

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Maxi Drug, Inc.		07/31/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Deutsche Bank Trust Company Americas
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Bank: NEW YORK

PROPERTY NUMBERS Total: 12		
Property Type	Number	Word Mark
Registration Number:	2799290	BROOKS RXCARE
Registration Number:	2675219	SCOTSMAN'S CHOICE
Registration Number:	2686601	BROOKS PHARMACY RXCARE
Registration Number:	2473198	BROOKS PHARMACY
Registration Number:	2383008	BROOKS PHARMACY
Registration Number:	2235389	PROSPER
Registration Number:	2229999	BROOKS
Registration Number:	2202639	BROOKS
Registration Number:	2132397	"YOU'LL LIKE WHAT WE DO FOR YOU"
Registration Number:	2054658	BROOKS MAXI DRUG
Registration Number:	2004155	CLUB OF GOLDEN FRIENDS
Registration Number:	1525179	BROOKS

CORRESPONDENCE DATA	
Fax Number:	(212)859-4000
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	

OP \$315.00 2799290

Phone: 212 859 8000
Email: carrie.kingsley@friedfrank.com
Correspondent Name: Carrie B. Kingsley
Address Line 1: Fried Frank et al. LLP
Address Line 2: One New York Plaza
Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	4385-702
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NAME OF SUBMITTER:	Carrie B. Kingsley
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Total Attachments: 5

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**Assignment of Security Interest
in United States Patents and Trademarks**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **MAXI DRUG, INC.**, a Delaware corporation (the "Assignor"), having its chief executive office at 50 Service Avenue, Warwick RI, 02886, hereby grants to **DEUTSCHE BANK TRUST COMPANY AMERICAS**, as U.S. Collateral Agent, (the "Assignee"), with offices at 60 Wall Street, New York NY, 10005, a security interest in all of the Assignor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired:

(i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;

(ii) each Patent License, including each Patent License listed on Schedule A hereto;

(iii) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto;

(iv) each Trademark License, whether registered or not, including each Trademark License referred to in Schedule B hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark to the extent permitted by applicable law; and

(v) all products and proceeds of the foregoing, including any claim by the Assignor against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or B hereto, or under any Patent or Trademark licensed under any Patent License or Trademark License, including any such License listed on Schedule A or B hereto, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS GRANT is granted in conjunction with the security interests granted to the Assignee pursuant to the Security Agreement among the Assignor, the Assignee and certain other parties dated as of July 30, 2004, as amended, modified or supplemented from time to time (the "Security Agreement").

THIS GRANT has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

Maxi Drug, Inc.

TRADEMARK
REEL: 002941 FRAME: 0628

8/30/04

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the
31 day of July, 2004.

MAXI DRUG, INC., as Assignor

By: _____
Name:
Title:

**DEUTSCHE BANK TRUST COMPANY
AMERICAS, as U.S. Collateral Agent, as Assignee**

By: Mary Kay Coyle
Name: **Mary Kay Coyle**
Title: **Managing Director**

STATE OF _____
_____ OF _____

The foregoing instrument was acknowledged before me this _____ day of _____,
20__ by _____ as _____ of **MAXI DRUG, INC.**, a
Delaware corporation, on behalf of **MAXI DRUG, INC.**

My commission expires:

Notarial Seal

Notary Public

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the
31 day of July, 2004.

MAXI DRUG, INC., as Assignor

By: Susan Morgan
Name: SUSAN MORGAN
Title: ASST. VICE PRESIDENT

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as U.S. Collateral Agent, as Assignee

By: _____
Name:
Title:

STATE OF New York
County OF New York

The foregoing instrument was acknowledged before me this 31 day of July,
2004 by Susan Morgan as Asst. Vice President of MAXI DRUG INC., a
Delaware corporation, on behalf of MAXI DRUG, INC.

My commission expires: 7/2/07

Notarial Seal

Joyce W. Chang
Notary Public

JOYCE W. CHANG
Notary Public, State of New York
No. 01CH0000781
Qualified in New York County
My Commission Expires July 2, 2007

SCHEDULE A

None.

SCHEDULE B

TRADEMARK REGISTRATIONS

(United States unless otherwise indicated)

Mark	Serial No. & Reg. No.	Owner
BROOKS RXCARE	78/136,699 2,799,290	Maxi Drug, Inc.
SCOTSMAN'S CHOICE	78/115,524 2,675,219	Maxi Drug, Inc.
BROOKS PHARMACY RXCARE	78/094,140 2,686,601	Maxi Drug, Inc.
BROOKS PHARMACY (Words & Design)	75/911,003 2,473,198	Maxi Drug, Inc.
BROOKS PHARMACY (Words only)	75/773,678 2,383,008	Maxi Drug, Inc.
PROSPER	75/375,089 2,235,389	Maxi Drug, Inc.
BROOKS (Word only in several classes)	75/286,147 2,229,999	Maxi Drug, Inc.
BROOKS (Word & Design in several classes)	75/286,146 2,202,639	Maxi Drug, Inc.
YOU'LL LIKE WHAT WE DO FOR YOU	75/227,259 2,132,397	Maxi Drug, Inc.
BROOKS MAXI DRUG	75/066,488 2,054,658	Maxi Drug, Inc.
CLUB OF GOLDEN FRIENDS	74/701,042 2,004,155	Maxi Drug, Inc.

Thrift Drug, Inc.

Mark	Serial No. & Reg. No.	Owner
BROOKS	73/686,954 1,525,179	Maxi Drug, Inc.