

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Duane Reade International, Inc.		07/23/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Duane Reade International, LLC
Street Address:	440 9th Avenue
Internal Address:	6th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 55**

Property Type	Number	Word Mark
Serial Number:	77706556	WHAT I NEED NOW
Serial Number:	77706552	HOW I LOOK
Serial Number:	77706550	HOW I FEEL
Serial Number:	77768078	DR HOMECARE
Serial Number:	77767592	YOUR CITY. YOUR DRUGSTORE.
Serial Number:	77739522	MORNING RUSH
Serial Number:	77739519	FIVE POINTS
Serial Number:	77730809	APT. 5
Serial Number:	77730771	APT. 5
Serial Number:	77730653	APT. 5
Serial Number:	77713713	PHARMACY RX
Serial Number:	77713699	PHARMACY RX
Serial Number:	77708799	DUANE READE EXPRESS

CH \$1390.00 77706556

Serial Number:	77708752	DUANE READE EXPRESS
Serial Number:	77707767	PHARMACY RX
Serial Number:	77706579	DR DELISH
Serial Number:	77706577	DR DELISH
Serial Number:	77706575	DR DELISH
Serial Number:	77706546	NY YOU
Serial Number:	77706539	SPUDZZ
Serial Number:	77625950	NEW YORK LIVING MADE EASY
Serial Number:	77624001	DR PHARMACY
Serial Number:	77623990	UNIQUELY NEW YORK SINCE 1960
Serial Number:	77623994	DR
Serial Number:	77623999	DR
Serial Number:	77395618	SKIN WELLNESS CENTER
Serial Number:	77395660	DR HOMECARE
Serial Number:	77322471	DUANE READE DRC DIABETES RESOURCE CENTER
Serial Number:	77303304	CITY CHIC
Serial Number:	77303291	CITY CHIC
Serial Number:	77292976	NEW YORK'S #1 DRUG STORE
Serial Number:	77250247	WE PLEDGE DR
Serial Number:	77250227	DR DUANE READE
Serial Number:	78737249	DR HOME HEALTHCARE
Serial Number:	78737265	NEW YORK'S MOST REWARDING DRUGSTORE
Serial Number:	78737210	PERFORMANCE SCRIPT NETWORK
Serial Number:	78581889	APT. 5
Serial Number:	78420116	CHRISTMAS IN NEW YORK
Serial Number:	78353609	DR EXPRESS
Serial Number:	78353602	DR EXPRESS
Serial Number:	78126135	APT. 5
Serial Number:	78453378	MAYFAIR CHEMISTS
Serial Number:	78420092	CHRISTMAS IN NEW YORK
Serial Number:	78404849	FIFTH AVENUE PREFERRED
Serial Number:	76975925	COLOR FOR THE CITY
Serial Number:	78975141	APT. 5
Serial Number:	73226129	ROCKBOTTOM
Serial Number:	73159995	DR

Serial Number:	73159996	DUANE READE
Serial Number:	73122294	DR
Serial Number:	73122295	DR
Serial Number:	73121726	DUANE READE
Serial Number:	73121727	DUANE READE
Serial Number:	77776646	DR HOMECARE
Serial Number:	77776505	DR HOMECARE

**CORRESPONDENCE DATA**

Fax Number: (212)492-0603  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2123733603  
Email: lsilber@paulweiss.com, hranucci@paulweiss.com  
Correspondent Name: Lindsay N. Silber  
Address Line 1: 1285 Avenue of the Americas  
Address Line 2: c/o Paul, Weiss, LLP  
Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	17587-001
NAME OF SUBMITTER:	Lindsay N. Silber
Signature:	/lindsaynsilber/
Date:	07/30/2009

Total Attachments: 6  
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DUANE READE INTERNATIONAL, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "DUANE READE INTERNATIONAL, INC." TO "DUANE READE INTERNATIONAL, LLC", FILED THE TWENTY-THIRD DAY OF JULY, A.D. 2009, AT 4:29 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 2009, AT 4:29 O'CLOCK P.M.

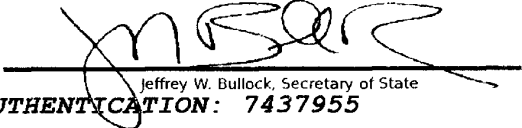
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "DUANE READE INTERNATIONAL, LLC".



3082771 8100H

090725623

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7437955

DATE: 07-24-09

TRADEMARK  
REEL: 004034 FRAME: 0660

CERTIFICATE OF INCORPORATION  
OF  
DUANE READE INTERNATIONAL, INC.

FIRST: The name of the corporation is Duane Reade International, Inc.

SECOND: The address of it's registered office in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware, 19805. The name of the registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 having a par value of \$0.01 per share. All such shares are Common Stock.

FIFTH: The name and mailing address of the incorporator is:

Alexandra W. Schlesinger  
Latham & Watkins  
885 Third Avenue  
New York, New York 10022

SIXTH The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.


SEVENTH: The Corporation shall, to the fullest extent permitted or required by Section 145 of the General Corporation Law of the Sate of Delaware, as the same may be amended and supplemented, indemnify any and all persons to whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled

under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article Eighth.

NINTH: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the state of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation, without any action on the part of the Stockholders, but the Stockholders may make additional By-Laws and may alter, amend or repeal any By-Law whether adopted by them or otherwise. The Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 24 day of August, 1999.




Incorporator  
Alexandra W. Schlesinger

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the corporation first formed is the State of Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
- 3.) The date the corporation first formed was August 12, 1999.
- 4.) The name of the corporation immediately prior to filing this Certificate is DUANE READE INTERNATIONAL, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is DUANE READE INTERNATIONAL, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion on the 23rd day of July, 2009.

By:   
Name: Joseph C. Magnacca  
Title: President



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:29 PM 07/23/2009  
FILED 04:29 PM 07/23/2009  
SRV 090723174 - 3082771 FILE

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

ARTICLE I

NAME

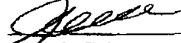
The name of the limited liability company is DUANE READE INTERNATIONAL, LLC  
(the "Company").

ARTICLE II

REGISTERED OFFICE; REGISTERED AGENT

The address of the initial registered office of the Company in the State of Delaware is  
2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name  
of the initial registered agent of the Company at such address is the Corporation Service  
Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation  
this 23<sup>rd</sup> day of July, 2009.

By:   
Name: Joseph C. Magnacca  
Title: President