

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
de~luxe Distributors, Inc.		08/22/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	drugstore.com, inc.
Street Address:	411 108th Avenue NE, Suite 1400
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98004
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Serial Number:	77475191	DE~LUXE DISTRIBUTORS
Registration Number:	2888048	AUTHENTIC SALON QUALITY HAIR CARE
Registration Number:	2888021	AUTHENTIC SPA QUALITY PERSONAL CARE
Registration Number:	2881511	BAIN DE~LUXE
Registration Number:	2830104	BAIN DE~LUXE FOAMING BODY SCRUB
Registration Number:	2830105	BAIN DE~LUXE FOAMING BODY SCRUB
Registration Number:	2881513	BAIN DE~LUXE LUXURY BODY WASH
Registration Number:	2769177	BAIN DE~LUXE LUXURY BODY WASH
Registration Number:	2906580	COLORSAVE
Registration Number:	2906263	CREME DE~LUXE
Registration Number:	2906267	CREME DE~LUXE LUXURY BODY CREME
Registration Number:	2769178	CREME DE~LUXE LUXURY BODY CREME
Registration Number:	2978220	CREME DE~LUXE WINTER AID BALM

OP \$765.00 77475191

Registration Number:	2978219	CREME DE~LUXE WINTER AID LOTION
Registration Number:	2933419	DE~LUXE
Registration Number:	3009407	DE~LUXE
Registration Number:	2906264	DE~LUXE
Registration Number:	3015721	DE~LUXE
Registration Number:	3015720	DE~LUXE
Registration Number:	2988101	DE~LUXE
Registration Number:	2988100	DE~LUXE
Registration Number:	2895366	DE~LUXE
Registration Number:	2895365	DE~LUXE
Registration Number:	3145596	EAU DE~LUXE BATH & BODY MIST
Registration Number:	3145597	EAU DE~LUXE BATH & BODY MIST
Serial Number:	77421642	MAISON DE~LUXE
Registration Number:	2895364	SAVON DE~LUXE
Registration Number:	2893073	SAVON DE~LUXE FRENCH MILLED SOAPS
Registration Number:	2886214	SAVON DE~LUXE FRENCH MILLED SOAPS
Registration Number:	2978217	SAVON DE~LUXE WINTER AID SOAPS

CORRESPONDENCE DATA

Fax Number: 8473156885
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 8473154582
Email: pto@walgreens.com
Correspondent Name: Cary M. Pumphrey, Esq. / Walgreen Co.
Address Line 1: 104 Wilmot Road, Ms #1425
Address Line 4: Deerfield, ILLINOIS 60015

ATTORNEY DOCKET NUMBER:	DE~LUXE DCSM MERGER
NAME OF SUBMITTER:	Cary M. Pumphrey
Signature:	/carympumphrey/
Date:	05/30/2012

Total Attachments: 9
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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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CUSTOM NUTRITION SERVICES, INC.", A DELAWARE CORPORATION,
"DE-LUXE DISTRIBUTORS, INC.", A DELAWARE CORPORATION,
"MEDCO ONLINE SALES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "DRUGSTORE.COM, INC." UNDER THE NAME OF
"DRUGSTORE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-THIRD DAY OF AUGUST, A.D. 2011, AT
5:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
AUGUST, A.D. 2011, AT 11:59 O'CLOCK P.M.

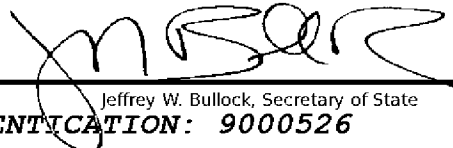
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

2878657 8100M

110946374



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9000526

DATE: 08-30-11

TRADEMARK
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CERTIFICATE OF OWNERSHIP

of

**Custom Nutrition Services, Inc.,
a Delaware corporation**

**de~lux e Distributors, Inc.,
a Delaware corporation**

and

**Medco Online Sales, Inc.,
a Delaware corporation**

with and into

**drugstore.com, inc.,
a Delaware corporation**

Pursuant to the provisions of Section 253 of the General Corporation Law of Delaware (the "DGCL"), this Certificate of Ownership is executed for the purpose of merging Custom Nutrition Services, Inc., a Delaware corporation ("CNS"), de~lux e Distributors, Inc., a Delaware corporation ("de~lux e") and together with Medco Online Sales, Inc., a Delaware corporation ("Medco"), each of which is a direct, wholly owned subsidiary of drugstore.com and collectively the ("Disappearing Corporations") with and into drugstore.com, inc., a Delaware corporation ("**drugstore.com**" or the "**Surviving Corporation**").

1. There are one (100) shares of Common Stock of CNS outstanding, all of which shares voted for the merger, pursuant to the terms of the Plans of Merger.
2. There are one (1,000) shares of Common Stock of de~lux e outstanding, all of which shares voted for the merger, pursuant to the terms of the Plans of Merger.
3. There are one thousand (1,000) shares of Common Stock of Medco outstanding, all of which shares voted for the merger, pursuant to the terms of the Plans of Merger.
4. Pursuant to Section 253 of the DGCL, approval by the stockholders of **drugstore.com** was not required to effect the merger or to execute this Certificate of Ownership or the Plans of Merger.
5. The Plans of Merger and performance of its terms were duly authorized by all action required by the laws of the State of Delaware and by **drugstore.com**'s constituent documents.

5. The Plans of Merger and performance of its terms were duly authorized by all action required by the laws of the State of Delaware and by **drugstore.com's** constituent documents.

6. The Plans of Merger and performance of its terms were duly authorized by all actions required by the laws of the State of Delaware and by **CNS's , de-luxe's and Medco's** constituent documents.

7. The name of the surviving corporation is "drugstore.com, inc.," and it shall be governed by the laws of the State of Delaware, and **CNS, de-luxe and Medco** shall cease to exist.

8. drugstore.com will assume and be responsible for the payment of any fees and franchise taxes of **CNS, de-luxe and Medco**.

9. The Certificate of Incorporation of drugstore.com shall be the Certificate of Incorporation of the Surviving Corporation.

10. The merger and the Plans of Merger were duly approved and adopted on August 22, 2011 by the sole stockholder of each Disappearing Corporation pursuant to Sections 253 of the DGCL as set forth on the attached as Exhibit A.

11. The merger shall become effective as of 11:59 p.m., on August 31, 2011.

12. An executed Plans of Merger is on file at the principal place of business of the Surviving Corporation, at the address set forth below:

411 108th Ave NE
Suite 1400
Bellevue WA 98004

13. A copy of the Plans of Merger will be furnished by the Surviving Corporation, upon written request and without cost, to any stockholder of drugstore.com.

[signature page follows]

DATED as of August 23, 2011.

drugstore.com, inc.,
a Delaware corporation

JHG

By: [Signature]
Name: Richard N. Steiner
Title: Vice President

Custom Nutrition Services, Inc.,
a Delaware corporation

JHG

By: [Signature]
Name: Robert P. Paton
Title: VP, CHIEF ACCOUNTING OFFICER

de-luxe Distributors, Inc.,
a Delaware corporation

JHG

By: [Signature]
Name: Robert P. Paton
Title: VP, CHIEF ACCOUNTING OFFICER

Medco Online Sales, Inc.,
a Delaware corporation

JHG

By: [Signature]
Name: Robert P. Paton
Title: VP, CHIEF ACCOUNTING OFFICER

EXHIBIT A



**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors (the "Board") of drugstore.com, inc., a Delaware corporation (the "Corporation"), acting without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law and in accordance with the Corporation's by-laws, hereby take the following actions as of the date set forth above:

MERGER OF SUBSIDIARY – Custom Nutrition Services, Inc.

WHEREAS this corporation lawfully owns all of the outstanding stock of Custom Nutrition Services, Inc., a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS this corporation desires to merge into itself the said Custom Nutrition Services, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation, effective at 11:59 p.m. on August 31, 2011,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Custom Nutrition Services, Inc. and assumes all of its liabilities and obligations, effective at 11:59 p.m. on August 31, 2011; and

FURTHER RESOLVED, that an authorized officer of this corporation be and is hereby directed to make and execute a certificate of merger, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Newcastle County; and

FURTHER RESOLVED, that the officers of this corporation be and hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect this merger; and

MERGER OF SUBSIDIARY – de~luxe Distributors, Inc.

WHEREAS this corporation lawfully owns all of the outstanding stock of de~luxe Distributors, Inc., a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS this corporation desires to merge into itself the said de~luxe Distributors, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation, effective at 11:59 p.m. on August 31, 2011,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said de~luxe Distributors, Inc. and assumes all of its liabilities and obligations, effective at 11:59 p.m. on August 31, 2011; and

FURTHER RESOLVED, that an authorized officer of this corporation be and is hereby directed to make and execute a certificate of merger, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Newcastle County; and

FURTHER RESOLVED, that the officers of this corporation be and hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect this merger; and

MERGER OF SUBSIDIARY – Medco Online Sales, Inc.

WHEREAS this corporation lawfully owns all of the outstanding stock of Medco Online Sales, Inc., a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS this corporation desires to merge into itself the said Medco Online Sales, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation, effective at 11:59 p.m. on August 31, 2011;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Medco Online Sales, Inc. and assumes all of its liabilities and obligations, effective at 11:59 p.m. on August 31, 2011; and

FURTHER RESOLVED, that an authorized officer of this corporation be and is hereby directed to make and execute a certificate of merger, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Newcastle County; and

FURTHER RESOLVED, that the officers of this corporation be and hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect this merger; and

FURTHER RESOLVED, that the Plans of Merger attached hereto as Exhibit A is hereby approved and adopted and the officers of the Corporation are hereby authorized and directed to take all actions that may be necessary and appropriate to consummate the merger of each of Custom Nutrition Services, Inc., de~lux~ Distributors, Inc. and Medco Online Sales, Inc. with and into the Corporation.

GENERAL AUTHORITY

RESOLVED, that the appropriate officers of the Company, or any one of them, are hereby authorized, for and on behalf of the Company, to take all such steps and to do all such acts and things as they, or any one or more of them, deem necessary or advisable to carry out the intent and to accomplish the purposes of these resolutions adopted by the Board of Directors, and the taking of any and all such actions and the performance of all such things, including the execution and delivery of any and all documents or instruments in connection therewith, shall conclusively establish their authority therefor from the Company and the approval and ratification thereof by this Board of Directors.

RESOLVED, that any and all actions heretofore taken by the officers of the Company prior to the date of the resolutions adopted hereby that are within the authority conferred by such resolutions are hereby approved, ratified and confirmed as the acts and deeds of the Company.

[SIGNATURE PAGE TO FOLLOW]

This Consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument, and shall be effective as of the date this Consent is signed by each of the members of the Board of Directors, unless a later effective date is specified herein.

Date signed: Aug. 22, 2011

/s/ Rick Hans
Rick Hans

Date signed: Aug. 22, 2011

/s/ Robert M. Silverman
Robert M. Silverman

Date signed: Aug. 22, 2011

/s/ John A. Mann
John A. Mann