

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|---|-------------------------------------|------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| THRIFTY DRUG STORES, INC. | | 06/07/2013 | CORPORATION: MINNESOTA |
| RECEIVING PARTY DATA | | | |
| Name: | U.S. BANK NATIONAL ASSOCIATION | | |
| Street Address: | 800 NICOLLET MALL | | |
| Internal Address: | 4TH FLOOR, BC-MN-H04B | | |
| City: | MINNEAPOLIS | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55402 | | |
| Entity Type: | national banking association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 7 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4219728 | HEALTHYPACK RX | |
| Registration Number: | 3132003 | READY REFILL | |
| Registration Number: | 3310537 | WHITE DRUG PHARMACY RX EST. 1884 | |
| Registration Number: | 3322359 | WHITE DRUG PHARMACY | |
| Registration Number: | 3315549 | THRIFTY WHITE PHARMACY RX EST. 1884 | |
| Registration Number: | 3296293 | THRIFTY WHITE PHARMACY | |
| Registration Number: | 3438810 | THRIFTY WHITE DRUG | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6129778650 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 612.977.8483 | | |
| Email: | sbourdaux@briggs.com | | |
| Correspondent Name: | Sarina Bourdaux, Paralegal | | |

CH \$190.00 4219728

Address Line 1: 80 South Eighth Street
Address Line 2: 2200 IDS Center
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER: 19401.2759

NAME OF SUBMITTER: Lyndsay R. Capeder, Esq.

Signature: /LYNDSAY R. CAPEDE, ESQ./

Date: 06/13/2013

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

Dated: June 7, 2013

United States Patent and Trademark Office

Ladies and Gentlemen:

WHEREAS, THRIFTY DRUG STORES, INC., a Minnesota corporation (the "Debtor") executed and delivered to U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Bank") a certain Security Agreement dated as of June 7, 2013 (the "Security Agreement"); and the Debtor has granted to the Bank a continuing security interest in and continuing lien upon all of Debtor's now owned or existing and filed and hereafter acquired or arising and filed trademarks, service marks, trademark or service mark registrations, trade names, and trademark or service mark applications, including without limitation, the Trademarks shown below:

| MARK | SERIAL NO. | REGISTRATION NO. | REGISTRATION DATE |
|-------------------------------|------------|------------------|-------------------|
| HEALTHYPACK RX | 85540434 | 4219728 | 10/02/2012 |
| READY REFILL & DESIGN | 78544916 | 3132003 | 8/22/2006 |
| WHITE DRUG PHARMACY (LOGO) | 77018685 | 3310537 | 10/16/2007 |
| WHITE DRUG PHARMACY | 77018628 | 3322359 | 10/30/2007 |
| THRIFTY WHITE PHARMACY | 77018668 | 3315549 | 10/23/2007 |
| THRIFTY WHITE PHARMACY | 77018614 | 3296293 | 9/25/2007 |
| THRIFTY WHITE DRUG (LOGO) | 77018647 | 3438810 | 6/3/2008 |

The Debtor and the Bank hereby acknowledge and agree that the security interest in the foregoing Trademarks (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of the foregoing Trademarks.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Notice of Grant of Security Interest in Trademarks has been duly executed by the Debtor as of date first above written.

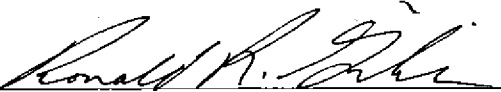
THRIFTY DRUG STORES, INC.,
a Minnesota corporation

By: Mark R. Basco
Name: Mark R. Basco
Title: Chief Financial Officer

[Signature page to Notice of Grant of Security Interest in Trademarks]

Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association

By: 
Ronald R. GIBLIN, Vice President

[Signature page to Notice of Grant of Security Interest in Trademarks]