

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Alexandra Andrei 212-474-4410

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Cravath, Swaine & Moore LLP

825 Eighth Avenue

Worldwide Plaza

New York, NY 10019

aandrei@cravath.com

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names**1a. ORGANIZATION'S NAME**

P.J.C. OF WEST WARWICK, INC.

OR

1b. INDIVIDUAL'S LAST NAME**FIRST NAME****MIDDLE NAME****SUFFIX****1c. MAILING ADDRESS**

30 HUNTER LANE

CITY

CAMP HILL

STATE

PA

POSTAL CODE

17011

COUNTRY**1d. SEE INSTRUCTIONS****ADD'L INFO RE
ORGANIZATION
DEBTOR****1e. TYPE OF ORGANIZATION**

Corporation

1f. JURISDICTION OF ORGANIZATION

Rhode Island

1g. ORGANIZATIONAL ID #, if any

117072

☐ NONE**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names****2a. ORGANIZATION'S NAME**

OR

2b. INDIVIDUAL'S LAST NAME**FIRST NAME****MIDDLE NAME****SUFFIX****2c. MAILING ADDRESS****CITY****STATE****POSTAL CODE****COUNTRY****2d. SEE INSTRUCTIONS****ADD'L INFO RE
ORGANIZATION
DEBTOR****2e. TYPE OF ORGANIZATION****2f. JURISDICTION OF ORGANIZATION****2g. ORGANIZATIONAL ID #, if any**☐ NONE**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)****3a. ORGANIZATION'S NAME**

CITICORP NORTH AMERICA, INC., AS COLLATERAL AGENT

OR

3b. INDIVIDUAL'S LAST NAME**FIRST NAME****MIDDLE NAME****SUFFIX****3c. MAILING ADDRESS**

388 GREENWICH STREET

CITY

NEW YORK

STATE

NY

POSTAL CODE

10013

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

ALL INVESTMENT PROPERTY, GENERAL INTANGIBLES AND PROCEEDS AS DESCRIBED MORE FULLY ON ANNEX I ATTACHED HERETO.

5. ALTERNATIVE DESIGNATION [if applicable]:		☐ LESSEE/LESSOR	☐ CONSIGNEE/CONSIGNOR	☐ BAILEE/BAILOR	☐ SELLER/BUYER	☐ AG. LIEN	☐ NON-UCC FILING
6. [] This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional]		☐ All Debtors		☐ Debtor 1	☐ Debtor 2
8. OPTIONAL FILER REFERENCE DATA		F#195425					
8500-406 -- RI - Secretary of State		A#298662					

ANNEX I
TO UCC-1 FINANCING STATEMENT

Debtor: P.J.C. of West Warwick, Inc.
30 Hunter Lane
Camp Hill, PA 17011
(the "Debtor")

Secured Party: Citicorp North America, Inc., as Collateral Agent
388 Greenwich Street
New York, NY 10013

The financing statement to which this Annex I is attached covers all right, title and interest in and to any and all of the following assets and properties now owned by the Debtor or in which the Debtor now has any right, title or interest:

(a) all Investment Property;

(b) all General Intangibles;

(c) all payments of principal, dividends, distributions, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of, in exchange for or upon the conversion of, and all other Proceeds received in respect of, the securities and other property referred to in clauses (a) and (b) above;

(d) all rights and privileges of such Debtor with respect to the securities and other property referred to in clauses (a) through (c) above;

(e) all certificates, instruments or other documents representing or evidencing the securities and other property referred to in clauses (a) through (d) above (the "Pledged Securities");

(f) all books and records pertaining to the items referred to in clauses (a) through (e) above; and

(g) all Proceeds of any of the foregoing (the items referred to in clauses (a) through (g) being collectively referred to as the "Collateral")

Definitions

"Domestic Subsidiary" means any entity that is wholly-owned by JCG (PJC) USA, LLC and/or any other Grantor and that is incorporated or organized under the laws of the United States of America, any State thereof, or the District of Columbia.

"General Intangibles" means all "general intangibles" (as defined in the New York UCC) now owned by any Debtor consisting of Equity Interests in corporations, partnerships, limited partnerships, limited liability companies and other entities that are Domestic Subsidiaries.

“Grantors” means (a) JCG (PJC) USA, LLC and (b) the subsidiaries of JCG (PJC) USA, LLC identified on Schedule I.

“Investment Property” means all “investment property” (as defined in the New York UCC) now owned by any Debtor consisting of Equity Interests in corporations, partnerships, limited partnerships, limited liability companies and other entities that are Domestic Subsidiaries.

SCHEDULE I

GRANTORS

1. JCG (PJC) USA, LLC
2. PJC Dorchester Realty LLC
3. PJC East Lyme Realty LLC
4. PJC Haverhill Realty LLC
5. PJC Hermitage Realty LLC
6. PJC Hyde Park Realty LLC
7. PJC Manchester Realty LLC
8. PJC Mansfield Realty LLC
9. PJC New London Realty LLC
10. PJC Peterborough Realty LLC
11. PJC Providence Realty LLC
12. PJC Realty N.E. LLC
13. PJC Revere Realty LLC
14. Maxi Drug South, L.P
15. Brooks Pharmacy, Inc.
16. Eckerd Corporation
17. EDC Licensing, Inc.
18. Genovese Drug Stores, Inc.
19. JCG Holdings (USA), Inc.
20. Maxi Drug North, Inc.
21. Maxi Drug, Inc.
22. P.J.C. Distribution, Inc.

23. P.J.C. Realty Co., Inc.
24. PJC Lease Holdings, Inc.
25. PJC Special Realty Holdings, Inc.
26. The Jean Coutu Group (PJC) USA, Inc.
27. Thrift Drug Services, Inc.
28. Thrift Drug, Inc.
29. Eckerd Fleet, Inc.
30. PJC of Massachusetts, Inc.
31. PJC Realty MA, Inc.
32. EDC Drug Stores, Inc.
33. MC Woonsocket, Inc.
34. PJC of Cranston, Inc.
35. PJC of East Providence, Inc.
36. PJC of Rhode Island, Inc.
37. P.J.C. of West Warwick, Inc.
38. Maxi Green Inc.
39. PJC of Vermont Inc.