

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
Eckerd Corporation		07/31/2004	CORPORATION: DELAWARE
EDC Licensing, 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: 73		
Property Type	Number	Word Mark
Registration Number:	2565825	1 MINUTE EDUCATOR
Registration Number:	2485250	2VU
Registration Number:	1402791	A-PHEDRIN
Registration Number:	1785138	CHRISTMAS AVENUE
Registration Number:	1756170	CHRISTMAS AVENUE
Registration Number:	2414163	COMFY
Registration Number:	1357112	COMP.U.CARE
Registration Number:	2328659	COOL SNAPS
Registration Number:	2328658	COOL SNAPS
Registration Number:	2251324	DAILY IMPACT
Registration Number:	1768362	ECKERD
Registration Number:	2435336	ECKERD
Registration Number:	2514941	ECKERD
Registration Number:	1303154	ECKERD

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Registration Number:	2459575	ECKERD
Registration Number:	2829659	ECKERD
Registration Number:	2822863	ECKERXD A PHARMACY. FIRST.
Registration Number:	1273943	ECKERD AMERICA'S FAMILY DRUG STORE
Registration Number:	2497993	ECKERD BEAUTY PROMISE
Registration Number:	2497996	ECKERD BRAND PROMISE ECKERD
Registration Number:	2429802	ECKERD DIABETES SOLUTIONS
Registration Number:	2497995	ECKERD FRESHNESS PROMISE
Registration Number:	2618903	ECKERD GET MORE!
Registration Number:	2605749	ECKERD ON CALL
Registration Number:	2394158	ECKERD PATIENT CARE
Registration Number:	2497994	ECKERD PERFECT CARD PROMISE
Registration Number:	2495925	ECKERD PHARMACY CARE PROMISE
Registration Number:	2497992	ECKERD PHOTO PROCESSING PROMISE
Registration Number:	2497991	ECKERD PROMISE OF PRIVACY
Registration Number:	2565164	ECKERD SENIOR SELECT
Registration Number:	2217677	EMERGING SCIENCE
Registration Number:	1705367	FREE-BATE
Registration Number:	2702550	LIVING COLOR
Registration Number:	1127663	LIVING COLOR
Registration Number:	2696143	MIRA
Registration Number:	1788152	PARADISE BAY CLUB
Registration Number:	2677468	PAUL MILAN
Registration Number:	1890351	PAUL MILAN
Registration Number:	2418441	PAY YOUR WAY
Registration Number:	2512522	PHARMABLOK
Registration Number:	2498340	PHOTO TAKES
Registration Number:	2842346	PREPAY PRESCRIPTION EXPRESS
Registration Number:	2285305	QUANTUM EXPRESS
Registration Number:	2233586	QUANTUM EXPRESS
Registration Number:	2272549	QUANTUM LAB
Registration Number:	2253940	QUANTUM LAB
Registration Number:	2851770	READY, SET, GLOW!
Registration Number:	2379627	REFILL EASE
Registration Number:	2287979	RIGHT THERE WITH YOU

Registration Number:	2474372	SEA PALS
Registration Number:	2578275	SHURE LAX
Registration Number:	2346128	SIEMPRE CON USTED
Registration Number:	2764046	SMILE AFTER SMILE
Registration Number:	857787	SPRING SHOWERS
Registration Number:	1850920	SYSTEM 2
Registration Number:	2426579	THE ECKERD SALUTE TO WOMEN
Registration Number:	1775595	TRUST CARE COUNSELING ECKE[PRESSCRIPTIONSYMBOL] D [PRESCRIPTION SYMBOL]
Registration Number:	2551169	TRUSTCARE
Registration Number:	1222910	ULTRALAB 35
Registration Number:	2259757	VITAB
Registration Number:	2476644	VITAMINS FOR MY HEALTH
Registration Number:	2797363	YOU CAPTURE THE MOMENTS. TRUST US TO MAKE THEM LAST.
Registration Number:	2527455	YOUR PRESCRIPTION FOR TRUST
Serial Number:	76526196	C A R E COUNSELING ADVICE RELATIONSHIP EXPERTISE
Serial Number:	78327951	ECKERD
Serial Number:	76516947	ECKERXD RX CONNECTIONS INFORMATION FOR HEALTHY LIVING
Registration Number:	1865088	HEALTH LINE
Serial Number:	78432446	CHERISH THE TASTE A AWARD & DESIGN
Serial Number:	78392302	COURTESY REFILLS
Serial Number:	78380747	ECKERD DRUG SMARTS GIVING KIDS THE STRAIGHT DOPE ON DRUGS
Serial Number:	78352432	EXPRESS SHOT
Serial Number:	78380701	HEALTHLINE
Serial Number:	76527823	SPECIALTY PHARMACY SERVICES BY ECKERXD WE SPECIALIZE IN SERIOUS MEDICINE.

CORRESPONDENCE DATA

Fax Number: (212)859-4000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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

TRADEMARK

REEL: 002937 FRAME: 0175

ATTORNEY DOCKET NUMBER:

4385-702

NAME OF SUBMITTER:

Carrie B. Kingsley

Total Attachments: 8

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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, **ECKERD CORPORATION**, a Delaware corporation and **EDC LICENSING, INC.**, a Delaware corporation (the "Assignors"), each 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 Assignors' right, title and interest, if any, 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 Assignors 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 Assignors, 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.

Eckerd Corporation/EDC Licensing, Inc.

**TRADEMARK
REEL: 002937 FRAME: 0177**

EDC LICENSING, INC., as Assignor

By: Susan Morgan

Name: SUSAN MORGAN

Title: ASST VICE PRESIDENT

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 Assistant Vice President of EDC LICENSING, INC., a Delaware corporation, on behalf of EDC LICENSING, INC..

My commission expires:

Notarial Seal

Ann Marie D'Alessandro

Notary Public

ANN MARIE D'ALESSANDRO
NOTARY PUBLIC, STATE OF NEW YORK
EX. 0123456789
SULLYVILLE, HENRIETTA COUNTY
MY COMMISSION EXPIRES ON 12/31/2005

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

ECKERD CORPORATION, as Assignor

By: *Teresa Proulx*
Name: TERESA PROULX
Title: ASST SECRETARY

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 Teresa Proulx as Asst. Secretary of ECKERD
CORPORATION, a Delaware corporation, on behalf of ECKERD CORPORATION.

My commission expires: 7/2/07

Notarial Seal

Joyce W. Chang
Notary Public

JOYCE W. CHANG
Notary Public, State of New York
No. 01CH8080781
Qualified in New York County
My Commission Expires July 2, 2007

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

ECKERD CORPORATION, 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 **ECKERD
CORPORATION**, a Delaware corporation, on behalf of **ECKERD CORPORATION**.

My commission expires:

Notarial Seal

Notary Public

SCHEDULE A

None.

SCHEDULE B

TRADEMARK REGISTRATIONS

(United States unless otherwise indicated)

Trademark	Registration No. & Date
1 MINUTE EDUCATOR	2,565,825 30-Apr-2002
2VU	2,485,250 4-Sep-2001
A-PHEDRIN	1,402,791 29-Jul-1986
CHRISTMAS AVENUE	1,785,138 3-Aug-1993
CHRISTMAS AVENUE	1,756,170 2-Mar-1993
COMFY	2,414,163 19-Dec-2000
COMP.U.CARE & Design	1,357,112 27-Aug-1985
COOL SNAPS & Design	2,328,659 14-Mar-2000
COOL SNAPS	2,328,658 14-Mar-2000
DAILY IMPACT	2,251,324 8-Jun-1999
ECKERD	1,768,362 4-May-1993
ECKERD	2,435,336 13-Mar-2001
ECKERD	2,514,941 4-Dec-2001
ECKERD & Design	1,303,154 30-Oct-1984
ECKERD & Design	2,459,575 12-Jun-2001
ECKERD Design	2,829,659 6-Apr-2004
ECKERxD A PHARMACY FIRST	2,822,863 16-Mar-2004
ECKERD AMERICA'S FAMILY DRUG	1,273,943

Genovese Drug Stores, Inc.

TRADEMARK
REEL: 002937 FRAME: 0181

Trademark	Registration No. & Date
STORE	10-Apr-1984
ECKERD BEAUTY PROMISE & Design	2,497,993 16-Oct-2001
ECKERD BRAND PROMISE & Design	2,497,996 16-Oct-2001
ECKERD DIABETES SOLUTIONS	2,429,802 20-Feb-2001
ECKERD FRESHNESS PROMISE & Design	2,497,995 16-Oct-2001
ECKERD GET MORE!	2,618,903 10-Sep-2002
ECKERD ON CALL	2,605,749 6-Aug-2002
ECKERD PATIENT CARE	2,394,158 10-Oct-2000
ECKERD PERFECT CARD PROMISE & Design	2,497,994 16-Oct-2001
ECKERD PHARMACY CARE PROMISE & Design	2,495,925 9-Oct-2001
ECKERD PHOTO PROCESSING PROMISE & Design	2,497,992 16-Oct-2001
ECKERD PROMISE OF PRIVACY & Design	2,497,991 16-Oct-2001
ECKERD SENIOR SELECT	2,565,164 30-Apr-2002
EMERGING SCIENCE	2,217,677 12-Jan-1999
FREE-BATE	1,705,367 4-Aug-1992
HEALTHLINE	1,865,088 29-Nov-1994
JET EXECUTIVE CENTER (Florida)	926,912 25-May-1982
LIVING COLOR	2,702,550 1-Apr-2003
LIVING COLOR	1,127,663 11-Dec-1979
MIRA	2,696,143 11-Mar-2003
PARADISE BAY CLUB	1,788,152 17-Aug-1993
PAUL MILAN	2,677,468 21-Jan-2003

Trademark	Registration No. & Date
PAUL MILAN	1,890,351 18-Apr-1995
PAY YOUR WAY	2,418,441 2-Jan-2001
PHARMABLOK	2,512,522 27-Nov-2001
PHOTO TAKES	2,498,340 16-Oct-2001
PREPAY PRESCRIPTION EXPRESS	2,842,346 18-May-2004
QUANTUM EXPRESS & Design	2,285,305 12-Oct-1999
QUANTUM EXPRESS	2,233,586 23-Mar-1999
QUANTUM LAB	2,272,549 24-Aug-1999
QUANTUM LAB & Design	2,253,940 15-Jun-1999
READY, SET, GLOW!	2,851,770 8-Jun-2004
REFILL EASE	2,379,627 22-Aug-2000
RIGHT THERE WITH YOU	2,287,979 19-Oct-1999
SEA PALS	2,474,372 31-Jul-2001
SHURE LAX	2,578-275 11-Jun-2002
SIEMPRE CON USTED	2,346,128 25-Apr-2000
SMILE AFTER SMILE	2,764,046 16-Sep-2003
SPRING SHOWERS	857,787 1-Oct-1968
SYSTEM 2 & Design	1,850,920 23-August-1994
THE ECKERD SALUTE TO WOMEN	2,426,579 6-Feb-2001
TRUST CARE COUNSELING ECKERXD RX & Design	1,775,595 8-Jun-1993
TRUSTCARE	2,551,169 19-Mar-2002
ULTRALAB 35	1,222,910

Trademark	Registration No. & Date
	4-Jan-1983
VITAB	2,259,757 6-Jul-1999
VITAMINS FOR MY HEALTH	2,476,644 7-Aug-2001
YOU CAPTURE THE MOMENTS. TRUST US TO MAKE THEM LAST.	2,797,363 23-Dec-2003
YOUR PRESCRIPTION FOR TRUST	2,527,455 8-Jan-2002

TRADEMARK PENDING APPLICATIONS

(United States unless otherwise indicated)

Trademark	Application No. & Date
C.A.R.E. (COUNSELING... ADVICE... RELATIONSHIP... EXPERTISE)	76/526,196 26-Jun-2003
CHERISH THE TASTE A AWARD & Design	78/432,446 9-Jun-2004
COURTESY REFILLS	78/392,302 29-Mar-2004
ECKERD DRUG SMARTS & Design	78/380,747 9-Mar-2004
ECKERD Logo	78/327,951 14-Nov-2003
ECKERxD RX CONNECTIONS INFORMATION FOR HEALTHY LIVING	76/516,947 16-May-2003
EXPRESS SHOT	78/352,432 15-Jan-2004
HEALTHLINE	78/380,701 9-Mar-2004
SPECIALTY PHARMACY SERVICES BY ECKERD WE SPECIALIZE IN SERIOUS MEDICINE	76/527,823 27-Jun-2003