

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Duane Reade International, LLC		08/07/2009	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association, as Collateral Agent		
<b>Street Address:</b>	225 Asylum Street		
<b>Internal Address:</b>	23rd Floor		
<b>City:</b>	Hartford		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06103		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 55</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3106297	APT. 5	
Registration Number:	2952958	APT. 5	
Registration Number:	2849822	APT. 5	
Registration Number:	3064460	CHRISTMAS IN NEW YORK	
Registration Number:	2965237	CHRISTMAS IN NEW YORK	
Registration Number:	2854831	COLOR FOR THE CITY	
Registration Number:	1106961	DR	
Registration Number:	1099871	DR	
Registration Number:	1099209	DR	
Registration Number:	3417626	DR DUANE READE	
Registration Number:	3059502	DR EXPRESS	
Registration Number:	3018592	DR EXPRESS	
Registration Number:	3148519	DR HOME HEALTHCARE	

CH \$1390.00 3106297

Registration Number:	3504564	DR HOMECARE
Registration Number:	1106451	DUANE READE
Registration Number:	1105420	DUANE READE
Registration Number:	1092555	DUANE READE
Registration Number:	3542751	DUANE READE DRC DIABETES RESOURCE CENTER
Registration Number:	2966897	FIFTH AVENUE PREFERRED
Registration Number:	2997779	MAYFAIR CHEMISTS
Registration Number:	3643427	NEW YORK LIVING MADE EASY
Registration Number:	3461080	NEW YORK'S #1 DRUG STORE
Registration Number:	3142140	NEW YORK'S MOST REWARDING DRUGSTORE
Registration Number:	3331615	PERFORMANCE SCRIPT NETWORK
Registration Number:	1163199	ROCKBOTTOM
Registration Number:	3523671	SKIN WELLNESS CENTER
Registration Number:	3646707	UNIQUELY NEW YORK SINCE 1960
Registration Number:	3414395	WE PLEDGE DR
Serial Number:	77730653	APT. 5
Serial Number:	77730809	APT. 5
Serial Number:	77730771	APT. 5
Serial Number:	77303304	CITY CHIC
Serial Number:	77303291	CITY CHIC
Serial Number:	77623994	DR
Serial Number:	77623999	DR
Serial Number:	77706575	DR DELISH
Serial Number:	77706579	DR DELISH
Serial Number:	77706577	DR DELISH
Serial Number:	77768078	DR HOMECARE
Serial Number:	77776646	DR HOMECARE
Serial Number:	77776505	DR HOMECARE
Serial Number:	77624001	DR PHARMACY
Serial Number:	77708752	DUANE READE EXPRESS
Serial Number:	77708799	DUANE READE EXPRESS
Serial Number:	77739519	FIVE POINTS
Serial Number:	77706550	HOW I FEEL
Serial Number:	77706552	HOW I LOOK
Serial Number:	77739522	MORNING RUSH

Serial Number:	77706546	NY YOU
Serial Number:	77707767	PHARMACY RX
Serial Number:	77713713	PHARMACY RX
Serial Number:	77713699	PHARMACY RX
Serial Number:	77706539	SPUDZZ
Serial Number:	77706556	WHAT I NEED NOW
Serial Number:	77767592	YOUR CITY. YOUR DRUGSTORE.

**CORRESPONDENCE DATA**

Fax Number: (202)408-3141  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 800-927-9801 x2348  
Email: jpaterso@cscinfo.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430  
Address Line 2: Attn: Jean Paterson  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	092624
NAME OF SUBMITTER:	Jean Paterson
Signature:	/Jean Paterson/
Date:	08/11/2009

Total Attachments: 9  
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**Notice of Grant of Security Interest  
in United States Patents and Trademarks**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, DUANE READE INTERNATIONAL, LLC, a Delaware limited liability company (the "Grantor"), having its chief executive office at 440 Ninth Avenue, New York, New York 10001, hereby grants to U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent, (the "Grantee"), with offices at 225 Asylum Street, 23rd Floor, Hartford, Connecticut 06103, a security interest in all of the Grantor'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 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, but excluding in all cases all intent-to-use United States trademark applications for which an amendment to allege use or statement of use has not been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d), respectively, or if filed, has not been deemed in conformance with 15 U.S.C. § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office provided that upon such filing and acceptance, such intent-to-use applications shall be included in the definition of Trademark;
- (iii) all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and
- (iv) 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 NOTICE OF GRANT OF SECURITY INTEREST IN UNITED STATES PATENTS AND TRADEMARKS (this "Notice") is granted in conjunction with the security interests granted to the Grantee pursuant to the Security Agreement among the Grantor, the Grantee and certain other parties dated as of August 7, 2009, as amended, restated, modified or supplemented from time to time (the "Security

Agreement”). Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Security Agreement.

This Notice has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee 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 Notice of Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Pages Follow]

[Signature Page to Patent and Trade Security Agreement]

**TRADEMARK**  
**REEL: 004041 FRAME: 0276**

IN WITNESS WHEREOF, the undersigned have executed this Notice of Grant of Security Interest as of the 2<sup>nd</sup> day of August, 2009.

DUANE READE INTERNATIONAL, LLC  
as Grantor

By: [Signature]  
Name: Joseph C. Magnacca  
Title: Manager

U.S. BANK NATIONAL ASSOCIATION,  
in its capacity as Collateral Agent, as  
Grantee

By: \_\_\_\_\_  
Name:  
Title:

STATE OF )  
                  ) : ss.  
OF                )

The foregoing instrument was acknowledged before me this 5<sup>th</sup>  
day of August, 2009 by JOSEPH C. Magnacca as  
Manager of DUANE READE INTERNATIONAL, LLC, a  
Delaware limited liability company, on behalf of DUANE READE INTERNATIONAL,  
LLC.

My commission expires: 1-12-2013

Notarial Seal

[Signature]  
Notary Public

Lucy Kraus  
Notary Public  
New York State  
Qualified in Nassau County  
No. 01KRS19909  
Commission Expires 1-12-2013 B

IN WITNESS WHEREOF, the undersigned have executed this Notice of Grant of Security Interest as of the 11 day of August, 2009.

DUANE READE INTERNATIONAL, LLC  
as Grantor

By: \_\_\_\_\_  
Name:  
Title:

U.S. BANK NATIONAL ASSOCIATION,  
in its capacity as Collateral Agent, as  
Grantee

By: Susan C. Merke  
Name: Susan C. Merke  
Title: Vice President

STATE OF )  
                  ) : ss.  
OF )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of August, 2009 by \_\_\_\_\_ as \_\_\_\_\_ of DUANE READE INTERNATIONAL, LLC, a Delaware limited liability company, on behalf of DUANE READE INTERNATIONAL, LLC.

My commission expires:

Notarial Seal

\_\_\_\_\_  
Notary Public

{Signature Page to Patent and Trade Security Agreement}

**Schedule A to Patent and Trademark Notice of Grant of Security Interest**

**PATENTS AND PATENT APPLICATIONS**

None.



**Schedule B to Patent and Trademark Notice of Grant of Security Interest**

**TRADEMARKS**

<b>Mark</b>	<b>Country</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
APT. 5	U.S. Federal	3106297	Jun. 20, 2006
APT. 5	U.S. Federal	2952958	May 17, 2005
APT. 5	U.S. Federal	2849822	Jun. 1, 2004
CHRISTMAS IN NEW YORK	U.S. Federal	3064460	Feb. 28, 2006
CHRISTMAS IN NEW YORK	U.S. Federal	2965237	Jul. 5, 2005
COLOR FOR THE CITY	U.S. Federal	2854831	Jun. 15, 2004
DR	U.S. Federal	1106961	Nov. 28, 1978
DR	U.S. Federal	1099871	Aug. 15, 1978
DR	U.S. Federal	1099209	Aug. 15, 1978
DR DUANE READE (stylized letters)	U.S. Federal	3417626	Apr. 29, 2008
DR EXPRESS	U.S. Federal	3059502	Feb. 14, 2006
DR EXPRESS and design	U.S. Federal	3018592	Nov. 22, 2005
DR HOME HEALTHCARE and design	U.S. Federal	3148519	Sep. 26, 2006
DR HOMECARE and design	U.S. Federal	3504564	Sep. 23, 2008
DUANE READE	U.S. Federal	1106451	Nov. 21, 1978
DUANE READE	U.S. Federal	1105420	Nov. 7, 1978
DUANE READE	U.S. Federal	1092555	May 30, 1978
DUANE READE DRC DIABETES RESOURCE CENTER and design	U.S. Federal	3542751	Dec. 9, 2008
FIFTH AVENUE PREFERRED	U.S. Federal	2966897	Jul. 12, 2005
MAYFAIR CHEMISTS	U.S. Federal	2997779	Sep. 20, 2005
NEW YORK LIVING MADE EASY	U.S. Federal	3643427	Jun. 23, 2009

NEW YORK'S #1 DRUG STORE	U.S. Federal	3461080	Jul. 8, 2008
NEW YORK'S MOST REWARDING DRUGSTORE	U.S. Federal	3142140	Sep. 12, 2006
PERFORMANCE SCRIPT NETWORK and design	U.S. Federal	3331615	Nov. 6, 2007
ROCKBOTTOM	U.S. Federal	1163199	Jul. 28, 1981
SKIN WELLNESS CENTER and design	U.S. Federal	3523671	Oct. 28, 2008
UNIQUELY NEW YORK SINCE 1960	U.S. Federal	3646707	Jun. 30, 2009
WE PLEDGE DR and design	U.S. Federal	3414395	Apr. 22, 2008

### TRADEMARK APPLICATIONS

Mark	Country	Serial No.	Filing Date
APT. 5	U.S. Federal	77730653	May 6, 2009
APT. 5 & Design	U.S. Federal	77730809	May 6, 2009
APT. 5 & Design	U.S. Federal	77730771	May 6, 2009
CITY CHIC	U.S. Federal	77303304	Oct. 12, 2007
CITY CHIC	U.S. Federal	77303291	Oct. 12, 2007
DR and design	U.S. Federal	77623994	Dec. 1, 2008
DR and design	U.S. Federal	77623999	Dec. 1, 2008
DR DELISH	U.S. Federal	77706575	Apr. 3, 2009
DR DELISH & Design	U.S. Federal	77706579	Apr. 3, 2009
DR DELISH & Design	U.S. Federal	77706577	Apr. 3, 2009
DR HOMECARE	U.S. Federal	77768078	Jun. 25, 2009
DR HOMECARE & Design	U.S. Federal	77776646	July 8, 2009
DR HOMECARE & Design	U.S. Federal	77776505	July 8, 2009
DR PHARMACY and design	U.S. Federal	77624001	Dec. 1, 2008
DUANE READE EXPRESS	U.S. Federal	77708752	Apr. 7, 2009

[Signature Page to Patent and Trade Security Agreement]

**TRADEMARK**  
**REEL: 004041 FRAME: 0281**

<b>Mark</b>	<b>Country</b>	<b>Serial No.</b>	<b>Filing Date</b>
DUANE READE EXPRESS & Design	U.S. Federal	77708799	Apr. 7, 2009
FIVE POINTS	U.S. Federal	77739519	May 18, 2009
HOW I FEEL	U.S. Federal	77706550	Apr. 3, 2009
HOW I LOOK	U.S. Federal	77706552	Apr. 3, 2009
MORNING RUSH	U.S. Federal	77739522	May 18, 2009
NY YOU	U.S. Federal	77706546	Apr. 3, 2009
PHARMACY RX	U.S. Federal	77707767	Apr. 6, 2009
PHARMACY RX & Design	U.S. Federal	77713713	Apr. 14, 2009
PHARMACY RX & Design	U.S. Federal	77713699	Apr. 14, 2009
SPUDZZ	U.S. Federal	77706539	Apr. 3, 2009
WHAT I NEED NOW	U.S. Federal	77706556	Apr. 3, 2009
YOUR CITY. YOUR DRUGSTORE.	U.S. Federal	77767592	Jun. 24, 2009

[Signature Page to Patent and Trade Security Agreement]