Clinch
01604	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		202 North Main Street		Greensboro	GA	308421110	Greene
01629	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	Yes		301 South Broad Street		Thomasville	GA	317925546	Thomas
01631	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No	Piggly Wiggly Shopping Center	74 North Scott Street		Cannilla	GA	317301247	Mitchell
01638	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		819 Peachtree Street		Louisville	GA	304341449	Jefferson
01642	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		100 South Highway 1-29		Hogansville	GA	302301142	Troup
01669	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		402 South Davis Street		Nashville	GA	316392441	Berrier
01671	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		1103-1107 West Screven Street		Quitman	GA	316431815	Brooks
01673	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		715 West 4th Street		Adel	GA	316201901	Cook

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Card	FIN	Operating Corpore H01	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01717	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		523 North Irwin Avenue		Ocilla	GA	317741007	Irwin
01753	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		859 Franklin Springs Street		Royston	GA	306621527	Franklin
01826	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		128 Lovvorn Avenue		Bowdon	GA	301081000	Carroll
01843	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	Yes		800 Habersham Street		Savannah	GA	314015935	Chatham
01886	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		802 Nathan Dean Bypass		Rockmart	GA	301531945	Polk
01892	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		211 West College Street		Colquitt	GA	317371213	Miller
01901	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		2211 Moody Road		Warner Robins	GA	310886131	Houston
01906	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		13387 Jones Street		Lavonia	GA	305531164	Franklin
01915	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		650 East Washington Ave- nue		Ashburn	GA	317145316	Turner
01964	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		1235 Washington Street	P.O. Box 369	Clarksville	GA	305239804	Habersham
01972	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		620 Central Avenue		East Dublin	GA	310217414	Laurens
01974	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		701 Riverside Avenue #2		Waycross	GA	315015335	Ware
02107	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		1500 East Forsyth Street		Americus	GA	317093836	Sumter
02108	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		103 East Pine Street		Swainsboro	GA	304012062	Emmanuel
02110	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		2509 Sylvester Road		Albany	GA	317052424	Dougltery
02112	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		305 6th Street, S.E.		Moultrie	GA	317684842	Colquitt
02113	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		2001 Veterans Boulevard	Suite 18	Dublin	GA	310213028	Laurens
03242	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		# 8 Surrey Plaza		Hawkinsville	GA	310361187	Putaski
03245	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		1305 Washington Street		Jefferson	GA	305492879	Jackson
03254	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		611 West Clinton Street	P.O. Box 746	Gray	GA	310320746	Jones
03257	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		Highway 80 & Church Street	P.O. Box 140	Jeffersonville	GA	310440140	Twiggs
03340	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		100 West Third Street		Donaldsonville	GA	317451506	Seminole
03382	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		154 North State Street		Lyons	GA	304361337	Toombs
03473	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		120 Curry Avenue, N.W.		Pelham	GA	317791311	Mitchell
03475	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	Yes		Highway 29 & U.S. 98	P.O. Box 359	Danielsville	GA	3066330359	Madison
03767	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		701 South Pierce Street		Alma	GA	315103217	Bacon

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Card	YVIN	Operating Company / Loc	Legal Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03778	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		131 South Main Street		Hawassce	GA	305469308	Towms
04553	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		2 West Main Street		Claxton	GA	304171752	Evans
04557	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		340 Blue Ridge Street	P.O. Box 1459	Blairsville	GA	305141459	Union
04573	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		3537 Highway 84		Blackshear	GA	315161839	Pierce
04603	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		496 Highway 84 East		Cairo	GA	317281647	Grady
04707	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		108 West Hendry Street		Hinesville	GA	313103232	Liberty
04751	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		910 South Wall Street		Calhoun	GA	307012620	Gordon
04752	611	23-2125551	Rite Aid of Georgia, Inc.	Rite Aid of Georgia, Inc.	Store	No		214 16th Avenue, East		Cordele	GA	310151622	Crisp
03530	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No		601 South Main Street		Salem	IN	471671039	Washington
03547	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No		1105 Market Street		Charlestown	IN	471111934	Clark
04649	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No	Colonial Manor Shopping Center	2614 Charlestown Road		New Albany	IN	471502529	Clark
04652	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No		1470 Highway 64 N.E.		New Salisbury	IN	471610025	Harrison
04653	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No		719 Highlander Point Drive		Floyds Knobs	IN	471199442	Floyd
04654	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No		115 Heritage Square		Sellersburg	IN	471721883	Clark
04657	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No		1665 East Tenth Street		Jeffersonville	IN	471306276	Clark
04986	615	23-2048778	Rite Aid of Indiana, Inc.	Rite Aid of Indiana, Inc.	Store	No		106 South Columbia Street		Union City	IN	473901434	Randolph
00151	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		154 Pleasant Retreat Plaza	Route 2	Lancaster	KY	404449561	Garrard
00279	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		100 West Main Street		Lexington	KY	405071319	Fayette
00295	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		60 Business U.S. 23 North		Louisa	KY	412301261	Lawrence
00494	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		488 South Main Street		Leitchfield	KY	427541024	Grayson
00962	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1203 13th Street		Ashland	KY	411012607	Boyd
00982	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		P.O. Box 696	Highway 40	Inez	KY	412220696	Martin
01015	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Stonewall Shop- ping Center	3101 Clays Mill Road		Lexington	KY	405032772	Fayette
01047	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		634 North Bardstown Road	Box 38	Mt. Washington	KY	400747640	Bullitt
01060	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1407 Old Gallatin Road		Scottsville	KY	421649331	Allen
01212	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		308 Parkway Drive		Salysville	KY	414659740	Magoffin

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01344	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Lincoln Plaza S/C (Ground Lease)	415 North Lincoln Boule- vard		Hodgenville	KY	422481610	Larue
01344	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Lincoln Plaza S/C (Building Lease)	415 North Lincoln Boule- vard		Hodgenville	KY	422481610	Larue
01357	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Weddington Plaza	4209 North Mayo Trail	U.S. Highways 23 & 460	Pikesville	KY	415019554	Pike
01377	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		2307 East Main Street		Cumberland	KY	408231722	Hartan
01386	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Brickyard Plaza	686 North Drive		Hopkinsville	KY	422401853	Christian
01387	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Northridge Shop- ping Center	183 South Highway 127	P.O. Box 2	Russell Springs	KY	426420408	Russell
01436	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Holly Hills Shop- ping Center	P.O. Box 470	163 South Celina Road	Hindman	KY	418220470	Knoott
01515	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		Highway 163 South		Tompkinsville	KY	421678748	Monroe
01540	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		2300 Highway 15		Whitesburg	KY	418587413	Letcher
01607	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		500 West Mountain Park- way		Prestonburg	KY	416531604	Floyd
01656	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Forest Hills Plaza	1019 Cumberland Falls Road		Corbin	KY	407012735	Whitley
01657	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		116 North Pine Street		Pineville	KY	409771647	Bell
01737	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		3501 Court Street		Carletonsburg	KY	411299803	Boyd
01743	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		100 South Carol Malone Boulevard		Grayson	KY	411431352	Carter
01744	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1030 (1040) Richmond Street		Mt. Vernon	KY	404562307	Rockcastle
01755	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		933 Blackburn Avenue		Ashland	KY	411014503	Boyd
01770	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		275 Prestonburg Street		West Liberty	KY	414721135	Morgan
01781	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		125 North Main Street	P.O. Box 278	Stanton	KY	403802174	Powell
01812	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		U.S. Route 60 & Route 2	P.O. Box 1328	Olive Hill	KY	411641328	Carter
01930	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		150 Burkesville Road		Albany	KY	426021602	Clinton
01965	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Westview Shop- ping Center	805 Bardstown Road	Suite 1	Springfield	KY	400691513	Washington
02259	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Buskrk Plaza	11349 State Highway 1056	P.O. Box 187	McCarr	KY	415448543	Pike
02290	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Highlands Plaza	721 University Drive		Prestonburg	KY	416531801	Floyd
02420	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	U-Save Plaza	Route 27	P.O. Box 930	Whitley City	KY	426530930	McCreary
02430	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		108 Beauty Road		Warfield	KY	412670377	Martin
02439	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Hyden Mall	HC 61, P.O. Box 1665		Hyden	KY	417491665	Leslie

TRADEMARK

REEL: 002341 FRAME: 0750

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	PEIN	Operating Corporate Name	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02457	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		603 Columbia Highway		Greensburg	KY	427431115	Green
02459	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		State Route 122 West	P.O. Box 176	Martin	KY	416491076	Floyd
02471	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1921 West Parrish Avenue		Owensboro	KY	423013542	Davess
02558	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		610 River Ridge Bypass		Brandenburg	KY	401081730	Meade
02562	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		5024 Old Taylor Mill Road		Taylor Mill	KY	410152053	Kenton
02573	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		Shoppes at Taylor Mill Mill		Lexington	KY	405131147	Fayette
02575	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		Palomar Center	P.O. Box 1476	Jenkins	KY	415378182	Leitcher
02607	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		320 North Main Street		Russellville	KY	422761744	Logan
02643	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		201 South Main Street		Greenville	KY	423451507	Muhlenberg
02655	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1735 Scherm Road		Owensboro	KY	423015972	Davess
02656	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1901 Russellville Road		Bowling Green	KY	421013755	Warren
02657	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		508 West Dixie Avenue Center		Elizabethtown	KY	427012437	Hardin
02659	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		951 South Main Street		Nicholasville	KY	403562151	Jessamine
02660	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		2900 Danville Bypass Ridgefield Shop- ping Center		Danville	KY	404222464	Boyle
02661	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		540 Versailles Center		Versailles	KY	403831491	Woodford
02679	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		394 North Dixie Street		Horse Cave	KY	427491138	Hart
02708	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		3026 East 4th Street		Owensboro	KY	423030214	Davess
02715	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		100 West Fifth Street		Newport	KY	410711105	Campbell
02762	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		343 North Wallace Wilkinson Boulevard		Liberty	KY	425393017	Casey
02777	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		31 Big Hill Drive		Beattyville	KY	413118903	Lee
03208	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		205 G.L. Smith Street		Morgantown	KY	422619413	Butler
03221	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		59 Kentucky Highway 15 North		Jackson	KY	413399631	Breathitt
03260	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		219 Glasgow Road		Burkesville	KY	427179696	Cumberland
03270	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		815 East Main Street		Stanford	KY	404841406	Lincoln
03272	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		Highway 421 North	P.O. Box 667	McKee	KY	404470667	Jackson
			Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		612 West Stockton Street		Edmonton	KY	421299458	Metcalfe

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Index	Code	FEIN	Operating Company Name	Legal Description	Area	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03345	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		5571 Collins Highway	P.O. Box 700	Robinson Creek	KY	415600700	Pike
03347	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		130 West Loudan Avenue		Lexington	KY	405081412	Fayette
03350	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		600 North Main Street		Munfordville	KY	427659424	Hart
03360	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		308 South Mayo Trail		Painville	KY	412401247	Johnson
03401	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		2440 New Hartford Road		Owensboro	KY	423031311	Davess
03439	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		115 State Route 81 North		Calhoun	KY	423270479	McLean
03506	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		101 Sixth Street		Dayton	KY	410741112	Campbell
03555	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		380 West Main Street		Morehead	KY	403511556	Rowan
03559	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1638 Second Street		Henderson	KY	424203364	Henderson
03560	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		86 Madison Square		Madisonville	KY	424312740	Hopkins
03561	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		408 North Morgan Street		Morganfield	KY	424371239	Union
03562	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1200 Main Street		Murray	KY	420711821	Calloway
03564	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		426 Village Lane		Hazard	KY	417019405	Perry
03565	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		224 South Main Street		Franklin	KY	421342116	Simpson
03566	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		755 West Broadway Street, Suite 202		Lawrenceburg	KY	403421451	Anderson
03567	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		2135 Argillite		Flatwoods	KY	411391619	Greenup
03575	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		9531 U.S. Highway 42		Prospect	KY	400599301	Jefferson
03616	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes		U.S. Highway 27		Falmouth	KY	410401237	Pendleton
03908	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		194 Frankfort Road		Shelbyville	KY	400659433	Shelby
03910	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		Governors Square Shopping Center		Lexington	KY	405022135	Fayette
03912	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		878 East High Street		Lexington	KY	40504124	Fayette
03913	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		69 Eastland Shopping Center		Lexington	KY	405043112	Fayette
03914	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1743 Alexandria Drive		Lexington	KY	405043112	Fayette
03915	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		2234 Bypass Road		Paris	KY	403611282	Bourbon
03916	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1250 South Highway 27		Somerset	KY	425013525	Pulaski
03918	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		Reg 3, Box 7		Manchester	KY	409620007	Clay
03918	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		835 Eastern By-Pass		Richmond	KY	404752569	Madison

TRADEMARK

REEL: 002341 FRAME: 0752

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corporate- Inc.	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03919	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	#1 is Leased/#2 is Owned (Sold)	HC&4 Box 1948		Barbourville	KY	409061106	Knox
03919	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes	#1 is Leased/#2 is Owned (Sold)	HC&4 Box 1948		Barbourville	KY	409061106	Knox
03920	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Bluegrass Center	1160 U.S. Highway 68		Maysville	KY	410561626	Mason
03921	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Lansdowne Shop- ping Center	3349 Tates Creek Road		Lexington	KY	405023409	Fayette
03922	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	University Shop- ping Center	654 University Shopping Center		Richmond	KY	404752617	Madison
03923	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Winchester Plaza	112 Winchester Road		Winchester	KY	403911143	Clark
03926	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		517 North Green Street		Henderson	KY	424202947	Henderson
03931	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Lexington Mall	2356 Richmond Road		Lexington	KY	405021308	Fayette
03932	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Carnaby Square Shopping Center	839 South Main Street		London	KY	407411996	Laurel
03935	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		310 Glades Road (Ground Lease)		Berea	KY	404031327	Madison
03936	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		310 Glades Road (Building Lease)		Berea	KY	404031327	Madison
03938	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		204 Park Avenue		Carrollton	KY	410089513	Carroll
03939	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Eastwood Shopping Center	626 U.S. Highway 27 South	Route 7, Box 90	Cynthiana	KY	410316001	Harrison
03943	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1101 Eastwood Shopping Center		Frankfort	KY	406013277	Franklin
03947	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Imperial Plaza	110 Richmond Road		Irvine	KY	4033369401	Estill
03949	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		393 Waller Avenue		Lexington	KY	405042914	Fayette
03954	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Park Hills Shop- ping Center	3120-2 Pimlico Highway		Lexington	KY	405174009	Fayette
03977	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Tates Creek Centre	4101 Tates Creek Road		Lexington	KY	405173057	Fayette
03977	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		115 Russell Street		Elkhorn	KY	415227063	Pike
04626	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Mid City Shopping Center	115 Russell Street (Parking Lot)		Elkhorn	KY	415227063	Pike
04627	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Westchester Shop- ping Center	8517 Terry Road		Louisville	KY	402041333	Jefferson
04629	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		409 West Oak Street		Louisville	KY	402581751	Jefferson
04633	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	Gardner Lane Shopping Center	3012 Bardstown Road		Louisville	KY	402033001	Jefferson
04634	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		3804 Brownsboro Road		Louisville	KY	402055020	Jefferson
04635	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	#1 is Leased/#2 is Owned	4000 Taylorsville Road		Louisville	KY	402071822	Jefferson
					Store	No		4000 Taylorsville Road		Louisville	KY	402201502	Jefferson

TRADEMARK

REEL: 002341 FRAME: 0753

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Form	RA N	Operating Company	Parent Corporation	Type	Owned	Shipping Category	Address 1	Address 2	City	State	Zip Code	County
04635	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes	#1 is Leased/#2 is Owned	4000 Taylorsville Road		Louisville	KY	402201502	Jefferson
04636	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		4315 Cane Run Road (Ground Lease)		Louisville	KY	402164567	Jefferson
04636	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		4315 Cane Run Road (Building Lease)		Louisville	KY	402164567	Jefferson
04637	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	#1 is Leased/#2 is Owned	7118 Southside Drive		Louisville	KY	402143660	Jefferson
04637	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	Yes	#1 is Leased/#2 is Owned	7118 Southside Drive		Louisville	KY	402143660	Jefferson
04638	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No	#1 Sold/Leased Back/ #2 is Ground Lease	5601 Bardstown Road		Louisville	KY	402911910	Jefferson
04638	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		5601 Bardstown Road (Building Lease)		Louisville	KY	402911910	Jefferson
04639	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		4149 Taylor Boulevard (Ground Lease)		Louisville	KY	402152366	Jefferson
04639	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		4149 Taylor Boulevard (Building Lease)		Louisville	KY	402152366	Jefferson
04641	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		408 Oldham Plaza		La Grange	KY	400311226	Oldham
04642	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		4721 Dixie Highway		Louisville	KY	402162654	Jefferson
04644	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		9843 Old 3rd Street		Louisville	KY	402722801	Jefferson
04645	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		445 Highway 44 East		Shepherdsville	KY	401650215	Bullitt
04646	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		9459 Westport Road		Louisville	KY	402412219	Jefferson
04647	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		5615 Outer Loop		Louisville	KY	402194153	Jefferson
04648	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		8551 Preston Highway		Louisville	KY	402195305	Jefferson
04655	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		113 Franklin Square Shopping Center		Frankfort	KY	406014383	Franklin
04780	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		1078 North Main Street		Monticello	KY	426331902	Wayne
04849	618	23-2039291	Rite Aid of Kentucky, Inc.	Rite Aid of Kentucky, Inc.	Store	No		4838 Poplar Level Road		Louisville	KY	402132904	Jefferson
01218	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		936 Brighton Avenue		Portland	ME	041021004	Cumberland
02080	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		37 East Main Street		Dover-Foxcroft	ME	044261304	Piscataquis
02785	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		3 Hudson Avenue		Gulfport	ME	044430000	Piscataquis
02800	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		65 East Main Street		Fort Kent	ME	047431322	Aroostook
03277	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		290 Congress Street		Portland	ME	041013637	Cumberland
03278	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		Falmouth Shopping Center		Falmouth	ME	041059801	Cumberland
03279	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		422 Wilson Street		Brewer	ME	04121415	Penobscot
03280	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		51 Market Street		South Portland	ME	041063617	Cumberland
03281	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		86 Dublin Street		Machias	ME	046541308	Washington
03285	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		185 Front Street		Bath	ME	045302610	Sagadahoc
03286	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		335 Alfred Street		Biddeford	ME	040053128	York

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03286	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	Yes	Owned #1 is Leased/#2 is Owned	335 Alfred Street		Biddeford	ME	040053128	York
03287	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		260 High Street		Ellsworth	ME	046051716	Hancock
03292	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		81 Main Street		Livemore Falls	ME	042541510	Androscoggin
03293	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		226 Union Street		Bangor	ME	044016160	Penobscot
03294	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		188 Spring Street		Dexter	ME	049301312	Penobscot
03295	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		51 South Main Street		Old Town	ME	044681535	Penobscot
03296	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		713 Broadway		Bangor	ME	044013325	Penobscot
03297	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		76 State Street		Augusta	ME	043305127	Kennebec
03298	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		713 Congress Street, West		Portland	ME	041023303	Cumberland
03299	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		36 Moosehead Trail		Newport	ME	0495339802	Penobscot
03300	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		315 Main Street		Lewiston	ME	042407025	Androscoggin
03301	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		430 Sabattus Street		Lewiston	ME	042405430	Androscoggin
03306	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		478 Route 1		Yarmouth	ME	040966735	Cumberland
03307	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		127 Long Sands Road		York	ME	039091148	York
03308	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		7 North Sands Avenue		Augusta	ME	043304317	Kennebec
03309	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		37 Portland Road	P O Box 97	Kennebunk	ME	040431629	York
03467	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		61 Union Street		Auburn	ME	042105447	Androscoggin
03491	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		123 Main Street	P O Box 1026	Damariscotta	ME	045439801	Lincoln
03671	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		123 Main Street		Fairfield	ME	049371120	Somerset
03863	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		Midtown Shopping Center	Route 196	Lisbon Falls	ME	042509806	Androscoggin
03891	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		223 Townsend Avenue		Boothbay Harbor	ME	045381847	Lincoln
03892	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		113 North Street		Calais	ME	046191619	Washington
03894	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		355 Main Street		Fort Fairfield	ME	047421123	Aroostook
03896	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		429 Main Street		Madawaska	ME	047561165	Aroostook
03897	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		55 Park Street		Milo	ME	044631110	Piscataquis
03900	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		15 Main Street		Van Buren	ME	047851008	Aroostook
03946	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		28 Park Street		Rockland	ME	048413349	Knox
03946	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	Yes	#1 is Owned (Sold)#2 is Leased	28 Park Street		Rockland	ME	048413349	Knox
04112	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		15 Saco Avenue		Old Orchard Beach	ME	040642242	York
04116	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		4 Jewett Street		Skowhegan	ME	049762004	Somerset
04117	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		259 Main Street		South Paris	ME	042811620	Oxford
04118	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		987 Lisbon Street	P O Box 1657	Lewiston	ME	042405747	Androscoggin
04120	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		16 Peck Farm Road		Winthrop	ME	043643432	Kennebec
04121	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		156 Maine Street		Brunswick	ME	040112007	Cumberland
04122	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		383 Allen Avenue		Portland	ME	041033728	Cumberland
04123	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		Route 2, Water Street		Farmington	ME	049389622	Franklin
04125	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		465 Main Street		Westbrook	ME	040924328	Cumberland
04126	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		7 Portland Street	P O Box 88	Rumford	ME	042760088	Oxford
04128	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		5 South Street		Blue Hill	ME	046140335	Hancock
04129	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		35 Elm Street		Camden	ME	048431910	Knox
04130	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		Carhou Shopping Center	112 Bennett Drive	Carhou	ME	047362022	Aroostook
04131	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		Dunn Furniture	137 North Street	Houlton	ME	047301832	Aroostook

TRADEMARK

REEL: 002341 FRAME: 0755

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owled	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
04132	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Building	279 Main Street		South Portland	ME	041062629	Cumberland
04133	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		701 Forest Avenue		Portland	ME	041034121	Cumberland
04135	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		120 Main Street		Gorham	ME	040381306	Cumberland
04136	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Union Station Shopping Plaza	256-260 St. John Street		Portland	ME	041023019	Cumberland
04137	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		320 Main Street		Presque Isle	ME	047692852	Aroostook
04140	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Cornish Shopping Center	Maple Street, Box 35		Cornish	ME	040200035	York
04141	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		461 Main Street		Saco	ME	040721528	York
04142	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Somerset Plaza	108 Somerset Avenue		Pittsfield	ME	049671332	Somerset
04143	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		2 China Road		Winslow	ME	049017266	Kennebec
04146	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Town Meeting Plaza	7 Portland Street		Bridgton	ME	040091229	Cumberland
04147	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		20 Portland Road		Gray	ME	040390711	Cumberland
04148	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		34 Cottage Street		Bar Harbor	ME	046091810	Hancock
04149	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		254 Main Street		Belfast	ME	049136572	Waldo
04150	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Village Green Shopping Center	464 Main Street		Springvale	ME	040831818	York
04153	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		83 Hospital Street		Augusta	ME	043306617	Kennebec
04160	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		226 Parker Farm Road		Buxton	ME	040729697	York
04161	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Naples Shopping Center	Route 302		Naples	ME	040554008	Cumberland
04162	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Fryeburg Plaza	15 Bridgton Road		Fryeburg	ME	040371430	Oxford
04167	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		211 Main Street		Waterville	ME	049016626	Kennebec
04168	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		15 Spring Street		Gardner	ME	043451823	Kennebec
04171	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Fort Knox Shop- ping Plaza	RFD #1		Bucksport	ME	044161232	Hancock
04178	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		1 West Broadway		Lincoln	ME	044571212	Penobscot
04262	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Hampden Shopping Center	7 Main Road, North		Hampden	ME	044441304	Penobscot
04273	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No	Millinocket Shop- ping Center	720 Central Street		Millinocket	ME	044621800	Penobscot
04612	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		77 Mallett Drive		Topsham	ME	040861313	Sagadahoc
04660	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		698 Minor Avenue		Auburn	ME	042103922	Androscoggin
04735	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		P.O. Box 350		Manchester	ME	043510550	Kennebec
04762	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		19 Main Street		Oakland	ME	049634948	Kennebec
04875	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		600 U.S. Route 1		Scarborough	ME	040749776	Cumberland
04944	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		26 Mayville Road		Bethel	ME	042170190	Oxford
04979	620	01-0324725	Rite Aid of Maine, Inc.	Rite Aid of Maine, Inc.	Store	No		1036 Post Road		Wells	ME	040904500	York
00010	004	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	DC	Yes	Perryman Industrial Business Park	601 Chelsea Road		Perryman	MD	211300000	Hartford
00104	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes	Bolton Hill Shop- ping Center	238 McMechen Street		Baltimore	MD	212174301	Baltimore
00106	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Martin Plaza Shop- ping Center	1420 Martin Boulevard		Baltimore	MD	212204105	Baltimore
00278	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Village Shopping Center	537 Jermor Lane		Westminster	MD	211576114	Carroll
00287	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Frostburg Shopping Village	Route 36		Frostburg	MD	215329806	Alliegany

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Company	Parent Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
00301	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		937-41 East Patapsco Avenue		Baltimore	MD	212252250	Baltimore
00304	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		3716 1/2 West Belvedere Avenue		Baltimore	MD	212155708	Baltimore
00314	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	St. John's Plaza	9150 Baltimore National Pike		Ellicott City	MD	210432614	Howard
00315	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Rosedale Plaza	1737 Chesaco Avenue		Baltimore	MD	212371518	Baltimore
00318	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		9708 Belair Road		Baltimore	MD	212361108	Baltimore
00319	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		10119 Old Ocean City Boulevard		Berlin	MD	218111143	Worcester
00324	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		140 Back River Neck Road		Baltimore	MD	212213906	Baltimore
00326	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		301 West Lexington Street - Unit 100		Baltimore	MD	212013414	Baltimore
00327	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Hollinswood Shopping Center	2145 West Patapsco Avenue		Baltimore	MD	212302946	Baltimore
00334	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	The Rounda	711 West 40th Street		Baltimore	MD	212112120	Baltimore
00335	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		740 South Salisbury Boulevard		Salisbury	MD	218015846	Wicomico
00336	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes		3133 Greenmount Avenue		Baltimore	MD	212183418	Baltimore
00337	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		3935-37 Erdman Avenue		Baltimore	MD	212132004	Baltimore
00339	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		29-31 Shipping Place		Baltimore	MD	212224313	Baltimore
00340	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Anneslie Shopping Center	6325 York Road		Baltimore	MD	212122359	Baltimore
00347	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		7 Westminster Shopping Center		Westminster	MD	211574872	Carroll
00347	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Carroll Plaza	22 Carroll Plaza		Westminster	MD	211574831	Carroll
00349	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes		4380 Park Heights Avenue		Baltimore	MD	212156737	Baltimore
00350	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		3425 Belair Road		Baltimore	MD	212131246	Baltimore
00351	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		30 West North Avenue		Baltimore	MD	212015904	Baltimore
00352	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		3700 Falls Road		Baltimore	MD	212112432	Baltimore
00354	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Mondawmin Mall	2043 Mondawmin Mall		Baltimore	MD	212158024	Baltimore
00354	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Mondawmin Mall	2043 Mondawmin Mall (Storage Area)		Baltimore	MD	212158024	Baltimore
00355	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		125 East Baltimore Street		Baltimore	MD	212021607	Baltimore
00356	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes		3804 Liberty Heights Avenue		Baltimore	MD	212157119	Baltimore
00362	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		4600 West Northern Parkway		Baltimore	MD	212153203	Baltimore

TRADEMARK

REEL: 002341 FRAME: 0757

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	PEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00363	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Reisterstown Road Plaza	6708-12 Reisterstown Road		Baltimore	MD	212152306	Baltimore
00364	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		425-429 South Broadway		Baltimore	MD	212312410	Baltimore
00365	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Big Elk Mall	103 Big Elk Mall		Elkton	MD	219215912	Cecil
00366	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Westside Shopping Center	2497 Frederick Avenue		Baltimore	MD	212232856	Baltimore
00367	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Belford Shopping Center	4214 Frankford Avenue		Baltimore	MD	212065131	Baltimore
00368	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Northwoods Plaza	1538-42 Havenwood Road		Baltimore	MD	212181629	Baltimore
00369	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Parkville Shopping Center	7649-51 Harford Road		Baltimore	MD	212346401	Baltimore
00371	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Woodmore Shop- ping Center	7015 Liberty Road		Baltimore	MD	212075802	Baltimore
00372	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Hillendale Plaza	6867 Loch Raven Boule- vard		Baltimore	MD	212048302	Baltimore
00373	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Middlesex Shop- ping Center	1340 Eastern Boulevard		Baltimore	MD	212213423	Baltimore
00374	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Ingliside Shopping Center	5624 Baltimore National Park		Baltimore	MD	212281401	Baltimore
00375	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Eastpoint Mall	7721 Eastern Avenue		Baltimore	MD	212242136	Baltimore
00377	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Arbutus Shopping Plaza	4733 Westland Boulevard		Arbutus	MD	212271330	Baltimore
00379	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Towson Town Cen- ter	825 Dulaney Valley Road		Towson	MD	212041011	Baltimore
00380	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Yorkridge Shop- ping Center	20 West Ridgley Road		Lutherville	MD	210935112	Baltimore
00381	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Merritt Park Shop- ping Center	1762 Merritt Boulevard		Baltimore	MD	212223212	Baltimore
00382	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Reisterstown Shop- ping Center	11917-19 Reisterstown Road		Reisterstown	MD	211363030	Baltimore
00383	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Perry Hall Shop- ping Center	4339 Ebenezer Road		Baltimore	MD	212362143	Baltimore
00384	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		8601 Baltimore National Pike		Ellicott City	MD	210434176	Howard
00385	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Southview Shop- ping Center	10 N.W. Hammonds Lane		Baltimore	MD	212253631	Baltimore
00386	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes		25 Jones Station Highway West		Severna Park	MD	211464200	Anne Arundel
00390	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		8634 Liberty Road		Randallstown	MD	211334707	Baltimore
00391	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Galleria Shopping Center	1411 York Road		Lutherville	MD	210936014	Baltimore
00392	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Yorktowne Shop- ping Center	122 Cranbrook Road		Cockeysville	MD	210303405	Baltimore
00393	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		4500 Edmondson Avenue		Baltimore	MD	212291506	Baltimore
00396	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Tred Avon Shop- ping Center	210 Marlboro Avenue		Easton	MD	216012732	Talbot

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Lot #	Corp	FEIN	Operating Company	Legal Description	Use	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00397	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Carrolltown Center	6404 Ridge Road		Sykesville	MD	217846249	Carroll
00476	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Jacksonville Manor Shopping Center	3463 Sweet Air Road		Phoenix	MD	211311825	Baltimore
00482	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	The Riviera Plaza	8491 Fort Smallwood Road		Pasadena	MD	211222739	Anne Arundel
00489	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Bay Hills Shopping Center	1264 Bay Dale Drive		Arnold	MD	210122325	Anne Arundel
01086	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Grantsville Shopping Center	3237 Chestnut Ridge Road		Grantsville	MD	215369809	Garrett
01324	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Walbrook Plaza	3425 Clifton Avenue		Baltimore	MD	212162502	Baltimore
01422	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Box Hill Square Shopping Center	2913 Emmorton Road		Abington	MD	210091631	Harford
01490	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		702 Edgewood Road		Edgewood	MD	210402400	Harford
01721	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Bell Plaza	6622-24 Security Boulevard		Baltimore	MD	212074010	Baltimore
01738	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		2241 Monument Street		Baltimore	MD	212052430	Baltimore
01757	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	#1 is Leased/#2 is Owned	3400 Mountain Road		Pasadena	MD	211222021	Anne Arundel
01757	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes	#1 is Leased/#2 is Owned	3400 Mountain Road		Pasadena	MD	211222021	Anne Arundel
01760	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Finksburg Plaza	3000 Gamber Road, Suite 2	Route 140 & 90	Finksburg	MD	210482242	Carroll
01792	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Belvedere Shopping Center	5618 The Alameda		Baltimore	MD	21292737	Baltimore
01859	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Glen Burnie Plaza	7546 Ritchie Highway		Glen Burnie	MD	210613717	Anne Arundel
01978	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Leonardtown Shopping Center	40955 Merchant Lane		Leonardtown	MD	206503709	St. Mary's
02120	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Crestwood Plaza Shopping Center	6970 Crestwood Boulevard		Frederick	MD	217037225	Frederick
02204	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		2801 Foster Avenue		Baltimore	MD	212243816	Baltimore
02205	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1520 Rock Spring Road		Forest Hill	MD	210502815	Harford
02207	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		6 Carroll Island Road		Baltimore	MD	212202206	Baltimore
02209	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Chadwick Manor	7153 Security Boulevard		Baltimore	MD	212441811	Baltimore
02210	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1400 Sulphur Springs Road		Baltimore	MD	212272402	Baltimore
02211	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		17 West Baltimore Street		Baltimore	MD	212013202	Baltimore
02212	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		6402 Golden Ring Road		Baltimore	MD	212372010	Baltimore
02212	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes		6330 Kenwood Avenue		Baltimore	MD	212372010	Baltimore
02214	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Greenspring Shopping Center	2855 Smith Avenue		Baltimore	MD	212091426	Baltimore

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporate (Inc)	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02216	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Kings Point Shopping Center	9916 Liberty Road		Randallstown	MD	211331804	Baltimore
02217	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Padonia Village S/C (New Lease)	35 East Padonia Road		Timonium	MD	210932306	Baltimore
02218	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Laurel Plaza	9612 Fort Meade Road		Laurel	MD	207074404	Prince Georges
02220	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Aberdeen Market-place	1014 Beards Hill Road		Aberdeen	MD	210012230	Harford
02222	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Patapasco Village Plaza	3418 Annapolis Street		Baltimore	MD	212271117	Baltimore
02223	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Freedom Village Shopping Center	6400 Georgetown Boulevard #107		Eldersburg	MD	217846419	Carroll
02231	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Highland Town Village	300 Pulaski Highway		Joppa	MD	210853699	Harford
02235	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Mt. Clare Junction Shopping Center	1203 West Pratt Street		Baltimore	MD	212232600	Baltimore
02236	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Elkridge Plaza	7270 Montgomery Road		Elkridge	MD	212275417	Howard
02253	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Merztrout Plaza	300 Martin Luther King Jr. Boulevard		Baltimore	MD	212011211	Baltimore City
02280	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Southside Market Place	903 East Fort Avenue		Baltimore	MD	212305119	Baltimore
02585	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		30283 Triangle Drive		Charlotte Hall	MD	206220000	St. Mary's
02620	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1620 Pennsylvania Avenue		Baltimore	MD	212173115	Baltimore
02690	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1521 Harford Avenue		Baltimore	MD	212025724	Baltimore
02747	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		2241 Jefferson Boulevard		Smithsburg	MD	217832073	Washington
02750	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		609 Taylor Road		Annapolis	MD	214011419	Anne Arundel
02752	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		6401 Frederick Road		Catonsville	MD	212283504	Baltimore
03000	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1404 Reisterstown Road		Pikesville	MD	212083806	Baltimore
03205	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes		1030 West 41st Street	Suite E	Baltimore	MD	212111654	Baltimore
03339	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		798 Sunburst Highway		Cambridge	MD	216139401	Dorchester
03469	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		711 Washington Avenue, #26		Chesertown	MD	216201001	Kent
03751	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1050 Industrial Boulevard		Cumberland	MD	215024331	Allegany
03752	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		115 Marlboro Avenue		Easton	MD	216012736	Talbot
03757	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		92 Souder Road		Brunswick	MD	217161245	Frederick
03758	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No				Brunswick	MD		
03761	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No				Brunswick	MD		

TRADEMARK

REEL: 002341 FRAME: 0760

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	PEIN	Operating Corpora- tion	Tenant Corporation	Type Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03779	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	1111 Mount Hemon Road		Salisbury	MD	218045109	Wicomico
03781	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	7967 Baltimore/Annapolis Boulevard		Glen Burnie	MD	210608143	Anne Arundel
03782	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	1712 Crain Highway South		Glen Burnie	MD	210615503	Anne Arundel
03788	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Northgate Center		Silver Spring	MD	209062924	Montgomery
03789	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	White Oaks Shop- ping Center		Silver Spring	MD	209042631	Montgomery
03790	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	8048 New Hampshire Ave- nue		Langley Park	MD	207834611	Prince Georges
03794	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Wildcroft Shop- ping Center		Riverdale	MD	207371802	Prince Georges
03796	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Eastgate Shopping Center		Seabrook	MD	207062213	Prince Georges
03799	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Silver Hill Shop- ping Center		Suitland	MD	207462404	Prince Georges
03800	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	5931 Martin Luther King Highway		Seal Pleasant	MD	207431754	Prince Georges
03803	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Chestnut Hill Shop- ping Center		Beltsville	MD	207052321	Prince Georges
03806	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	2026 Fallston Road		Fallston	MD	210471456	Hartford
03808	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Westwood Shop- ping Center		Bethesda	MD	208161410	Montgomery
03813	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Marlton Plaza		Upper Marlboro	MD	207725424	Prince Georges
03818	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Patuxent Shopping Center		Crofton	MD	211142403	Anne Arundel
03822	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Mt. Airy Shopping Center		Mt. Airy	MD	217715254	Carroll
03826	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Eastport Shopping Center		Annapolis	MD	214033031	Anne Arundel
03827	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Parole Shopping Center		Annapolis	MD	214013007	Anne Arundel
03828	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Village Shopping Center		Potomac	MD	208544903	Montgomery
03829	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	White Marlin Mall		Ocean City	MD	218420991	Worcester
03831	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Loehmanns Plaza		Rockville	MD	208522116	Montgomery
03835	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	Gold Coast Mall		Ocean City	MD	218422516	Worcester
03836	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	County Market Shopping Center		Hagerstown	MD	217423105	Washington
03837	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	#1 Is Owned/#2 Is Leased		Pocomoke City	MD	218511133	Worcester
03837	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes	#1 Is Owned/#2 Is Leased		Pocomoke City	MD	218511133	Worcester
03868	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No	1823 East West Highway		Adelphi	MD	207833032	Prince Georges

TRADEMARK

REEL: 002341 FRAME: 0761

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Lot #	Corp	IBN	Operating Company	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03871	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		9300 Lakeside Boulevard		Owings Mills	MD	21174953	Baltimore
03872	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1600 East Churchville Road		Bel Air	MD	210154804	Harford
03981	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		423 East North Avenue		Baltimore	MD	212025915	Baltimore
04248	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		110 Mitchells Chance Road		Edgewater	MD	210372740	Anne Arundel
04250	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1000 East Eager Street		Baltimore	MD	212025533	Baltimore
04251	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		Berea Health Center		Baltimore	MD	212133915	Baltimore
04252	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		Tindoco Health Center		Baltimore	MD	212244884	Baltimore
04253	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		Johnson Health Center		Baltimore	MD	212183647	Baltimore
04254	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		Wyman Park Medical Center		Baltimore	MD	212112803	Baltimore
04255	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		Odenton-Meade Health Center		Odenton	MD	211131602	Anne Arundel
04295	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		250 West Chase Street		Baltimore	MD	212023808	Baltimore
04416	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		4820 Marlboro Pike		Capitol Heights	MD	207435281	Prince Georges
04533	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	Yes		8941 Woodyard Road		Clinton	MD	207354203	Prince Georges
04575	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1000 Key Parkway		Frederick	MD	217024056	Frederick
04597	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1411 East West Highway		Silver Spring	MD	209102836	Prince Georges
04665	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		Roundwood Center		Timonium	MD	210937816	Baltimore
04686	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		101 Reisterstown Road		Pikesville	MD	212086102	Baltimore
04729	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		9840 Main Street		Damascus	MD	208722040	Montgomery
04810	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1720 Main Street		Chester	MD	216192602	Queen Annes
04909	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		12154 Brittingham Lane		Princess Anne	MD	218532212	Somerset
04912	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		842 South 5th Avenue		Denton	MD	216291398	Caroline
04917	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		11070 Cathell Road		Berlin	MD	218119344	Worcester
04920	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		1214 Nanticoke Road		Salisbury	MD	218018217	Wicomico
04942	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		3446 Laytonsville Road		Olney	MD	208321734	Montgomery
04983	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		6130 Baltimore Avenue		Riverdale	MD	207371905	Prince Georges
04994	621	23-1940941	Rite Aid of Maryland, Inc.	Rite Aid of Maryland, Inc.	Store	No		4604 Harford Road		Baltimore	MD	212143202	Baltimore

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Company	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01010	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		13916 South West Bay Shore Drive		Traverse City	MI	496848329	Grand Traverse
01025	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		46977 Romeo Plank Road	Tiffin Mall	Macomb	MI	480443509	Macomb
01265	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2255 South Jackson Road		Jackson	MI	492018344	Jackson
01466	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1029 Four Mile Road, N.W.		Grand Rapids	MI	495441504	Kent
01468	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		5111 Ten Mile Road		Rockford	MI	493411342	Kent
01469	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		4461 Breton Road, S.E.		Kentwood	MI	495085273	Kent
01470	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		100 Covered Village Mall		Belting	MI	488091683	Ionia
01472	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2775 Port Sheldon Road		Jemison	MI	494280000	Ottawa
01474	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1434 West Michigan Avenue		Battle Creek	MI	490171928	Calhoun
01478	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1032 East Cork Street		Kalamazoo	MI	490014823	Kalamazoo
01479	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2702-2710 East Main Street		Kalamazoo	MI	490012165	Kalamazoo
01480	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		4432 West Main Street		Kalamazoo	MI	490062605	Kalamazoo
01481	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1701 South M-139		Benton Harbor	MI	490229231	Berrien
01482	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1399 East Grand River		East Lansing	MI	488234913	Ingham
01483	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		13157 1/2 Shavey Road		Dewitt	MI	488209016	Clinton
01486	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1705 West Mount Hope		Lansing	MI	489102660	Ingham
01487	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3050 Bay Road		Saginaw	MI	486032415	Saginaw
01508	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		G-6010 North Saginaw Street		Mt. Morris	MI	484582402	Genesee
01517	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1830 Brenton Road, S.E.	Suite 311	Grand Rapids	MI	495068933	Kent
01519	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2036 Lake Michigan Drive		Grand Rapids	MI	495044743	Kent
01521	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2130 Wealthy Street, S.E.		Grand Rapids	MI	495063032	Kent
01523	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1189 Wilcox Avenue		White Cloud	MI	493499501	Newaygo
01524	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		924 West Main Street		Fremont	MI	494121419	Newaygo
01525	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		53 South Maple Street	P.O. Box 125	Grant	MI	493279698	Newaygo
01526	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		4117 Seventeen Mile Road		Cedar Springs	MI	493199451	Kent
01527	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		507 North Lafayette Street		Greenville	MI	488381166	Moncalm

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corp's Hq	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01528	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		10767 Carson City Road	37 & flock	Carson City	MI	488119560	Montcalm
01529	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1401 West Main Street	Lowell	Lowell	MI	493311513	Kent
01530	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		715 South Clinton Street		Grand Ledge	MI	488371118	Eaton
01532	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		9377 Cherry Valley Road		Caledonia	MI	493169506	Allegan
01533	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		125 West Superior		Wayland	MI	493481216	Allegan
01533	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		125 West Superior		Wayland	MI	493481216	Allegan
01534	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		125 West Superior (Parking Lot)		Wayland	MI	493481216	Allegan
01551	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		560 Jenner Drive		Allegan	MI	490101517	Allegan
01552	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		6155 Dixie Highway		Bridgeport	MI	487229618	Saginaw
01552	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		5050 Gratiot Road		Saginaw	MI	486036030	Saginaw
01573	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1490 West Center Road		Essexville	MI	487322112	Bay
01574	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2006 North Saginaw Road		Midland	MI	486406817	Bay
01575	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3777 North Michigan		Saginaw	MI	486042152	Saginaw
01576	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		901 West Midland Street		Bay City	MI	487064288	Bay
01587	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3095 North Genesee Road		Flint	MI	485062151	Genesee
01609	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1664 West Grand River Av- enue		Okemos	MI	488641892	Ingham
01611	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3030 Lake Lansing Road		East Lansing	MI	488232207	Ingham
01612	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2263 Cedar Street		Holt	MI	488421202	Ingham
01613	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3825 West Jolly Road		Lansing	MI	489113362	Ingham
01615	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1004 East Michigan Ave- nue		Lansing	MI	489121809	Ingham
01663	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		419 West Main Street		Lansing	MI	497351859	Oscego
01680	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3232 28th Street		Gaylord	MI	494181423	Kent
01691	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1133 North U.S. 31		Petoskey	MI	497709305	Emmet
01715	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		101 South Morenci Street		Mio	MI	486479470	Oscoda
01729	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		218 West Main Street		Flushing	MI	484332032	Genesee
01740	623	38-0857390	Rite Aid of Michigan, Inc.	1740 Associates, L.L.C. Inc.	Store	No		500 Lafayette Avenue		Bay City	MI	487087854	Bay
01745	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		512 Goodrich Street		Vassar	MI	487689205	Tuscola

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corp. Name	Legal Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01772	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Del's Plaza	1010 East Center Street	Box 63	Marca	MI	488470063	Grand
01776	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	Yes		1012 Wealthy Street, S.E.		Grand Rapids	MI	495061517	Kent
01801	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Captain Corner Center	195 M-66 Highway		Charlevoix	MI	497209338	Charlevoix
01822	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1950 West Centre Avenue		Portage	MI	490245334	Kalamazoo
02249	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Village Plaza	200 Enterprise Drive		Three Rivers	MI	490939056	St. Joseph
02274	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	White Lake Center	3263 East Colby Road		Whitehall	MI	494619637	Muskegon
02425	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		600 North Avenue		Battle Creek	MI	490173249	Calhoun
02473	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		5280 North Huron Road		Oscoda	MI	487509560	Iosco
02504	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		240 South Lake Street		East Jordan	MI	497279376	Charlevoix
02509	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		32983 Ryan Road		1014 Mile Road	MI	480924353	Macomb
02549	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		301 South Main Street		Standish	MI	486580938	Arenac
02606	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		110 South Bradley Highway		Rogers City	MI	497792123	Presque Isle
02683	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2757 South County Road 489		Lewiston	MI	497569278	Montmorency
02711	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		450 East Chicago Street		Coldwater	MI	490362003	Branch
02729	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Randall Street	1151 West Randall Square		Coopersville	MI	494041315	Ottawa
02731	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1981 South Boulevard W.		Troy (Metro Detroit)	MI	480981786	Oakland
02739	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Belle Meade Plaza	8443 Davison Road		Davison	MI	484232114	Genesee
02753	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		312 South James Street		Grayling	MI	497381818	Crawford
02760	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		352 North Ross Street	Box 458	Beaverton	MI	486128165	Gladwin
02776	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		200 West Savidge Street		Spring Lake	MI	494561605	Ottawa
03220	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		350 Michigan N.E.		Grand Rapids	MI	495032544	Kent
03234	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		146 North Corning Street		Farwell	MI	486229737	Clare
03244	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Village of Paw Paw	319 East Michigan Avenue	Box 376	Paw Paw	MI	490791053	Van Buren
03253	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		161 Beech Street		Harrison	MI	486250376	Clare
03312	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		8531 Lansing Highway		Durand	MI	484291038	Shiawassee
03315	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		2898 Main Street		Marlette	MI	484531113	Sanilac

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Code	RSN	Ownership Category	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03320	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		425 North Fifth Street	Box 732	Roscommon	MI	486539329	Roscommon
03326	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		821 East Apple Avenue		Muskegon	MI	494423737	Muskegon
03356	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		3772 South Lapeer Road		Metamora	MI	484558963	Lapeer
03366	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		305 East State Street		Cassopolis	MI	490311328	Cass
03368	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		612 North St. Joseph Avenue		Berrien Springs	MI	491031603	Berrien
03383	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		222 South Chestnut Street		Reed City	MI	496771206	Oscoda
03384	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		19848 Joy Road		Detroit	MI	482282928	Wayne
03452	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		602 Broad Street	Box 237	Linden	MI	484518768	Genesee
03478	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		2010 North St. Helen Road		St. Helen	MI	486560684	Roscommon
03497	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		15242 North Holly Road		Holly	MI	484421141	Holly
03510	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		337 North State Road		Otisville	MI	484639486	Genesee
03520	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		11 East Division Street		Sparta	MI	493451325	Kent
03568	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		806 West Grant Avenue		Saginaw	MI	486022171	Saginaw
03572	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	Yes		1115 East Genesee Avenue		Saginaw	MI	486071746	Saginaw
03588	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		3403 East Genesee Avenue		Saginaw	MI	486014212	Saginaw
03592	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		2413 Martin Luther King Avenue		Flint	MI	485054937	Genesee
03667	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No	United Center	4001 Davison Road, Suite A		Burton	MI	485091401	Genesee
03780	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		1810 Maplewood Avenue		Flint	MI	485063780	Genesee
03878	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		22346 Woodward Avenue		Ferdale	MI	482201817	Oakland
03880	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		13635 23 Mile Road		Shelby Township	MI	483152901	Macomb
03887	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No	Knollwood Clinic	1254 North Main Street		Lapeer	MI	484461370	Lapeer
03889	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		13399 Merriman Road		Livonia	MI	481543103	Wayne
03966	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		902 North Cedar Street		Kalkaska	MI	496469439	Kalkaska
03967	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		1019 West Saginaw Street		Lansing	MI	489161966	Ingham
03976	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No		481 Preston Road		Benton Harbor	MI	490224636	Berrien
04228	623	38-0857390	Inc.	Rite Aid of Michigan, Inc.	Store	No	Westpark Shopping Center	39 Kristian Street		Sandusky	MI	484711035	Sanilac

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Form	FEIN	Operating Corporate	Parent Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
04230	623	38-0857390	Inc.	Inc.	Store	No	Center						
			Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.			Huntington Square Shopping Center	588 North Lafayette Street		South Lyon	MI	481782000	Oakland
04232	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Frandoor Shopping Center	3106 East Saginaw Street	Forest Road	Lansing	MI	489124712	Ingham
04233	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		15893 West Michigan Avenue		Marshall	MI	490689578	Calhoun
04234	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1102 North Centerville Road		Sturgis	MI	490911308	St. Joseph
04235	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1113 West Michigan Avenue		Three Rivers	MI	490932162	St. Joseph
04236	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		11 South 11th Street		Niles	MI	491202757	Berrien
04237	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		715 East Front Street		Buchanan	MI	491071458	Berrien
04238	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3281 Shawnee Road		Bridgman	MI	491069713	Berrien
04239	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		6699 Paw Paw Avenue		Coloma	MI	490389519	Berrien
04240	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		302 West Main Street	Box 700	Hartford	MI	490571008	Van Buren
04241	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Byron Center Plaza	2241 84th Street, S.W.		Byron Center	MI	493159352	Kent
04242	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		5995 Kalamazoo Avenue, S.E.		Kentwood	MI	495086464	Kent
04266	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		7843 West Vernor Highway (#2 - Park Lot)		Detroit	MI	482091517	Wayne
04268	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		3986 John R Road		Troy	MI	480835688	Oakland
04270	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		66711 Gratiot Avenue		Richmond	MI	480621909	Macomb
04276	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		939 U.S. 31 South		Taverse City	MI	496848019	Grand Traverse
04300	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		47300 Pontiac Trail		Wilcox	MI	483932541	Oakland
04345	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		27401 West 6 Mile Road		Livonia	MI	481523834	Wayne
04420	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		1002 East Grand River Avenue		Howell	MI	488431718	Livingson
04422	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Renaissance Center	Suite 214	er 200	Detroit	MI	484231209	Wayne
04436	623	38-0857390	Rite Aid of Michigan, Inc.	RDS Detroit, Inc.	Store	No		5016 Greenfield Road		Dearborn	MI	481262845	Wayne
04460	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		19737 Mound Drive		Detroit	MI	482342569	Wayne
04472	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		37355 8 Mile Road		Livonia	MI	481521148	Wayne
04475	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No		5003 South Westnedge Avenue		Portage	MI	490043071	Kalamazoo
04478	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Store	No	Walled Lake Com-	700 North Pontiac Trail		Farmington	MI	483362556	Oakland
										Walled Lake	MI	483903445	Oakland

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Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Company	Parent Corporation	Inc. Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04484	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No	mons Inkster Town Center	27425 Michigan Avenue		Inkster	MI	481412201	Oakland
04493	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		7630 Wyoming Street		Dearborn	MI	481261621	Wayne
04595	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		4612 Woodward Avenue		Detroit	MI	482011826	Wayne
04599	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No	Shoptown Center	1589 Haslett Road		Haslett	MI	488408424	Ingham
04600	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		715 South Main Street		Eaton Rapids	MI	488271427	Eaton
04659	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No	#1 is Leased/#2 is Owned	15181 Telegraph Road		Redford	MI	482393442	Wayne
04659	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Yes	#1 is Leased/#2 is Owned	15181 Telegraph Road		Redford	MI	482393442	Wayne
04661	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		10333 Pelham Road		Allen Park	MI	481011241	Wayne
04674	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		709 East Pierson Road		Flint	MI	485053556	Genesee
04678	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		3812 East Davison Street		Detroit	MI	482121702	Wayne
04685	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		4016 Oakwood Boulevard		Melvindale	MI	481221406	Wayne
04694	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		19150 Wyoming Street		Detroit	MI	482213220	Wayne
04694	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	Yes		19150 Wyoming Street		Detroit	MI	482213220	Wayne
04695	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		28350 South River Road		Mt. Clemens	MI	480453011	Macomb
04696	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		1 Mill Street		Ortonville	MI	484628606	Oakland
04697	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No	Huron Shopping Center	3 South Telegraph Road		Pontiac	MI	483411568	Oakland
04698	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		29000 Little Mack Avenue		St. Clair Shores	MI	480813018	Macomb
04700	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		15531 Grand River Avenue		Detroit	MI	482231705	Wayne
04702	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No	Village Fair Shopping Center	26688 Ryan Road		Warren	MI	480911144	Macomb
04703	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No	Sterling Place Shopping Center	37900 Van Dyke Avenue		Sterling Heights	MI	483121842	Macomb
04734	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		1901 Francis Street		Jackson	MI	492034201	Jackson
04740	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		1465 East Grand River Avenue		Portland	MI	488751631	Tonia
04761	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		1124 North Ballenger Highway		Flint	MI	485047516	Genesee
04765	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		681 North Main Street		Perry	MI	488729700	Shawwassee
04770	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		2701 South Cedar Street		Lansing	MI	489103028	Ingham
04801	623	38-0857390	Rite Aid of Michigan, Inc.	Rite Aid of Michigan, Inc.	No		31245 Eight Mile Road		Livonia	MI	481521608	Wayne

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Rite-Aid Inventory/Property Locations

Loc #	Code	FEIN	Operating Corporate	Legal Corporation	Store	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02570	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		Rural Route 1	Box 753	Walpole	NH	036089801	Chester
03282	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No	Village Shopping Center	69 Lafayette Road		North Hampton	NH	038622452	Rockingham
03284	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		701 Central Avenue		Dover	NH	038203328	Stratford
03288	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		3 Freetown Road		Raymond	NH	030772346	Rockingham
03304	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No	Globe Shopping Center	69 Portsmouth Avenue		Exeter	NH	038332105	Rockingham
03310	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		39 Birch Street		Derry	NH	030382119	Rockingham
03355	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		145 Main Street		Berlin	NH	035702417	Coos
03482	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		145 Amherst Street		Nashua	NH	030631301	Hillsborough
03589	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	Yes		20 Tappan Street		Farmington	NH	038351515	Stratford
03744	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		50 South Main Street		Wolfeboro	NH	038944326	Carroll
04127	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		177 Main Street		Amcaster	NH	035841722	Coos
04138	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		50 Metallack Place		Colebrook	NH	035761222	Coos
04139	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		1623 White Mountain Highway		North Conway	NH	038605157	Carroll
04144	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		341 High Street		Somersworth	NH	038781415	Stratford
04155	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		6 South Main Street		Plymouth	NH	032641440	Grafton
04156	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		Route 112, Main Street		Lincoln	NH	032510538	Grafton
04157	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No	Gorham Plaza	167 Main Street		Gorham	NH	035811637	Coos
04158	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No	Old Providence Common	71 NH Route 104	15	Meridith	NH	032535731	Belknap
04163	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		315 West Main Street		Hillsboro	NH	032445234	Hillsborough
04165	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No	Plaza 800	800 Silington Street		Portsmouth	NH	038014272	Rockingham
04166	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		360 Summer Street		Bristol	NH	032223213	Grafton
04182	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		118-136 Meadow Street		Littleton	NH	035614026	Grafton
04282	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		92 South Street		Concord	NH	033012826	Merrimack
04741	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		1631 Elm Street		Manchester	NH	031011218	Hillsborough
04794	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		41 Carroll Street		Pittsfield	NH	032633301	Merrimack
04800	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		89 Main Street		Winchester	NH	034703151	Cheshire

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04871	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		4976 Dartmouth College Highway	Route #2, Woodsville x 72	NH	037850000	Grafton	
04934	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		79 Washington Street		NH	037432341	Sullivan	
04961	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		48 Atwood Road	Box 688	NH	030763715	Hillsborough	
04993	630	23-2008320	shire, Inc. Rite Aid of New Hamp- shire, Inc.	shire, Inc. Rite Aid of New Hamp- shire, Inc.	Store	No		46 Allentown Road		NH	032751809	Merrimack	
00116	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		907 North High Street		NJ	083323762	Cumberland	
00135	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		217 Sunset Road		NJ	080461108	Burlington	
00149	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	Yes		1097 Broadway		Bayonne	070024126	Hudson	
00219	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No	A&P Shopping Center	Route 53		Denville	078349803	Morris	
00220	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		2 Upper Sarepia Road		Belvidere	078232630	Warren	
00234	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		30 Tansboro Road		Berlin	080091948	Camden	
00235	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No	Crossroads Center	524 Williamstown-New Freedom Road		Sicklerville	080811824	Camden	
00236	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		1360 Blackwood Clemontion Road		Clemontion	080215610	Camden	
00237	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No	Wharton Mall	350 North Main Street		Wharton	078851722	Morris	
00238	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		10 Portland Avenue		Bergenfield	076212305	Bergen	
00407	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		360-366 George Street		New Brunswick	089012010	Middlesex	
00425	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No	Grand Union Shop- ping Center	3258 Bridge Avenue		Point Pleasant	087423459	Ocean	
00433	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	Yes		831 West Browning Road		Bellmawr	080311723	Camden	
00459	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	Yes		140-142 Ferry Street		Newark	071052113	Essex	
00462	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No	Windsor Shopping Plaza	64 Princeton Highstown Road, Suite 11		Princeton Junction	085501103	Mercer	
00471	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		705 Anderson Avenue		Cliffside Park	070102032	Bergen	
00483	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		Breakwater Plaza (Ground Lease)		Cape May	082043711	Cape May	
00508	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		5706 Bergenline Avenue		West New York	070931230	Hudson	
00512	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		111 Market Street		Newark	071022809	Essex	
00514	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		471 Broadway		Bayonne	070023622	Hudson	
00523	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		2 South Broadway		Camden	081031206	Camden	
00531	631	23-1940648	Inc. Rite Aid of New Jersey, Inc.	Inc. Rite Aid of New Jersey, Inc.	Store	No		226 Washington Street		Hoboken	070304709	Hudson	

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Rite-Aid Inventory/Property Locations

LOG#	Corp	FEIN	Operating Corporation	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00532	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		127-129 State Street		Trenton	NJ	086081709	Mercer
00542	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		3601 Bergenline Avenue		Union City	NJ	070874752	Hudson
00585	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1015 Springfield Avenue		Irvington	NJ	071112024	Essex
00595	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		199 Mountain Avenue		Hackettstown	NJ	078402418	Morris
00599	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		542 Milltown Road		North Brunswick	NJ	089023327	Middlesex
00684	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		140 Water Street		Red Bank	NJ	077011165	Monmouth
00687	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		249 Cuthbert Boulevard		Haddon Township	NJ	081071017	Camden
00688	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		242 West Marlton Pike		Cherry Hill	NJ	080023016	Camden
00695	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		Airport Plaza		Hazlet	NJ	077301716	Monmouth
00706	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		4004 Route 130, Suite 10 Center		Delran	NJ	080752493	Burlington
00710	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		199 East Ridgewood Avenue		Ridgewood	NJ	074503815	Bergen
00715	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		46 South Orange Avenue		Livingston	NJ	070394902	Essex
00748	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		530 Landis Avenue		Vineland	NJ	083608006	Cumberland
00757	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		14 South Centre Street		Merchantville	NJ	081092203	Camden
00766	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		New Bridge Shop-ping Center		Bergenfield	NJ	076214114	Bergen
00789	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		501 Clements Bridge Road		Barrington	NJ	080071811	Camden
00791	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		425 Valley Brook Avenue		Lyndhurst	NJ	070711919	Bergen
00802	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		205 Morris Avenue		Long Branch	NJ	077406537	Monmouth
00833	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		Main Line Shop-ping Center		Cinnaminson	NJ	080773011	Burlington
00837	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		715 Haddon Avenue		Haddonfield	NJ	080331705	Camden
00841	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		52 East Broad Street		Bridgeton	NJ	083022831	Cumberland
00844	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		45 Outwater Lane		Garfield	NJ	070263838	Bergen
00845	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		25 South Broad Street		Elizabeth	NJ	072023401	Union
00855	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		151-157 Boulevard		Hasbrouck Heights	NJ	076041716	Bergen
00928	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		15 North Park Place		Morrisstown	NJ	079603944	Morris
00929	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		710 Bloomfield Avenue		Glen Ridge	NJ	0702828304	Bergen

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Comm	FEIN	Operating Corporate- Inc.	Legal Corporation Inc.	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00990	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		159 South Broad Street		Woodbury	NJ	080962410	Gloucester
00994	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Troy Plaza Shop- ping Center	480 North Beverwyck Road		Lake Hiawatha	NJ	070342511	Morris
01000	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Harrison Plaza Shopping Center	432 Bergen Street		Harrison	NJ	070292291	Hudson
01105	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		160 Washington Avenue		Carteret	NJ	070082633	Middlesex
01150	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		435 East Broadway		Salem	NJ	080791234	Salem
01164	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		33 River Road		Bogota	NJ	076031507	Bergen
01258	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		3400 New Jersey Avenue		Wildwood	NJ	082606116	Cape May
01316	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Foodtown Shop- ping Center	78 Main Avenue		Passaic Park	NJ	070554425	Passaic
01318	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		130 East Main Street		Penns Grove	NJ	080691443	Salem
01321	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		4902 Westfield Avenue		Pennsauken	NJ	081102952	Camden
01325	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		325 Lafayette Avenue		Hawthorne	NJ	075062505	Passaic
01326	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1801 Kuser Road		Mercerville	NJ	086903705	Mercer
01339	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		Broadway (Rt. 4)		Fairlawn	NJ	074100000	Bergen
01360	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		265 Pascack Road		Westwood	NJ	076754841	Bergen
01362	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		123 Anderson Street		Hackensack	NJ	076013503	Bergen
01374	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Browns Mills Shopping Center	P.O. Box 665		Browns Mills	NJ	080150665	Burlington
01420	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Lakehurst Circle Center	648 Route 70		Lakehurst	NJ	087332851	Ocean
01425	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Hopaccong Plaza	47 Hopaccong Road		Hopaccong	NJ	078431586	Sussex
01432	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Tops Plaza	1755 Klimer Road		Edison	NJ	088173471	Middlesex
01434	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Echo Plaza	20 Route 22 West		Springfield	NJ	070819802	Union
01441	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Wantage Plaza Shopping Center	505-517 Morris Avenue		Elizabethtown	NJ	072081943	Union
01498	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		205 State Route 23		Sussex	NJ	074613101	Sussex
01539	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		208 Park Place		Rutherford	NJ	070701808	Bergen
01542	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1300 Willow Avenue		Hoboken	NJ	070303308	Hudson
01582	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1006 White Horse Pike		Egg Harbor City	NJ	082151821	Atlantic
01591	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		325 Kinderkamack Road		Oradell	NJ	076492125	Bergen

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Leaf	Code	FEIN	Operating Corporation	Parent Corporation	Store	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01596	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		480 Centennial Boulevard		Voorhees	NJ	080433801	Camden
01599	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1873 Springfield Avenue		Maplewood	NJ	070402904	Essex
01618	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		115 Franklin Avenue		Nutley	NJ	071102924	Essex
01623	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		15 Summerhill Road		Spotswood	NJ	088841251	Middlesex
01627	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		720 South Church Street		Mt. Laurel	NJ	080541352	Burlington
01654	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		5 Lafayette Road		Fords	NJ	088631046	Middlesex
01661	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		2841 Kennedy Boulevard		Jersey City	NJ	073063901	Hudson
01670	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		76-80 Smith Street		Perth Amboy	NJ	088614414	Middlesex
01716	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		101 Whitehorse Pike		Clementon	NJ	080214154	Camden
01731	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		337 Central Avenue		Jersey City	NJ	073072919	Hudson
01732	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		823 Cooper Landing Road		Cherry Hill	NJ	080021722	Camden
01736	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1366 Clifton Avenue		Clifton	NJ	070121343	Passaic
01746	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		435 Lexington Avenue		Clifton	NJ	070111842	Passaic
01759	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1242-50 Hamilton Avenue		Trenton	NJ	086291401	Mercer
01762	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		380 Harmony Road		Gibbstown	NJ	080271702	Gloucester
01778	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		596 Shrewsbury Avenue		Red Bank	NJ	077014909	Monmouth
01789	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		4803 Park Avenue		Union City	NJ	070877209	Hudson
01796	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		4057 Ashbury Avenue		Neptune	NJ	077531700	Monmouth
01860	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		490 Hurville-Cross Keys		Sewell	NJ	080802342	Gloucester
01866	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		386E White Horse Pike		Alco	NJ	080042265	Camden
01867	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1147 Cooper Street		Edgewater Park	NJ	080102558	Burlington
01870	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		531 U.S. Highway 22 East		Whitehouse Station	NJ	088893603	Hunterdon
01917	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		13 North Delsea Drive		Clayton	NJ	083121637	Gloucester
01970	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		431 Haledon Avenue		Haledon	NJ	075081555	Passaic
01977	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		35 Mill Road		Irvington	NJ	071111009	Essex
01989	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		262 Main Street		West Orange	NJ	070525617	Essex

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Rite-Aid Inventory/Property Locations

Line#	Comp	ESIN	Ownership Category	Entity Description	Type	ESIN	Shipping Category	Address 1	Address 2	City	State	Zip Code	County
01991	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No	Kel University Plaza Shopping Center	186 West Market Street		Newark	NJ	071032727	Essex
01998	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		1200-1220 Clinton Avenue		Irington	NJ	071112015	Essex
02261	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		201 North Heritage Avenue		Trenton	NJ	086185511	Mercer
02463	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		219 Essex Street		Hackensack	NJ	076013215	Bergen
02501	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		191 Broad Street		Fairview	NJ	070221000	Fairview
02512	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		Brick Plaza Shopping Center		Bricktown	NJ	087234045	Ocean
02513	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		1607 Cortles Avenue		Neptune City	NJ	077534905	Morrmouth
02515	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		931 Fischer Boulevard		Tomis River	NJ	087533801	Ocean
02518	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		159 East Kennedy Boulevard		Lakewood	NJ	087011308	Ocean
02519	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		Sea Girt Mall		Sea Girt	NJ	087501006	Morrmouth
02521	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		Route 38 and Mount Holly-Eavesstown Road		Mt. Holly (Lumberton Twp)	NJ	080600000	Burlington
02522	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		416 Route 9		Bayville	NJ	087211847	Ocean
02523	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		416 Route 9		Bayville	NJ	087211847	Ocean
02525	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		592 North Main Street		Barneget	NJ	080052530	Ocean
02526	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		595 East Bay Avenue		Manahawkin	NJ	080503324	Ocean
02527	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		546 Wrightstown-Sykesville Road		Wrightstown	NJ	085621527	Burlington
02528	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		2101 Route 70		Manchester	NJ	087596300	Ocean
02529	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		138 South Main Street		Forked River	NJ	087313625	Ocean
02530	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		895 West Bay Avenue		Barneget	NJ	080052121	Ocean
02532	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		220 Mathistown Road		Tuckerton	NJ	080874032	Ocean
02533	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		715 Bennetts Mills Road		Jackson	NJ	085273856	Ocean
02561	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		107 Lacey Road		Whiting	NJ	087591315	Ocean
02579	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		332 Raritan Avenue		Highland Park	NJ	089042702	Middlesex
02597	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		120 Cedar Grove Center		Somerset	NJ	088736462	Somerset
02614	631	23-1940648	Inc.	Rite Aid of New Jersey, Inc.	Store	No		84 Main Street		South Bound Brook	NJ	088801436	Somerset
								544 Allen Road		Basking Ridge	NJ	079202984	Somerset

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02684	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Center	901 Main Street		Asbury Park	NJ	077125911	Monmouth County
02707	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Holiday Plaza III	601 Mule Road		Toms River	NJ	087576460	Ocean
02713	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		80 Central Avenue		East Orange	NJ	070183939	Essex
02740	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		2738 Federal Street		Camden	NJ	081052204	Camden
03206	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		831 Belmar Plaza		Belmar	NJ	077192752	Monmouth
03210	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		976-990 Bergen Street		Newark	NJ	071122532	Essex
03214	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Shopping Center	660-680 Clinton Avenue		Newark	NJ	071081432	Essex
03258	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		739 Greenwood Avenue		Trenton	NJ	086091401	Mercer
03269	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		461 Main Street		East Orange	NJ	070182204	Essex
03324	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		1091 South Broad Street		Trenton	NJ	086111461	Mercer
03329	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	River-Del Shop- ping Center	1105 Fairview Street		Riverside	NJ	080753926	Burlington
03330	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		2701 South Broad Street		Harrison	NJ	070292627	Hudson
03337	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1320 Shipyard Lane (Stores #3 and #4)		Hoboken	NJ	070305582	Hudson
03348	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		153 Main Street		Lincoln Park	NJ	070351737	Morris
03375	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	SC	395 Danforth Avenue		Jersey City	NJ	073051906	Hudson
03405	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Franklin Plaza Shopping Center	701 Frank E. Rodgers Bou- levard North		Harrison	NJ	070292627	Hudson
03422	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		30 North Albany Avenue		Atlantic City	NJ	084013509	Atlantic
03426	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		77-105 Bloomfield Avenue		Bloomfield	NJ	070035915	Essex
03427	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		237 Spring Street		Newton	NJ	078602103	Sussex
03444	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1700 Baltic Avenue		Atlantic City	NJ	084014312	Atlantic
03448	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		12-16 North Street and Av- enue C		Bayonne	NJ	070021241	Hudson
03455	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		1426 Mt. Ephraim Avenue		Camden	NJ	081041549	Camden
03477	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		767-773 Hamilton Avenue		Franklin Town- ship	NJ	088733102	Somerset
03483	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		37 Juliestown Road		Browns Mills	NJ	080153627	Burlington
03493	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		116-130 Broadway		Passaic	NJ	070553905	Passaic
03740	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		1201 St. Georges Avenue		Roselle	NJ	072032805	Union

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Inv	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03573	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		95 Atlantic City Boulevard		Beachwood	NJ	087222901	Ocean
03590	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Elwood Plaza	17 West Elizabeth Avenue		Linden	NJ	070364223	Union
03647	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Clinton Avenue Plaza	117-129 Clinton Avenue		Newark	NJ	071081218	Essex
03697	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		543 Central Avenue		East Orange	NJ	070181922	Essex
03760	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		139 South Orange Avenue		South Orange	NJ	070791901	Essex
03793	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		327 Chestnut Street		Union	NJ	070839412	Union
03974	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	Yes		1041 Burnt Tavern Road		Breck	NJ	087241967	Ocean
03979	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Chester Shopping Mall	11 West Main Street		Chester	NJ	079302407	Morris
04309	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No	Somerset County Shopping Center	Routes 202/206		Bridgewater	NJ	088073321	Somerset
04601	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		100 Warwick Road		Stratford	NJ	080841624	Camden
04624	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		92 Leonardville Road		Belford	NJ	077181144	Monmouth
04705	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1212 Summit Avenue		Jersey City	NJ	073073137	Hudson
04739	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		2090 Erial and Clementon Road		Stickerville	NJ	080819628	Camden
04746	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		132 North Gaston Avenue		Somerville	NJ	088762419	Somerville
04787	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		855-857 North Main Street		Pleasantville	NJ	082321441	Atlantic
04799	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		2000 Route 35		Oakhurst	NJ	077552217	Monmouth
04812	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		981 West Side Avenue		Jersey City	NJ	073066903	Hudson
04819	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1881 North Black Horse Pike		Williamstown	NJ	0809943464	Gloucester
04821	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		10 Lincoln Highway		Edison	NJ	088203906	Middlesex
04823	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		142 Central Avenue		Clark	NJ	070661108	Union
04853	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		945 Suyvesant Avenue (Fotinos parcel)		Union	NJ	070836905	Union
04853	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		941 Suyvesant Avenue (Bauer parcel)		Union	NJ	070836905	Union
04879	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		108 Route 130 South		Burlington	NJ	080162774	Burlington
04962	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		123 Morristown Road		Burlington	NJ	079242337	Somerset
04980	631	23-1940648	Rite Aid of New Jersey, Inc.	Rite Aid of New Jersey, Inc.	Store	No		1252 Station Road		Piscataway	NJ	088545282	Middlesex
00107	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		654 Colvin Avenue		Tonawanda	NY	142172825	Erie

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Lock	Code	FEIN	Operating Corporate Non	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00138	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	West Chester Mall	3145 East Main Street	Site 6	Mohegan Lake	NY	105471521	Westchester
00155	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		125 Dolson Avenue		Middletown	NY	109406559	Orange
00156	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1 Fitzgerald Drive		Middletown	NY	109403059	Orange
00157	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		147 Broadway		Monticello	NY	127011401	Sullivan
00158	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Shop Rite Plaza	262 Main Street		New Paltz	NY	125611612	Ulster
00159	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		393-397 Windsor Highway		New Windsor	NY	125537986	Orange
00160	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		59 North Plank Road, Suite #2		Newburgh	NY	125502111	Orange
00161	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		226 West Bridge Street		Catskill	NY	124141739	Greene
00162	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		444-A Broadway		Albany	NY	122042801	Albany
00164	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3864 Main Street		Warrensburg	NY	128851432	Warren
00189	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Village Plaza	23 Slayton Avenue		Spencerport	NY	145591427	Monroe
00257	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		144 State Route 52 East		Liberty	NY	127542208	Sullivan
00260	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1000 Pennsylvania Avenue		Elmira	NY	149012609	Chemung
00285	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Schodack Plaza	1649 Schodack Plaza		Castleton	NY	120339766	Rensselaer
00299	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Transit French Plaza	4779 Transit Road	19	Depew	NY	140434915	Essex
00402	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		90 North Broad Street		Norwich	NY	138151312	Chenango
00412	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		167-169 Genesee Street		Utica	NY	135012106	Oneida
00416	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Star Market Shopping Center	151 West Main Street		Leroy	NY	144821317	Genesee
00424	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3462 Jerome Avenue		Bronx	NY	104671002	Bronx
00442	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		138 Elm Street		Penn Yan	NY	145271412	Yates
00456	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1203 Eastern Avenue		Schenectady	NY	123083501	Schenectady
00458	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1262 Dix Avenue		Hudson Falls	NY	128399618	Washington
00468	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Midtown Plaza	175 Midtown Plaza		Rochester	NY	146042059	Monroe
00497	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		350 Niagara Street		Buffalo	NY	142011833	Essex
00498	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		142 Grant Street		Buffalo	NY	142131605	Essex
00499	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		424 Elmwood Avenue		Buffalo	NY	142222210	Essex

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Card	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00522	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		552 Main Street		New Rochelle	NY	108017215	Westchester
00537	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		17-21 North Pearl Street		Albany	NY	122072701	Albany
00543	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		5224 Fifth Avenue		Brooklyn	NY	112202709	Kings
00546	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		301 South Salina Street		Syracuse	NY	133021601	Onondaga
00549	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	(Also Store # 871)	2158 White Plains Road		Bronx	NY	104621406	Bronx
00565	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		452 Main Street		Buffalo	NY	142023203	Errie
00568	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		50 South Main Street		Jamesstown	NY	147016633	Chautauqua
00574	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		290 Route 17M		Monroe	NY	109504120	Orange
00577	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		941 State Route 17C		Omega	NY	138279801	Tioga
00581	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		90 West Avenue		Saratoga Springs	NY	128666003	Saratoga
00590	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		167-171 North Main Street		Gloversville	NY	120782923	Fulton
00594	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1884 U. S. Route 6		Carmel	NY	105120000	Putnam
00597	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		40 Vassar Road		Poughkeepsie	NY	126035241	Dutchess
00602	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		529 Monroe Avenue		Rochester	NY	146073722	Monroe
00606	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		1000 Court Street		Ulica	NY	135024018	Oreida
00607	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		47 East Genesee Street		Auburn	NY	130214027	Cayuga
00609	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1727 Black River Boulevard		Rome	NY	134402425	Oreida
00610	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1124 Erie Boulevard West		Rome	NY	134403948	Oreida
00613	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		437 Lyell Avenue		Rochester	NY	146061638	Monroe
00614	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2918 Dewey Avenue		Rochester	NY	146164634	Monroe
00615	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		792 West Main Street		Rochester	NY	146112343	Monroe
00617	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1433 Culver Road		Rochester	NY	146094235	Monroe
00621	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		804 North Goodman Street		Rochester	NY	146094639	Monroe
00623	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1436 West Ridge Road		Rochester	NY	146152411	Monroe
00629	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1000 North Clinton Avenue		Rochester	NY	146214526	Monroe

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

File #	Store #	FA#N	Operating Corporation	Legal Corporation	Store #	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00631	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Valley Plaza Shopping Center	4001 South Salina Street		Syracuse	NY	132052059	Onondaga
00632	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1405 Genesee Street		Syracuse	NY	132101113	Onondaga
00633	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1819 West Genesee Street		Syracuse	NY	132041811	Onondaga
00636	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		519 Butternut Street		Syracuse	NY	132082628	Onondaga
00638	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		30 Auert Avenue		Utica	NY	135022308	Oneida
00639	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1924 Genesee Street		Utica	NY	135025627	Oneida
00640	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	King Cole Shopping Plaza	2 Center Street		New Hartford	NY	134132817	Oneida
00641	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	New Hartford Shopping Center	1033 Mohawk Street		Utica	NY	135013136	Oneida
00642	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		141 Oriskany Boulevard		Whitesboro	NY	134921549	Oneida
00643	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		232 Mohawk Street		Herkimer	NY	133502328	Herkimer
00645	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Queensbury Plaza	727 Glen Street		Queensbury	NY	128042029	Warren
00646	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		147 North Cornite Avenue		Johnstown	NY	120951906	Pulton
00648	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		94 Main Street		South Glens Falls	NY	128034866	Saratoga
00650	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		419 Division Street		North Tonawanda	NY	141204636	Niagara
00652	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		400 Chestnut Street		Oneonta	NY	138202121	Ossego
00653	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	#1 is Leased/#2 is Owned Parking Lot	4764 Salina Street		Pulaski	NY	131424715	Oswego
00653	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes	#1 is Leased/#2 is Owned Parking Lot	4764 Salina Street		Pulaski	NY	131424715	Oswego
00654	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		11 North Broad Street		West Carthage	NY	136199503	Jefferson
00655	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1365 West Genesee Street		Chittenango	NY	130378763	Madison
00661	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Front End Division Office	2050 Western Avenue, Suite 101		Albany	NY	120840000	Albany
00661	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Schuyler Corners	2025 Western Avenue		Albany	NY	122033021	Albany
00665	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1422 South Main Street		Medina	NY	141031800	Orleans
00668	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Caldor Shopping Center	143 Ronkonkoma Avenue		Lake Ronkonkoma	NY	117793339	Suffolk
00673	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Triphammer Plaza	2255 North Triphammer Road		Ithaca	NY	148501576	Tompkins
00675	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Southgate Plaza	1050 Union Road		West Seneca	NY	142243402	Erne
00676	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Price Chopper Plaza	8648 State Route 22, Suite 2		Granville	NY	128322481	Washington

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corp/ Rite Aid	Parent Corporation	Type	Operated	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00685	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	River Mall Shopping Center	2265 Downer Street		Baldwinsville	NY	130212370	Onondaga
00686	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		5810 State Route 36 North		Dansville	NY	144379195	Livingston
00704	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	East Hill Plaza	323 Pine Tree Road		Ithaca	NY	148502819	Tompkins
00742	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Port Plaza	100 Pike Street		Port Jervis	NY	127711831	Orange
00743	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		146 East 86th Street		Manhattan	NY	100282107	New York
00755	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		104 Genesee Street		Oneida	NY	134212716	Madison
00758	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Pine Plaza	8317 Niagara Falls Boulevard		Niagara Falls	NY	143044708	Niagara
00760	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		10 Broad Street		Glens Falls	NY	128014327	Warren
00761	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2887 Harlem Road		Checktowaga	NY	142252527	Errie
00782	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		128 North Center Street		Perry	NY	145309701	Wyoming
00783	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		175 Main Street		Albion	NY	144111231	Orleans
00784	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Price Chopper Shopping Center	1208 Route 146		Clifton Park	NY	120651698	Saratoga
00805	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		10 North Main Street		Wellsville	NY	148951232	Allegany
00862	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		200 Bridgehampton Commons		Box 409 Bridge Hampton, LI	NY	119320409	Suffolk
00868	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		9 Broad Street		Salamanca	NY	147791418	Cattaraugus
00884	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		9 East Grand Street		Palatine Bridge	NY	134289775	Montgomery
01019	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Lake Ridge Plaza	133 Route 303		Valley Cottage	NY	109891921	Rockland
01029	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Canton Plaza	19 Miner Street		Canton	NY	136171231	St. Lawrence
01031	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		581 Central Avenue		Albany	NY	122061914	Albany
01051	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		614-616 Columbia Turnpike		East Greenbush	NY	120611610	Rensselaer
01052	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		North Park Street @ East Main Street		Cambridge	NY	128161602	Washington
01063	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	New City Shopping Center	50 North Main Street		New City	NY	109563719	Rockland
01069	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Imperial Plaza	1572 Route 9, Unit 1		Wappingers Falls	NY	125902846	Dutchess
01079	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Har-Ken Plaza	3842 Harlem Road		Checktowaga	NY	142151945	Errie
01088	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		22 Main Street (New Lease)		Hoosick Falls	NY	120902002	Rensselaer
01090	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		345-361 Flatbush Avenue		Kingston	NY	124012743	Ulster

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owred	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01148	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1717 Pine Street		Niagara Falls	NY	143012231	Niagara
01156	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4 Pleasant Avenue	Lake Street	Tupper Lake	NY	129861443	Franklin
01185	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4407 Military Road		Niagara Falls	NY	143051333	Niagara
01193	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3 Main Street, Suite 1	uite 10	Delhi	NY	137531194	Delaware
01194	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1941 Seneca Street		Buffalo	NY	142102310	Erie
01200	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1740 Macombs Road		Bronx	NY	104557048	Bronx
01203	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Franklin Plaza	178-184 New Hyde Park Road		Franklin Square	NY	110109999	Nassau
01211	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3242 Route 39	Box 539	Yorkshire	NY	141730000	Cattaraugus
01225	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		534 Hudson Street		New York	NY	100142663	New York
01249	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		50 North Main Street		Ellenville	NY	124281015	Ulster
01302	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		657 Broadway		Newburgh	NY	125505131	Orange
01319	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Haebertes Shop- ping Plaza	738-742 Portage Road		Niagara Falls	NY	143011924	Niagara
01323	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		383 North Central Avenue		Hartsdale	NY	105301811	Westchester
01451	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Matopac Village Center	Routes 6 & 118		Matopac	NY	105419806	Putnam
01457	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1018 Broadway		Buffalo	NY	142121461	Erie
01500	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		6000 Transit Road		Depew	NY	140431530	Erie
01501	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		1632 & 1636 Main Street (Parking Lot)		Niagara Falls	NY	143050000	Niagara
01511	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2474 Bailey Avenue		Buffalo	NY	142153247	Erie
01537	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		130 Washburn Street		Lockport	NY	140943815	Niagara
01538	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		731 Center Street		Lewiston	NY	140921705	Niagara
01557	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		490 Albany Shaker Road		Loudonville	NY	122111554	Albany
01561	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		258 Hoosick Street		Troy	NY	121802427	Rensselaer
01597	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		125 South Transit Road		Lockport	NY	140944834	Niagra
01617	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		238 Hooker Avenue		Poughkeepsie	NY	126033336	Dutchess
01619	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		135 West Main Street		Honeoye Falls	NY	144721148	Montroe
01621	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		153 Prospect Street		Attica	NY	140111149	Wyoming

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc.#	Corporation	FEIN	Operating Corporation	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01649	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		81 North Main Street		Gowanda	NY	140701318	Erie
01650	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		654-690 Main Street		Poughkeepsie	NY	126013704	Dutchess
01652	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		2315 William Street		Checkowaga	NY	142062526	Erie
01677	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		476 William Street		Buffalo	NY	142061538	Erie
01689	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3071 South Park Avenue		Lackawanna	NY	142183107	Erie
01692	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	County Seat Plaza	Route 58		Riverhead, L.I.	NY	119019808	Suffolk
01714	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3916 Carman Road		Schenectady	NY	123035608	Albany
01722	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		670 Thurston Road		Rochester	NY	146192130	Monroe
01807	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		1224 East Lovejoy Street		Buffalo	NY	142061216	Erie
01816	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		845 Abbott Road		Buffalo	NY	142202424	Erie
01827	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2172 Penfield Road		Penfield	NY	145261736	Monroe
01833	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3701 N.Y. Route 43		West Sand Lake	NY	121960372	Rensselaer
01852	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1107 Main Street		Peekskill	NY	105662907	Westchester
01861	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2156 Grand Island Boulevard		Grand Island	NY	140722194	Erie
01862	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		214 Central Avenue		Silver Creek	NY	141361339	Chautauqua
01868	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		320 Main Street		Beacon	NY	125083019	Dutchess
01869	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		756 East Delavan Avenue		Buffalo	NY	142153042	Erie
01871	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		40 East State Street		Mount Morris	NY	145101147	Livingston
01909	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		41 Buffalo Road		East Aurora	NY	140521648	Erie
01910	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2025 Sheridan Drive		Kenmore	NY	142231201	Erie
01911	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2141 Fillmore Avenue		Buffalo	NY	142142505	Erie
01912	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3953 Lockport Olcott Road		Lockport	NY	140941132	Niagara
01913	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		214 Lockport Street		Youngstown	NY	141741008	Niagara
01939	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1108 State Street		Schenectady	NY	123072610	Schenectady
01947	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		964 Halsey Street		Brooklyn	NY	112331403	Kings
01960	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1315 Jefferson Avenue		Buffalo	NY	142082102	Erie

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01962	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		284-292 Connecticut Street		Buffalo	NY	142132542	Erie
01969	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		609 Main Street		Farmingdale, L.I.	NY	117354100	Nassau
01990	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		957 Curry Road		Rotterdam	NY	123032909	Schenectady
02002	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid Corporation	Store	No		518 Jefferson Plaza		Port Jefferson Sta- tion	NY	117761104	Suffolk
02004	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid Corporation	Store	No		309 Merrick Road		Rockville Centre	NY	115705325	Nassau
02010	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		4046 Broadway (#1- Woolworth/#2-Citibank)		Manhattan	NY	100321517	New York
02059	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		99-17 Queens Boulevard		Rego Park	NY	113740000	Queens
02098	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		2550 Seamans Neck Road		Seaford	NY	117832543	Nassau
02136	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		270 Peninsula Boulevard		Hempstead	NY	115504913	Nassau
02294	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		315 Arsenal Street		Watertown	NY	136012431	Jefferson
02428	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		89 Brookside Avenue		Chester	NY	109181033	Orange
02448	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		1070 Genesee Street		Buffalo	NY	142113007	Erie
02464	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		1233 E. Ridge Rd (#1 Building/#2 Ground)		Irondequoit	NY	146212003	Monroe
02490	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		114-122 Main Street		North Syracuse	NY	132122325	Onondaga
02541	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		420 South Broadway		Yonkers	NY	107052301	Westchester
02552	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		438 South Park Avenue		Buffalo	NY	142042618	Erie
02612	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		344 Avenue X		Brooklyn	NY	112235914	Kings
02613	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		76-78 Main Street		Hudson Falls	NY	128392215	Washington
02669	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		2063 Barrow Avenue		Bronx	NY	104754613	Bronx
02674	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		73 North Main Street		Brookport	NY	144201648	Monroe
02678	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		#2 Price Chopper Plaza		Mechanicville	NY	121181591	Rensselaer
02686	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		5 Garland Lane		Greenville	NY	120833410	Greene
02703	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		546-558 West 207th Street		Manhattan	NY	100342611	New York
02727	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		1510 St. Nicholas Avenue		Manhattan	NY	100333124	New York
02744	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		2271 Richmond Avenue		Staten Island	NY	103143903	Richmond
02749	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		27 West Main Street		Hancock	NY	137831027	Delaware

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owred	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02756	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Big M Shopping Center	35 Forgham Street		Lyons	NY	144891327	Wayne
02767	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		609 East Main Street (New Lease)		Palmyra	NY	145221148	Wayne
02771	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Rochdale Village	165-02 Baisley Boulevard		Jamaica	NY	114342517	Queens
02773	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Hoosic Valley Plaza	4 Main Street		Schaghticoke	NY	121549701	Rensselaer
02779	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Dutch Square Shopping Center	355 Route 306		Monsey	NY	109521646	Rockland
02783	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		281-285 Main Street		Geneva	NY	144562638	Ontario
02784	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		188 Main Street		Highland Falls	NY	109281809	Orange
02796	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Evergreen Shop- ping Center	3 Palmer Avenue		Corinth	NY	128221121	Saratoga
03033	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		967 Fairmount Avenue		Lakewood	NY	147012452	Chautauqua
03110	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		303 West 50th Street		Manhattan	NY	100196601	New York
03194	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		5447 Main Street		Williamsville	NY	142216647	One
03235	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		2288 Jerusalem Avenue		North Bellmore	NY	117101821	Sieuben
03255	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		179 Montclair Street		Tecondroga	NY	128831316	Essex
03256	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		201 Henry Johnson Boule- vard		Albany	NY	122101523	Albany
03331	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Champlain Plaza	101 Saratoga Street		Cohoes	NY	120473113	Albany
03334	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		310 South Pearl Street		Albany	NY	122021940	Albany
03336	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		149 Market Street		Amsterdam	NY	120103626	Montgomery
03342	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Headwaters Plaza	261 Ulica Boulevard		Boonville	NY	133091378	Oneida
03354	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No	Marcella's Plaza	731 Crane Street		Schenectady	NY	123031136	Schenectady
03359	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		911 Morris Park Avenue		Bronx	NY	104623710	Bronx
03363	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		650 Castle Hill Avenue		Bronx	NY	104731402	Bronx
03373	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		3795 East Main Street		Frederonia	NY	140631410	Chataqua
03385	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		63-37 108th Street		Forest Hills	NY	113751347	Queens
03411	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	No		60 Central Avenue		Lancaster	NY	140862115	Erle
03424	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	Yes		300 West Manlius Street		East Syracuse	NY	130572547	Orondaga
03429	633	23-1940649	Inc. Rite Aid of New York,	Inc. Rite Aid of New York,	Store	Yes		1540 Grand Concourse		Bronx	NY	104578400	Bronx

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Enc #	Corp	FEIN	Operating Corpora tion	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03432	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		55-59 S. Moger Avenue		Mount Kisco	NY	105492211	Westchester
03454	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Hamburg Village Square	140 Pine Street		Hamburg	NY	140755154	Erie
03460	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		133 East Main Street		Frankfort	NY	133401133	Herkimer
03465	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3035 East Avenue		Central Square	NY	130369546	Oswego
03481	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4211 Broadway			NY	100333733	New York
03492	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Fishkill Plaza	5 Commonwealth Avenue		† Authority Terminal Route 9,	NY	125242504	Dutchess
03496	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		6616 Lincoln Avenue		Lockport	NY	140946109	Niagara
03498	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1559 Flatbush Avenue		Brooklyn	NY	112109999	Brooklyn
03500	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3636 Ransomville Road		Ransomville	NY	141319767	Niagara
03507	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		650 East Tremont Avenue		Bronx	NY	104574931	Bronx
03518	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2460 Route 52		Box 895 Pine Bush	NY	125667038	Orange
03521	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		1410 Delaware Street		Buffalo	NY	142091111	Erie
03524	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		212 North Main Street		Northville	NY	121340449	Fulton
03526	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		Penn Mall		Brooklyn	NY	112079064	Kings
03581	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		85-10 Northern Boulevard		Jackson Heights	NY	113721543	Queens
03585	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes	Clarence Pointe Plaza	9160 Main Street		Clarence	NY	140311930	Erie
03594	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		59 Church Street Extension		Saratac Lake	NY	129831711	Franklin
03597	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		535 Portland Avenue		Rochester	NY	146215117	Monroe
03600	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		7804-12 Buffalo Avenue		Niagara Falls	NY	143044222	Niagara
03623	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		522 West Onondaga Street		Syracuse	NY	132043225	Onondaga
03626	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		158-02 Union Turnpike		Flushing	NY	113661940	Queens
03627	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1154 Clarkson Avenue		Brooklyn	NY	112122706	Kings
03646	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1040 St. Nicholas Avenue		New York	NY	100323826	New York
03663	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		592 East 183rd Street		Bronx	NY	104588701	Bronx
03677	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		162-19 Hillside Avenue		Jamaica	NY	114324034	Queens
03687	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		485 Great Neck Road		Great Neck	NY	110214306	Nassau

TRADEMARK

REEL: 002341 FRAME: 0786

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Store No.	Store Name	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03703	633	23-1940649	Rite Aid of New York, Inc.	Store	No		400 Virginia Street		Buffalo	NY	142012023	Erie
03717	633	23-1940649	Rite Aid of New York, Inc.	Store	No		1603 Westchester Avenue		Bronx	NY	104720000	New York
03733	633	23-1940649	Rite Aid of New York, Inc.	Store	No		309 West 125th Street		Manhattan	NY	100273620	New York
03753	633	23-1940649	Rite Aid of New York, Inc.	Store	No		129 South Avenue		Poughkeepsie	NY	126014310	Dutchess
03766	633	23-1940649	Rite Aid of New York, Inc.	Store	No		5901 Bay Parkway		Brooklyn	NY	112042566	Kings
03771	633	23-1940649	Rite Aid of New York, Inc.	Store	No		87-89 Avenue D		Manhattan	NY	100096050	New York
03774	633	23-1940649	Rite Aid of New York, Inc.	Store	No		2426-34 Eastchester Road		Bronx	NY	104695916	Bronx
03809	633	23-1940649	Rite Aid of New York, Inc.	Store	No		66-54 Fresh Pond Road		Ridgewood	NY	113853255	Kings
03812	633	23-1940649	Rite Aid of New York, Inc.	Store	No		239 East 198th Street		Bronx	NY	104583147	Bronx
03814	633	23-1940649	Rite Aid of New York, Inc.	Store	No		1419 Newkirk Avenue		Brooklyn	NY	112266521	Kings
03815	633	23-1940649	Rite Aid of New York, Inc.	Store	No		32 East 170th Street		Bronx	NY	104527013	Bronx
03816	633	23-1940649	Rite Aid of New York, Inc.	Store	No		7821 Third Avenue		Brooklyn	NY	112093605	Kings
03817	633	23-1940649	Rite Aid of New York, Inc.	Store	No		57 East Burnside Avenue		Bronx	NY	104534105	Bronx
03838	633	23-1940649	Rite Aid of New York, Inc.	Store	No		40 West Main Street		Springville	NY	141411014	Erie
03844	633	23-1940649	Rite Aid of New York, Inc.	Store	No		950-960 Southern Boulevard		Bronx	NY	104593402	Bronx
03847	633	23-1940649	Rite Aid of New York, Inc.	Store	No		1532-34 86th Street		Brooklyn	NY	112283431	Kings
03848	633	23-1940649	Rite Aid of New York, Inc.	Store	No		956 Second Avenue		New York	NY	100227805	New York
03855	633	23-1940649	Rite Aid of New York, Inc.	Store	No		506-508 Utica Avenue		Brooklyn	NY	112031321	Kings
03856	633	23-1940649	Rite Aid of New York, Inc.	Store	No		2865 Elwood Avenue		Kennmore	NY	142171932	Erie
03858	633	23-1940649	Rite Aid of New York, Inc.	Store	No		991 East Gun Hill Road		Bronx	NY	104693707	New York
03860	633	23-1940649	Rite Aid of New York, Inc.	Store	No		352 Driving Park Avenue		Rochester	NY	146131928	Monroe
03864	633	23-1940649	Rite Aid of New York, Inc.	Store	No		4102 Church Avenue		Brooklyn	NY	112033006	Kings
03865	633	23-1940649	Rite Aid of New York, Inc.	Store	No		218-35 Hempstead Avenue		Queens Village	NY	114291236	Queens
03869	633	23-1940649	Rite Aid of New York, Inc.	Store	No		1791 Utica Avenue		Brooklyn	NY	112342120	Kings
03870	633	23-1940649	Rite Aid of New York, Inc.	Store	No		3700-06 Junction Boulevard		Flushing	NY	113681741	Queens

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03875	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4102 18th Avenue		Brooklyn	NY	112185710	Kings
03879	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		6900 4th Avenue		Brooklyn	NY	112091502	Kings
03881	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		27-07 Francis Lewis Boul- vard		Bayside	NY	113581146	Queens
03883	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		5102 13th Avenue		Brooklyn	NY	112193520	Kings
03888	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		9738 Sea View Avenue		Brooklyn	NY	112365516	Kings
03958	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2002 Avenue U		Brooklyn	NY	112293908	Kings
03962	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		45-02 43rd Avenue		Sunnyside	NY	111041902	Queens
03978	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1679 Bedford Avenue		Brooklyn	NY	112252601	Kings
03980	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1179 East 233rd Street		Bronx	NY	104663318	New York
03983	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		338 West Washington Street		Bath	NY	148101024	Stauben
03984	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		82-13 37th Street		Jackson Heights	NY	113727011	Queens
04185	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3539 Broadway & 145th		Manhattan	NY	100315627	New York
04186	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2833 Broadway		New York	NY	100252245	New York
04187	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2712 Broadway and 104th Street		New York	NY	100258701	New York
04189	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		741 Columbus Avenue		New York	NY	100256461	New York
04192	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		40-16 National Street		Corona	NY	113682321	Queens
04195	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		282 8th Avenue		Manhattan	NY	100014801	New York
04196	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		188 9th Avenue & 22nd		New York	NY	100114917	New York
04197	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		56 7th Avenue & 14th Street		New York	NY	100116672	New York
04202	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		7 Madison Street		Manhattan	NY	100381202	New York
04205	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		77-81 1st Avenue		New York	NY	100039429	New York
04206	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		113 4th Avenue & 12th Street		New York	NY	100034904	New York
04208	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		516 East 14th Street & Ave- nue A		New York	NY	100092909	Kings
04215	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1535 2nd Avenue		New York	NY	100210504	New York
04219	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1235 Lexington Avenue & 84th		New York	NY	100281408	New York
04222	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		5 North Greeley Avenue		Chappaqua	NY	105143410	Westchester

TRADEMARK

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Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04226	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		82 Nugent Street		Southampton	NY	119684816	Suffolk
04227	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		161 Main Street		Westhampton	NY	119782701	Suffolk
04244	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		302 Church Avenue		Brooklyn	NY	112183106	Kings
04246	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		892-908 Flatbush Avenue		Brooklyn	NY	112264018	Kings
04257	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Mermaid Plaza Shopping Center	3001-27 Mermaid Avenue		Brooklyn	NY	112241805	Kings
04258	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1516-18 Westchester Ave- nue		Bronx	NY	104722907	Bronx
04259	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		6101 18th Avenue		Brooklyn	NY	112042302	Kings
04261	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		501 6th Avenue		Manhattan	NY	100118421	New York
04267	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1091 Ogden Avenue		Bronx	NY	104524601	New York
04269	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		6201-23 Fourth Avenue		Brooklyn	NY	112204615	Kings
04271	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1040 St. John's Place		Brooklyn	NY	112132533	Kings
04274	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		90-01 Sunpin Boulevard		Jamaica	NY	114353631	Queens
04277	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		115-10 Merrick Boulevard		Jamaica	NY	114341852	Rockland
04294	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4159 White Plains Road		Bronx	NY	104663021	New York
04297	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1900 Grant Boulevard		Syracuse	NY	132083022	Onondaga
04421	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1922-1985 Turnbull Ave- nue		Bronx	NY	104732515	New York
04428	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		186-16 Union Turnpike		Flushing	NY	113661734	Queens
04435	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		21 Graham Avenue		Brooklyn	NY	112064007	Kings
04449	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4615-31 Kissena Boulevard		Flushing	NY	113553436	Queens
04457	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Birchwood Shop- ping Center	1110 East Broadway Street		Fulton	NY	130692332	Oswego
04469	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1892-4 Third Avenue		New York	NY	100294901	New York
04499	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		57-16 99th Street		Flushing	NY	113683741	Queens
04501	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		346 6th Avenue		Manhattan	NY	100118401	New York
04544	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2820 Jerusalem Avenue		North Bellmore	NY	117101840	Nassau
04552	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2 Whitney Avenue		Floral Park	NY	110011519	Nassau
04555	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		88 Featherbed Lane		Bronx	NY	104521601	New York

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Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporate Inc.	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04565	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2532-54 86th Street		Brooklyn	NY	112144439	Kings
04570	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		55-08 Metropolitan Avenue		Ridgewood	NY	113851221	Kings
04587	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1936 Van Vranken Avenue		Schenectady	NY	123081629	Schenectady
04604	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		352 East 149th Street		Bronx	NY	104553901	Bronx
04607	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4389 White Plains Road		Bronx	NY	104661414	Bronx
04610	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		89-10 Jamaica Avenue		Woodhaven	NY	114212040	Queens
04613	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2324 Flatbush Avenue		Brooklyn	NY	112344518	Kings
04618	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4232 Baychester Avenue		Bronx	NY	104662124	Bronx
04662	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		210 Clarkson Avenue		Brooklyn	NY	112262102	Kings
04664	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		355 Knickerbocker Avenue		Brooklyn	NY	112373740	Kings
04667	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		41-47 West Fordham Road		Bronx	NY	104680000	Bronx
04672	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		9062 Erie Road		Angola	NY	140068824	Erie
04679	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2819 Church Avenue		Brooklyn	NY	112264168	Kings
04681	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		842 State Street		Watertown	NY	136012843	Jefferson
04688	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1849 Second Avenue		New York	NY	101283864	New York
04690	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4123 Avenue D		Brooklyn	NY	112035705	Kings
04693	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		78-20 Linden Boulevard		Howard Beach	NY	114141022	Queens
04712	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		9302 Third Avenue		Brooklyn	NY	112096802	Kings
04716	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		615 South Meadow Street		Ithaca	NY	148505349	Tompkins
04722	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		887 State Route 11	Box 576	Champlain	NY	129194942	Clinton
04730	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		400 Suffolk Avenue		Brentwood	NY	117174207	Suffolk
04733	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		182 Smith Street		Brooklyn	NY	112016409	Kings
04738	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1631-43 Pitkin Avenue		Brooklyn	NY	112125050	Kings
04768	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	Yes		210 Post Avenue		Westbury	NY	115903019	Nassau
04782	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		783 Manhattan Avenue		Brooklyn	NY	112222710	Kings
04786	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		103-131 Jackson Avenue		Syosset	NY	117913132	Nassau

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Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FDIN	Operating Company Id#	Parent Corporation	Store	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04190	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Co-Op City Plaza	691 Co-Op City Boulevard		Bronx	NY	104751601	Bronx
04798	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2155 Third Avenue		Manhattan	NY	100354707	New York
04803	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		85 Saranac Avenue		Lake Placid	NY	129461019	Essex
04805	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2463 U.S. Route 9 West		Ravena	NY	121431314	Albany
04824	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		537-539 East 138th Street		Bronx	NY	140543007	Bronx
04826	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		815 East Tremont Avenue		Bronx	NY	104604108	Bronx
04834	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		908 State Street		Ogdensburgh	NY	136693348	St. Lawrence
04836	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		245-14 Francis Lewis Bou- levard		Rosedale	NY	114222231	Queens
04838	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1881 Monroe Avenue		Brighton	NY	146180000	Monroe
04845	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2410 Merrick Road		Bellmore	NY	115660000	Nassau
04846	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		559-563 Fulton Street		Brooklyn	NY	112015309	Kings
04848	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		39-20 Bell Boulevard		Bayside	NY	113612061	Kings
04850	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1351 Cony Island Avenue		Brooklyn	NY	112304119	Kings
04852	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		71-14 Austin Street		Forest Hills	NY	113755355	Queens
04855	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2007 86th Street		Brooklyn	NY	112143203	Kings
04856	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		122-02 Liberty Avenue		Richmond Hill	NY	114192114	Queens
04858	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		46-12 Greenpoint Avenue		Sunnyside	NY	111041708	Queens
04860	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		713 Brighton Beach Ave- nue		Brooklyn	NY	112356413	Kings
04861	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		50 Great Neck Road		Great Neck	NY	110213305	Nassau
04862	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		223 East 86th Street		New York	NY	100283004	New York
04863	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		144-29 Northern Boulevard		Flushing	NY	113544230	Kings
04864	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		168 Montague Street		Brooklyn	NY	112013601	Kings
04865	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		40-02 Broadway		Astoria	NY	111034031	Queens
04866	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		95-14 63rd Drive		Rego Park	NY	113742025	Kings
04867	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1720 Kings Highway		Brooklyn	NY	113291208	Kings
04868	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		71-18 Kissena Boulevard		Flushing	NY	113672720	Kings

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	EBIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04873	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		55-60 Myrtle Avenue		Ridgewood	NY	113853554	Kings
04876	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3823 Nostrand Avenue		Brooklyn	NY	112352012	Kings
04877	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		325 Route 110		Huntington Sta- tion	NY	117464149	Suffolk
04878	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		8 Veterans Memorial High- way		Commack	NY	117253409	Suffolk
04882	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		880 Third Avenue		New York	NY	100224730	New York
04884	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1 Leffrak City Plaza		Flushing	NY	113684160	Kings
04885	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		200 West 70th Street		Manhattan	NY	100235005	New York
04887	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		4910 Broadway		Manhattan	NY	100343135	New York
04889	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		2351 Broadway		Manhattan	NY	100256334	New York
04893	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1950 Fulton Street		Brooklyn	NY	112333104	Kings
04894	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		605 Trus Avenue		Rochester	NY	146173918	Monroe
04896	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3395 Great Neck Road		North Amityville	NY	117011912	Suffolk
04902	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		600 North Wellwood Ave- nue		Lindenhurst	NY	117570000	Suffolk
04903	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1502 Deer Park Avenue		North Babylon	NY	117030000	Suffolk
04904	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		668 West Sunrise Highway		Baldwin	NY	115100000	Nassau
04905	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1220 Peninsula Boulevard		Hewlett	NY	115571224	Nassau
04928	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1861 Central Avenue		Colonie	NY	122054221	Albany
04930	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1851 Empire Boulevard		Webster	NY	145802109	Monroe
04935	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		Methodist Hospital 249 7th Avenue		Brooklyn	NY	112153610	Kings
04940	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3220 Monroe Avenue		Rochester	NY	146184608	Monroe
04945	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		35-45 West 125th Street		New York	NY	100274512	New York
04950	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		140 Church Street		Manhattan	NY	100072214	New York
04954	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		7812 Flatlands Avenue		Brooklyn	NY	112363530	Kings
04964	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		Space #MC-10	Grand Central Ter- minal	New York	NY	100175684	New York
04967	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		56951 Whiskey Hill Road		Wolcott	NY	145909379	Wayne

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	EIN	Operating Company	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04969	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3050 Union Road		Orchard Park	NY	141271215	Erie
04971	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No	Kips Bay Plaza	542-576 Second Avenue		Manhattan	NY	100166307	New York
04981	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		3131 Hempstead Turnpike		Levittown	NY	117561318	Nassau
04982	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		1640 Hopkins Road		Amherst	NY	142211752	Erie
04991	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		109-07 101st Avenue		Jamaica	NY	114191029	Queens
04992	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		58-01 Queens Boulevard		Woodside	NY	113777752	Queens
04998	633	23-1940649	Rite Aid of New York, Inc.	Rite Aid of New York, Inc.	Store	No		87 Main Street		Massena	NY	136621913	St. Lawrence
00119	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		898 South Main Street		Centerville	OH	454583439	Montgomery
00142	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		421 North High Street		Hillsboro	OH	451331132	Highland
00193	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		147 West Liberty Street		Hubbard	OH	444251709	Trumbull
00195	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		3527 Canfield Road		Youngstown	OH	444250000	Mahoning
00256	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1081 Mt. Vernon Avenue		Marton	OH	433025643	Marton
00277	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		136 West Center Street		Marton	OH	433023704	Marton
00408	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		540 East Midlothian Boulevard		Youngstown	OH	445022545	Mahoning
00449	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		590 West Main Street		New Lebanon	OH	453451426	Montgomery
00450	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		138 North 5th Avenue		Steubenville	OH	439522128	Jefferson
00466	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		854 Miamisburg-Centerville Road		West Carrollton	OH	454490000	Montgomery
00703	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2704 Belmont Avenue		Youngstown	OH	445051820	Mahoning
00712	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5 East Ashabula Street		Jefferson	OH	440471109	Ashabula
00713	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5001 Mahoning Avenue		Warren	OH	444831407	Trumbull
00716	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3100 Cleveland Avenue		Columbus	OH	432242906	Franklin
00717	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5445 North High Street		Columbus	OH	432141129	Franklin
00775	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		445 Salem Avenue		Dayton	OH	454065815	Montgomery
00794	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		900 Union Boulevard		Englewood	OH	453222221	Montgomery
00875	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4402 Sunset Boulevard		Steubenville	OH	439523433	Jefferson
00911	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5498 Mahoning Avenue		Austintown	OH	445152418	Mahoning
00965	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		404 Silver Bridge Plaza		Gallipolis	OH	456311861	Gallia
00978	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		929 North 21st Street		Newark	OH	430552919	Licking
00984	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1503 West Fifth Avenue		Columbus	OH	432122403	Franklin
01006	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		138 Xenia Towne Square		Xenia	OH	453852952	Greene
01017	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		78 Oak Meadow Drive		Paraskala	OH	430629217	Licking
01092	636	23-1940651	Rite Aid of Ohio, Inc.	Lane Drug Company	Store	No		4400 Heathdowns Boulevard		Toledo	OH	436143112	Lucas
01100	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4042 Warrensville Center Road		Warrensville	OH	441227022	Cuyahoga
01167	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		633 South Broadway		Geneva	OH	440411914	Ashabula
01186	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1805 South Limestone Street		Springfield	OH	455054015	Clark

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Line #	Corp	FEIN	Operating Corporate Name	Legal Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01187	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	Park Layne Shop-ping Center	564 McAdams Drive		New Carlisle	OH	453442301	Clark
01198	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1560 Celina Road		St. Marys	OH	458851211	Auglaize
01208	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3000 East Broad Street		Columbus	OH	432091965	Franklin
01210	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		64 Worthington Square		Worthington	OH	430855206	Franklin
01217	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	Foodtown Shop-ping Center	3049 Alexis Road		Toledo	OH	436132012	Lucas
01255	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	#1 Is Store Lease #2 Is Ground Lease	9195 Reading Road		Cincinnati	OH	452153343	Hamilton
01257	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		108 East Sixth Street		Franklin	OH	450052555	Warren
01260	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		1915 Central Avenue		Middletown	OH	450444401	Butler
01269	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		771 Polaris Parkway		Lewis Center	OH	430359543	Franklin
01282	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		11 Mansfield Avenue		Shelby	OH	448751301	Richland
01347	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		155 North Main Street		Rittman	OH	442701580	Wayne
01350	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5463 Manchester Road		Akron	OH	443194208	Summit
01351	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		137 East Avenue		Tallmadge	OH	442782339	Summit
01379	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		301 Greene Street		Mantua	OH	457503134	Washington
01430	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		201 Washington Boulevard		Belpre	OH	457140000	Washington
01433	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		99 Whittesey Avenue		Norwalk	OH	448571463	Huron
01438	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		2885 West Broad Street		Columbus	OH	432042646	Franklin
01459	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		150 Sunrise Center Drive		Zanesville	OH	437014651	Muskingum
01570	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		6412 Franklin Boulevard		Cleveland	OH	441023153	Cuyahoga
01635	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		300 East Main Street		Pomerooy	OH	457691023	Meigs
01659	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		437 North Wolf Creek Street		Brookville	OH	453091214	Montgomery
01667	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3200 Roosevelt Avenue		Middletown	OH	450446424	Butler
01788	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1115 High Street		Hamilton	OH	450114322	Butler
01793	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		651 Lincoln Street		Cadiz	OH	439079498	Harrison
01803	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		10764 North Street		Garrettsville	OH	442311016	Portage
01897	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		8130 Ohio River Road		Wheelerburg	OH	456941625	Scioto
01898	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2605 Noble Road		Cleveland Heights	OH	441212137	Cuyahoga
01924	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		944 Brown Street		Akron	OH	443112261	Summit
01986	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		411 Solida Road		South Point	OH	456809208	Lawrence
02077	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		713 North State Street		Girard	OH	444201027	Trumbull
02296	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		60 Styeler Road		Gahanna	OH	432302440	Franklin
02303	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		209 East Main Street		Eaton	OH	453231038	Clark
02304	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2990 Derr Road		Springfield	OH	455031368	Clark
02305	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		120 West Main Street		Russells Point	OH	453489601	Logan
02436	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		52 West Main Street		Amelia	OH	451020000	Clermont
02437	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		8619 Waynesburg Road		Waynesburg	OH	446889426	Stark
02441	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		800 Delaware Avenue		Marysville	OH	430401724	Union
02449	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		25 West Main Street		East Palestine	OH	444131841	Union
02452	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		569 South High Street		Conland	OH	444101506	Columbiana
02453	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		7257 Fulton Road, N.W.		Canton	OH	447183816	Stark
02456	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4053 South Main Street		Akron	OH	443193649	Summit
02465	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		521 East State Street		Georgetown	OH	451211420	Brown
02500	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		650 Northfield Road		Bedford	OH	441462307	Cuyahoga
02565	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1820 Franklin Street		Toronto	OH	439641949	Jefferson

TRADEMARK

REEL: 002341 FRAME: 0794

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Chain	EA IN	Operating Company	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02566	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		306 West Water Street		Oak Harbor	OH	434491336	Olivera
02583	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1921 South Defiance Street		Archbold	OH	435029491	Fulton
02590	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		267 North Main Street		Wellington	OH	440901045	Lorain
02629	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		120 South Main Street		New Carlisle	OH	453441463	Clark
02637	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2450 Cherry Street		Toledo	OH	436082667	Lucas
02640	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5411 Superior Avenue		Cleveland	OH	441031344	Cuyahoga
02654	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		501 Water Street		Chardon	OH	440241146	Geauga
02665	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		10502 St. Clair Avenue		Cleveland	OH	441081955	Cuyahoga
02721	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	Morrow Plaza	523 West Pike Street		Morrow	OH	451521021	Warren
02722	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		592 West Plane Street		Bellevue	OH	451069568	Clermont
02724	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3473 Hamilton-Cleves Road		Hamilton	OH	450139505	Butler
02772	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		428 34th Street		Bellevue	OH	439061538	Belmont
02780	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	Forest Park Plaza	683 Northland Road		Cincinnati	OH	452402609	Hamilton
02795	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		148 North Main Street		Woodfield	OH	437931002	Monroe
03006	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1970 Lee Road		Cleveland	OH	441182555	Cuyahoga
03011	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		Willio Plaza Shopping Center		Willoughby	OH	440944454	Lake
03016	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		2840 Youngstown Road, S.E.		Warren	OH	444845063	Trumbull
03028	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		College Hills Shopping Center		Wooster	OH	446912343	Wayne
03029	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3318 Warren Road		Cleveland	OH	441112031	Cuyahoga
03030	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2532 East Third Street		Dayton	OH	454032019	Montgomery
03031	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		10 West National Road		Vandalia	OH	453771032	Montgomery
03032	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2148 Lake Avenue		Ashabua	OH	440043436	Ashabua
03034	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		8401 Mentor Avenue		Mentor	OH	440605816	Lake
03035	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2360 North Maple Avenue		Zanesville	OH	457012029	Muskingum
03037	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1009 Park Avenue, West		Mansfield	OH	449062809	Richland
03041	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		28600 Chagrin Boulevard		Woodmere	OH	441224532	Cuyahoga
03043	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1965 East 93rd Street		Cleveland	OH	441062057	Cuyahoga
03051	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2136 Bethel Road		Columbus	OH	432058824	Franklin
03053	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5795 State Road		Parma	OH	441342541	Cuyahoga
03056	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		23709 Center Ridge Road		Westlake	OH	441453645	Cuyahoga
03057	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		93 North Plains Road		The Plains	OH	457801016	Athens
03058	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2020 West State Street		Fremont	OH	434201019	Sandusky
03060	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		614 Bradshaw Avenue		East Liverpool	OH	439203240	Columbiana
03061	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4332 Cleveland Avenue, N.W.		Canton	OH	447092352	Stark
03062	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2154 Elm Road		Warren	OH	4448334005	Trumbull
03064	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1351 South Parsons Road		Columbus	OH	432063644	Franklin
03084	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	Airway Shopping Center	146 Woodman Drive		Dayton	OH	454311423	Montgomery
03086	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1248 North Broad Street		Fairborn	OH	453245549	Greene
03088	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4328 North Main Street		Dayton	OH	454055013	Montgomery
03091	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	Forest Park Plaza Shopping Center	15153 Pearl Road		Strongsville	OH	441365034	Cuyahoga
03095	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		266 Federal Avenue		Massillon	OH	446475469	Stark
03096	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		601 Central Center		Chillicothe	OH	456012249	Ross
03100	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	Fountain Square	3133 Far Hills Avenue		Kettering	OH	454292511	Montgomery

TRADEMARK

REEL: 002341 FRAME: 0795

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Case	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
03102	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		304 Harding Way West		Galton	OH	448331729	Crawford
03106	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1950 Hard Road		Worthington	OH	432351809	Franklin
03107	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1218 South James Road		Columbus	OH	432271802	Franklin
03109	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1560 Parkman Road, NW		Warren	OH	444852159	Trumbull
03114	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3032 Mahoning Road, N.E.		Canton	OH	447053336	Stark
03117	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2701 Market Street		Youngstown	OH	445071612	Mahoning
03120	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2800 Mahoning Avenue		Youngstown	OH	445092734	Mahoning
03123	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		285 Boardman-Canfield Road		Youngstown	OH	445124806	Mahoning
03131	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		20405 Chagrin Boulevard		Shaker Heights	OH	441225324	Cuyahoga
03132	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4256 Belden Mall		Canton	OH	447182504	Stark
03133	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1431 Wayne Avenue		Dayton	OH	454101411	Montgomery
03134	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3700 North Dixie Highway		Dayton	OH	454145235	Montgomery
03136	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		9 South Union Avenue		Alliance	OH	446012452	Stark
03139	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1320 East Stroop Road		Kettering	OH	454294926	Montgomery
03140	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5519 Bigger Road		Kettering	OH	454402612	Montgomery
03143	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1540 Canton Road		Lakemore	OH	443124043	Summit
03144	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2975 West Market Street		Farlawn	OH	443333613	Summit
03145	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		34350 Center Ridge Road		North Ridgeway	OH	440393248	Lorain
03146	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		693 McCarty Road		Youngstown	OH	445055016	Mahoning
03148	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		2323 Broadview Road		Cleveland	OH	441094177	Cuyahoga
03152	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		19601 Detroit Road		Rocky River	OH	441161811	Cuyahoga
03153	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		15149 Snow Road		Brookpark	OH	441422458	Cuyahoga
03155	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		28974 Lorain Road		North Olmsted	OH	440704017	Cuyahoga
03156	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		15105 St. Clair Avenue		Cleveland	OH	441103719	Cuyahoga
03157	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3402 Clark Avenue		Cleveland	OH	441091136	Cuyahoga
03161	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		11302 Euclid Avenue		Cleveland	OH	441063925	Cuyahoga
03163	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		21800 Libby Road		Maple Heights	OH	441370000	Cuyahoga
03164	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1488 South Water Street		Kent	OH	442403848	Portage
03167	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		304 East State Street		Alliance	OH	446014938	Stark
03169	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4106 East Lake Road		Sheffield Lake	OH	440541114	Lorain
03174	636	23-1940651	Rite Aid of Ohio, Inc.	Munson & Andrews, LLC	Store	Yes		7796 Munson Road		Mentor	OH	440603745	Lake
03175	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		8519 Mayfield Road		Chesterland	OH	440262625	Cauga
03177	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2020 Eakin Road		Columbus	OH	432237200	Franklin
03179	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1626 East Perry Street		Port Clinton	OH	434521332	Ottawa
03180	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1420 Sycamore Line Road		Sandusky	OH	448704128	Erle
03181	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		110 West County Line Road		Columbiana	OH	444089301	Columbiana
03182	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1047 Kenmore Boulevard		Akron	OH	443142154	Summit
03185	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1001 Elida Avenue		Delphos	OH	458331778	Allen
03191	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		530 West Market Street		Tiffin	OH	448832610	Seneca
03192	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2574 Easton Street, N.E.		North Canton	OH	447212662	Stark
03195	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		54 South State Street		Painesville	OH	440773423	Lake
03198	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		227 Market Avenue North		Canton	OH	447021417	Stark

TRADEMARK

REEL: 002341 FRAME: 0796

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Card	PS N	Operating Company	Lease Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03228	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		13741 Euclid Avenue		East Cleveland	OH	441124228	Cuyahoga
03230	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		710 North Main Street		Clyde	OH	434101647	Sandusky
03236	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		888 South Gettysburg Ave- nue		Dayton	OH	454081518	Montgomery
03246	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2916 Linden Avenue		Dayton	OH	454202849	Montgomery
03247	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		401 West North Street		Springfield	OH	455042607	Clark
03266	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		117 South Main Street		Fredericktown	OH	430191225	Knox
03357	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		U.S. Route 224		Willard	OH	448909419	Huron
03365	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		480 North Main Street		Gratton	OH	440441245	Lorain
03367	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		14610 Harvard Avenue		Cleveland	OH	441281837	Cuyahoga
03393	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2100 East Dublin-Granville Road		Columbus	OH	432293525	Franklin
03466	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		109 Jefferson Street		Greenfield	OH	451231364	Highland
03468	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		340 West Main Street		Carrollton	OH	446151348	Carroll
03471	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1600 Lookbourne Road		Columbus	OH	432071444	Franklin
03476	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		11511 Kinsman Road		Cleveland	OH	441045046	Cuyahoga
03486	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		11702 Lorain Avenue		Cleveland	OH	441115442	Cuyahoga
03490	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		400 Public Road		Yorkville	OH	439711248	Jefferson
03504	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1045 Wooster Avenue		Akron	OH	443071073	Summit
03509	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2312 North Main Street		Dayton	OH	454053439	Montgomery
03580	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		1038 Northwest Street		Lima	OH	458013676	Allen
03603	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2417 Shawnee Road		Lima	OH	458061407	Allen
03700	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		220 Third Street		Wellsville	OH	439681660	Columbiana
03957	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		114 12th Street, N.E.		Canton	OH	447031024	Stark
03969	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		600 North Main Street		Akron	OH	443103114	Summit
03969	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1115-1137 Prospect Ave- nue		Ashabula	OH	440046520	Ashabula
03969	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	Yes		1115-1137 Prospect Ave- nue		Ashabula	OH	440046520	Ashabula
03975	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1475 Lander Road		Mayfield Heights	OH	441243358	Cuyahoga
04245	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		142 Broad Street		Elyria	OH	440355519	Lorain
04247	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		218 Chestnut Street		Coshocton	OH	438121131	Coshocton
04278	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		16207 Detroit Avenue		Lakewood	OH	441073784	Cuyahoga
04279	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		15596 West High Street		Middlefield	OH	440629292	Geauga
04280	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		325 West Broad Street		Newton Falls	OH	444441712	Fremont
04283	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		711 Park Road		Worthington	OH	430855501	Franklin
04296	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1403 Wooster Road, West		Barberton	OH	442037374	Summit
04580	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4580 Liberty Avenue		Vermillion	OH	440891912	Lorain
04605	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		4205 East Market Street		Warren	OH	444842246	Tremont
04683	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2709 Broadway Avenue		Lorain	OH	440524835	Lorain
04726	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		501 East Emmitt Avenue		Waverly	OH	4456901206	Pike
04728	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1914 Bailey Road		Cuyahoga Falls	OH	442214312	Summit
04736	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3056 Gender Road		Canal Winchester	OH	431109793	Franklin
04748	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		301 North Main Street		Pindley	OH	458403503	Hancock
04760	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3875 Salem Avenue		Dayton	OH	454061633	Montgomery
04764	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		13955 State Road		North Royalton	OH	441333965	Cuyahoga
04764	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		8085 Broadview Road		Broadview	OH	441471203	Cuyahoga
04766	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		2853 Grove Avenue		Heights	OH	440552063	Lorain
04767	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		230 South Main Street		Bellefontaine	OH	433111702	Logan

TRADEMARK

REEL: 002341 FRAME: 0797

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Leaf #	Corp	RFIN	Operating Corpora- tion	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04771	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		8404 Madison Avenue		Cleveland	OH	441022731	Cuyahoga
04776	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1819 West 3rd Street		Dayton	OH	454172536	Montgomery
04784	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		30500 Lakeshore Boulevard		Willowick	OH	440933600	Lake
04788	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		7109 Harvard Avenue		Cleveland	OH	441057306	Cuyahoga
04796	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No	University Com- mons	13470 Cedar Road		University Heights	OH	4411825656	Cuyahoga
04809	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		715 Park Avenue		Ironton	OH	456381544	Lawrence
04811	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		780 High Street		Wadsworth	OH	442811610	Medina
04814	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		222 South Main Street		Orrville	OH	446671910	Wayne
04825	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1158 Wilmington Avenue		Dayton	OH	454201662	Montgomery
04828	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		5055 Alexis Road		Sylvania	OH	435602451	Lucas
04832	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		1045 Wfreeling Avenue		Cambodge	OH	437252441	Guernsey
04847	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		6651 North Ridge Road		Madison	OH	440572639	Lake
04891	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		11850 Hamilton Avenue		Cincinnati	OH	452311131	Hamilton
04937	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		334 West Perkins Street		Sandusky	OH	448704804	Erie
04947	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		100 South Leavitt Road		Amherst	OH	440011780	Lorain
04953	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		3871 Center Road		Brunswick	OH	442123058	Medina
04975	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		27175 Center Ridge Road		Westlake	OH	441454024	Cuyahoga
04985	636	23-1940651	Rite Aid of Ohio, Inc.	Rite Aid of Ohio, Inc.	Store	No		160 Lancaster Pike		Circleville	OH	431131864	Pickaway
00134	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		199 Kedron Avenue		Holmes	PA	190331308	Delaware
00145	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		5675 Rising Sun Avenue		Philadelphia	PA	191201625	Philadelphia
00170	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Rising Sun Plaza Shopping Center	218 Eagle Valley Mall	447	East Stroudsburg	PA	183011315	Montro
00174	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1628-36 Chestnut Street		Philadelphia	PA	191035119	Philadelphia
00180	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Woodlyn Square Shopping Center	1300 West McDade Boul- vard		Woodlyn	PA	190941501	Delaware
00183	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		10 West Main Street		Lansdale	PA	194469801	Montgomery
00185	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		741 Route 113		Souderton	PA	189641000	Montgomery
00186	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Route 202		New Britain	PA	189019811	Bucks
00187	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Newportville Shop- ping Center	4537 New Falls Road		Levittown	PA	190563004	Bucks
00188	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Rockledge Shop- ping Center	785 Huntingdon/Rockledge		Huntingdon Val- ley	PA	190068741	Montgomery
00213	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2701-2711 Parade Street		Erie	PA	165042811	Erie
00216	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		P.O. Box 658		Moscow	PA	184440658	Lackawanna
00263	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Shop & Save Shop- ping Center	990 North Main Street		Greensburg	PA	156011300	Westmoreland
00264	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		375 Philadelphia Street		Indiana	PA	157012068	Indiana
00268	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		5504 Walnut Street		Pittsburgh	PA	152322312	Allegheny
00269	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		230 Hays Avenue		Pittsburgh	PA	152102202	Allegheny

TRADEMARK

REEL: 002341 FRAME: 0798

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Case No.	Case No.	Case No.	Operating Corporation	Tenant Corporation	Store	Store	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00272	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		209 Atwood Street		Pittsburgh	PA	152134001	Allegheny
00273	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		2300 Lane Street		Pittsburgh	PA	152032212	Allegheny
00274	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		1912 Murry Avenue		Pittsburgh	PA	15211608	Allegheny
00290	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		500 East Lancaster Avenue		Shillington	PA	196071365	Berks
00291	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	Quaker Village Shopping Center	345 West Broad Street		Quakertown	PA	189511250	Bucks
00293	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid Corporation	No	No	Warmminster Plaza	York & Street Roads		Warmminster	PA	189742701	Bucks
00321	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	Oxford Mall	495 North 3rd Street		Oxford	PA	193631430	Chester
00325	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		681 West Main Street		New Holland	PA	175579343	Lancaster
00415	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Yes	Yes		33 Public Square		Wilkes-Barre	PA	187011701	Luzerne
00418	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		105 Old York Road		New Cumberland	PA	170702485	Cumberland
00419	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	Holmesburg Shopping Center	8445 Frankford Avenue		Philadelphia	PA	191362420	Philadelphia
00443	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	Pennsburg Square Shopping Center	468 Pottstown Avenue		Pennsburg	PA	180731423	Montgomery
00444	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		261 Westmoreland Mall		Greensburg	PA	156013516	Westmoreland
00447	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		122 Douglassville Shopping Center		Douglassville	PA	195181566	Berks
00451	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		1200 West Market Street		York	PA	174043416	York
00454	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	Crossroads Plaza	800 Bustleton Pike		Richboro	PA	189541360	Bucks
00457	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	Snyder Square Shopping Center	1602 Cowpath Road		Hatfield	PA	194403104	Montgomery
00467	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	West Reading Shopping Center	535 Penn Avenue		West Reading	PA	196111035	Bucks
00478	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		5400 Rising Sun Avenue		Philadelphia	PA	191203009	Philadelphia
00479	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No	Penrose Park Shopping Center	2944 Island Avenue		Philadelphia	PA	1915332026	Philadelphia
00501	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		425 Spruce Street		Scranton	PA	185030000	Lackawanna
00503	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Yes	Yes		42 West Broad Street		Hazleton	PA	182016418	Luzerne
00507	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Yes	Yes		10 North Center Street		Pottsville	PA	179012910	Schuylkill
00517	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Yes	Yes		40-42 West Market Street		York	PA	174011203	York
00525	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	No		301 Northampton Street		Easton	PA	180423513	Northampton
00539	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Yes	Yes		733 Hamilton Street Mall		Allentown	PA	181012434	Lehigh

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Leaf	Corp	EIN	Operating Company Name	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00552	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		6401 Oxford Avenue		Philadelphia	PA	191115421	Philadelphia
00554	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		9280 Krewstown Road		Philadelphia	PA	191153723	Philadelphia
00558	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Abington Shopping Center		Abington	PA	190012710	Montgomery
00560	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Roosevelt Mall		Philadelphia	PA	191491002	Philadelphia
00561	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Valley Shopping Center		Philadelphia	PA	188402642	Bradford
00587	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Berkshire Mall		Sayre	PA	196101629	Berks
00596	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		#1 is Leased/#2 is Owned (P/L & Dr/Trn)		Wormsitting	PA	196101629	Berks
00596	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		#1 is Leased/#2 is Owned (P/L & Dr/Trn)		Corry	PA	164071225	Erie
00679	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		69 South 69th Street		Corry	PA	164071225	Erie
00696	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		15 West Centre Street		Upper Darby	PA	190822433	Delaware
00719	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Logan Square Plaza		Mahanoy City	PA	179482603	Schuylkill
00721	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		309-311 Market Street		Norristown	PA	194012904	Montgomery
00726	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1112 South Washington Avenue		Harrisburg	PA	171012207	Dauphin
00729	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		Scranton Plaza		Scranton	PA	185051532	Lackawanna
00740	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Target Square		Lancaster	PA	176033838	Lancaster
00754	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		118-20 Main Street		Clearfield	PA	168309191	Clearfield
00756	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Jamesway Plaza		Bulter	PA	160015913	Bulter
00790	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		4606 Admiral Peary Highway		Ebensburg	PA	159314203	Cambria
00793	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1301-1399 West Chester Pike		Havertown	PA	190832925	Delaware
00799	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Hill's Plaza		State College	PA	168017606	Centre
00803	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		234 South Main Street		Zellenople	PA	160631148	Bulter
00811	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		507 Main Street		Johnstown	PA	159012010	Cambria
00813	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2318-24 North Front Street		Philadelphia	PA	191333716	Philadelphia
00817	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		104 East Third Street		Bethlehem	PA	180151306	Northampton
00818	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		48 East Main Street		Norristown	PA	194014915	Montgomery
			Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		6140 Woodland Avenue		Philadelphia	PA	191422322	Philadelphia

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Case No.	Case Date	Debtor Name	Debtor Address	Store Name	Store Address	Store No.	Store City	Store State	Store Zip	Store County
00819	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	324 High Street	No	Pottstown	PA	194646337	Montgomery
00821	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	6742, 6744 and 6746 North Fifth Street	No	Philadelphia	PA	191263028	Philadelphia
00822	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	5911-5933 Ridge Avenue	Yes	Philadelphia	PA	191282628	Philadelphia
00829	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	4500-08 Frankford Avenue	No	Philadelphia	PA	191243602	Philadelphia
00830	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	8358-8362 Bustleton Avenue	No	Philadelphia	PA	191521909	Philadelphia
00835	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid Corporation	97 West Broad Street	No	Bethlehem	PA	180185740	Northampton
00836	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	1781 Steiko Boulevard	No	Bethlehem	PA	180176235	Northampton
00836	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	1831 Steiko Boulevard (Parking Lot)	Yes	Bethlehem	PA	180170000	Northampton
00850	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	8716 New Falls Road	No	Levittown	PA	190541708	Bucks
00852	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	11750 Bustleton Avenue	No	Philadelphia	PA	191162515	Philadelphia
00853	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	1165 MacArthur Road	No	Whitehall	PA	180527010	Allegheny
00856	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	326 E. Chester Pike (Original Premises)	No	Norwood	PA	190741202	Delaware
00856	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	326 E. Chester Pike (Expansion Premises)	No	Norwood	PA	190740000	Delaware
00857	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	169 West Lancaster Avenue	No	Ardmore	PA	190031401	Montgomery
00866	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	501 South 29th Street	Yes	Harrisburg	PA	171042106	Dauphin
00872	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	160-166 West Chelton Avenue	No	Philadelphia	PA	191443302	Philadelphia
00873	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	500 North Claude Lord Boulevard	No	Pottsville	PA	179013868	Schuylkill
00890	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	328-334 Main Street	Yes	Irwin	PA	156423438	Westmoreland
00895	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	3900 Castor Avenue	No	Philadelphia	PA	191245602	Philadelphia
00923	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	1852 Brownsville Road	No	Treose	PA	190473462	Bucks
00926	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	1440 East High Street	No	Waynesburg	PA	153709558	Greene
00927	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	236 West Street	Yes	Getysburg	PA	173252509	Adams
00987	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	1050 Philadelphia Avenue	No	Gilbertsville	PA	195259517	Montgomery
00991	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	1901 Sproul Road	No	Broomall	PA	190083504	Delaware
00992	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	320 East Lincoln Highway	No	Coatsville	PA	193203407	Chester
00995	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	127 West Lancaster Pike	No	Wayne	PA	190873305	Delaware

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporate Name	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01004	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Rosemore Shopping Center	1033 West County Line Road		Hatboro	PA	190401002	Montgomery
01014	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Chestnut Ridge Plaza	930 Route 22 Highway West, Suite 2	Box 60-5	Blairsville	PA	157170116	Indiana
01016	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Pennypack Circle Shopping Center	8130 Roosevelt Boulevard		Philadelphia	PA	191522911	Philadelphia
01021	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		401-403 South Main Street		Old Forge	PA	185181608	Lackawanna
01028	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Cain Village Shopping Center	3949 Lincoln Highway		Downingtown	PA	193355503	Chester
01030	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Twin Borough Shopping Center	Main & Bridge Streets		Spring City	PA	194751404	Chester
01067	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		7564-70 Havertford Avenue		Philadelphia	PA	191512112	Philadelphia
01071	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		60 South Water Street		Sharon	PA	161461354	Mercer
01074	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1137 Market Street		Lemoyne	PA	170114707	Cumberland
01080	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		25th & Butler Streets		Easton	PA	180425302	Northampton
01081	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		710 Burnmont Road		Drexel Hill	PA	190264322	Delaware
01089	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Academy Plaza	3200 Red Lion Road		Philadelphia	PA	191141109	Philadelphia
01094	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		3210 Banksville Road		Pittsburgh	PA	152162757	Allegheny
01127	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2131-59 North Broad Street		Philadelphia	PA	191321105	Philadelphia
01144	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Chesterbrook Village	500 Chesterbrook Boulevard		Wayne	PA	190875603	Delaware
01147	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		175 Wilson Road		Bentleyville	PA	153141027	Washington
01180	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		217 South Blakely Street		Dunmore	PA	185122203	Lackawanna
01197	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1233 West Main Street		Monongahela	PA	150633829	Washington
01204	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		5409-13 Neshamny Boulevard		Bensalem	PA	190201742	Bucks
01212	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Hopewell Shopping Center	2284 Broadhead Road		Aliquippa	PA	150014685	Beaver
01273	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Willowbrook Shopping Center	3290 Chickester Avenue		Boothwyn	PA	190613250	Delaware
01274	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		131 Pennell Road		Aston	PA	190143009	Delaware
01288	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1315 East Washington Lane		Philadelphia	PA	191381047	Philadelphia
01292	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Harleysville Meadowbrook	270 Main Street		Harleysville	PA	194382400	Montgomery
01299	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2503-05 Welsh Road		Philadelphia	PA	191143203	Philadelphia
01304	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		124 South Front Street		Steelton	PA	171133521	Dauphin

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	COPI	FEIN	Operating Corpora- tion	Parent Corporation	Store	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
01314	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2 Main Street		White Haven	PA	186611508	Luzerne
01320	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Albrecht's Garden Center	640 Montgomery Ave.		Narberth	PA	190722010	Montgomery
01337	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Southampton Shopping Center	488 Second Street Pike		Southampton	PA	189661200	Bucks
01353	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		25 East Pike Street		Canonsburg	PA	153171311	Washington
01355	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Routes 209 & 115		Brookheadsville	PA	183226638	Monroe
01365	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		215 South Broad Street		Philadelphia	PA	191075325	Philadelphia
01370	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		725 Lysle Boulevard (New Lease)		McKeesport	PA	1513322606	Allegheny
01371	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		102 North Main Street		Pittston	PA	186402166	Luzerne
01376	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		916 State Street		Erie	PA	165011406	Erie
01383	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		315 Cochran Road		Mt. Lebanon	PA	152281231	Allegheny
01384	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1329 Blue Valley Drive		Pen Argy	PA	180721815	Northampton
01398	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1 East High Street		Union City	PA	164381003	Erie
01406	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		521 North Fraley Street		Kane	PA	167351162	McKean
01413	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		155 East Northampton Street		Wilkes-Barre	PA	187013401	Luzerne
01415	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		929 South High Street		West Chester	PA	193825466	Chester
01417	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Blue Bell Shopping Center	2910 South 70th Street		Philadelphia	PA	191422502	Philadelphia
01426	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1650 Main Street		Olyphant	PA	184471334	Lackawanna
01429	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		211 East Main Street		Everett	PA	155371211	Bedford
01448	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		412 Broadway Street (New Lease)		Coraopolis	PA	151081632	Allegheny
01450	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		601 Delaware Avenue		Palmerton	PA	180712002	Carbon
01494	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1120 Philadelphia Avenue		Barnesboro	PA	157141359	Cambria
01495	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		101 East Shirley Street		Mt. Union	PA	170661625	Huntingdon
01496	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		508 East Second Street		Oil City	PA	163012327	Venango
01514	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		404 Third Street		California	PA	154191105	Washington
01543	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1212 Second Street		Cresson	PA	166301148	Cambria
01548	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		610 Broad Street		New Bethlehem	PA	162421106	Clanton

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Code	Code	FEIN	Operation Company Location	Parent Corporation	State	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01549	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		630 Main Street	Portage	PA	159461540	Cambria	
01563	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		6201 Germantown Avenue	Philadelphia	PA	191440000	Philadelphia	
01566	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		327 North Chester Pike	Glendon	PA	190361426	Delaware	
01581	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		North 6th Street @ Green-ping Center	Reading	PA	196021157	Berks	
01589	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		6375 Library Road	South Park	PA	151298502	Allegheny	
01628	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		222 Y Street	Derry	PA	156271259	Westmoreland	
01632	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		River Road @ Carey Street	Plains Township	PA	187051610	Luzerne	
01633	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1216 Pennsylvania Avenue	Tyrone	PA	166861618	Blair	
01640	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		910 West Broadway	Red Lion	PA	173561952	York	
01662	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		700 East Main Street	Palmyra	PA	170783704	Lebanon	
01668	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		707 Sharon New Castle Road	Farell	PA	161211361	Mercer	
01672	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		6912 New Falls Road	Levitown	PA	190572410	Bucks	
01685	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		801 Wyoming Avenue	West Pittston	PA	186432766	Luzerne	
01698	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		221 Grove City Road	Slippery Rock	PA	160570000	Butler	
01698	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		221 Grove City Road	Slippery Rock	PA	160570000	Butler	
01699	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		9141 Ridge Road	Girard	PA	164179645	Erie	
01699	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		9141 Ridge Road	Girard	PA	164179645	Erie	
01704	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		657 Heacock Road	Yardley	PA	190676338	Bucks	
01709	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1 Centennial Way	Scottdale	PA	156831744	Westmoreland	
01726	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		415 Route 22	Delmont	PA	156260000	Westmoreland	
01733	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1930 West Main Street	Jeffersonville	PA	194033175	Montgomery	
01735	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		9 North 52nd Street	Philadelphia	PA	191392644	Philadelphia	
01739	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1345 South Main Avenue	Taylor	PA	185043237	Lackawanna	

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Cont	HEIN	Operating Corporate- Name	Parent Corporation	Type	Operel	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01742	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		701 Hanover Avenue		Allentown	PA	181032006	Lehigh
01754	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		4390 Richmond Street		Philadelphia	PA	191371912	Philadelphia
01758	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		113 East Baltimore Avenue		Clifton Heights	PA	190181603	Delaware
01764	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		5601 Chestnut St. (NEC 57th & Chestnut)		Philadelphia	PA	191393232	Philadelphia
01766	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		10 Snyder Avenue		Philadelphia	PA	191482711	Philadelphia
01767	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2801 West Dauphin Street		Philadelphia	PA	191323452	Philadelphia
01768	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1620 Main Street		Northampton	PA	180671541	Northampton
01769	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1615 Lincoln Way		White Oak	PA	151311713	Allegheny
01780	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1516 Jefferson Avenue		Windber	PA	159631752	Somerset
01784	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1100-02 Seventh Avenue		Beaver Falls	PA	150104424	Beaver
01800	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Route 209		East Stroudsburg	PA	183011909	Monroe
01814	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		113 West Main Street		West Newton	PA	150891141	Westmoreland
01830	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		387 York Avenue		North Towanda	PA	188482016	Bradford
01847	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2233 Kensington Avenue		Philadelphia	PA	191251321	Philadelphia
01854	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1709 Liberty Avenue		Erie	PA	165021650	Erie
01887	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2103 North Third Street		Harrisburg	PA	171101812	Dauphin
01894	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		2901 Carlisle Road		Dover	PA	173154603	York
01902	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2067 Route 116		Spring Grove	PA	173628517	York
01922	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		315 West Fourth Street		Quarryville	PA	175661922	Lancaster
01925	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		634-640 Monogahela Avenue		Glassport	PA	150451608	Allegheny
01929	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		162 Eagle View Boulevard		Exton	PA	193413012	Chester
01936	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2017-2023 South Broad Street		Philadelphia	PA	191485505	Philadelphia
01941	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		7401 Ogontz Avenue		Philadelphia	PA	191382015	Philadelphia
01944	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		900 Mount Royal Boulevard		Pittsburgh	PA	152231060	Allegheny
01955	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Sterling Road, Route 196 S		Tobyhanna	PA	184663960	Monroe
01956	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		13553 Academy Road		Philadelphia	PA	191541927	Philadelphia

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	CO#	FEIN	Operating Corp. Name	Parent Corporation	Store Name	Store Opening	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01963	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		262 Connessville Street		Uniontown	PA	154013814	Fayette
01975	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		4810 Penn Avenue		Sinking Springs	PA	196081111	Berks
01976	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		329 Port Allegany Road		Coudersport	PA	169159523	Potter
01981	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2023A Linglestown Road		Harrisburg	PA	171109484	Dauphin
01983	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		102 Easton Road		Nazareth	PA	180643011	Northampton
02000	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		330 Cumberland Parkway		Mechanicsburg	PA	170555674	Cumberland
02017	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		762 East Johnson Highway		Norristown	PA	194013110	Montgomery
02196	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		3605 Airport Road		Allentown	PA	181039406	Northampton
02248	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		P.O. Box 628		Hamlin	PA	184270628	Wayne
02252	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		5272 Torresdale Avenue		Philadelphia	PA	191242041	Philadelphia
02264	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1915 West Ninth Street		Chester	PA	190132719	Delaware
02267	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		452 Pond Street		Bristol Borough	PA	190075121	Bucks
02271	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		4135 North George Street Extended		East Manchester Township	PA	173459208	York
02275	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		39 Warm Spring Road		Chambersburg	PA	172019497	Franklin
02277	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1701 Third Street		Beaver	PA	150092432	Beaver
02298	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		62-70 East Baltimore Avenue		Lansdowne	PA	190502741	Delaware
02422	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Bertsch/Phillip Streets Plaza		Lansford	PA	182321904	Carbon
02426	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		22 West Side Mall		Edwardsville	PA	187043105	Luzerne
02427	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		156 Amber Lane		Wilkes-Barre	PA	187035216	Luzerne
02433	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		813 Third Avenue		New Brighton	PA	150661914	Beaver
02442	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		829 Third Avenue (Parking Lot)		New Brighton	PA	150660000	Beaver
02451	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		544 Church Street		Yeadon	PA	190503102	Delaware
02466	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		5214-30 Baltimore Avenue		Philadelphia	PA	191433240	Philadelphia
02474	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		60 East Donner Avenue		Monessen	PA	150621308	Washington
02476	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		59 North Main Street		Port Allegany	PA	167431336	McKean
					Store	No		101-111 West Main Street		Ridgway	PA	158531608	Elk

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Card	PEIN	Operating Corporation	Legal Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02478	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		129 East Centre Street	Ashland	PA	179212010	Columbia	
02480	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		847 Midland Avenue	Midland	PA	150591511	Beaver	
02482	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		300 Market Street	Elizabeth	PA	150371514	Allegheny	
02510	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		43-47 Baltimore Street (Both are Owned)	Hanover	PA	173313233	York	
02545	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1001 Jefferson Avenue	Washington	PA	153012105	Washington	
02548	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1600 Edgemont Avenue	Chester	PA	190135325	Delaware	
02564	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		113-131 West Wyoming Avenue	Philadelphia	PA	191401628	Philadelphia	
02578	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2121 Lehigh Avenue	Dallas	PA	186120000	Luzerne	
02587	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		3610 Germantown Avenue	Philadelphia	PA	191322655	Philadelphia	
02589	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		5370 Allentown Pike	Philadelphia	PA	191404226	Philadelphia	
02591	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		400 Kenhorst Plaza	Temple	PA	195601200	Berks	
02593	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Route 222 & Meridan Drive	Reading	PA	196073646	Berks	
02596	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		426 West Lincoln Way	Reading	PA	196073646	Berks	
02604	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		6000 North Broad Street	Exton	PA	180879802	Lehigh	
02622	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		943 East Main Street	Exton	PA	193412569	Chester	
02631	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		170 Saxon Avenue	Mount Joy	PA	175529347	Lancaster	
02685	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		838 Fifth Avenue	Springfield	PA	190642335	Montgomery	
02693	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		44 Kings Village	Ford City	PA	162261109	Armstrong	
02698	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		339 Spring Garden Street	Minersville	PA	179541902	Schuylkill	
02699	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1770 Golden Mile Highway	Philadelphia	PA	191232926	Philadelphia	
02702	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Route 739/Hemlock Farm	Monroeville	PA	151462012	Allegheny	
02705	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		5101 Germantown Avenue	Box	PA	184288360	Pike	
02709	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		8243 Stanton Avenue	Philadelphia	PA	191442326	Philadelphia	
02746	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		540 Kimberton Road	Philadelphia	PA	191503429	Philadelphia	
02758	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		33-39 East Gay Street	Phoenixville	PA	194604723	Chester	
									West Chester	PA	193803144	Chester	

TRADEMARK

REEL: 002341 FRAME: 0807

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	FEIN	Operating Corpora- tion	Legal Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
02768	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		54 North Main Street		Carbonale	PA	184071927	Lackawanna
02769	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1100 Franklin Street		Mercer	PA	161371067	Mercer
02781	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2320 Penn Avenue		West Lawn	PA	196091675	Berks
02790	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1528-30 North Broad Street		Philadelphia	PA	191214311	Philadelphia
02793	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1201-43 West Girard Avenue		Philadelphia	PA	191231021	Philadelphia
02794	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		4061-75 Lancaster Avenue		Philadelphia	PA	191041747	Philadelphia
02797	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1401 West Cheltenham Avenue		Philadelphia	PA	190273131	Philadelphia
02798	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		3939 Butler Street		Pittsburgh	PA	152013222	Allegheny
03200	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		623 St. Clair Avenue		Clariton	PA	150251436	Allegheny
03213	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		4641-51 Chestnut Street		Philadelphia	PA	191394612	Philadelphia
03225	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		2201 West Allegheny Avenue		Philadelphia	PA	191321420	Philadelphia
03227	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		3000-02 Reed Street		Philadelphia	PA	191463520	Philadelphia
03251	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		3601 Midvale Avenue		Philadelphia	PA	191291712	Philadelphia
03273	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1201 Bethlehem Pike		Ambler	PA	190021308	Montgomery
03325	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1443 South Seventh Street		Philadelphia	PA	191485847	Philadelphia
03328	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1527 State Street		Harrisburg	PA	171031400	Dauphin
03364	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1303 Shoemaker Street		Nantyl Glo	PA	159431254	Cambria
03377	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		7941 Oxford Avenue		Philadelphia	PA	191112224	Philadelphia
03387	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		5160 Penn Avenue		Pittsburgh	PA	152241626	Allegheny
03389	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2836 Audubon Village Road		Audubon	PA	194032211	Montgomery
03394	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		609-25 West Hunting Park		Philadelphia	PA	191402516	Philadelphia
03400	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		420 North 3rd Street		Womelsort	PA	195679705	Berks
03404	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		4904 Second Avenue		Pittsburgh	PA	152071623	Allegheny
03412	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1800-14 Morningside Avenue		Pittsburgh	PA	152061070	Allegheny
03425	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		500 Hawk Ridge Drive		Hamburg	PA	195269201	Berks

TRADEMARK

REEL: 002341 FRAME: 0808

Rite-Aid Inventory/Property Locations

Loc #	Comm	RSIN	Operating Corp	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03430	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2101 East Allegheny Avenue		Philadelphia	PA	191343801	Philadelphia
03434	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1924-40 Fairmount Avenue		Philadelphia	PA	191302010	Philadelphia
03436	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		648 East Washington Street		New Castle	PA	161014134	Lawrence
03443	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		Box 136A, R.D. #1		Grindstone	PA	154429714	Fayette
03445	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2132-38 East Lehigh Avenue		Philadelphia	PA	191251433	Philadelphia
03447	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		213 West Main Street		Grove City	PA	161271223	Mercer
03449	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		275 Main Street		Greenville	PA	161252022	Mercer
03457	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		136 North 63rd Street		Philadelphia	PA	191392201	Philadelphia
03459	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		802 Pennsylvania Avenue		Pittsburgh	PA	152121409	Allegheny
03461	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		5700 Chew Avenue		Philadelphia	PA	191381716	Philadelphia
03470	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		R.R. # 2	Box 301	Olyphant	PA	184479802	Lackawanna
03495	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		70 Buckwalter Road, #113		Royersford	PA	194681814	Montgomery
03508	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1340 Main Street		Burgetstown	PA	150211225	Washington
03523	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1105-09 North 63rd Street		Philadelphia	PA	191513321	Philadelphia
03525	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		200 Chamber Plaza		Charlertol	PA	150221605	Washington
03527	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		821 Chartiers Avenue		McKees Rocks	PA	151363804	Allegheny
03571	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No	Imperial Commons	400 Market Place Drive		Oakdale	PA	150711023	Allegheny
03586	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		111 North Plaza		Apollo	PA	156131346	Armstrong
03602	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		5675 York Road		New Oxford	PA	173509553	Adams
03607	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	Yes		1814 Spring Road		Carlisle	PA	170131150	Cumberland
03608	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1941 Derry Street		Harrisburg	PA	171042334	Dauphin
03609	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		415 East Queen Street		Chambersburg	PA	172012325	Franklin
03610	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		1786-I Columbia Avenue		Columbia	PA	175122317	Lancaster
03611	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		Columbia Shopping Center		Enola	PA	170252128	Cumberland
03612	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		455-K North Enola Rd		Enola	PA	173314100	York
03613	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		825 Baltimore Street		Hanover	PA	173314100	York
					Store	No		Drug Fair of Pennsylvania, Inc.		Mechanicsburg	PA	170553514	Cumberland
					Store	No		Windsor Park Plaza	5260 Simpson Ferry Road				

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Code	FEIN	Operating Corpn	Tenant Corporation	Store Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04287	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Yes		360 East Main Street		Middletown	PA	170572232	Dauphin
04288	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	Halifax Plaza Shopping Center	3773 Peters Mountain Road		Halifax	PA	170329045	Dauphin
04289	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No	Cloister Shopping Center	108 North Reading Road		Ephrata	PA	175221668	Lancaster
04290	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		137 Railroad Avenue		Tamaqua	PA	182521508	Schuylkill
04292	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		48-50 South Oak Street		Mt. Carmel	PA	178512156	Northumberland
04293	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		5 Friendly Drive	P.O. Box 157	Duncannon	PA	170200157	Perry
04415	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		14 5th Street		Williamsport	PA	177016201	Lycoming
04419	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		1529 Freepport Road (New Lease)		Narrows Heights	PA	150651314	Allegheny
04468	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		3425 Library Road		Castle Shannon	PA	152342654	Allegheny
04554	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		6731 Woodland Avenue		Philadelphia	PA	191421602	Philadelphia
04611	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		5040 City Line Avenue		Philadelphia	PA	191311441	Philadelphia
04616	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		208 East Central Avenue (New Lease)		Titusville	PA	163541845	Crawford
04676	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		407 Central Avenue		Johnstown	PA	159022502	Cambria
04682	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		100 Williams Mark Drive (New Lease)		Homestead	PA	151201945	Allegheny
04684	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		825A East Chestnut Street		Lancaster	PA	176023127	Lancaster
04732	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		3870 Washington Road (New Lease)		McMurray	PA	153172518	Washington
04783	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		5100 Library Road		Bethel Park	PA	151022829	Allegheny
04791	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Yes		2023 Lyeoming Creek Road		Williamsport	PA	000000000	Lycoming
04818	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		4957 Carlisle Pike		Mechanicsburg	PA	170553025	Cumberland
04840	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		1000 North Church Street		Hazleton	PA	182019367	Luzerne
04900	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		5701 North Broad Street		Philadelphia	PA	191410000	Philadelphia
04932	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		101-103 East Lehigh Avenue		Philadelphia	PA	191251011	Philadelphia
04938	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		7972 Castor Avenue		Philadelphia	PA	191523224	Philadelphia
04960	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		2470 Bedford Street		Johnstown	PA	159041436	Cambria
04965	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		201 Grace Street		Pittsburgh	PA	152111503	Allegheny
04988	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	No		9920 Busieston Avenue		Philadelphia	PA	191152149	Philadelphia

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Line #	Case #	FEIN	Operating Company Location	Legal Corporation	POS	Owned	Shopping Center	Address	Address 2	City	State	Zip Code	County
04990	639	23-1940652	Rite Aid of Pennsylvania, Inc.	Rite Aid of Pennsylvania, Inc.	Store	No		2 Kirby Avenue		Mountain Top	PA	187071213	Luzerne
00114	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Erwin Village Shopping Center	1252 North Main Street		Erwin	TN	376509122	Union
01050	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Rockwood Square Shopping Center	915 Main Street		Fazwell	TN	378256650	Clatsome
01065	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	Yes		703 South Congress Boulevard		Smithville	TN	371662019	Dekalb
01139	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		918 Hillsboro Boulevard (New Lease)		Manchester	TN	373552000	Coffee
01151	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		330 Rankin Avenue		Dunlap	TN	373273115	Sequatchie
01153	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Selmer Square Shopping Center	409 Mulberry		Selmer	TN	383752307	McNairy
01158	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	McKenzie Shopping Plaza	14860 Highland Drive		McKenzie	TN	382012606	Carroll
01206	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Bi-Lo Shopping Center	2737 Keith Street, N.W.		Cleveland	TN	373123760	Bradley
01296	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		1805 Dalton Pike, S.E.		Cleveland	TN	373116988	Bradley
01297	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		103 North Shady Street		Mountain City	TN	376831333	Johnson
01309	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		490 Tr-County Boulevard		Oliver Springs	TN	378402016	Roane
01352	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Loudon Plaza Center	2111 Highway 72 North		Loudon	TN	377745719	Loudon
01393	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Oncida Plaza	Highway 27 & Municipal Drive	Box 4597	Oncida	TN	378410439	Scott
01409	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		460 West Rockman Way (New Lease)		Sparta	TN	385831833	White
01697	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Shopping Center	106 West Race Street		Kingston	TN	377632721	Roane
01728	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Whites Supermarket Shopping Center	417 Boones Creek Road		Jonesboro	TN	376595165	Washington
01818	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Whites Shopping Center	5034 Bobby Hicks Highway, Suite 3	Box 8426	Gray	TN	376156206	Johnson
01825	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	University Plaza	1735 W. State of Franklin Rd.		Johnson City	TN	376046573	Washington
01935	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	Yes		289 North Main Street		Jellico	TN	377622131	Campbell
02270	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	Valley Center	440 North Mt. Juliet Road		Mt. Juliet	TN	371223314	Wilson
02423	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		926 Main Street	P.C.	Warburg	TN	378874199	Morgan
02494	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		1000 Gainsboro Highway	Box 384	Celina	TN	385515011	Clay
02735	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		507 West Elk Avenue		Elizabethton	TN	376432527	Carter
03314	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No	North Park Shopping Center	650 Tennessee Highway 100		Centerville	TN	370331214	Hickman

TRADEMARK

REEL: 002341 FRAME: 0812

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Code	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03344	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	Yes		130 West Main Street	Box 95	Sneedville	TN	378690095	Hancock
03376	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		503 Tesculum Boulevard		Greeneville	TN	377433934	Greene
03381	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		857 North Tennessee Avenue		Etowah	TN	373311307	McMinn
03391	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		2710 Maynardville Highway	Box 697	Maynardville	TN	378073021	Union
03398	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		580 Hartsville Pike		Gallatin	TN	370662802	Sumner
03418	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		Route 3	Box 1495	Bean Station	TN	377089803	Granger
03505	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		210 McMurray Boulevard		Hartsville	TN	370741110	Trousdale
03576	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		922 South Cumberland Avenue		Morrisstown	TN	378135233	Hamblen
03599	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	Yes		103 North Gateway Avenue		Rockwood	TN	378542330	Roane
03877	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		801 North Main Street		Mt. Pleasant	TN	384741017	Mauzy
04666	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		509 College Street		Lafayette	TN	370831706	Macon
07401	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		4642 Quince Road		Memphis	TN	381176547	Shelby
07410	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		605 Highway 51 North		Covington	TN	380197103	Tipton
07422	643	23-2047224	Rite Aid of Tennessee, Inc.	Rite Aid of Tennessee, Inc.	Store	No		3060 Thomas Street		Memphis	TN	381277606	Shelby
00297	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		896 Putney Road, #6		Brattleboro	VT	053019064	Windham
00432	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No	Commercial Shop Park	350 Northside Drive		Bennington	VT	052011673	Bennington
01174	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		294 Main Street		West Rutland	VT	057770090	Rutland
01363	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		P.O. Box 1753	7A	Manchester Center	VT	052551753	Bennington
02481	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		Grand Union Plaza	9 and Main	Wilmington	VT	053639645	Windham
03201	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		Grand Union Shopping Center		Fair Haven	VT	057431067	Rutland
03323	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		306 U.S. Route 7 South		Rutland Town	VT	057014907	Rutland
04119	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		Route 5 Memorial Drive	Box 1157	Lyndonville	VT	058511157	Caledonia
04159	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		Newport Derby Road	Box 618	Derby	VT	058290618	Orleans
04272	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		1024 North Avenue		Burlington	VT	054012753	Chittenden
04581	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		29-31 Main Street		Montpelier	VT	056022952	Washington
04827	646	23-1940942	Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		9 Susie Wilson Road		Essex Junction	VT	054522814	Chittenden

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	EDIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04973	646	23-1940942	nc. Rite Aid of Vermont, Inc.	Rite Aid of Vermont, Inc.	Store	No		957 Memorial Drive	5	St. Johnsbury	VT	058199238	Caledonia
00023	012	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	DC	No	Stonewall Industrial Park	325 Welltown Road		Winchester	VA	226030000	Fredentck
00148	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		101 Rosser Avenue		Waynesboro	VA	229803510	Augusta
00199	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		121 North Main Street		Pearnsburg	VA	241341523	Giles
00524	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	Yes		P.O. Box 967, Main Street		Saltville	VA	243700967	Smyth
00588	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		2141 South Crater Road		Petersburg	VA	238052701	Dinwiddie
00764	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		The Crossings		Hopewell	VA	238607336	Prince George
00859	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		Fredericksburg		Fredericksburg	VA	224031442	Spoysylvania
01027	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Shopping Center West Falls Church Plaza	513-B Jefferson Davis Highway		Falls Church	VA	220421724	Fairfax
01059	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1217 East Main Street		Bedford	VA	245232911	Bedford
01064	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		Dumfries Shopping Center		Dumfries	VA	220262410	Prince William
01072	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1177 South Rosemont Road		Virginia Beach	VA	234562119	Virginia Beach
01181	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		850 University City Boulevard		Blacksburg	VA	240602708	Montgomery
01195	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		711 West Main Street		Arlington	VA	221022423	Washington
01196	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		580 S.E. Main Street (Ground Lease)		Lebanon	VA	242647700	Russell
01196	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		580 S.E. Main Street (Building Lease)		Lebanon	VA	242647700	Russell
01270	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1500 West Beverly Street		Staunton	VA	2244013001	Augusta
01328	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		975 Hodges Ferry Road		Portsmouth	VA	237011309	Portsmouth
01396	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		Highway 83 and Brushcreek		Chinwood	VA	242281309	Dickinson
01403	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		140 South Main Street		Stuart	VA	241711071	Patrick
01577	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	Yes		1200 Euclid Avenue		Bristol	VA	242013924	Sullivan
01594	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		14th & Main Streets		West Point	VA	231811501	King William
01601	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		U.S. 58A & State Route 72		Coeburn	VA	242302043	Wise
01625	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		11223 Indian Creek Road		Pound	VA	242795223	Wise
01630	647	23-1940653	nc. Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Chestertown Square Shopping Center	4205 Beulah Road	ox 610	Richmond	VA	232371449	Henrico

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Code	FEIN	Operating Company	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
01636	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Riverside Shopping Center	Drawer L		St. Paul	VA	242830970	Wise
01678	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Gray's Shopping Center	5113 Lee Highway	Box 936	Verona	VA	244829767	Augusta
01811	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	#1 Leased and #2 Owned	1661 Taskin Road		Virginia Beach	VA	234516138	Virginia Beach
01811	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	Yes	#1 Leased and #2 Owned	1661 Taskin Road		Virginia Beach	VA	234516138	Virginia Beach
01832	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		2596 Tinkling Spring Road		Stuarts Draft	VA	224772706	Augusta
01851	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		14111 Timber Way		Timberville	VA	228532325	Rockingham
01879	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		8702 Staples Mill Road		Richmond	VA	232282721	Henrico
01889	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Fordham Shopping Center	1533 East Pembroke Avenue		Hampton	VA	236632038	York
01893	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		335 Crystal Lane		Strasburg	VA	226572364	Shenandoah
01896	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		120 West Reservoir Road		Woodstock	VA	226641012	Shenandoah
01900	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		4053 Lankford Highway		Exmore	VA	233502643	Northampton
01933	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		410 Fairfax Pike		Stephens City	VA	226552969	Fredricks
01987	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Greenbriar Shopping Center	1201 Volvo Parkway		Chesapeake	VA	233202811	Chesapeake
02257	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Gunston Plaza Center	7764 Gunston Plaza Drive		Lorton	VA	220792531	Fairfax
02291	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		450 North Ridge Road		Richmond	VA	232297404	Henrico
02421	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Ewell Station Shopping Center	5601B Richmond Road		Williamsburg	VA	231851919	Williamsburg
02469	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Bealeton Village Center	11037 Marsh Road		Bealeton	VA	227129315	Pauguier
02488	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Village Square Shopping Center	15105 Patrick Henry Highway		Amelia	VA	230028905	Amelia
02497	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		123 U.S. Route 460 East		Grundy	VA	246149424	Buchanan
02499	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		9520 Chamberlayne Road		Mechanicsville	VA	231113901	Hanover
02550	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Aquia Town Center	2852 Jefferson Davis Highway, #301		Stafford	VA	225540000	Stafford
02560	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Ferry Farm Shopping Center	203 Kings Highway		Fredericksburg	VA	224052650	Spotsylvania
02582	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Gleneagles Shopping Center	10446 Ridgely Park		Richmond	VA	233333544	Richmond
02592	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Beachgate Center	700 McKinney Boulevard	700	Colonial Beach	VA	224431925	Westmoreland
02615	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		7100 Silver Lake Boulevard		Alexandria	VA	223153200	Fairfax
02644	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Westmont Shopping Center	3263 Columbia Pike		Arlington	VA	222044351	Arlington

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Code	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02646	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Little River Center	7434 Little River Turnpike		Annandale	VA	220033013	Fairfax
02650	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Twinbrooke Centre	9579 Braddock Road		Fairfax	VA	220322539	Fairfax
02652	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1720 Duke Street		Alexandria	VA	223143425	Alexandria
02734	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		240 Elktion Plaza Shopping Center		Elktion	VA	228279803	Rockingham
02775	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		801 Frederick Boulevard		Portsmouth	VA	237074105	Portsmouth
02792	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	Yes		1561 Virginia Avenue		Rich Creek	VA	241470340	Giles
03271	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		103 Woodway Road		Pennington Gap	VA	242772909	Lee
03316	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		6921 Lake Harbour Drive		Midlothian	VA	231129998	Chesterfield
03318	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		Route 3, Box 3B		Keyesville	VA	230479202	Charlotte
03352	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Caroline Square Shopping Center	104 West Broadus Avenue		Bowling Green	VA	224279404	Caroline
03409	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		30 South Armistead Avenue		Hampton	VA	236694017	Hampton
03451	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		State Route 80		Honaker	VA	242601680	Russell
03587	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		425 East Stuart Drive		Galax	VA	243332124	Galax
03630	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		7228 Hull Street Road		Richmond	VA	232355804	Henrico
03631	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1235 Jefferson Davis Highway		Arlington	VA	222023283	Arlington
03635	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		Bermuda Square		Chester	VA	238315307	Chesterfield
03641	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		100 South College Drive		Franklin	VA	238512424	Southampton
03642	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1420 South Main Street		Harrisonburg	VA	228012931	Rockingham
03643	647	23-1940653	GDF, Inc.	GDF, Inc.	Store	No		East Luray Shopping Center		Luray	VA	228351349	Page
03645	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		6003 Leesburg Pike		Falls Church	VA	220412203	Fairfax
03648	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		705 Dominion Square Shopping Center		Culpeper	VA	227012479	Culpeper
03649	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		157 Hillwood Avenue		Falls Church	VA	220462913	Fairfax
03652	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		2708 Williamsburg Road		Richmond	VA	232312033	Henrico
03653	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		6100 Rose Hill Drive		Alexandria	VA	223101901	Arlington
03658	647	23-1940653	GDF, Inc.	GDF, Inc.	Store	No		3614 King Street		Alexandria	VA	223021908	Arlington
03660	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		8244 Richmond Highway		Alexandria	VA	223098220	Arlington

TRADEMARK

REEL: 002341 FRAME: 0816

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Code	FEIN	Operating Corp/Partnership	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03661	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Brighton Plaza	6229 Little River Turnpike		Alexandria	VA	223121716	Arlington
03662	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Foxchase Shopping Center	4515 Duke Street		Alexandria	VA	223042503	Arlington
03665	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Hollin Hall Shopping Center	7968 Fort Hunt Road		Alexandria	VA	223081249	Arlington
03674	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Bancroft Shopping Center	940 South George Mason Drive		Arlington	VA	222041557	Arlington
03675	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Crystal Plaza	2120 Crystal Plaza Arcade		Arlington	VA	222023708	Arlington
03676	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Crystal Under-ground	1667 Crystal Square Arcade		Arlington	VA	222023332	Arlington
03678	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Lee Harrison Shopping Center	2503 North Harrison Street		Arlington	VA	222071616	Arlington
03680	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Westover Shopping Center	5841 North Washington Boulevard		Arlington	VA	222052923	Arlington
03686	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		10521 Lee Highway		Fairfax	VA	220303103	Fairfax
03691	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		607 England Street		Ashland	VA	230052201	Hanover
03695	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		800 John Marshall Highway		Front Royal	VA	226304577	Warren
03698	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Gloucester Shopping Center	6908 Main Street	Box 1817	Gloucester	VA	230615121	Gloucester
03705	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		2305 Oaklawn Boulevard		Hopewell	VA	238605032	Prince George
03706	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1801 Hull Street Road		Richmond	VA	232243721	Richmond
03707	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		425 South King Street		Leesburg	VA	201753619	Loudoun
03710	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Hanover Village Shopping Center	7019 Mechanicsville Pike		Mechanicsville	VA	231114647	Hanover
03712	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Meadowbrook Plaza	5724 Hopkins Road		Richmond	VA	232346614	Henrico
03713	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Huguenot Village Shopping Center	2011 Huguenot Road		Richmond	VA	23234305	Henrico
03714	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		502 East Laburnum Avenue		Richmond	VA	232222123	Henrico
03715	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		520 West Broad Street		Richmond	VA	232204223	Henrico
03718	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		10080 Hull Street Road		Richmond	VA	232361409	Chesterfield
03719	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Parkway Plaza	6335 Jahnke Road		Richmond	VA	232254142	Henrico
03721	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		9199 Prescott Avenue		Manassas	VA	201105302	Prince William
03723	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1312 Chain Bridge Road		McLean	VA	221013901	Fairfax
03724	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Chesterbrook Shopping Center	6224 Old Dominion Drive		McLean	VA	221014217	Fairfax
03725	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Westgate Commons Shopping	7407 Colshire Drive		McLean	VA	221027401	Fairfax

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	CoID	FEIN	Operating Corporate Name	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03726	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Center Warwick Village Shopping Center	14260 Warwick - Denbigh Boulevard		Newport News	VA	236023716	York
03729	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Blue Ridge Station Shopping Center	609 East Main Street	8	Purcellville	VA	201323182	Loudoun
03734	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Ravensthorp Shopping Center	5230 Port Royal Road		Springfield	VA	221512102	Fairfax
03736	647	23-1940653	Rite Aid of Virginia, Inc.	GDF, Inc.	Store	No		963 Providence Square Center		Virginia Beach	VA	234644301	Virginia Beach
03737	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		330 Laskin Road		Virginia Beach	VA	234513020	Virginia Beach
03738	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Hunters Woods Village Center	2260A Hunters Woods		Reston	VA	201912898	Fairfax
03740	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Rosslyn Metro Center	1700 North Moore Street		Rosslyn	VA	222091903	Arlington
03741	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		515 North Main Street		Suffolk	VA	234344426	Suffolk
03743	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		507 Amherst Avenue		Winchester	VA	226013801	Frederick
03745	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Northern Virginia Shopping Center	251 West Lee Highway	641	Warrenton	VA	201862078	Fauquier
03747	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Pines Shopping Center	696 Elden Street		Hemdon	VA	201704723	Fairfax
03759	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1220 North 25th Street		Richmond	VA	232235241	Richmond
03772	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Warsaw Village Shopping Center	Route 360	Box 1298	Warsaw	VA	225212298	Richmond
03776	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Radford Shopping Center	7478 Lee Highway	11	Radford	VA	241418591	Radford
03842	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		5229 Jefferson Davis Highway		Fredericksburg	VA	224082605	Spotsylvania
03850	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		4813 West Mercury Boulevard		Hampton	VA	236663727	Hampton
03851	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Warwick Shopping Center	10818 Warwick Boulevard		Newport News	VA	236013741	Newport News
03854	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Glebe Lee Shopping Center	4720B Lee Highway		Arlington	VA	222073417	Arlington
03866	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Chesapeake Square	25096 Lankford Highway		Olney	VA	234180710	Accomack
03885	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Laburnham Park	4340 South Laburnham Avenue		Richmond	VA	232312418	Henrico
03904	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Strawbridge Marketplace	2129 General Booth Boulevard, Suite 119		Virginia Beach	VA	234545872	Virginia Beach
03906	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		671 J. Clyde Morris Boulevard		Newport News	VA	236011839	York
03948	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No	Willow Oaks Shopping Center	227-2 Fox Hill Road		Hampton	VA	236691739	York
03960	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		1141 London Boulevard		Portsmouth	VA	237042339	Portsmouth
03965	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		8935 Patterson Avenue		Richmond	VA	232296323	Richmond
03971	647	23-1940653	Rite Aid of Virginia, Inc.	Rite Aid of Virginia, Inc.	Store	No		5500 George Washington		Grafton	VA	236923622	York

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Cont	FEIN	Operating Corpore- Inc	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
04263	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		Highway 525 West 21st Street		Norfolk	VA	235171985	Norfolk
04265	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No	Great Falls Chase Shopping Center	20800 Great Falls Plaza		Sterling	VA	201652428	Loudoun
04381	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		3600 Tidewater Drive		Norfolk	VA	235091436	Norfolk
04386	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		2749 South Independence Boulevard		Virginia Beach	VA	234566376	Virginia Beach
04609	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		2447 George Washington Memorial Highway		Hayes	VA	230723500	Gloucester
04621	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		3201 Academy Avenue		Portsmouth	VA	237033202	Portsmouth
04623	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		6711 Richmond Highway		Alexandria	VA	223066712	Alexandria
04689	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		1055 East Main Street		Pulaski	VA	245015217	Montgomery
04692	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		240 South Battlefield Bou- levard		Chesapeake	VA	233205224	Chesapeake
04706	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		833 North Battlefield Bou- levard		Chesapeake	VA	233204871	Chesapeake
04710	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		1000 Hardy Road		Vinton	VA	241792241	Roanoke
04717	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		1111 West Chestnut Street		Salem	VA	241533653	Salem
04743	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		590 Madison Road		Culpeper	VA	227013322	Culpeper
04750	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		3516 Campbell Avenue		Lynchburg	VA	245016502	Campbell
04773	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		2312 Memorial Avenue		Lynchburg	VA	245012651	Campbell
04777	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		150 North 11th Street		Wytheville	VA	243822029	Whythe
04785	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		2917 Brandon Avenue, S.W.		Roanoke	VA	240153311	Roanoke
04789	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		324 Virginia Beach Boule- vard		Virginia Beach	VA	234513441	Virginia Beach
04795	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		1660 Independence Boule- vard		Virginia Beach	VA	234554044	Virginia Beach
04797	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		6221 West Broad Street		Richmond	VA	232302204	Henrico
04815	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		112 South Main Street		Amherst	VA	245213010	Amherst
04820	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		3210 The Boulevard		Colonial Heights	VA	238343003	Chesterfield
04835	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		599 Mount Clinton Pike		Harrisonburg	VA	228022500	Harrisonburg
04837	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		3206 Electric Road		Roanoke	VA	240186426	Roanoke
04839	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		3212 Riverside Drive		Danville	VA	245413429	Danville
04841	647	23-1940653	nc.	Rite Aid of Virginia, Inc.	Store	No		501 North Coalter Street		Staunton	VA	244013402	Staunton

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Rite-Aid Inventory/Property Locations

Item #	Item Description	Item Location	Item Status	Item Type	Item Address 1	Item Address 2	Item City	Item State	Item Zip Code	Item County	
04842	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		1531 Piney Forest Road	Danville	VA	245401705	Danville
04844	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		1168 Peters Creek Road, N.E.	Roanoke	VA	240173818	Roanoke
04870	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		1020 Orange Avenue, N.W.	Roanoke	VA	240161122	Roanoke
04872	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		5795 Princess Anne Road	Virginia Beach	VA	234623224	Virginia Beach
04874	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		1010 13th Street, S.E.	Roanoke	VA	240132028	Roanoke
04888	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		5500 Lakeside Avenue	Richmond	VA	232285719	Henrico
04951	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		1109 Bennis Church Road	Smithfield	VA	234306064	Isle Of Wight
04955	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		6130 Chesapeake Boulevard	Norfolk	VA	235132004	Norfolk
04958	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		795 North Main Street	Marron	VA	243543403	Smyth
04987	647	23-1940653	Rite Aid of Virginia, Inc.	Store	No		5036 Fennell Parkway	Virginia Beach	VA	234643981	Virginia Beach
02653	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		5600 Georgia Avenue, N.W. (Ground Lease)	Washington	DC	200112927	District of Columbia
02653	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		5600 Georgia Ave., N.W. (Building Lease)	Washington	DC	200112927	District of Columbia
02710	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		801 H Street, N.E.	Washington	DC	200023628	District Of Columbia
03351	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		1306 U Street, N.W.	Washington	DC	200094445	District of Columbia
03843	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		Executive Building	Washington	DC	200051502	District Of Columbia
03845	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		1815 Connecticut Avenue (New Lease)	Washington	DC	200095702	District of Columbia
03873	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		3301 New Mexico Avenue, N.W.	Washington	DC	200163632	District Of Columbia
04822	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		4635 South Capital Street, S.W.	Washington	DC	200322717	District of Columbia
04957	609	23-2461466	Rite Aid of Washington, D.C., Inc.	Store	No		1401 Rhode Island Avenue	Washington	DC	200183708	District of Columbia
00050	003	23-1940654	Rite Aid of West Virginia, Inc.	DC	Yes	West Virginia Distribution Center	Rock Branch Industrial Park	Poca	WV	251590000	Putnam
00050	003	23-1940654	Rite Aid of West Virginia, Inc.	DC	No		Charles Avenue and Jordan Str	West Dunbar	WV	250640000	
00112	649	23-1940654	Rite Aid of West Virginia, Inc.	Store	No		Route 10, P.O. Box 576	Man	WV	256350576	Logan
00113	649	23-1940654	Rite Aid of West Virginia, Inc.	Store	No		Route 10, P.O. Box 570	pineville	WV	248740570	Wyoming
00121	649	23-1940654	Rite Aid of West Virginia, Inc.	Store	No		200 Kanawha Avenue	Rainelle	WV	259621108	Greenbrier
00141	649	23-1940654	Rite Aid of West Virginia, Inc.	Store	No		101 A Roosevelt Boulevard	Eleanor	WV	250709802	Putnam
00173	649	23-1940654	Rite Aid of West Virginia, Inc.	Store	No		902 North Lewis Street	Glenville	WV	263511323	Gilmer

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00280	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		406 Washington Street		Ravenswood	WV	261641706	Jackson
00284	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	8 Cherry River Plaza	Short Street & Valley Avenue		Richwood	WV	262611371	Nicholas
00286	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		513 Stokes Avenue		Hinton	WV	259512553	Summers
00294	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		6401 Sissonville Drive		Sissonville	WV	253129463	Kanawha
00432	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	1 Elk Plaza	U.S. Route 119		Elkview	WV	250719602	Kanawha
00481	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	Princeton Shopping Center	1121-C Stafford Drive		Princeton	WV	247402435	Mercer
00699	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		120 Jefferson Avenue		Moundsville	WV	260411411	Marshall
00732	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		1135 Market Street		Wheeling	WV	260032905	Ohio
00733	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		111 Kruger Street		Wheeling	WV	260035120	Ohio
00734	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		2102 Warwood Road		Wheeling	WV	260037106	Ohio
00906	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		20 South Florida Street		Buckhannon	WV	262012665	Upshur
00914	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		690 Beverly Pike		Elkins	WV	262419475	Randolph
00915	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	500 Rosebud Plaza	Route 19 South		Clarksburg	WV	263019380	Harrison
00917	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		208 South Pike Street		Shinnston	WV	264311122	Harrison
00919	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		327 Holland Avenue		Westover	WV	265054206	Monongalia
00921	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		150 West Main Street		Romney	WV	267571640	Hampshire
00933	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		28 Main Avenue		Logan	WV	256013331	Logan
00934	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		3801 MacCorkle Avenue, S.E.		Charleston	WV	253041527	Kanawha
00935	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	#1 is Leased (Parking Lot)#2 is Owned	406 West Washington Street		Charleston	WV	253022131	Kanawha
00935	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes	#1 is Leased (Parking Lot)#2 is Owned	406 West Washington Street		Charleston	WV	253022131	Kanawha
00936	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	Westland Plaza	810 West 14th Street		Huntington	WV	257042307	Cabell
00937	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		1101 Myers Avenue		Dunbar	WV	250643118	Kanawha
00942	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		660 South Main Street		Madison	WV	251301245	Boone
00944	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		1015 Bridge Road		Charleston	WV	253141305	Kanawha
00945	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		100 21st Street		Nitro	WV	251431740	Kanawha

TRADEMARK

REEL: 002341 FRAME: 0821

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Cart	FEIN	Operating Corpora- tion	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
00946	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		305 Sixth Avenue (For- merly #3379)		St. Albans	WV	251772838	Kanawha
00947	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		333 Maccorle Avenue, S.W.		South Charleston	WV	253031263	Kanawha
00948	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	Yes		1719 West Washington Street		Charleston	WV	253122319	Kanawha
00949	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		1201 Mann Street, East		Oak Hill	WV	259013123	Fayette
00950	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No	Fairfield Plaza	1681 16th Street		Huntington	WV	257013862	Cabell
00953	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		Route #3, Box 67		Whitesville	WV	252099803	Boone
00957	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No	Beckley Plaza	305 Beckley Plaza		Beckley	WV	258012215	Raleigh
00959	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		635 West Main Street		Ripley	WV	252711107	Jackson
00961	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No	Red Oak Shopping Center	2 Red Oak Shopping Center		Ronceverte	WV	249701348	Greenbrier
00963	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		506 Third Avenue (Parking Lot)		Montgomery	WV	251362102	Fayette
00963	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	Yes		506 Third Avenue		Montgomery	WV	251362102	Fayette
00966	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		Third Avenue (additional parking space)		Montgomery	WV	000000000	Fayette
00968	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		4016 State Route 34		Hurricane	WV	255269009	Putnam
00972	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		6401 U.S. Route 60		Barboursville	WV	255041200	Cabell
01002	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	Yes		Main Street & Florence Al- ley	Box 733	Grantsville	WV	261470733	Calhoun
01013	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No	Quincy Center	3175 West Dupont Avenue		Belle	WV	250151120	Kanawha
01277	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		2700 East Dupont Avenue		Belle	WV	250151810	Kanawha
01289	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		173 Main Street		Clay	WV	250430789	Clay
01305	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		406 Smoot Avenue	Box 286	Danville	WV	250530286	Boone
01343	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		218 East Third Street		Weston	WV	264522021	Lewis
01359	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		P.O. Box 460, Cook Park- way		Oceana	WV	248700460	Wyoming
01373	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		781 Virginia Avenue (New Lease)		Welch	WV	248012341	McDowell
01380	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		401 Moran Avenue		Mullens	WV	258821430	Wyoming
01381	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	No		2 Dudley Avenue		Parkersburg	WV	261041810	Wood
01382	649	23-1940654	Rite Aid of West Vir- ginia, Inc.	Rite Aid of West Vir- ginia, Inc.	Store	Yes		408 Main Street	Box 2	Spencer	WV	252761128	Roane
								P.O. Box 199 B		St. Mary's	WV	261700740	Pleasants

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc.#	Corp	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
02265	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		134 Main Street	Box 148	Parsons	WV	262870148	Tucker
02289	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		2374 Valley Road		Berkeley Springs	WV	254114204	Morgan
02431	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		303 Central Avenue		Wayne	WV	255709605	Wayne
02444	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	Battleground Crossing Shopping Center	3 Alvon Road		White Sulphur Springs	WV	249862373	Greenbrier
02460	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		Route #10	Box 4547	Chapmanville	WV	255084547	Logan
02543	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		1001 Maddex Square		Shepherdstown	WV	254439445	Jefferson
02569	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	Le Rose Shopping Center	836 South Broad Street		Summersville	WV	266511758	Nicholas
02571	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		4402 Pennsylvania Avenue	Box 119	Big Chimney	WV	253024700	Kanawha
02605	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		State Route 7	Box 799	Kingwood	WV	265371701	Preston
02610	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		111 Main Street		Ansted	WV	258120799	Fayette
02667	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		719 Johnstown Road		Beckley	WV	258014821	Raleigh
02675	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		RR 3, Box 3186		Keyser	WV	267269415	Mineral
02694	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		2 First Avenue		Clendenin	WV	250459809	Kanawha
02728	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		4248 Coal Heritage Road	Rite 52 West Virginia Rite 20	Blufffield	WV	247019190	Mercer
02736	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		200 Virginia Street	Box 427	Smithers	WV	251860427	Fayette
02742	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		168 Main Street		Sutton	WV	266011308	Braxton
02789	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		7031 Harper Road		Glen Daniel	WV	258449480	Raleigh
02799	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		627 Fairmont Avenue		Fairmont	WV	265545103	Marion
03252	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		2198 Ritter Drive		Daniels	WV	258329372	Raleigh
03268	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	South Branch Square	540 South Main Street		Moorefield	WV	268361240	Hardy
03311	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		1010 South Main Street		Milton	WV	255411220	Cabell
03341	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		11490 East Main Street		Harrisville	WV	263629802	Ritchie
03388	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		126 12th Street		Wellsburg	WV	260701530	Brooke
03395	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		50 South Main Street		Petersburg	WV	268471728	Grant
03399	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		Rite Aid Shopping Routes 33 & 220	Box 1F	Franklin	WV	268070015	Pendleton

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
03408	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes	Center	101 Morrison Drive		Princeton	WV	247402322	Mercer
03423	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		418 Bridge Street		Huntington	WV	257021502	Cabell
03462	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes		4749 U.S. Route 152		Lavalette	WV	255359802	Wayne
03515	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	#1 is Leased/#2 is Owned	100 Collers Way		Weirton	WV	260624004	Hancock
03515	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	Yes	#1 is Leased/#2 is Owned	100 Collers Way		Weirton	WV	260624004	Hancock
03606	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No	Martinsburg Plaza	609 Winchester Avenue		Martinsburg	WV	254012101	Berkeley
03702	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		932 Cross Lanes Drive		Cross Lanes	WV	253131315	Kanawha
04731	649	23-1940654	Rite Aid of West Virginia, Inc.	Rite Aid of West Virginia, Inc.	Store	No		3114 Teays Valley Road		Hurricane	WV	255261335	Putnam
00060	005	23-1887836	Rite Aid Rome Distribution Center, Inc.	Rite Aid of New York, Inc.	DC	Yes	New York Distribution Center	5865 Success Drive		Rome	NY	134400000	Oneida
00060	005	23-1887836	Rite Aid Rome Distribution Center, Inc.	Rite Aid of New York, Inc.	DC	No	Utica Warehouse	2007 Beechgrove Place		Utica	NY	135010000	Oneida
00060	005	23-1887836	Rite Aid Rome Distribution Center, Inc.	Rite Aid Corporation	DC	No	Supplemental Warehouse	Mohawk Acres Shopping Center		Rome	NY	134402425	Oneida
00061	009	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	DC	Yes	Thrifty Ice Cream Plant	9200 Teistar Avenue		El Monte	CA	000000000	Los Angeles
00080	008	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	DC	No	Wilsonville Distribution Center	29555 S.W. Boones Ferry Road		Wilsonville	OR	970700000	Clackamas
00081	008	95-4391249	Thrifty Payless, Inc.	Rite Aid Corporation	DC	No	Woodland Distribution Center	280 North Pioneer Avenue		Woodland	CA	957760000	Yolo
00081	008	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	DC	Yes	Woodland Distribution Ctr(Satellite Wlbs)	1755 East Beamer Street		Woodland	CA	957760000	Yolo
00088	008	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	DC	Yes	Lancaster Distribution Center	30th Street West and Avenue I		Lancaster	CA	000000000	Los Angeles
05171	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Auburn North Shopping Center	1231 Auburn Way North		Auburn	WA	980024148	King
05172	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1509 Auburn Way South		Auburn	WA	980026797	King
05175	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Ross Plaza	32015 Pacific Highway, South		Federal Way	WA	980036001	King
05176	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Factoria Square Mall	120 106th Avenue		Bellevue	WA	980045901	King
05178	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		3905 Factoria Mall, S.E.		Bellevue	WA	980061264	King
05179	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Eastgate Plaza	15100 S.E. 38th Street		Bellevue	WA	980061763	King
05180	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Mill Creek Shopping Center	19107 Bothell Way, N.E.		Bothell	WA	980112938	King
05181	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Thrasher's Corner	16222 Bothell-Everett Highway		Mill Creek	WA	980121520	Snohomish
05182	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		20615 Bothell-Everett Highway		Bothell	WA	980127138	Snohomish
05183	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Canyon Park Shopping Center	22515 Highway 99		Edmonds	WA	980205841	Snohomish
05184	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		22631 Bothell Way, S.E.		Bothell	WA	980218498	Snohomish

TRADEMARK

REEL: 002341 FRAME: 0825

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	RAIN	Operating Corpora	Tenant Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
05185	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		232 Roosevelt Avenue		Enumclaw	WA	980222989	King
05186	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2131 S.W. 336th Street		Federal Way	WA	980732888	King
05187	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1065 N.W. Gilman Boulevard		Issaquah	WA	980275304	King
05188	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3066 Issaquah Pine Lake, S.E.		Issaquah	WA	980277253	King
05189	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		20518 108th Avenue, S.E.		Kent	WA	980311542	King
05190	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		24044 10th Avenue		Kent	WA	980314976	King
05191	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		26200 Pacific Highway, Shopping Center		Kent	WA	980326934	King
05192	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12530 Totem Lake Boulevard		Kirkland	WA	980347205	King
05193	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		9820 N.E. 132nd Street		Juanita	WA	980341999	King
05194	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7500-A 196th Street, S.W.		Lynnwood	WA	980365090	Snohomish
05195	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		19719 Highway 99		Lynnwood	WA	980365090	Snohomish
05196	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		18600-B 33rd Avenue, Shopping Center		Lynnwood	WA	980374715	Snohomish
05197	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3023 78th Avenue, S.E. Mercer Island Shopping Center		Merced Island	WA	980402894	King
05198	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		17051 S.E. 272nd Street Covington Square	24	Kent	WA	980424903	King
05199	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		17220 Redmond Way, N.E. Bear Creek Village		Redmond	WA	980524403	King
05200	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		14880 N.E. 24th Street Overlake Village		Redmond	WA	980525593	King
05201	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		601 South Grady Way Renton Village Shopping Center	P	Renton	WA	980553229	King
05202	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4613 N.E. Sunset Boulevard Central Highlands		Renton	WA	980564005	King
05203	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		3116 N.E. Sunset Boulevard		Renton	WA	980563337	King
05204	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3202 132nd Street, S.E. Woodinville Plaza		Bothell	WA	980125624	Snohomish
05205	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		14035 N.E. Woodinville-Duvall Road		Woodinville	WA	980728504	King
05205	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		14035 N.E. Woodinville-Duvall Road		Woodinville	WA	980728504	King
05206	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		319 Pike Street		Seattle	WA	981012203	King
05207	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		201 Broadway East		Seattle	WA	981025723	King
05210	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		802 Third Avenue		Seattle	WA	981041602	King
05212	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1300 Madison Street		Seattle	WA	981041315	King
05213	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4535 University Way, N.E. Winslow Village		Seattle	WA	981054510	King
05215	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		301 High School Road, Shopping Center		Bainbridge Island	WA	981101608	Kitsap
05216	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8500 35th Avenue, N.E.		Seattle	WA	981153606	King
05217	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		9000 Rainier Avenue South		Seattle	WA	981185025	King
05218	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2603 Third Avenue		Seattle	WA	981211280	King
05219	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		401 N.E. Northgate Way, Space 840		Seattle	WA	981257312	King
05220	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2600 S.W. Barron Street Westwood Town Center	D	Seattle	WA	981263948	King

TRADEMARK

REEL: 002341 FRAME: 0826

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	General Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05222	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		13201 Aurora Avenue, North		Seattle	WA	981337598	King
05223	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5217 California Avenue, S.W.		Seattle	WA	981361209	King
05224	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2707 Rainier Avenue, South		Seattle	WA	981445332	King
05225	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Lake Forest Park Towne Center	150	Lake Forest Park	WA	981555534	King
05227	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		110 S.W. 148th Street		Burien	WA	981661924	King
05228	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		655 N.W. Richmond Beach Road		Shoreline	WA	981773121	King
05229	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		College Plaza		Everett	WA	982011490	Snohomish
05230	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Evergreen Plaza		Everett	WA	982032827	Snohomish
05231	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Southpoint Plaza		Everett	WA	982043860	Snohomish
05232	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Lake Stevens Mar- keplace		Everett	WA	982051529	Snohomish
05234	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Thrifty Mart Devel- opment		Anacortes	WA	982212234	Skagit
05235	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		17226 Smokey Point Bou- levard		Arlington	WA	982236336	Snohomish
05236	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1400 Cornwall Avenue		Bellingham	WA	982254520	Whatcom
05237	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3227 Northwest Avenue		Bellingham	WA	982251317	Whatcom
05238	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Sethome Village		Bellingham	WA	982256540	Whatcom
05239	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1225 East Sunset Drive	110	Bellingham	WA	982263552	Whatcom
05240	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Meridian Village		Bellingham	WA	982265519	Whatcom
05241	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Blaine Marketplace	500	Blaine	WA	982300404	Whatcom
05242	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8156 Guide Meridian Road		Lynden	WA	982649421	Whatcom
05243	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Towne Centre Mall		Marysville	WA	982705501	Snohomish
05244	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		18906 State Route 2		Montre	WA	982721415	Snohomish
05245	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Skagit Valley Mall		Mt. Vernon	WA	982735432	Skagit
05246	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Harbour Pointe Shopping Center		Mukilteo	WA	982755435	Snohomish
05247	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Island Plaza Shop- ping Center		Oak Harbor	WA	982773173	Island
05248	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Crossroads Square		Sedro Woolley	WA	982841055	Skagit
05249	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		205 Pine Street		Snohomish	WA	982909002	Snohomish
05250	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		26817 88th Avenue, N.W.	30x 1679	Stanwood	WA	982929505	Skagit
05253	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4220 Wheaton Way		Bremerton	WA	983103604	Kitsap
05254	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Oyster Bay Plaza		Bremerton	WA	983122438	Kitsap
05255	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4818 Pointe Foodick Drive, N.W.		Gig Harbor	WA	983351711	Pierce
05256	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Surprise Lake Square		Puyallup	WA	983547001	Pierce
05257	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		621 S. Lincoln Street (Building Lease)		Port Angeles	WA	983626111	Clallam
05257	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		621 South Lincoln Street (Ground Lease)		Port Angeles	WA	983626111	Clallam
05258	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		110 Port Angeles Plaza		Port Angeles	WA	983624935	Clallam
05260	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Tremont Place Shopping Center		Port Orchard	WA	983665636	Kitsap

TRADEMARK

REEL: 002341 FRAME: 0827

Schedule to Perfection Certificate

Ride-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporate Location	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05261	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Poulsbo Village	19475 Seventh Avenue, N.E.		Poulsbo	WA	983707527	Kitsap
05262	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Plaza Shopping Center	1323 East Main Avenue		Puyallup	WA	983723136	Pierce
05263	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Willows Shopping Center	3717 Meridian Street, South		Puyallup	WA	983733715	Pierce
05264	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Washington Plaza	11220 Canyon Road, East		Puyallup	WA	983734354	Pierce
05265	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Washington Plaza	680C West Washington Street		Sequim	WA	983823264	Clallam
05266	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Silverdale Plaza	2860 N.W. Bucklin Hill Road		Silverdale	WA	983839110	Kitsap
05267	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		21302 State Route 410 East		Bonney Lake	WA	983908468	Pierce
05269	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1912 North Pearl Street		Tacoma	WA	984062457	Pierce
05271	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7041 Pacific Avenue		Tacoma	WA	984087220	Pierce
05272	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Tacoma Mall	4502 South Steele Street		Tacoma	WA	984097242	Pierce
05273	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		9830 Pacific Avenue, South		Tacoma	WA	984446539	Pierce
05274	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Spanaway Village Shopping Center		Tacoma	WA	984446904	Pierce
05275	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Green Pines Village		Tacoma	WA	984664416	Pierce
05276	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	James Center	1850 South Mildred Street		Tacoma	WA	984660000	Pierce
05277	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	The Lakewood Mall	5700 100th Street, S.W.		Lakewood	WA	954992708	Pierce
05278	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Capital Village	400 Cooper Point Road, S.W.		Olympia	WA	985028705	Thurston
05279	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	South Sound Shopping Center	701 Steater Kinney Road, S.E.		Lacey	WA	985031133	Thurston
05280	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8320 Martin Way East		Lacey	WA	985165809	Thurston
05281	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4776 Whilman Lane, S.E.		Lacey	WA	985132246	Thurston
05282	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		301 East Wishkah Street		Aberdeen	WA	985206514	Grays Harbor
05283	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		310 North Myrtle Street		Aberdeen	WA	985204416	Grays Harbor
05283	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		310 North Myrtle Street (Pylon Sign #1)		Aberdeen	WA	985204416	Grays Harbor
05283	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		310 North Myrtle Street (Pylon Sign #2)		Aberdeen	WA	985204416	Grays Harbor
05284	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1200 Harrison Avenue		Centralia	WA	985311853	Lewis
05285	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lewis County Mall	181 NE Hampe Way		Centralia	WA	985322425	Lewis
05286	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		909 East Yelm Avenue		Yelm	WA	985979492	Thurston
05287	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Riverway Plaza	230 Kelso Drive		Kelso	WA	986263112	Cowlitz
05288	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Triangle Shopping Mall	3 Triangle Shopping Center		Longview	WA	986324651	Cowlitz
05289	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		11505-C N.E. 4th Plain Boulevard		Vancouver	WA	988625593	Clark
05290	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	J-M Plaza	612 N.E. 81st Street		Vancouver	WA	986658184	Clark
05291	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		13511 Southeast Third Way		Vancouver	WA	986846990	Clark
05292	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley North Shopping Center	1300 North Miller Avenue		Wenatchee	WA	988011599	Chelan
05293	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		500 South Pioneer Way		Moses Lake	WA	988371812	Grant
05295	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Omache Shopping Center	606 Omache Drive		Ormak	WA	988419802	Okanogan
05296	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2204-B West Nob Hill Boulevard		Yakima	WA	989026200	Yakima

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporation	Tenant Corporation	Type	Owied	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05297	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No	Valley Mall	2519 Main Street		Union Gap	WA	989031605	Yakima
05298	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		5606 Summit View Avenue		Yakima	WA	909083038	Yakima
05299	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		700 South Main Street		Ellensburg	WA	989265677	Kittitas
05300	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		2010 Yakima Valley Highway, Suite C		Sunnyside	WA	989441257	Yakima
05301	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1630 South Grand Avenue		Pullman	WA	991634906	Washington
05302	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		112 North Howard Street	115	Spokane	WA	992010516	Spokane
05303	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		810 East 29th Avenue		Spokane	WA	992033219	Spokane
05304	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		2215A West Wellesley Avenue		Spokane	WA	992055001	Spokane
05305	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		12115 East Sprague Avenue		Spokane	WA	992065146	Spokane
05307	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		5520 North Division Street		Spokane	WA	992071211	Spokane
05308	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		9310 North Division Street		Spokane	WA	992181202	Spokane
05309	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1443 North Argonne Road		Spokane	WA	992122555	Spokane
05311	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		12420 North Division Street		Spokane	WA	992181930	Spokane
05312	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		2929 East 29th Avenue		Spokane	WA	992234811	Spokane
05313	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		4514 South Regal Street		Spokane	WA	992237937	Spokane
05314	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1308 North 20th Avenue		Pasco	WA	993014054	Franklin
05315	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		215 North 4th Avenue		Pasco	WA	993015396	Franklin
05316	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		845 Columbia Plaza		Kennecwck	WA	993361169	Benton
05317	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		101 North Ely Street		Kennecwck	WA	993362991	Benton
05318	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1549 George Washington Way		Richland	WA	993522602	Benton
05319	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1268 Lee Boulevard		Richland	WA	993524283	Benton
05320	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		2038 East Isaacs Avenue		Walla Walla	WA	993622214	Walla Walla
05321	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		20225 S.W. Tualatin Valley Highway		Aloha	OR	970062398	Washington
05322	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		12575 S.W. Walker Road		Beaverton	OR	970051306	Washington
05323	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		14625 S.W. Allen Boulevard		Beaverton	OR	970073600	Washington
05325	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1025 S.W. 1st Street		Canby	OR	970133827	Clackamas
05326	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		12002 S.E. Sunnyside Road		Clackamas	OR	970158397	Clackamas
05327	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1355 N.E. Division Street		Gresham	OR	970304255	Multnomah
05328	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		2049 West Cascade Avenue		Hood River	OR	970311069	Hood River
05329	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		90 "B" Avenue		Lake Oswego	OR	970343131	Clackamas
05331	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		16303 S.W. Bryant Road		Lake Oswego	OR	970354307	Clackamas
05332	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		22 Oregon City Shopping Center		Oregon City	OR	970451087	Clackamas
05333	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		785 South Columbia River Highway		St. Helens	OR	970512996	Columbia
05334	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		1400 West 6th Street		The Dalles	OR	970583594	Wasco
05335	660	95-4391249	Thrifty Payless, Inc.	Thrifty Payless, Inc.	Store	No		8235 S.W. Wilsonville Road		Wilsonville	OR	970707716	Clackamas

TRADEMARK

REEL: 002341 FRAME: 0829

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corp or Joint	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05337	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	North Park Plaza	1575 Mount Hood Avenue		Woodburn	OR	970719099	Marron
05338	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Sunset Esplanade	2425 S.E. Tualatin Valley Highway		Hillsboro	OR	971237977	Washington
05339	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Tanasbourne VI-lage	2021 N.W. 185th Avenue		Hillsboro	OR	971247073	Washington
05340	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	McMinnville Town Center	1201 North U.S. Highway 99W		McMinnville	OR	971282793	Yamhill
05341	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Springbrook Plaza	1150 North Springbrook Road		Newberg	OR	971322098	Yamhill
05342	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Young's Bay Plaza	313 South Roosevelt Drive		Seaside	OR	971386743	Clatsop
05343	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Rivergate Shopping Center	145 South Highway 101		Warrenton	OR	971469314	Clatsop
05344	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Center	8336 North Ivanhoe Street		Portland	OR	972053313	Multnomah
05345	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		622 S.W. Alder Street (Lease 1 Of 2)		Portland	OR	972053616	Multnomah
05345	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		622 S.W. Alder Street (Lease 2 Of 2)		Portland	OR	972053616	Multnomah
05345	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		622 S.W. Alder Street (Fire Exit License)		Portland	OR	972053616	Multnomah
05346	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Hollywood Market Square	1814 N.E. 41st Avenue		Portland	OR	972125332	Multnomah
05347	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		2440 S.E. 39th Avenue		Portland	OR	972145920	Multnomah
05350	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		4346 N.E. Cully Boulevard		Portland	OR	972182206	Multnomah
05351	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5431 S.W. Beaverton-Hillsdale Highway		Portland	OR	972211998	Multnomah
05352	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Milwaukie Market Place	10860 S.E. Oak Street		Milwaukie	OR	972226694	Clackamas
05353	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Greenway Town Center	12240 S.W. Scholls Ferry Road		Tigard	OR	972233354	Washington
05354	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12080 S.W. Main Street		Tigard	OR	972236298	Washington
05355	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		16200 S.W. Pacific Highway Square		Tigard	OR	972243471	Washington
05356	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		11190 S.W. Barnes Road		Portland	OR	972255372	Washington
05357	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		610 N.E. 181st Avenue (Sublease)		Portland	OR	972306704	Multnomah
05357	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		610 N.E. 181st Avenue		Portland	OR	972306704	Multnomah
05358	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		610 N.E. 181st Avenue		Portland	OR	972306704	Multnomah
05359	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		11930 S.E. Division Street		Portland	OR	972361931	Multnomah
05360	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		823 Lancaster Shopping Center		Salem	OR	973012996	Marron
05361	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		435 Liberty Street, N.E.		Salem	OR	973013588	Marron
05362	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		4500 Commercial Street, South		Salem	OR	97302918	Marron
05363	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2020 Capital Street, N.E.		Salem	OR	973033244	Marron
05364	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5452 River Road North		Salem	OR	973034429	Marron
05365	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Shopping Center		Albany	OR	973216944	Linn
05366	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1235 Waverly Drive, S.E.		Corvallis	OR	973301493	Benton
05368	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		922 N.W. Circle Boulevard		Corvallis	OR	973381408	Benton
05369	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		178 West Ellendale Avenue		Dallas	OR	973533222	Polk
05370	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		30 East Oak Street		Lebanon	OR	973533222	Oregon
					Store	No		2336 North Coast Highway		Newport	OR	973651798	Lincoln

TRADEMARK

REEL: 002341 FRAME: 0830

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	IRIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05371	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	ping Center	4041 N.W. Logan Road		Lincoln City	OR	973675054	Lincoln
05372	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Silverton Plaza	333 Westfield Street		Silverton	OR	973811936	Marion
05373	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Sheildon Plaza	1560 Coburg Road		Eugene	OR	974014882	Lane
05374	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Echo Hollow Plaza	1970 Echo Hollow Road		Eugene	OR	974021394	Lane
05374	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Echo Hollow Plaza (Ground Lease)	1970 Echo Hollow Road		Eugene	OR	974021394	Lane
05375	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Williamette Plaza	57 West 29th Avenue		Eugene	OR	974053280	Lane
05376	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	South Coast Center	16261 South Highway 101		Harbor	OR	974150077	Curry
05377	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		187 South 2nd Street		Coos Bay	OR	974201643	Coos
05378	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1310 Highway 101		Florence	OR	974399619	Lane
05379	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2040 Broadway Street		North Bend	OR	974392328	Coos
05380	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Roseburg Valley Mall	1430 N.W. Garden Valley Road		Roseburg	OR	974701766	Douglas
05382	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Roseburg Plaza	464 S.E. Jackson Street		Roseburg	OR	974704995	Douglas
05383	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Mohawk Market- place	2130 Marcola Road		Springfield	OR	974772392	Lane
05384	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Medford Center	981 Medford Center		Medford	OR	975046748	Jackson
05385	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Tolman Creek Plaza	2341 Ashland Street		Ashland	OR	975201407	Jackson
05386	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Grants Pass Shop- ping Center	915 Northeast D Street		Grants Pass	OR	975262399	Josephine
05387	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Williams Highway Plaza	1642 Williams Highway		Grants Pass	OR	975275660	Josephine
05388	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2521 South 6th Street		Klamath Falls	OR	976014343	Klamath
05390	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Wagner Mall	2050 N.E. 3rd Street		Bend	OR	977013854	Deschutes
05391	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		700 S.E. 3rd Street		Bend	OR	977021796	Deschutes
05392	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Stearns Mountain Plaza	629 North Highway 20		Hines	OR	977389403	Harney
05393	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Ochoco Plaza	1575 Northeast 3rd Street		Prineville	OR	977542907	Crook
05394	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Wagner Mall	1651 S.W. Odem Medo Road		Redmond	OR	977569573	Deschutes
05395	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Melanie Square	1900 S.W. Court Place		Box 10	OR	978011891	Umatilla
05396	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		1217 Campbell Street		Baker City	OR	978143336	Baker
05397	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		835 South Highway 395		Hemiston	OR	978382620	Umatilla
05398	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Grande Ronde Plaza	2212 Island Avenue Suite O Plaza		La Grande	OR	978503998	Union
05399	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		105 S.W. 2nd Avenue		2nd and way 11	OR	978620000	Umatilla
05400	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Westpark Plaza	1430 Westpark Plaza		Ontario	OR	979142000	Malheur
05401	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Foothill Plaza	1000 Pocahontas Creek Route		Pocahontas	ID	8332012989	Banock
05402	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		960 West Bridge Street		Blackfoot	ID	833211912	Bingham
05403	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1139 Addison Avenue, East		Twin Falls	ID	833015299	Twin Falls
05404	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		904 East Main Street		Burley	ID	833182036	Cassia
05405	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Country Club Shopping Center	1445 Northgate Mile		Idaho Falls	ID	834012022	Bonneville
05406	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Westfield Plaza	1745 West Broadway Street		Idaho Falls	ID	834023096	Bonneville
05408	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lewisston Center	1904 19th Avenue		Lewisston	ID	835014095	Nez Perce
05409	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2809 East Cleveland Boule- vard (Parcel 1)		Caldwell	ID	836054443	Canyon

TRADEMARK

REEL: 002341 FRAME: 0831

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Acct#	Corp	FEIN	Operating Corporate Name	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05410	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Independence Square	451 Dierhard Lane		McCall	ID	836384800	Valley
05411	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1215 12th Avenue, South		Nampa	ID	836514664	Canyon
05412	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes	Meridian Plaza	1600 East 1st Street		Meridian	ID	836421709	Ada
05413	660	95-4391249	Trinity PayLess, Inc.	Boise Idaho, LLC	Store	No		1515 West State Street		Boise	ID	837024096	Ada
05413	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1515 West State Street (Sublease)		Boise	ID	837024096	Ada
05414	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Northgate Shopping Center	7020 West State Street		Boise	ID	837032298	Ada
05415	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Westgate Shopping Center	10600 Fairview Avenue		Boise	ID	837138065	Ada
05416	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		7670 Fairview Avenue		Boise	ID	837048496	Ada
05417	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		5005 West Overland Road		Boise	ID	837052633	Ada
05418	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1100 Vista Avenue		Boise	ID	837052429	Ada
05419	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		Eastgate Shopping Center		Boise	ID	837065199	Ada
05420	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		Ironwood Square		Coeur D'Alene	ID	838142640	Kootenai
05421	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		Palouse Empire Mall		Moscow	ID	838434014	Latah
05422	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1520 Spring Creek Drive		Laramie	WY	820704722	Albany
05423	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1520 Spring Creek Drive (Ground Lease)		Laramie	WY	820704722	Albany
05424	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1534 East Florence Avenue		Los Angeles	CA	900012536	Los Angeles
05425	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		226 North Larchmont Boulevard		Los Angeles	CA	900043707	Los Angeles
05426	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		334 South Vermont Avenue		Los Angeles	CA	900201807	Los Angeles
05429	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1815 South Vermont Avenue		Los Angeles	CA	900064525	Los Angeles
05430	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		501 South Broadway		Los Angeles	CA	900132301	Los Angeles
05431	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		446 East Washington Boulevard		Los Angeles	CA	900153721	Los Angeles
05432	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		3566 Rodeo Place		Los Angeles	CA	900165815	Los Angeles
05433	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		5490 West Whittier Boulevard		Los Angeles	CA	900224113	Los Angeles
05434	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1101 Westwood Boulevard		Los Angeles	CA	900243411	Los Angeles
05435	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1433 Glendale Boulevard		Los Angeles	CA	900262428	Los Angeles
05436	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1637 North Vermont Avenue		Los Angeles	CA	900275312	Los Angeles
05438	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1841 North Western Avenue		Los Angeles	CA	900273403	Los Angeles
05439	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		6130 West Sunset Boulevard		Hollywood	CA	900286424	Los Angeles
05440	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		4633 Santa Monica Boulevard		Los Angeles	CA	900291803	Los Angeles
05441	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		111 East Avenue 26		Los Angeles	CA	900313925	Los Angeles
05444	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		9864 National Boulevard		Los Angeles	CA	900342713	Los Angeles
05445	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1843 South Laciemeiga Boulevard		Los Angeles	CA	9003554603	Los Angeles
								4322 South Figueroa Street		Los Angeles	CA	900372642	Los Angeles

TRADEMARK

REEL: 002341 FRAME: 0832

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	CO#	FEIN	Operating Company	General Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05446	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1131 North La Brea Avenue		Los Angeles	CA	900196907	Los Angeles
05448	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Eagle Rock Plaza	4044 Eagle Rock Boulevard		Los Angeles	CA	900653608	Los Angeles
05450	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6305 York Boulevard		Highland Park	CA	900423639	Los Angeles
05450	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		141 North Avenue 64 (Re-mole Drive Thru)		Highland Park	CA	000000000	Los Angeles
05451	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Crenshaw Plaza	3230 West Slauson Avenue		Los Angeles	CA	900432364	Los Angeles
05452	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7900 West Sunset Boulevard		Los Angeles	CA	900463304	Los Angeles
05454	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		650 South Alvarado Street (Temporary)		Los Angeles	CA	900573307	Los Angeles
05455	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Kenneth Hahn Shopping Center	11750 Wilmington Avenue		Los Angeles	CA	900592553	Los Angeles
05456	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Westdale Shopping Center	11321 National Boulevard		Los Angeles	CA	900643726	Los Angeles
05457	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Centinela Plaza	4046 South Centinela Avenue		Los Angeles	CA	900664907	Los Angeles
05458	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Baldwin Hills Retail Center	3550 South La Brea Avenue		Los Angeles	CA	900165219	Los Angeles
05459	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	The Market Place	6959 Eastern Avenue		Bell Gardens	CA	902013903	Los Angeles
05461	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		463 North Bedford Drive		Beverly Hills	CA	902104302	Los Angeles
05462	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		300 North Canon Drive		Beverly Hills	CA	902104705	Los Angeles
05463	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Culver Center	3802 Culver Center Street		Culver City	CA	902323303	Los Angeles
05464	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Studio Village	11096 Jefferson Boulevard		Culver City	CA	902305520	Los Angeles
05465	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Crossroads Plaza	3300 Yorba Linda Boulevard		Fullerton	CA	928311709	Orange
05466	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Thrifty Center	7859 Firestone Boulevard		Downey	CA	902414220	Los Angeles
05469	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Vail Ranch Center	31797 Highway 79 South		Temecula	CA	925925869	Los Angeles
05470	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		220 East Grand Avenue		El Segundo	CA	902453827	Los Angeles
05471	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1208 Redondo Beach Boulevard		Gardena	CA	902473411	Los Angeles
05474	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		13141 South Hawthorne Boulevard		Hawthorne	CA	902504416	Los Angeles
05475	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6360 Pacific Boulevard		Huntington Park	CA	902544102	Los Angeles
05476	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lynwood Town Center	11325 Long Beach Boulevard		Lynwood	CA	902623300	Los Angeles
05479	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Maywood Town Center	4410 East Slauson Avenue		Maywood	CA	902702932	Los Angeles
05480	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Peninsula Center	23 Peninsula Center		Rolling Hills	CA	902743506	Los Angeles
05481	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Redondo Beach Shopping Center	401 North Pacific Coast Highway		Redondo Beach	CA	902772840	Los Angeles
05482	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Artesia Aviation Center	1720 Aviation Boulevard		Redondo Beach	CA	902782810	Los Angeles
05483	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	South Bay Center (Ground Lease)	1609 Hawthorne Boulevard		Redondo Beach	CA	902782866	Los Angeles
05483	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	South Bay Center	1609 Hawthorne Boulevard		Redondo Beach	CA	902780000	Los Angeles
05484	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		9715 Otis Street		Southgate	CA	902804931	Los Angeles
05485	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lincoln Center	888 Lincoln Boulevard		Venice	CA	902901266	Los Angeles
05486	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Crenshaw / Imperial Shopping Center	11340 Crenshaw Boulevard		Inglewood	CA	903032807	Los Angeles

TRADEMARK

REEL: 002341 FRAME: 0833

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Card	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05488	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1331 Wilshire Boulevard		Santa Monica	CA	904035410	Los Angeles
05489	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1808 Wilshire Boulevard		Santa Monica	CA	904035610	Los Angeles
05490	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2412 West Pico Boulevard		Santa Monica	CA	904051827	Los Angeles
05491	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2240 West Sepulveda Boulevard		Torrance	CA	905015301	Los Angeles
05492	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1237 West Carson Street		Torrance	CA	905022009	Los Angeles
05493	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2545 Pacific Coast Highway		Torrance	CA	905057035	Los Angeles
05494	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8508 Painter Avenue		Whittier	CA	906023335	Los Angeles
05495	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		The Quad at Whittier		Whittier	CA	906062185	Los Angeles
05496	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7860 Norwalk Boulevard		Buena Park	CA	906204137	Orange
05497	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8998 Knot Avenue		Buena Park	CA	906202251	Orange
05498	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		Lincoln Park Shopping Center		Buena Park	CA	906202553	Orange
05499	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8030 Dale Road		Buena Park	CA	906211133	Orange
05500	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7880 Valley View Boulevard		Buena Park	CA	906303463	Orange
05501	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4520 Beach Boulevard		Buena Park	CA	906313103	Orange
05503	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4037 Ball Road West		Cypress	CA	906381945	Los Angeles
05504	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		951 North Harbor Boulevard		La Habra	CA	906404213	Los Angeles
05505	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		12805 Valley View Boulevard		Montebello	CA	906502039	Los Angeles
05507	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		802 Beverly Boulevard		Norwalk	CA	907018635	Los Angeles
05508	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12319 South Norwalk Boulevard		Cerritos	CA	907064602	Los Angeles
05510	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		15924 South Bellflower Boulevard		Bellflower	CA	907131535	Los Angeles
05511	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5520 Woodruff Avenue		Lakewood	CA	907161607	Los Angeles
05512	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		1251 East Carson Street		Hawthorn Gardens	CA	907234407	Los Angeles
05513	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		15717 Downey Avenue		Paramount	CA	907312437	Los Angeles
05514	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		501 South Gately Street		San Pedro	CA	907321248	Los Angeles
05515	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		28100 Western Avenue		San Pedro	CA	907402710	Orange
05516	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Garden Village Rossmore Shopping Center		Seal Beach	CA	907444514	Los Angeles
05518	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		108 West Anaheim Street		Wilmington	CA	908021331	Los Angeles
05519	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		601 Pine Avenue		Long Beach	CA	908021331	Los Angeles
05520	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		601 Pine Avenue (Parking Lot)		Long Beach	CA	908021331	Los Angeles
05521	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5670 East 2nd Street		Long Beach	CA	908030000	Los Angeles
05523	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Belmont Center		Long Beach	CA	908044025	Los Angeles
05524	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3300 East Anaheim Street		Long Beach	CA	908072207	Los Angeles
								4402 Atlantic Avenue		Long Beach	CA	908151533	Los Angeles
								Bixby Knolls Center		Long Beach	CA	908153125	Los Angeles
								Lakewood Plaza		Long Beach	CA		Los Angeles
								North Los Altos Shopping Center		Long Beach	CA		Los Angeles
								6400 East Spring Street		Long Beach	CA		Los Angeles
								5545 Stearns Street		Long Beach	CA		Los Angeles

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	EBIN	Operating Corpora tion	Tenant Corporation	Type	Owied	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05525	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No	Circle Center	1890 Ximeno Avenue		Long Beach	CA	908152849	Los Angeles
05526	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No	Santa Anita Shop- ping Center	735 East Alhadena Drive 39 Las Tunas Drive		Alhadena	CA	910012302	Los Angeles
05527	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Arcadia	CA	910078511	Los Angeles
05528	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Duarte	CA	910102527	Los Angeles
05529	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				La Canada	CA	910113403	Los Angeles
05530	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Monrovia	CA	910163304	Los Angeles
05531	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				South Pasadena	CA	910303308	Los Angeles
05531	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				South Pasadena	CA	910303308	Los Angeles
05532	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No	Sunhill Shopping Center	10465 Sunland Boulevard		Sunland	CA	910401905	Los Angeles
05534	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Pasadena	CA	911073657	Los Angeles
05535	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No	Hasting Ranch Shopping Center	3745 East Foothill Boul- vard		Pasadena	CA	911072202	Los Angeles
05536	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Glendale	CA	912041330	Los Angeles
05537	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Glendale	CA	912063307	Los Angeles
05538	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				La Crescenta	CA	912143511	Los Angeles
05539	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Agoura	CA	913011601	Los Angeles
05540	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Agoura	CA	913015455	Ventura
05541	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Canoga Park	CA	913042343	Los Angeles
05542	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Canoga Park	CA	913063306	Los Angeles
05543	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Winnetka	CA	913061627	Los Angeles
05544	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				West Hills	CA	913073316	Los Angeles
05545	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Chatsworth	CA	913113301	Los Angeles
05546	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Enchino	CA	913163615	Los Angeles
05546	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	Yes				Enchino	CA	913163615	Los Angeles
05548	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Northridge	CA	913243914	Los Angeles
05549	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Pacoima	CA	913311627	Los Angeles
05551	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				San Fernando	CA	913404138	Los Angeles
05552	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Sylmar	CA	913423116	Los Angeles
05553	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Granada Hills	CA	913444433	Los Angeles
05554	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Mission Hills	CA	913452421	Los Angeles
05555	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Saugus	CA	913502372	Los Angeles
05556	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Canyon Country	CA	913513217	Los Angeles
05557	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Valencia	CA	913553027	Los Angeles
05558	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Thousand Oaks	CA	913604308	Ventura
05559	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Thousand Oaks	CA	913602933	Ventura
05560	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Thousand Oaks	CA	913623639	Ventura
05561	660	95-4391249	Trinity Payless, Inc.	Trinity Payless, Inc.	Store	No				Woodland Hills	CA	913641725	Los Angeles

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Code	Open	FIN	Overhead Corp's Hold	Legal Corporation	Type	Category	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05562	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Castaic Village Shopping Center	31910 Castiac Road		Castaic	CA	913843927	Los Angeles
05563	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Panorama City Shopping Center	8400 Van Nuys Boulevard		Panorama City	CA	914023610	Los Angeles
05565	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Hypertion Center	7110 Sepulveda Boulevard		Van Nuys	CA	914052929	Los Angeles
05567	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Sherman Way Shopping Center	7239 Woodman Avenue		Van Nuys	CA	914052621	Los Angeles
05568	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Saticoy Plaza	17266 Saticoy Street		Van Nuys	CA	941062103	Los Angeles
05569	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Fashion Square	13333 Riverside Drive		Sherman Oaks	CA	914232508	Los Angeles
05570	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		15630 Ventura Boulevard		Encino	CA	914363141	Los Angeles
05571	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		935 North Hollywood Way		Burbank	CA	915052816	Los Angeles
05572	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1505 West Olive Avenue		Burbank	CA	915062407	Los Angeles
05573	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		10989 Ventura Boulevard		Studio City	CA	916043341	Los Angeles
05574	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6639 Laurel Canyon Boulevard		North Hollywood	CA	916061522	Los Angeles
05574	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Valley Plaza (Stockroom)		North Hollywood	CA	916061522	Los Angeles
05575	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Rancho Verde Plaza		North Hollywood	CA	916072305	Los Angeles
05576	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		153 East Gladstone Street		Azusa	CA	917024926	Los Angeles
05577	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		14121 East Ramona Boulevard		Baldwin Park	CA	917063146	Los Angeles
05578	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4200 Chino Hills Market Place		Chino Hills	CA	917093779	San Bernardino
05579	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12050 Central Avenue		Chino	CA	917101908	San Bernardino
05581	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1208 Magriola Avenue		Corona	CA	917192027	Riverside
05582	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		380 North Main Street		Corona	CA	917202039	Riverside
05583	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1292 Border Avenue		Corona	CA	917203801	Riverside
05585	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		139 North Grand Avenue		Covina	CA	917222957	Los Angeles
05586	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		9650 Baseline Road		Alta Loma	CA	917015035	San Bernardino
05587	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8760 19th Street		Rancho Cucamonga	CA	917014608	San Bernardino
05588	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3370 Santa Anita Avenue		El Monte	CA	917312456	Los Angeles
05590	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		531 South Glendora Avenue		Glendora	CA	917406212	Los Angeles
05591	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		18993 East Colima Road		Rowland Heights	CA	917482942	Los Angeles
05592	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2060 South Hacienda Boulevard		Hacienda Heights	CA	917454240	Los Angeles
05593	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		13905 East Amar Road		La Puente	CA	917461670	Los Angeles
05595	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1480 Foothill Boulevard		La Verne	CA	917503450	Los Angeles
05596	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		725 Garvey Avenue		Monterey Park	CA	917542707	Los Angeles
05597	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2150 South Atlantic Boulevard		Monterey Park	CA	917546839	Los Angeles
05598	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		222 West "G" Street		Ontario	CA	917623228	San Bernardino
05600	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1050 North Mountain Ave-		Ontario	CA	917622114	San Bernardino

TRADEMARK

REEL: 002341 FRAME: 0836

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Company	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05602	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Vineyard Plaza	1837 East 4th Street	Ontario	CA	917642601	San Bernardino	
05603	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Country Hills Towne Center	2797 South Diamond Bar Boulevard	Diamond Bar	CA	917653513	Los Angeles	
05604	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Rosemead Square	611 East Holt Avenue	Pomona	CA	917675625	Los Angeles	
05606	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	San Dimas Plaza	3360 Rosemead Boulevard	Rosemead	CA	917702053	Los Angeles	
05608	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Woodside Village	933 West Arrow Highway	San Dimas	CA	917733420	Los Angeles	
05609	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Allambra Shopping Center	9450 East Las Tunas Drive	Temple City	CA	917802138	Los Angeles	
05610	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Alhambra Shopping Center	1528 Amar Road	West Covina	CA	917921618	Los Angeles	
05611	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Bonita Shopping Center	920 East Valley Boulevard	Alhambra	CA	918015226	Los Angeles	
05612	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Bonita Point Plaza	69 East Main Street	Alhambra	CA	918013514	Los Angeles	
05613	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Spring Valley Center	4348 Bonita Road	Bonita	CA	919021421	San Diego	
05614	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Chase Shopping Center	740 Olay Lakes Road	Chula Vista	CA	919106915	San Diego	
05615	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Poinsettia Village Shopping Center	507 Telegraph Canyon Road	Chula Vista	CA	919106436	San Diego	
05616	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Santa Fe Plaza	1325 Third Avenue	Chula Vista	CA	919114302	San Diego	
05617	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	2230 Olay Lakes Road	Chula Vista	CA	919151000	San Diego	
05618	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Rocky Home Plaza	7224 Broadway	Lemon Grove	CA	919452537	San Diego	
05620	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Escondido Village Mall	661 Sweetwater Road	Spring Valley	CA	919772358	San Diego	
05621	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Escondido Village Mall	955 Tamarack Avenue	Carlsbad	CA	920083414	San Diego	
05622	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Valley Home Plaza	7100 Avenida Encinas "C"	Carlsbad	CA	920094657	San Diego	
05623	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	2516 Jamacha Road	El Cajon	CA	920194363	San Diego	
05625	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	1135 Avocado Boulevard	El Cajon	CA	920207702	San Diego	
05626	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	400 North Second Avenue	El Cajon	CA	920216446	San Diego	
05627	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	439 Santa Fe Drive	Encinitas	CA	920245134	San Diego	
05628	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	315 West Washington Avenue	Escondido	CA	920251704	San Diego	
05629	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	1825 South Centre City Parkway	Escondido	CA	920256525	San Diego	
05630	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	1257 East Valley Parkway	Escondido	CA	920275623	San Diego	
05631	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	1331 South Mission Road	Fallbrook	CA	920284006	San Diego	
05632	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	9532 Winter Garden Boulevard	Lakeside	CA	920404006	San Diego	
05634	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	1201 South Coast Highway	Oceanside	CA	920545119	San Diego	
05635	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	3813 Plaza Drive	Oceanside	CA	920564624	San Diego	
05636	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	463 College Boulevard	Oceanside	CA	920545434	San Diego	
05637	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	12660 Poway Road	Poway	CA	920644416	San Diego	
05638	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	1670 Main Street	Ranona	CA	920655240	San Diego	
05639	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	121 Rancho Santa Fe Road	San Marcos	CA	920691217	San Diego	
05641	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Home Plaza	9759 Mission Gorge Road	Santee	CA	920713809	San Diego	

Schedule to Perfection Certificate

Ride-Aid Inventory/Property Locations

Line #	Part	EQIN	Operating Company Name	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05642	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1363 East Vista Way	Vista	CA	920844041	San Diego	
05644	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		535 Robinson Avenue (Ground Lease)	San Diego	CA	921034209	San Diego	
05644	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		535 Robinson Avenue (Parking Lot)	San Diego	CA	921034209	San Diego	
05645	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Chilled Northpark Thrifty	3959 30th Street	San Diego	CA	921043004	San Diego	
05646	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Metro Center	1735 Euclid Avenue	San Diego	CA	921055414	San Diego	
05647	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4840 Niagara Avenue	San Diego	CA	921073115	San Diego	
05649	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Linda Vista Plaza	6939 Linda Vista Road	San Diego	CA	921116305	San Diego	
05650	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Olio Plaza	3506 National Avenue	San Diego	CA	921133114	San Diego	
05651	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6405 El Cajon Boulevard	San Diego	CA	921153642	San Diego	
05652	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3650 Adams Avenue	San Diego	CA	921116212	San Diego	
05653	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5270 Balboa Avenue	San Diego	CA	9211176902	San Diego	
05654	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Clairmont Village Shopping Center	3081-B Clairmont Drive	San Diego	CA	9211176802	San Diego	
05655	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		836 Orange Avenue	Coronado	CA	921182619	San Diego	
05656	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Navajo Shopping Center	8702 Lake Murray Boule- vard	San Diego	CA	9211192828	San Diego	
05657	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Mission Gorge Shopping Center	6505 Mission Gorge Road	San Diego	CA	921202306	San Diego	
05658	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	University Square	4077 Governor Drive	San Diego	CA	9211122522	San Diego	
05660	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		10631 Terrasanta Boule- vard	San Diego	CA	921242605	San Diego	
05661	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Mesa Shopping Center	8985 Mira Mesa Boulevard	San Diego	CA	921262716	San Diego	
05662	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Carmel Mountain Ranch Town Cen- ter	11845 Carmel Mountain Road	San Diego	CA	921284602	San Diego	
05665	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Rancho Penasquitos Towne Center	13167 Black Mountain Road	San Diego	CA	921292684	San Diego	
05666	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Del Mar Highlands Town Center	3515 Delmar Heights Road	San Diego	CA	921302122	San Diego	
05668	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1856 Coronado Avenue	Imperial Beach	CA	921542007	San Diego	
05670	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Indio Plaza	82-154 Highway 11	Indio	CA	922010000	Riverside	
05671	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Sunlakes Village	300 Highland Springs Ave- nue	Banning	CA	922206504	Riverside	
05672	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Stagecoach Plaza	3317 West Ramsey Street	Banning	CA	922203503	Riverside	
05673	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Albertson/s/Payless Shopping Center	890 East Hobson Way	Blythe	CA	922251800	Riverside	
05674	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Westgate Shopping Center	415 West Main Street	Brawley	CA	922272244	Imperial	
05675	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		244 East 3rd Street	Calexico	CA	922312758	Imperial	
05675	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		244 East 3rd Street (Parking Lot)	Calexico	CA	922312758	Imperial	
05676	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Cathedral Village	69155 Ramon Road	Cathedral City	CA	922343344	Riverside	
05677	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Cathedral City Plaza	69044 Highway 111	Cathedral City	CA	922340000	Riverside	
05678	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Coachella Shop- ping Center	49-682 Harrison Street	Coachella	CA	922361465	Riverside	

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	PEIN	Operating Corpora- tion	Parent Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
05679	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12900 Palm Drive		Desert Hot Springs	CA	922404567	Riverside
05680	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Valley Plaza	1501 West Main Street		El Centro	CA	922432211	Imperial
05681	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	East Palms to Pines Center	72-875 Highway 111		Palm Desert	CA	922600000	Riverside
05682	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Desert Springs Marketplace	74958 Country Club Drive		Palm Desert	CA	922601960	Riverside
05683	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		366 South Palm Canyon Drive		Palm Springs	CA	922627302	Riverside
05684	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Palm Springs Mall	2333 Tahquitz Way		Palm Springs	CA	922627009	Riverside
05685	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Twentynine Palms Plaza	71717 Twentynine Palms Highway		Twentynine Palms	CA	922772084	San Bernardino
05686	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Joshua Village	57646 Twentynine Palms Highway		Yucca Valley	CA	922843073	San Bernardino
05687	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		21738 U. S. Highway 18		Apple Valley	CA	923073916	San Bernardino
05688	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Apple Valley Square	21640 Bear Valley Road		Apple Valley	CA	923087203	San Bernardino
05690	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Stater Brothers Shopping Center	943 Armory Road		Barstow	CA	923115461	San Bernardino
05691	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Interaken Shop- ping Center	42146 Big Bear Boulevard	Box 6987	Big Bear Lake	CA	923151609	San Bernardino
05692	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		27177 Highway 189	F	Blue Jay	CA	923170000	San Bernardino
05693	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Cooley Plaza	2025 East Washington Road		Colton	CA	923244704	San Bernardino
05694	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Las Glorias	1133 North Mount Vernon Avenue		Colton	CA	923242554	San Bernardino
05695	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Foothill Plaza	16910 Foothill Boulevard		Fontana	CA	923353502	San Bernardino
05696	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Southridge Plaza	11673 Cherry Avenue		Fontana	CA	923370141	San Bernardino
05697	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		15510 Main Street		Hesperia	CA	923453427	San Bernardino
05699	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Needles Town Cen- ter	1020 East Broadway		Needles	CA	923633809	San Bernardino
05700	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Phelan Village Shopping Center	4013 Phelan Road		Phelan	CA	923718912	San Bernardino
05701	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Citrus Village Shopping Center	700A Redlands Boulevard		Redlands	CA	923734618	San Bernardino
05702	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Five Points Plaza	585 South Riverside Ave- nue		Rialto	CA	923767071	San Bernardino
05703	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Rancho Verde Plaza	2020 North Riverside Ave- nue		Rialto	CA	923774600	San Bernardino
05704	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		27350 Sun City Boulevard		Sun City	CA	923865506	Riverside
05705	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Victorville Shop- ping Center	14532 7th Street		Victorville	CA	923924214	San Bernardino
05706	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Fontana Sierra Cen- ter	13720 Bear Valley Road		Victorville	CA	923928713	San Bernardino
05708	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Yucaipa Square	9940 Sierra Avenue		Fontana	CA	923556721	San Bernardino
05709	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		34420 Yucaipa Boulevard		Yucaipa	CA	923992412	San Bernardino
05710	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	San Bernardino Plaza	2130 East Highland Avenue		San Bernardino	CA	924044628	San Bernardino
05711	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Shandin Hills Shopping Center	949 Kendall Drive		San Bernardino	CA	924075801	San Bernardino

TRADEMARK

REEL: 002341 FRAME: 0839

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corpora- tion	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05712	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6140-50 Van Buren Boule- vard		Riverside	CA	925038013	Riverside
05713	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Woodcrest Plaza	17125 Van Buren Boule- vard		Riverside	CA	925035925	Riverside
05714	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Five Points Shop- ping Center	4790 La Sierra Avenue		Riverside	CA	925052726	Riverside
05715	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Magnolia Town Center	6075 Magnolia Avenue		Riverside	CA	925062525	Riverside
05716	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Town Square	3849 Chicago Avenue		Riverside	CA	925075336	Riverside
05717	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Canyon Crest Towne Center	5225 Canyon Crest Drive, #8		Riverside	CA	925076301	Riverside
05718	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lake Elsinore Town Center	8015 Limonite Avenue		Riverside	CA	925090562	Riverside
05720	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lake Elsinore Town Center	32261 Mission Trail		Lake Elsinore	CA	925304577	Riverside
05722	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Ramona Plaza	1390 East Florida Avenue		Hemet	CA	925448640	Riverside
05724	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Towne House Plaza	1735 Florida Avenue		Hemet	CA	925453717	Riverside
05725	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	The Gateway Shop- ping Center	23965 Ironwood Avenue		Moreno Valley	CA	925577153	Riverside
05727	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Costa Mesa Shop- ping Center	40640 California Oaks Road		Murrieta	CA	925625857	Riverside
05728	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Murrieta Town Center	40481 Murrieta Hot Springs Center		Murrieta	CA	925636401	Riverside
05729	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Perris Plaza	1688 North Perris Boule- vard		Perris	CA	925714709	Riverside
05730	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Brea Plaza	25906 Newport Road		Sun City	CA	925849130	Riverside
05731	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	The Gateway Shop- ping Center	471 Associated Road		Brea	CA	928215801	Orange
05732	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Costa Mesa Shop- ping Center	401 West Imperial Highway		Brea	CA	928214818	Orange
05733	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lantern Bay Vil- lage	233 East 17th Street		Costa Mesa	CA	926273831	Orange
05734	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2300 Harbor Boulevard, Building G		Costa Mesa	CA	926266250	Orange
05735	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		24829 Del Prado		Dana Point	CA	926292852	Orange
05736	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		24330 El Toro Road		Laguna Hills	CA	926304743	Orange
05738	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1725 Orangeflome Avenue		Fullerton	CA	926334537	Orange
05739	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12897 Harbor Boulevard		Garden Grove	CA	928405808	Orange
05740	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Garden Grove Mall/Orange Plaza	9661 Chapman Avenue		Garden Grove	CA	926412706	Orange
05741	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Shopping Plaza	13822 Brookhurst Street		Garden Grove	CA	928433121	Orange
05742	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12491 Valley View Street		Garden Grove	CA	928452032	Orange
05743	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		11961 Valley View Street		Garden Grove	CA	928451238	Orange
05744	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Beach Center	21132 Beach Boulevard		Huntington Beach	CA	926485404	Orange
05745	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Harbor View Shop- ping Center	5881 Warner Boulevard		Huntington Beach	CA	926474657	Orange
05746	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1610 San Miguel Drive		Newport Beach	CA	926607121	Orange
05747	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1016 Bayside Drive		Newport Beach	CA	926607462	Orange
05748	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Orange Square	1825 East Chapman Ave- nue		Newport Beach	CA	928677714	Orange

TRADEMARK

REEL: 002341 FRAME: 0840

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Cont	FEIN	Operating Corp/Shop	Leasing Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05749	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		801 North El Camino Real		San Clemente	CA	926724649	Orange
05750	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		31890 Plaza Drive		San Juan Capistrano	CA	926753725	Orange
05751	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		32121 Camino Capistrano		San Juan Capistrano	CA	926753716	Orange
05753	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		30222 Crown Valley Parkway		Laguna Niguel	CA	926772332	Orange
05754	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		13151 Jamboree Road		Tustin	CA	927829150	Orange
05755	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		630 East 1st Street		Tustin	CA	927803418	Orange
05756	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6767 Westminster Avenue		Westminster	CA	926833706	Orange
05757	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		19701 Yorba Linda Boulevard		Yorba Linda	CA	928865332	Orange
05758	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		31541 Santa Margarita Parkway		Rancho Santa Margarita	CA	926881837	Orange
05759	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		111 North Main Street		Santa Ana	CA	927015329	Orange
05760	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1406 West Edinger Avenue		Santa Ana	CA	927044307	Orange
05761	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3325 South Bristol Avenue		Santa Ana	CA	927047245	Orange
05762	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		18395 Brookhurst Street		Fountain Valley	CA	927086705	Orange
05763	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		17904 Magnolia Street		Fountain Valley	CA	927085039	Orange
05765	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3875 Alton Parkway		Irvine	CA	927148203	Orange
05766	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		18112 Cliver Drive		Irvine	CA	927142730	Orange
05768	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		921 South Brookhurst Street		Anaheim	CA	928044385	Orange
05769	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2120 East Lincoln Avenue		Anaheim	CA	928064197	Orange
05770	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5560 Santa Ana Canyon Road		Anaheim Hills	CA	928073124	Orange
05771	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		131 West Main Street		Ventura	CA	930012509	Ventura
05772	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2738 Thompson Boulevard		Ventura	CA	930032719	Ventura
05775	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2550 Las Posas Road		Camarillo	CA	930103435	Ventura
05776	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1012 Castias Pass Road		Carpenteria	CA	930132109	Santa Barbara
05777	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		600 Ventura Street		Fillmore	CA	930151925	Ventura
05778	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3941 Spring Road		Moorpark	CA	930212300	Ventura
05779	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		11496 North Ventura Avenue		Ojai	CA	930234155	Ventura
05780	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		720 North Ventura Road		Oxnard	CA	930304413	Ventura
05781	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2661 Savers Road		Oxnard	CA	930334554	Ventura
05782	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		733 West Channel Island Boulevard		Port Huemene	CA	930412130	Ventura
05783	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		221 East Harvard Boulevard		Santa Paula	CA	930603315	Ventura
05786	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5845 East Los Angeles Avenue		Simi Valley	CA	930634256	Ventura
05787	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1159 Los Angeles Avenue		Simi Valley	CA	930652846	Ventura
05788	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		35 South Milpas Street		Simi Valley	CA	931033305	Santa Barbara
05789	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		825 State Street		Santa Barbara	CA	931013206	Santa Barbara
05789	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		825 State Street (Parking Lot)		Santa Barbara	CA	931013206	Santa Barbara

TRADEMARK

REEL: 002341 FRAME: 0841

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Corp	PA#N	Operating Company for	Legal Corporation	Type	Owned	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
05790	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Mesa Shopping Center	1976 Cliff Drive		Santa Barbara	CA	931091504	Santa Barbara
05791	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Fairview Shopping Center	199 North Fairview Avenue		Goleta	CA	931172304	Santa Barbara
05792	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	The Plaza	7127 Hollister Avenue	#28	Goleta	CA	931172859	Santa Barbara
05793	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Coalinga Shopping Center	159 West Polk Street		Coalinga	CA	932102302	Fresno
05794	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Coronet Center	611 Cecil Avenue		Delano	CA	932152023	Kern
05795	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Redwood Plaza Shopping Center	1119 Visalia Road		Exeter	CA	932212204	Tulare
05796	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Kern Valley Plaza	707 West Lacey Boulevard		Hanford	CA	932304326	Kings
05797	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5530 Lake Isabella Boulevard		Lake Isabella	CA	932403740	Kern
05798	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Olivewood Shopping Center	282 North Highway 65-B		Lindsay	CA	932473740	Tulare
05799	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		66 West Morton Avenue		Porterville	CA	932572331	Tulare
05800	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Heritage Place	1076 West Kern Street		Faft	CA	932682743	Kern
05803	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		110 East Cross Avenue		Tulare	CA	932742850	Tulare
05805	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2727 South Mooney Boulevard		Visalia	CA	932776240	Tulare
05806	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		5212 West Walnut Avenue		Visalia	CA	932773475	Tulare
05807	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2501 Highway 46		Wasco	CA	932800000	Kern
05809	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1601 23rd Street		Bakersfield	CA	933013911	Kern
05811	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		1425 South "H" Street		Bakersfield	CA	933040000	Kern
05814	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2681 Oswell Street		Bakersfield	CA	933063199	Kern
05815	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		100 China Grande Loop		Bakersfield	CA	933080000	Kern
05816	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		715 Airport Drive		Bakersfield	CA	933080000	Kern
05817	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8000 White Lane		Bakersfield	CA	933097688	Kern
05819	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2717 Calloway Drive		Bakersfield	CA	933122618	Kern
05820	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1251 Johnson Avenue		San Luis Obispo	CA	934013306	San Luis Obispo
05821	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Los Osos Shopping Center		Los Osos	CA	934023204	San Luis Obispo
05822	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		755 Foothill Boulevard		San Luis Obispo	CA	934011617	San Luis Obispo
05823	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		271 Madonna Road		San Luis Obispo	CA	934055429	San Luis Obispo
05824	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1207 Grand Avenue		Arroyo Grande	CA	934202419	San Luis Obispo
05825	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1690 Grand Avenue		Arroyo Grande	CA	934202424	San Luis Obispo
05827	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7055 El Camino Real		Atascadero	CA	934224523	San Luis Obispo
05828	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		609 North "H" Street		Lompoc	CA	934364518	Santa Barbara
05829	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		500 Quintana Road		Morro Bay	CA	934421938	San Luis Obispo
05830	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		740 Quintana Road		Morro Bay	CA	934421940	San Luis Obispo
05831	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1151 Creston Road		Paso Robles	CA	934463031	San Luis Obispo

TRADEMARK

REEL: 002341 FRAME: 0842

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Color	SEIN	Operating Corporate	Legal Corporation	Store	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05832	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2424 Spring Street		Paso Robles	CA	934461226	San Luis Obispo
05833	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		531 Five Cities Drive		Pismo Beach	CA	934493007	San Luis Obispo
05833	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		531 Five Cities Drive (Training Room)		Pismo Beach	CA	934493007	San Luis Obispo
05834	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1451 South Broadway		Santa Maria	CA	934546913	Santa Barbara
05835	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		345 Town Center West		Santa Maria	CA	934585076	Santa Barbara
05836	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2410 South Broadway		Santa Maria	CA	934547818	Santa Barbara
05837	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		9482 California City Boulevard		California City	CA	935051700	Kern
05839	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Bishop Plaza		Bishop	CA	935141995	Inyo
05840	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Lucky-Thrifty Shopping Center		Lancaster	CA	935544134	Los Angeles
05841	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		East Lancaster Plaza		Lancaster	CA	935543840	Los Angeles
05842	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		26 Old Mammoth Road		Mammoth Lakes	CA	935460128	Mono
05844	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4616 East Avenue "S"		Palmdale	CA	935557852	Los Angeles
05845	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		840 North China Lake Boulevard		Ridgecrest	CA	935553544	Kern
05846	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Rosamond		Rosamond	CA	935606434	Kern
05847	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Albertsons Center		Tehachapi	CA	935612510	Kern
05848	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Country Wood Plaza		Chowchilla	CA	936109016	Madera
05849	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Sierra Pavilion		Clovis	CA	936123928	Fresno
05851	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Willow Plaza		Clovis	CA	936123283	Fresno
05852	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Mercantile Row Shopping Center		Dinuba	CA	936189377	Tulare
05853	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Kerman Shopping Center		Kerman	CA	936301019	Fresno
05855	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Canal Farm Shopping Center		Los Banos	CA	936354335	Merced
05856	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Belhard Square		Madera	CA	936375402	Madera
05858	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Town & Country Market		Reedley	CA	936542348	Fresno
05859	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Sunnymead Shopping Center		Sanger	CA	936579777	Fresno
05860	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		2857 Whiston Avenue		Selma	CA	936622623	Fresno
05861	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3011 North Cedar Avenue		Fresno	CA	937031530	Fresno
05861	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		3011 North Cedar Avenue (Shops Parcel)		Fresno	CA	937031530	Fresno
05862	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1210 North Blackstone Avenue		Fresno	CA	937033606	Fresno
05863	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6074 North 1st Avenue		Fresno	CA	937105405	Fresno
05864	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		750 West Builard Avenue		Fresno	CA	937041610	Fresno
05865	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		2047 West Shaw Avenue		Fresno	CA	937053404	Fresno
05868	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Fresno Timesquare		Fresno	CA	937113210	Fresno

TRADEMARK

REEL: 002341 FRAME: 0843

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Cont	EBN	Operating Corporation	Leasing Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05889	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Kings Canyon Shopping Center	3795 West Shields Avenue		Fresno	CA	937225247	Fresno
05871	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Shopping Center	4950 East Kings Canyon		Fresno	CA	937273896	Fresno
05872	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5574 East Kings Canyon		Fresno	CA	937274526	Fresno
05876	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Northridge Mall	880 Northridge Center		Salinas	CA	939062098	Monterey
05879	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		650 Walnut Avenue		Greenfield	CA	939274928	Monterey
05880	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	King City Center	540 Canal Street		King City	CA	939303446	Monterey
05882	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Del Monte Shopping Center	1301 Munras Avenue		Monterey	CA	939406103	Monterey
05883	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Country Club Gate Center	160 Country Club Gate Center		Pacific Grove	CA	939505022	Monterey
05884	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Half Moon Bay Shopping Center	6212 Mission Street		Daly City	CA	940152009	San Mateo
05885	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Shopping Center	170 San Mateo Road		Half Moon Bay	CA	940191706	San Mateo
05886	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Foot Hill Plaza	2310 Homestead Road		Los Altos	CA	940247338	Santa Clara
05888	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	San Antonio Shopping Center	685 San Antonio Road		Mountain View	CA	940401303	Santa Clara
05889	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Grant Road Center	1040 Grant Road		Mountain View	CA	940403226	Santa Clara
05890	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Linda Mar Shopping Center	1400 Linda Mar Boulevard		Mountain View	CA	940444327	San Mateo
05891	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Fairmont Shopping Center	200 Fairmont Shopping Center		Pacifica	CA	940441240	San Mateo
05892	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Woodside Plaza Shopping Center	340 Woodside Plaza		Redwood City	CA	940613259	San Mateo
05893	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2150 Roosevelt Blvd.		Redwood City	CA	940611304	San Mateo
05895	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Hacienda Center	777 El Camino Real		Sunnyvale	CA	940872919	Santa Clara
05898	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4045 24th Street		San Francisco	CA	941143715	San Francisco
05900	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Diamond Heights Shopping Center	5260 Diamond Heights Boulevard		San Francisco	CA	941312118	San Francisco
05901	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1300 Bush Street		San Francisco	CA	941095612	San Francisco
05902	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		345 South "P" Street		San Mateo	CA	944014019	San Mateo
05903	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Laurelwood Shopping Center	666 Concar Drive		San Mateo	CA	944022696	San Mateo
05905	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Alameda Brideside Shopping Center	1330 West Hillside Boulevard		San Mateo	CA	944033135	San Mateo
05907	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Alamo Plaza	2531 Blanding Avenue		Alameda	CA	945011596	Alameda
05908	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Antioch Financial Center	130-A Alamo Place		Alamo	CA	945071550	Contra Costa
05909	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	The Crossings	20 East 8th Street		Antioch	CA	945092400	Contra Costa
05910	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Solano Square	3353 Deer Valley Road		Antioch	CA	945090404	Contra Costa
05912	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Concord Park & Shop	60 Solano Square		Benicia	CA	945102712	Solana
05913	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Lucky Center	1701-A Willow Pass Road		Concord	CA	945202613	Contra Costa
05915	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1905 Monument Boulevard		Concord	CA	945203858	Contra Costa
05918	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2140 Contra Costa Boulevard		Pleasant Hill	CA	945233744	Contra Costa
05919	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Gateway Plaza	3744 Mowry Avenue		Fremont	CA	945360404	Alameda
05920	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Fairway Park	24989 Santa Clara Street		Hayward	CA	945442105	Alameda
								31091 Mission Boulevard		Hayward	CA	945447601	Alameda

Schedule to Perfection Certificate

Rife-Aid Inventory/Property Locations

Leaf #	Case #	FEIN	Operating Company Name	Leasehold Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
05921	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Southland Shopping Center	24536 Hesperian Boulevard		Hayward	CA	945452034	Alameda
05922	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3848 Castro Valley Boulevard		Castro Valley	CA	945464599	Alameda
05923	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Creekside Shopping Center	1621 Sycamore Avenue		Hercules	CA	945471707	Contra Costa
05925	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes	Peppertree Plaza	968 Murreta Boulevard		Livermore	CA	945504063	Alameda
05926	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Village Oaks Shopping Center	3800 Alhambra Avenue		Martinez	CA	945533806	Contra Costa
05927	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Village Oaks Shopping Center	1165 Arnold Drive		Martinez	CA	945534104	Contra Costa
05928	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	River Park Village Shopping Center	1491 Imola Avenue		Napa	CA	945580000	Napa
05931	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Oakley Town Center	2555 Main Street		Oakley	CA	945611853	Contra Costa
05933	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Village Square Shopping Center	27 Orinda Way		Orinda	CA	945632521	Contra Costa
05935	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Oakhills Shopping Center	580 Bailey Road		Pittsburg	CA	945654304	Contra Costa
05937	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Estudillo Shopping Center	1355 MacArthur Boulevard		San Leandro	CA	945773918	Alameda
05940	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Crow Canyon Commons	3207 Crow Canyon Place		San Ramon	CA	945831325	Contra Costa
05941	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Astro Sunset Shopping Center	102 Sunset Boulevard		Suisun City	CA	945852062	Solano
05942	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Alvarado Plaza	31836 Alvarado Boulevard		Union City	CA	945873913	Alameda
05943	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Union City Market place	1650 Deccolo Road		Union City	CA	945873544	Alameda
05944	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Solano/80 Shopping Center	2819 Hopyard Avenue		Pleasanton	CA	945883241	Alameda
05945	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2055 Solano Avenue		Vallejo	CA	945906498	Solano
05947	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1997 Tice Valley Boulevard		Walnut Creek	CA	945952201	Contra Costa
05948	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Palos Verdes Town & Country Shopping Center	1526 Palos Verdes Mall		Walnut Creek	CA	945962229	Contra Costa
05949	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Ygnacio Plaza Shopping Center	1821 Ygnacio Valley Boulevard		Walnut Creek	CA	945983214	Contra Costa
05952	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Monescio Shopping Center	1991 Mountain Boulevard		Oakland	CA	946112812	Alameda
05957	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Northgate Mall	471 Third Street		San Rafael	CA	949013576	Marin
05958	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Mann Town Center	431 Corte Madera Town Center		San Rafael	CA	949033671	Marin
05959	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Northbay Centre	6345 Commerce Boulevard		Robert Park	CA	949282498	Sonoma
05960	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		701 East Bythedale Avenue		Mill Valley	CA	949411526	Marin
05963	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Novato Fair Shopping Center	910 Diablo Avenue		Novato	CA	949477311	Marin
05965	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		80 Rancho Del Mar		Aptos	CA	950033901	Santa Cruz
05966	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Kings Plaza	1475 41st Avenue		Capitola	CA	950107908	Santa Cruz
05967	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		20580 Homestead Avenue		Cupertino	CA	950140499	Santa Clara
05968	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Felton Fair Shop-	6247 Graham Hill Road		Felton	CA	950189723	Santa Cruz

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Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
06007	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Mission Merced Plaza Center	3142 "G" Street		Merced	CA	953401392	Merced
06008	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes	Eucild Shopping Center	2401 McHenry Avenue		Modesto	CA	953503289	Stanislaus
06010	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Wood Colony Plaza	1032 Oakdale Road		Modesto	CA	953554513	Stanislaus
06012	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		3900 Pelandale Avenue 500 Plaza		Modesto	CA	953569026	Stanislaus
06013	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1935 "N" Street		Newman	CA	953601419	Stanislaus
06014	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1300 West "P" Street		Oakdale	CA	953613501	Stanislaus
06015	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1449 East "P" Street		Oakdale	CA	953619265	Stanislaus
06016	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		Shopping Center					
06019	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		855 Mono Way		Sonora	CA	953700000	Tuolumne
06021	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		Turlock Towne Center		Turlock	CA	953803952	Stanislaus
06023	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		651 North Golden State Boulevard		Santa Rosa	CA	954032906	Sonoma
06024	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2222 Cleveland Avenue		Santa Rosa	CA	954032906	Sonoma
06026	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		151 Farmers Lane		Santa Rosa	CA	95407525	Sonoma
06027	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		2025 Sebastopol Road		Santa Rosa	CA	954076787	Sonoma
06028	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		14804 Olympic Drive		Clearlake	CA	954229521	Lake
06029	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		189 Boalyard Drive		Fort Bragg	CA	954375728	Mendocino
06031	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		490 South Main Street		Fort Bragg	CA	954374806	Mendocino
06032	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		525 Healdsburg Avenue		Healdsburg	CA	954483816	Sonoma
06033	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		218 North Main Street		Sebastopol	CA	954723486	Sonoma
06036	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		Maxwell Village Shopping Center		Sonoma	CA	954765413	Sonoma
06037	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		680 South State Street		Ukiah	CA	954824913	Mendocino
06040	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		1730 South Main Street		Willits	CA	954904405	Mendocino
06041	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		800 West Harris Street		Eureka	CA	955013996	Humboldt
06042	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		1500 Anna Sparks Way, Suite D		McKinleyville	CA	955190000	Humboldt
06043	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		575 "W" Street		Crescent City	CA	955312827	Del Norte
06044	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		Redwood Village Shopping Center		Fortuna	CA	955403034	Humboldt
06045	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		420 Grass Valley Highway		Auburn	CA	956033714	Placer
06046	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2805 Bell Road		Auburn	CA	956033589	Placer
06047	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2805 Bell Road		Auburn	CA	956033589	Placer
06048	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2805 Bell Road		Auburn	CA	956033589	Placer
06049	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		4000 Marzanita Avenue		Carmichael	CA	956081724	Sacramento
06050	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		5409 Sunrise Boulevard		Citrus Heights	CA	956107806	Sacramento
06054	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		7900 Arcadia Drive		Citrus Heights	CA	956100000	Sacramento
06055	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		6128 San Juan Avenue		Citrus Heights	CA	956105695	Sacramento
					Store	No		655 Russell Boulevard		Davis	CA	956163546	Yolo
					Store	No		6661 Auburn Boulevard		Citrus Heights	CA	956214925	Sacramento
					Store	No		6422 Tupelo Drive		Citrus Heights	CA	956211741	Sacramento
					Store	Yes		6639 Watt Street		Citrus Heights	CA	956603607	Sacramento
					Store	No		1617 Douglas Boulevard		Roseville	CA	956612999	Placer

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Acct #	Corp	PARM	Operating Corporate Name	Tenant Corporation	Type	Owner	Shipping Center	Address 1	Address 2	City	State	Zip Code	County
06057	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Hangtown Village	1120 Broadway Street		Placerville	CA	956675806	El Dorado
06058	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	County Fair Shop- ping Center	31 Fairlane Drive		Placerville	CA	956673922	El Dorado
06059	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Gold River Center	2111 Golden Centre Lane		Rancho Cordova	CA	956704477	Sacramento
06062	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes	Roseville- Brickyard Shop Center	4005 Foothill Boulevard		Roseville	CA	957477233	Placer
06064	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes	Elmira Square	2050 Nur Tree Road		Vacaville	CA	956877108	Solano
06065	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Saleway Shopping Center	1260 West Capital Avenue		West Sacramento	CA	956912719	Yolo
06066	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Shade Tree Plaza	215 California Street		Woodland	CA	956952982	Yolo
06069	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes	K Street Mall	1012 "K" Street		Sacramento	CA	958143893	Sacramento
06070	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2419 Del Paso Boulevard (New Lease)		North Sacramento	CA	958152508	Sacramento
06071	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1125 Alhambra Boulevard		Sacramento	CA	958165286	Sacramento
06072	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2801 "K" Street (Formerly #6071)		Sacramento	CA	958165120	Sacramento
06073	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Camelia Shopping Center	5712 Folsom Boulevard		Sacramento	CA	958194608	Sacramento
06074	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		5610 Stockton Boulevard		Sacramento	CA	958241612	Sacramento
06075	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2214 El Camino Avenue		Sacramento	CA	958214602	Sacramento
06076	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Freepoint Plaza	4980 Freepoint Boulevard		Sacramento	CA	95822153	Sacramento
06077	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		4020 Florin Road		Sacramento	CA	958231880	Sacramento
06079	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1730 Watt Avenue		Sacramento	CA	958252140	Sacramento
06079	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1730 Watt Avenue (Parcel 2 Ground Lease)		Sacramento	CA	958252140	Sacramento
06080	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Fulton-Hurley Plaza	1314 Fulton Avenue		Sacramento	CA	958253604	Sacramento
06081	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Rosemont Plaza	9133 Kiefer Boulevard		Sacramento	CA	958265105	Sacramento
06082	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	South Point Shop- ping Center	7900 Florin Road		Sacramento	CA	958283145	Sacramento
06083	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes	Vinyard Square	7860 Gerber Road		Sacramento	CA	958284302	Sacramento
06084	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Lake Crest Village (Ground Lease)	980 Florin Road		Sacramento	CA	958313515	Sacramento
06084	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes	Lake Crest Village (Building)	980 Florin Road		Sacramento	CA	958313515	Sacramento
06086	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		4300 Elverta Road		Antelope	CA	958379310	Sacramento
06087	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		650 Mangrove Avenue		Chico	CA	959263947	Butte
06088	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Town & Country	1021 Bridge Street		Colusa	CA	959322839	Colusa
06089	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Glenbrook Plaza	11720 Sutton Way		Grass Valley	CA	959455307	Nevada
06090	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Heritage Oak Shop- ping Center	1550 Highway 99		Gridley	CA	959483121	Butte
06091	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		2700 Oro Dam Boulevard		Oroville	CA	959659210	Butte
06092	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Paradise Plaza (Building Lease)	6646 Clark Road		Paradise	CA	959693598	Butte
06092	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Paradise Plaza (Ground Lease)	6646 Clark Road		Paradise	CA	959693598	Butte

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Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Company	Parent Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
06093	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		40 East Main Street		Quincy	CA	959719701	Plumas
06094	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		220 Wm Avenue		Chico	CA	959267215	Butte
06095	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6424 Westside Road		South Redding	CA	960014833	Shasta
06097	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Midtown Mall		Redding	CA	960011071	Shasta
06099	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		975 East Cypress Avenue		Redding	CA	960021001	Shasta
06100	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Anderson Square		Anderson	CA	960073507	Shasta
06101	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Burney Center		Burney	CA	960134372	Shasta
06103	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		310 West Lake Street		Mount Shasta	CA	960672119	Siskiyou
06104	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		807 South Main Street		Yreka	CA	960973374	Siskiyou
06105	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Sierra Shopping Center		Susanville	CA	961304730	Lassen
06106	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8245 North Lake Boulevard		30x 1175 Kings Beach	CA	961431175	Placer
06107	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1020 At Tahoe Boulevard		30x 144 South Lake Tahoe	CA	961504501	El Dorado
06108	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Gateway Shopping Center		Truckee	CA	961614808	Nevada
06109	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Parkway Springs Plaza		Henderson	NV	890145025	Clark
06110	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		Boulder Market-place		Henderson	NV	890157589	Clark
06111	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		Valley Oaks Shopping Center		Las Vegas	NV	891020505	Clark
06112	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		Spring Valley Town Center		Las Vegas	NV	891033104	Clark
06113	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5755 East Charleston Boulevard		Las Vegas	NV	891221004	Clark
06114	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5991 West Cheyenne Avenue		Las Vegas	NV	891084204	Clark
06115	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2905 South Maryland Parkway		Las Vegas	NV	891092217	Clark
06116	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2950 East Desert Inn Road		Las Vegas	NV	891213606	Clark
06117	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		911 S.W. Rainbow Boulevard		Las Vegas	NV	891286230	Clark
06118	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4911 West Craig Road		Las Vegas	NV	891302730	Clark
06119	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8530 West Lake Mead Boulevard		Las Vegas	NV	891287630	Clark
06121	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1329 U.S. Highway 395		Gardnerville	NV	894105391	Douglas
06122	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2540 Idaho Street		Elko	NV	898014601	Elko
06123	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		535 South Main Street		Bountiful	UT	840106332	Davis
06124	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Hidden Valley Shopping Center		Draper	UT	840209637	Salt Lake
06125	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		860 North Fairfield Road		Layton	UT	840412725	Davis
06126	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		774 South State Street		Orem	UT	840566308	Utah
06127	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		950 Iron Horse Drive		Park City	UT	840606555	Summit
06128	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5673 South 1900 West		Roy	UT	840672301	Weber
06129	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8645 South Highland Drive		Sandy	UT	840931695	Salt Lake
06131	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		72 South Main Street		Salt Lake City	UT	841011506	Salt Lake
06132	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		220 South 7th East (New		Salt Lake City	UT	841022106	Salt Lake

TRADEMARK

REEL: 002341 FRAME: 0849

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporate- Name	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
06133	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	(Lease)	635 East 3300 South		Salt Lake City	UT	841061233	Salt Lake
06135	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2266 East 3300 South		Salt Lake City	UT	841092635	Salt Lake
06136	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2332 East 2100 South		Salt Lake City	UT	841091214	Salt Lake
06137	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		1150 North 900 West		Salt Lake City	UT	841163334	Salt Lake
06138	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5540 South 9th East		Salt Lake City	UT	841177206	Salt Lake
06138	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Oakwood Village Shopping Center		Salt Lake City	UT	841177206	Salt Lake
06139	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4714 Holladay Boulevard (Ground)		Holladay	UT	841175403	Utah
06140	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1837 West 4700 South		Taylorsville	UT	841181103	Salt Lake
06141	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4668 South 4000 West		West Valley	UT	841201320	Salt Lake
06142	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3460 South 5600 West		West Valley	UT	841201320	Salt Lake
06143	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2378 East 7000 South		Salt Lake City	UT	841213339	Salt Lake
06144	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		220 North Main Street		Brigham City	UT	843022120	Box Elder
06145	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		50 East 400 North (Addit'l rent obl.)		Logan	UT	843214021	Cache
06145	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		50 East 400 North		Logan	UT	843214021	Cache
06146	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		851 24th Street		Logan	UT	843214021	Cache
06147	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		142 North Harrisville Road		Ogden	UT	844043928	Weber
06148	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Riverside Plaza (Building)		Provo	UT	846012419	Utah
06148	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1324 North State Street		Provo	UT	846012419	Utah
06149	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		615 East 100 North (Golden Apple)		St. George	UT	847703033	Washington
06149	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		615 East 100 North (Assignment)		St. George	UT	847703033	Washington
06152	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Chambers Square Shopping Center		Aurora	CO	800115904	Adams
06153	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12303 East Mississippi Avenue		Aurora	CO	800123418	Atrapahoe
06154	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		15453 East Hampden Avenue		Aurora	CO	800132403	Atrapahoe
06156	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		6500 West 120th Avenue		Broomfield	CO	800202969	Jefferson
06157	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4260 Wadsworth Boulevard		Wheatridge	CO	800334620	Jefferson
06158	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		100 East Mineral Avenue		Littleton	CO	801222610	Atrapahoe
06159	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6780 South University Boulevard		Littleton	CO	801221513	Atrapahoe
06160	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5150 East Arapahoe Road		Littleton	CO	801222303	Atrapahoe
06162	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3112 East 1st Avenue		Denver	CO	802065614	Denver
06165	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4923 East Colfax Avenue		Denver	CO	802201207	Denver
06166	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2870 South Colorado Boulevard		Denver	CO	802226618	Denver
06168	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7677 West Jewell Avenue		Lakewood	CO	802326803	Jefferson

TRADEMARK

REEL: 002341 FRAME: 0850

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc#	Comp	REIN	Operating Corporate	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
06169	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Diagonal Plaza	1002 West 104th Avenue		Northglenn	CO	802343802	Adams
06170	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Shopping Center	3348 North 28th Street		Boulder	CO	803011411	Boulder
06171	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Meadows On The Parkway Shopping Center	4800 Baseline Road	Bldg. E, 107	Boulder	CO	803032643	Boulder
06172	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1103 West Prospect Street		Fort Collins	CO	805265664	Larmer
06174	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	Yes		1013 11th Street		Greely	CO	806313334	Weld
06178	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1834 North 12th Street		Grand Junction	CO	815017612	Mesa
06180	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1412 Grand Avenue		Glenwood Springs	CO	816013808	Garfield
06181	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Plaza Del Rio	2704 West 16th Street		Yuma	AZ	853644228	Yuma
06182	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Abco Payless Shop-ping Center	600 West Catalina Drive		Yuma	AZ	853648011	Yuma
06183	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Park Sedona Shop-ping Center	2350 West U.S. Highway 89A		Sedona	AZ	863365344	Cocconino
06185	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		616 Alamo Pintado Road		Solvang	CA	934632202	Santa Barbara
06186	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		750 16th Street		Denver	CO	802023304	Denver
06188	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		640 Edith Avenue		Corning	CA	960212349	Tehama
06193	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1515 West Craig Road		North Las Vegas	NV	890303321	Clark
06194	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		22311 Mountain Highway East		Spanaway	WA	983877501	Pierce
06195	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	The Marketplace	9000-A Ming Avenue		Bakersfield	CA	933111319	Kern
06197	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Oakshade Town Center	2135 Cowell Boulevard		Davis	CA	956166388	Yolo
06200	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Prairie Shopping Center	75 West Prairie Avenue		Hayden	ND	583358264	Koolena
06204	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		525 McCaslin Boulevard		Louisville	CO	800279420	Boulder
06205	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		5280 Geary Boulevard		San Francisco	CA	941182818	San Francisco
06207	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		3141 East Pacific Coast Highway		Corona Del Mar	CA	926252330	Orange
06208	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		28 Town Plaza		Durango	CO	813015102	La Plata
06211	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		5575 Whishire Boulevard		Los Angeles	CA	900363808	Los Angeles
06212	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1400 Broadway		Oakland	CA	946122004	Alameda
06213	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		3029 Harbor Boulevard		Costa Mesa	CA	926262504	Orange
06214	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1001 North Central Avenue		Compton	CA	903204121	Los Angeles
06216	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No	Las Palmas Village	7440 North Denver Avenue		Portland	OR	972175630	Multnomah
06217	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		525 East Windmill Lane		Las Vegas	NV	891231862	Clark
06218	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		3709 Decolo Road		Fremont	CA	945553111	Alameda
06219	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		5116 (2) and 5128 (1) East 2nd Street		Long Beach	CA	908035322	Los Angeles
06220	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		2513 South Nellis Boulevard		Las Vegas	NV	891212042	Clark
06221	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		3485 East Lake Mead Boulevard		North Las Vegas	NV	890307390	Clark
06222	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		8500 South Eastern Avenue		Henderson	NV	891232953	Clark
06223	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1665 Alpine Boulevard		Alpine	CA	919013859	San Diego
06227	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		1496 Market Street		San Francisco	CA	941076004	San Francisco
06228	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		4221 Norwood Avenue		Sacramento	CA	958382686	Sacramento
06230	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		15405 East Srague Avenue		Veradale	WA	990319501	Spokane
06231	660	95-4391249	Trinity PayLess, Inc.	Trinity PayLess, Inc.	Store	No		24991 Alessandro Boulevard		Moreno Valley	CA	925555708	Riverside

TRADEMARK

REEL: 002341 FRAME: 0851

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Case	FEIN	Operating Corporation	Isuant Corporation	Type	Carried	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
06232	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		12811 Mendham Street East		Plyallup	WA	983735646	Pierce
06233	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		760 Market Street		San Francisco	CA	941010000	San Francisco
06234	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		20330 Ballinger Way, N.E.		Seattle	WA	981551146	King
06235	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3860 Sepulveda Boulevard		Torrance	CA	905052408	Los Angeles
06236	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8675 South Quebec Street		Highlands Ranch	CO	801264158	Arapahoe
06240	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		10 North Eastern Avenue		Las Vegas	NV	891014692	Clark
06243	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2500 North 10th Avenue		Hanford	CA	932307202	Kings
06245	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		7595 West Vegas Drive		Las Vegas	NV	891288013	Clark
06246	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		41800 Washington Street		Bermuda Dunes	CA	922018150	Riverside
06247	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5485 Sun Valley Boulevard		Sun Valley	NV	894338961	Washoe
06248	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		200 West Portal Avenue		San Francisco	CA	941271423	San Francisco
06250	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		5675 South Rainbow Boulevard		Las Vegas	NV	891181853	Clark
06253	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		100 Church Street		San Francisco	CA	941141111	San Francisco
06255	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1038 East Colorado Boulevard		Pasadena	CA	911062323	Los Angeles
06256	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		25710 Barton Road		Loma Linda	CA	923543856	San Bernardino
06257	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6685 East Lake Mead Boulevard		Las Vegas	NV	891151101	Clark
06258	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2992 "P" Road		Grand Junction	CO	815044811	Mesa
06260	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8610 West Spring Mountain Avenue		Las Vegas	NV	891176353	Clark
06261	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		Las Vegas Boulevard and Pecos Road		Las Vegas	NV	000000000	Clark
06263	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		27716 West McBean Parkway	Northpark Plaza Shopping Center	Valencia	CA	913541430	Los Angeles
06264	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8368 Elk Grove-Florin Road		Sacramento	CA	958299228	Sacramento
06266	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		526 Bidwell Street		Folsom	CA	956303119	Sacramento
06267	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6512 Comstock Avenue		Whiter	CA	906014103	Los Angeles
06268	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		16930 Parthenia Street		North Hills	CA	913434506	Los Angeles
06269	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		11907 West Alameda Parkway		Lakewood	CO	802282706	Jefferson
06271	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		9300 West Sahara Avenue		Las Vegas	NV	891175351	Clark
06272	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6100 West Vegas Drive		Las Vegas	NV	891080150	Clark
06276	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		17441 Main Street		Hesperia	CA	923456268	San Bernardino
06277	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4150 North Las Vegas Boulevard		Las Vegas	NV	891150509	Clark
06279	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1410 East Prater Way		Sparks	NV	894348961	Washoe
06280	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		11601 West Bowles Avenue		Littleton	CO	801272141	Arapahoe
06281	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8005 South Virginia Street		Reno	NV	895118940	Washoe
06283	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		515 East Benton Street		Pocatello	ID	832016541	Bannock
06284	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		19291 East Quincy Avenue		Aurora	CO	800152881	Atrapahoe
06285	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		110 West Platte Avenue		Fort Morgan	CO	807012144	Morgan
06288	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		959 Crenshaw Boulevard		Los Angeles	CA	900191938	Los Angeles
06289	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4593 North Cedar Avenue		Fresno	CA	937052540	Fresno
06290	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1695 Robb Drive		Reno	NV	895233504	Washoe

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

File #	Site #	FEIN	Operating Company Name	Corporate Location	Year	Owned	Shopping Center	Address	Address 2	City	State	Zip Code	County
06291	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1970 West Granite Road		Tracy	CA	953768812	San Joaquin
06292	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4975 East Tropicana Avenue		Las Vegas	NV	891216728	Clark
06293	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1605 South San Jacinto Avenue		San Jacinto	CA	925835181	Riverside
06294	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2646 Allen Road		Bakersfield	CA	933123457	Kern
06295	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Shopping Center	1101 Fresno Street		Fresno	CA	937060000	Fresno
06296	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		329 North Sandhill Road		Mesquite	NV	890274729	Clark
06303	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3225 Panama Lane		Bakersfield	CA	933133721	Kern
06304	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1550 North State Street		Orem	UT	840577548	Utah
06310	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		602 Williams Road		Salinas	CA	939051927	Monterey
06311	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		819 North Main Street		Payson	UT	846513426	Utah
06313	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		107 South Long Beach Boulevard		Compton	CA	902213423	Los Angeles
06318	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3000 South Archibald Avenue		Ontario	CA	917617918	San Bernardino
06322	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		1920 Las Vegas Boulevard, North		Las Vegas	NV	891150000	Clark
06325	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		18022 68th Avenue, N.E.		Kenmore	WA	980282702	King
06327	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4710 Commons Way		Calabasas	CA	913023564	Los Angeles
06329	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		20901 East Smoky Hill Road		Aurora	CO	800161343	Arapahoe
06330	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		3905 East 104th Avenue		Thornton	CO	802334439	Adams
06333	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		15800 Imperial Highway		La Mirada	CA	906582512	Los Angeles
06338	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		2059 South Garey Avenue		Pomona	CA	917665727	Los Angeles
06341	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1105 Martin Luther King Jr. Highway		Tacoma	WA	984054153	Pierce
06342	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1590 Butte House Road (Building)		Yuba City	CA	959910000	Sutter
06342	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1590 Butte House Road (Ground Lease)		Yuba City	CA	959930000	Sutter
06345	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		815 East Flamingo Road		Las Vegas	NV	891195107	Clark
06346	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		211 Cherry Street		Las Vegas	CA	908023930	Los Angeles
06347	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		135 Third Avenue, S.W.		Ephrata	WA	988231807	Grant
06349	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		11385 South 700 East		Sandy	UT	840705348	Salt Lake
06350	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6968 South Redwood Road	West Jordan Town Center	West Jordan	UT	840842407	Salt Lake
06354	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1980 North Carson Street		Carson City	NV	897011217	Carson City
06356	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		4100 Lone Tree Way		Antioch	CA	945096201	Contra Costa
06364	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		461 West Williams Avenue		Fallon	NV	894062734	Churchill
06366	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		6001 Coffee Road		Bakersfield	CA	933089414	Kern
06367	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		400 North 1st Street		Grand Junction	CO	815012230	Mesa
06371	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No	Shopping Center	300 East Willow Street		Long Beach	CA	908063113	Los Angeles
06378	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		8027 North Cedar Avenue		Fresno	CA	937202827	Fresno
06379	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1471 "B" Street, Suite D		Livingston	CA	953341432	Merced

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REEL: 002341 FRAME: 0853

Schedule to Perfection Certificate

Rite-Aid Inventory/Property Locations

Loc #	Corp	FEIN	Operating Corporation	Tenant Corporation	Type	Owned	Shopping Center	Address 1	Address 2	City	State	Zip Code	County
06382	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		(Temp. Loc.) 1830 Ocean Avenue		San Francisco	CA	941121728	San Francisco
06383	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		600 West Seventh Street	2 Hope	Los Angeles	CA	900173802	Los Angeles
06386	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	No		1390 West 9000 South	Valley	West Jordan	UT	840889216	Salt Lake
06389	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		49060 Road 426		Oakhurst	CA	936449486	Madera
06396	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		2419 East Avenue "S"		Palmdale	CA	935500000	Los Angeles
06400	660	95-4391249	Thrifty PayLess, Inc.	Thrifty PayLess, Inc.	Store	Yes		3105 Rancho Vista Boulevard		Palmdale	CA	935514822	Los Angeles

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