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*Co-Counsel to the Debtors and
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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:
RITE AID CORPORATION, *et al.*,
Debtors.¹

Chapter 11
Case No. 23-18993 (MBK)
(Jointly Administered)

**APPLICATION IN LIEU
OF MOTION IN SUPPORT
OF ENTRY OF ORDER APPROVING
JOINT STIPULATION TO: 1) APPROVE SETTLEMENT
TERMS WITH ATTORNEY GENERAL PURSUANT TO CALIFORNIA
CORPORATIONS CODE SECTION 14700 ET. SEQ; AND 2) ENTER ORDER**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned counsel, hereby submit this application in lieu of motion (the “Application”) pursuant to D.N.J. LBR 9021-1(b), seeking the approval and entry of the

¹ The last four digits of Debtor Rite Aid Corporation’s tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor’s tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

proposed *Order Approving Joint Stipulation to: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order* (the “Proposed Order”), and Exhibit A thereto, the *Joint Stipulation To: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order* (the “Proposed Stipulation”, together with the Proposed Order, the “Stipulation and Consent Order”), a copy of which is attached hereto as **Exhibit 1**, and respectfully state as follows:

1. On the record of the hearing held on June 28, 2024, the Court confirmed the *Second Amended Joint Plan of Reorganization of Rite Aid Corporation and Its Debtor Affiliates* [Docket No. 2511] (the “Plan”), subject to the entry of an order confirming the Plan.

2. Debtor Rite Aid Corporation has pharmacy operations throughout the State of California. The People of the State of California, as represented through the California Attorney General, contend they have the power to review the transfer of voting control or assets of all remaining pharmacies and associated operations in this state under California Corporations Code section 14700 *et. seq.*

3. Further, it is important that liquidity of Rite Aid Corporation is preserved so that a transfer of ownership of Rite Aid Corporation to new shareholders take place as part of the Debtor Rite Aid Corporation’s emergence from Chapter 11 Bankruptcy. The emergence of the Debtor Rite Aid Corporation and its continued operation of the remaining pharmacies and associated services in California post-bankruptcy is important to prevent the growth of pharmacy deserts, and safeguard competition, in California.

4. The parties to the Stipulation and Consent Order desire to expeditiously effectuate the transfer of Rite Aid Corporation, including remaining pharmacies and associated services in

California, and to resolve any issues involving the closure of pharmacies in California and the sale of their scripts to third parties. The parties have reached a settlement of the Attorney General's jurisdiction to review those matters, and take further action, under California Government Code section 12533, with the settlement involving the Attorney General approving the transfer of ownership of remaining pharmacies and associated conditions, as well as approving the closure of other pharmacies and the sale of their scripts, all subject to the settlement terms attached as Exhibit A to the Proposed Order.

5. This Application is submitted pursuant to D.N.J. LBR 9021-1(b) in lieu of a motion in support of the Debtors' request that the Court enter the Proposed Stipulation and Consent Order as presented. The Debtors submit that the Proposed Stipulation is in the best interest of the Debtors and their estates as it will facilitate the transfer of ownership the remaining pharmacies pursuant to the Plan.

6. No previous application for the relief sought herein has been made to this or any other Court.

[Remainder of Page Intentionally Left Blank.]

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Stipulation and Consent Order and grant such other relief as the Court deems just and appropriate under the circumstances.

Dated: August 19, 2024

/s/ Michael D. Sirota

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EXHIBIT 1

Proposed Stipulation and Consent Order

Caption in Compliance with D.N.J. LBR 9004-1(b)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
In re: RITE AID CORPORATION, <i>et al.</i> , Debtors.

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**PROPOSED ORDER APPROVING JOINT STIPULATION
TO: 1) APPROVE SETTLEMENT TERMS WITH
ATTORNEY GENERAL PURSUANT TO CALIFORNIA
CORPORATIONS CODE SECTION 14700 ET. SEQ; AND 2) ENTER ORDER**

The relief set forth on the following page, numbered three (3), is **ORDERED**.

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order Approving Joint Stipulation to: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

The Court, having considered the Joint Stipulation concerning the Settlement with the California Attorney General, filed on August 19, 2024, and entered into by and between the California Attorney General and Rite Aid Corporation et. al., as debtor and debtor-in possession in these chapter 11 cases, and good cause appearing,

IT IS HEREBY ORDERED that:

1. The Stipulation is APPROVED; and
2. Pursuant to the written agreement of the parties, the Court enters this order approving the Settlement and its terms attached as Exhibit A to this Proposed Order; and
3. For the avoidance of doubt, and notwithstanding anything to the contrary in the Stipulation or Settlement, any references to “new ownership” in the Settlement and its terms attached as Exhibit A to this Proposed Order shall refer to Rite Aid Corporation and all of its subsidiaries that are Debtors, together with each of their respective successor entities and assigns.
4. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order Approving Joint Stipulation to: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

Exhibit A

Joint Stipulation

Caption in Compliance with D.N.J. LBR 9004-1(b)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
In re: RITE AID CORPORATION, <i>et al.</i> , Debtors.	Chapter 11 Case No. 23-18993 (MBK) (Jointly Administered)

JOINT STIPULATION TO: 1) APPROVE SETTLEMENT TERMS WITH CALIFORNIA ATTORNEY GENERAL PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 14700 ET. SEQ.; AND 2) ENTER ORDER

The relief set forth on the following pages, numbered three (3) through seven (7), is **ORDERED.**

Caption in Compliance with D.N.J. LBR 9004-1(b)

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(Page | 3)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Joint Stipulation To: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

The undersigned parties hereby stipulate as follows:

WHEREAS, these proceedings concern Debtor Rite Aid Corporation, which has pharmacy operations throughout the State of California, and which filed for Chapter 11 Bankruptcy;

WHEREAS, the People of the State of California, as represented through the California Attorney General, contend they have the power to review the transfer of voting control or assets of all remaining pharmacies and associated operations in this state under California Corporations Code section 14700 *et. seq.*;

WHEREAS, notwithstanding California Corporations Code section 14700 *et. seq.*, the undersigned parties agree that speed is important in the review of this matter, including any sales of scripts of Rite Aid pharmacies that were or are about to be closed in California as well as any transfer of ownership of the remaining Rite Aid pharmacies and associated operations in California;

WHEREAS, the People of the State of California find that Debtor Rite Aid Corporation has been cooperative in their inquiry into competitive impact issues:

WHEREAS, the undersigned parties agree that it is important that liquidity of Rite Aid Corporation is preserved so that a transfer of ownership of Rite Aid Corporation to new shareholders take place as part of the Debtor Rite Aid Corporation's emergence from Chapter 11 Bankruptcy;

WHEREAS, the undersigned parties agree that the emergence of the Debtor Rite Aid Corporation and its continued operation of the remaining pharmacies and associated services in California post-bankruptcy is important to prevent the growth of pharmacy deserts, and safeguard

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Joint Stipulation To: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

competition, in California;

WHEREAS, pursuant to 28 U.S.C. § 959 (b), a debtor in possession in bankruptcy proceedings shall manage and operate the property in its possession according to the requirements of the valid laws of the state in which such property is situated, and in the same manner that the owner or possessor would be bound;

WHEREAS the Attorney General, in his role of representing the People of the State of California, is an interested party in these proceedings in his constitutional role as chief law enforcement officer of the state pursuant to California Constitution Article V, §13 and in a regulator capacity due to the statutory oversight authority of transactions involving change of ownership of retail pharmacies (including the closure of pharmacies and sale of their scripts to third parties) pursuant to California Corporations Code section 14700 *et seq.*;

WHEREAS, the Attorney General in his role of representing the People of the State of California asserts that, pursuant to 11 U.S.C. § 362 (b)(4), the Attorney General's regulatory actions fall within the scope of the police and regulatory power exception to the automatic stay;

WHEREAS, the Attorney General is willing to waive the provisions of Corporations Code section 14700 *et. seq.* as part this settlement and Proposed Order;

WHEREAS, pursuant to 11 U.S.C. § 105 (a), the bankruptcy court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of” the Bankruptcy Code;

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Joint Stipulation To: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

WHEREAS, pursuant to 11 U.S.C. § 1107, subject to limitations, the debtor in possession shall have all the rights, functions and duties of the trustee serving in a case under Chapter 11 of the Bankruptcy Code;

WHEREAS, the undersigned parties, desiring to expeditiously effectuate the transfer of Rite Aid Corporation, including remaining pharmacies and associated services in California, and to resolve any issues involving the closure of pharmacies in California and the sale of their scripts to third parties, have reached a settlement of the Attorney General's jurisdiction to review those matters, and take further action, under California Government Code section 12533, with the settlement involving the Attorney General approving the transfer of ownership of remaining pharmacies and associated conditions, as well as approving the closure of other pharmacies and the sale of their script, all subject to the settlement terms attached as Exhibit A to the Proposed Order, and contemplates the Court entering the Order to effectuate the settlement as an injunctive set of terms consistent with federal bankruptcy law, California Corporations Code section 14700 *et. seq.*, California Business & Professions Code section 321, and California Government Code section 12533;

WHEREAS, the undersigned parties agree that this Stipulation and the Proposed Order shall have no precedential effect as to the Attorney General and the undersigned parties beyond the facts and circumstances of these Chapter 11 cases; and

WHEREAS, the undersigned parties seek the Court's approval of their settlement via this joint Stipulation and Proposed Order, and the statutory predicate for the relief requested herein is provided in 11 U.S.C. § 105 and Rule 4001(d) of the Federal Rules of Bankruptcy Procedure.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Joint Stipulation To: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

NOW THEREFORE it is hereby stipulated and agreed by the undersigned parties

that:

1. The Court has jurisdiction to approve the settlement attached as **Exhibit A** hereto;

and

2. This Court will have jurisdiction to enter the Order, including, for state law purposes, California Code of Civil Procedure section 664.6.

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Debtors: RITE AID CORPORATION, *et al.*
Case No. 23-18993 (MBK)
Caption of Order: Joint Stipulation To: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

SO STIPULATED. Dated: August 19, 2024

Dated: August __, 2024

/s/ Emilio Varanini

/s/

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RITE-AID CORPORATION
Jeffrey S. Stein
Chief Executive Officer, Chief Restructuring Officer

*Attorneys for the People of the State of California ex
rel. Rob Bonta Attorney General*

APPROVED AS TO FORM.

Dated: August 19, 2024

Dated: August 19, 2024

/s/ Aparna Yenamandra

/s/ Michael D. Sirota

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(Page | 7)

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Caption of Order: Joint Stipulation To: 1) Approve Settlement Terms with California Attorney General Pursuant to California Corporations Code Section 14700 Et. Seq.; and 2) Enter Order

SO STIPULATED.

Dated: August [], 2024

/s/

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rel. Rob Bonta Attorney General*

APPROVED AS TO FORM.

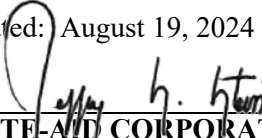
Dated: August [], 2024

/s/

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*Co-Counsel to the Debtors and
Debtors in Possession*

Dated: August 19, 2024



RITE-AID CORPORATION
Jeffrey S. Stein
Chief Executive Officer and
Chief Restructuring Officer

Dated: August [], 2024

/s/

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Exhibit A

Settlement Terms

Settlement Terms between Rite Aid Corporation and the California Attorney General on Behalf of the People of the State of California Pursuant to California Corporations Code Section 14700 et seq. in Connection with Rite Aid Corporation’s New Ownership as Part of its Emergence from Chapter 11 Bankruptcy

In connection with these settlement provisions:

(i) On October 15, 2023, Rite Aid Corporation and certain of its affiliates filed voluntary Chapter 11 bankruptcy cases (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) (Case No. 23-18993).

(ii) the Attorney General and Rite Aid Corporation acknowledge that they have entered or will enter into a Stipulation in connection with the Chapter 11 Cases and the emergence of the Remaining Assets of Rite Aid Corporation in California.

(iii) pursuant to the Stipulations, these provisions shall become effective upon the occurrence of the Effective Date (as defined in the *Second Amended Joint Chapter 11 Plan of Reorganization of Rite Aid Corporation and Its Debtor Affiliates (As Further Modified)* (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “Chapter 11 Plan”)) filed with the Bankruptcy Court in the Chapter 11 Cases, conditional on the Bankruptcy Court’s confirming or having confirmed Rite Aid Corporation’s Chapter 11 Plan to emerge from bankruptcy under new ownership.

(iv) These provisions are also contingent on Rite Aid Corporation and its new owners using all best efforts to secure all required licensing and regulatory approvals in California for the Remaining Assets, including those of the California State Board of Pharmacy.

I.

These provisions shall be legally binding under state and federal law as if they are injunctive terms on the following entities: Rite Aid Corporation,¹ including new ownership as described within the Chapter 11 Plan, and its affiliates, as to any Remaining Assets in California and, with respect to this Section I and XV of this settlement on the Attorney General.

Unless otherwise specified, as used in this settlement, the following definitions apply:

¹ For purposes of these settlement terms, the reference to Rite Aid Corporation includes any and all corporate entities of whose behalf Rite Aid Corporation filed for Chapter 11 Bankruptcy, including the corporation whose tax identification number ends with 4034 with its principal place of business at 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112; the complete list of debtors in the multiple Chapter 11 cases, along with their tax identification numbers is available at <https://restructuring.ra.kroll.com/RiteAid>; any California subsidiaries or affiliates of Rite Aid Corporation; and any operators of Rite Aid pharmacies in California as part of the Remaining Assets.

“Remaining Assets” means the Rite Aid pharmacies in California that will continue to be open for business, and their related operations, that will continue under new ownership after the Effective Date. The Rite Aid pharmacy locations listed in Exhibit A to this settlement are the pharmacies that constitute Remaining Assets.²

“Commercially Reasonable” shall mean reasonable, diligent, good-faith efforts to accomplish the provisions of this settlement, as would be exercised by similarly situated operators of pharmacies in similar markets in California, with comparable resources, payor/pharmacy benefit manager mix, and payor/pharmacy benefit manager rates servicing similar community needs.

“Affiliate” shall mean any person or entity directly or indirectly controlling, controlled by or under common control with Rite Aid Corporation.

Except where specifically provided otherwise in these provisions or as otherwise required by law, the Commercially Reasonable standard shall apply to all obligations under these provisions. Unless otherwise specified herein, this settlement, and each of its provisions, shall remain in effect for a period of five (5) years from the Effective Date. These provisions shall be null and void, however, at the discretion of the Attorney General, if the Effective Date does not occur.

Rite Aid Corporation acknowledges and agrees that its pharmacies must comply with applicable state and federal laws, regulations, and rules, including those governing the practice of pharmacy. The requirements of this settlement are in addition to, and not in lieu of, any other requirements of federal, state, or local law, other than California Corporations Code section 14700 et seq. Nothing in this settlement shall be construed as relieving Rite Aid Corporation of its obligation to comply with all federal, state, and local laws, regulations, or rules, nor shall any of the provisions of this settlement be deemed as permission for Rite Aid Corporation to engage in any acts or practices prohibited by such laws, regulations, or rules. Notwithstanding the foregoing, the Attorney General acknowledges and agrees that, in consideration of the promises and agreements contained in this settlement, the provisions of California Corporations Code section 14700 et seq. are hereby waived.

II.

For five (5) years from the Effective Date, Rite Aid Corporation will use Commercially Reasonable means to continue to operate any and all of the Remaining Assets in California and shall not propose, nor agree to, any Chapter 11 reorganization plan inconsistent with this obligation. Rite Aid Corporation will provide written notice to the Attorney General of any proposed cessation or termination of any pharmacy operations, including any plans to sell scripts, of any of the Remaining Assets in California, or any change in its operations that may, in a materially adverse manner, impair operations of any or all of the Remaining Assets. Rite Aid Corporation shall provide such notice reasonably enough in advance of any such event so as to provide the Attorney General with a reasonable opportunity to seek information

² Exhibit A lists those pharmacies operated by Rite Aid Corporation in California as of the Effective Date.

concerning any such event and/or object to any such event as being inconsistent with the requirement to operate the Remaining Assets in a Commercially Reasonable manner. Ninety (90) days' notice of any such event shall be presumed to be reasonable.

III.

For five (5) years from the Effective Date, Rite Aid Corporation shall be required to provide written notice to the Attorney General ninety (90) days prior to entering into any agreement or transaction to effectuate any of the transactions described below:

- a) Sell, transfer, lease, exchange, option, convey, or otherwise dispose of substantially all of the Remaining Assets in California to an independent third party; or
- b) Transfer control, responsibility, management, or governance of substantially all of the Remaining Assets in California to an independent third party.

The notice required by this section shall set forth the material terms of the transaction. Any arrangement, written or oral, that would transfer voting control or operational control of any corporation set up by Rite Aid Corporation to operate the Remaining Assets in California shall also be deemed a transfer for purposes of this provision. For the avoidance of doubt, this provision shall supersede and abrogate the notice obligations imposed by California Corporations Code Section 14700 et. seq., requiring only 90 days' prior notice as set forth above.

For the avoidance of doubt, Rite Aid Corporation shall not be required to file or obtain consent from the Attorney General with respect to any transactions contemplated by the Chapter 11 Plan, in connection with the current Rite Aid Corporation Chapter 11 Bankruptcy.

IV.

For five (5) years from the Effective Date, Rite Aid Corporation shall use Commercially Reasonable efforts to (i) operate the Remaining Assets in California as they are currently being operated and (ii) maintain all required licenses in the operation of the Remaining Assets in California. This provision shall not supersede or abrogate any obligations to maintain licensing and regulatory approvals in California, including those of the California State Board of Pharmacy, should any or all of the Remaining Assets be operated in California for a period longer than five (5) years.

V.

For five (5) years from the Effective Date, Rite Aid Corporation shall use Commercially Reasonable efforts to provide levels of staffing for any or all of the Remaining Assets in California, at least at legally mandated minimum levels of staffing or legally approved flex models of staffing, to promote the viability of the Remaining Assets in California. This provision shall not supersede or abrogate any obligations to maintain at least legally mandated minimum staffing levels at any or all of the Remaining Assets in California should any or all of

the Remaining Assets be operated in California for a period longer than five (5) years.

VI.

Within five (5) years from the Effective Date, Rite Aid Corporation shall use Commercially Reasonable efforts to maintain provision of the pharmacy services, operations, or locations for pharmacy operations in California as they are currently provided as of the date of this settlement.

VII.

For five (5) years from the Effective Date, Rite Aid Corporation shall use Commercially Reasonable Efforts to offer employees of any pharmacy that it closes, whether to sell its scripts to another pharmacy or to transfer its scripts to one of its other pharmacies, comparable employment in a Rite Aid pharmacy as close as is reasonably possible to the pharmacy that it is closing, or if there is no reasonably proximate Rite-Aid pharmacy, then instruct the applicable buyer of those assets to offer employment to any terminated employees of the closed Rite-Aid pharmacy. For purposes of this settlement, Rite Aid Corporation also represents that as of the Effective Date, it has no current plans to terminate employees *en masse* in its pharmacies located in California.

For five (5) years from the Effective Date, for any pharmacy that it intends to close, whether to sell its scripts to another pharmacy, or to transfer its scripts to one of its other pharmacies, Rite-Aid shall, no less than 30 days prior to the closure, provide to the Attorney General a list of the name, address, date of hire, employment occupation classification, and, if known, the cellular telephone number and email address of each employee of the pharmacy who was employed at the subject pharmacy for at least six months prior to the closure. The information so provided shall be treated as confidential and exempt from disclosure under public records law. This list shall be confidential and used by Rite Aid Corporation as a preferential hiring list and Rite Aid Corporation shall use Commercially Reasonable efforts to hire from this list, or allow a buyer to hire from this list, for 90 days after the pharmacy in question closes. The Attorney General acknowledges and agrees that compliance with this provision shall not constitute a violation of Cal. Civil Code § 1798.185 et seq.

VIII.

For five (5) years from the Effective Date, Rite Aid Corporation will use Commercially Reasonable efforts to contract with Medicare Managed Care (e.g., Medicare Advantage and/or Medicare Part D) payors, including pharmacy benefit managers acting as, or behalf of, such payors, Medi-Cal Managed Care payors, including pharmacy benefit managers acting as, or behalf of, such payors, and the State of California insofar as it substitutes itself for any or all Medi-Cal managed care payors in negotiating with Rite Aid for inclusion in Medi-Cal pharmacy networks pursuant to its fee-for-service program, see, e.g., [Medi-Cal Rx FAQ](#).

IX.

(a) Within thirty (30) calendar days following the Effective Date, and (b) every three (3) months thereafter for a period of one (1) year and one (1) month following the Effective Date, Rite Aid Corporation shall contact patients who received free courier deliver services from the now-closed Rite Aid store formerly located at 1670 Garnet Ave., San Diego, CA 92109 (the “Garnet Store”) during the one (1) month period prior to the closure of the Garnet Store (the “Former Patients”), to notify them that they are eligible to receive free delivery services from the Rite Aid location located at 3081-B Clairemont Dr., San Diego, California, or such other Rite Aid location that is close to Garnet Avenue, San Diego, California that is able to fulfill such services, for a period of five (5) years following the Effective Date. Rite Aid Corporation shall use Commercially Reasonable efforts to contact the Former Patients via a telephone call.

X.

For five (5) years following the Effective Date, Rite Aid Corporation shall use Commercially Reasonable efforts to consider in good faith means by which uninsured indigent individuals may receive financial assistance, either directly such as through drug manufacturers or Rite Aid Corporation, or indirectly via other means (e.g., third party reimbursement or cash discounts). Any financial assistance policies Rite Aid Corporation has, or adopts, for providing drugs to patients in California shall be prominently posted in Rite Aid stores in California along with a plain language summary in a manner consistent with California Code of Regulations, title 16, section 1707.6.

XI.

Rite Aid Corporation shall prohibit unlawful discrimination in California on the basis of any protected personal characteristic identified in state and federal civil rights laws, including section 51 of the California Civil Code and title 42, section 18116 of the United States Code Categories of protected personal characteristics include:

- a) Gender, including sex, gender, gender identity, and gender expression;
- b) Intimate relationships, including sexual orientation and marital status;
- c) Ethnicity, including race, color, ancestry, national origin, citizenship, primary language, and immigration status;
- d) Religion;
- e) Age; and
- f) Disability, including disability, protected medical condition, and protected genetic information.

XII.

For five (5) years following the Effective Date, Rite Aid Corporation shall submit an annual report to the Attorney General, no later than six (6) months after the conclusion of each calendar year, describing compliance with each provision set forth herein. The Chair(s) of the Board of Directors of Rite Aid Corporation and the Chief Executive Officer of Rite Aid Corporation shall each certify that the report is true, accurate, and complete to their actual

knowledge, following reasonable inquiry, and provide documentation of the review and approval of the report by the Board of Directors.

XIII.

At the request of the Attorney General, Rite Aid Corporation shall provide such information as is reasonably requested by the Attorney General and reasonably necessary for the Attorney General to monitor compliance with these provisions. The Attorney General will, at the request of Rite Aid Corporation, keep confidential any information so produced to the extent that such information is a trade secret or is privileged under state or federal law, or if the private interest in maintaining confidentiality clearly outweighs the public interest in disclosure, unless such disclosure is required by law.

XIV.

Rite Aid Corporation shall reimburse the Attorney General for its reasonable attorney's fees and reasonable costs incurred in connection with any investigative follow-up by the Attorney General.

XV.

For a period of five (5) years following the Effective Date, Rite Aid shall use Commercially Reasonable efforts to pay its retirement plan contributions pursuant to collective bargaining agreements to which it is a party as of the Effective Date or any subsequent collective bargaining agreements Rite-Aid enters into within that five (5) year period, which provides for it to make retirement plan contributions.

XVI.

For a period of five (5) years after the Effective Date, Rite Aid shall use Commercially Reasonable efforts to abstain from contesting unemployment for individuals who are laid off as a result of the sale or closure of Rite Aid stores that occurred after the Effective Date where said closed or sold store is located in an urban area that is more than three (3) miles away from a Rite-Aid store offering employment, or is located in an suburban area that is more than seven (7) miles away from another Rite-Aid store offering employment, or is located in a rural area that is more than twenty (20) miles away from another Rite-Aid store offering employment.

XVII.

The Attorney General reserves the right to enforce each and every provision set forth herein to the fullest extent provided by law under California Corporations Code section 14700 et seq., Business & Professions Code section 321, and Government Code section 12533 and shall be entitled to all of the remedies provided for by California Government Code section 12533. Notwithstanding anything herein to the contrary, the Attorney General acknowledges and

agrees that it shall waive, and shall not pursue any action against Rite Aid Corporation with respect to California Corporations Code section 14700 et seq., and California Business & Professions Code section 321 provided that Rite Aid Corporation is in material compliance with the provisions of this settlement and Stipulation. Any action by the Attorney General to enforce these provisions may be brought in the Bankruptcy Court in which Rite Aid Corporation filed its Chapter 11 Bankruptcy, or in the Superior Court of Los Angeles as if this were an injunction entered in state court, and any applicable appellate court therefrom. Rite Aid Corporation shall not assert as a defense to enforcement that an action for enforcement must be brought, whether under any applicable state law, including for the avoidance of all doubt California Corporations Code section 14700 et. seq. or Business & Professions Code section 321, and Government Code section 12533 or under bankruptcy law, in the Bankruptcy Court in which it brought this Chapter 11 Bankruptcy. Rite Aid Corporation further agrees that consent from that Bankruptcy Court to bring an action in the Superior Court for the County of Los Angeles is not required, and Rite Aid Corporation hereby waives any jurisdictional argument against any action brought by the Attorney General in the Superior Court for the County of Los Angeles to enforce these provisions, including for the avoidance of all doubt that this settlement does not comply with the requirements for bringing an action to enforce and enforcing its terms as if it were an injunction entered in that court or for the avoidance of all doubt under Corporations Code section 14700 et. Seq., Business and Professions Code section 321, and Government Code section 12533. For purposes of compliance with state law requirements on the direct enforceability of settlement agreements in state court, the Parties agree to execute a consent to the settlement agreement, whether by signature to any stipulation and order or otherwise, in accordance with California Code of Civil Procedure section 664.6.

Exhibit A

Open Stores List

EXHIBIT

Rite Aid - California Pharmacies

No.	Store No.	Property Address	City	State	ZIP Code
1	04072	2020 E COPPER AVENUE	Fresno	CA	93730
2	04212	955 STONY POINT ROAD	Santa Rosa	CA	95407
3	05423	1534 EAST FLORENCE AVENUE	Los Angeles	CA	90001
4	05424	226 NORTH LARCHMONT BLVD.	Los Angeles	CA	90004
5	05426	1815 SOUTH VERMONT AVENUE	Los Angeles	CA	90006
6	05430	446 EAST WASHINGTON BLVD.	Los Angeles	CA	90015
7	05435	1637 NORTH VERMONT AVENUE	Los Angeles	CA	90027
8	05445	4322 SOUTH FIGUEROA STREET	Los Angeles	CA	90037
9	05452	7900 WEST SUNSET BOULEVARD	Los Angeles	CA	90046
10	05454	1744 WEST SIXTH STREET	Los Angeles	CA	90017
11	05456	11321 NATIONAL BOULEVARD	Los Angeles	CA	90064
12	05459	6959 EASTERN AVENUE	Bell Gardens	CA	90201
13	05462	300 NORTH CANON DRIVE	Beverly Hills	CA	90210
14	05463	3802 CULVER CENTER STREET	Culver City	CA	90232
15	05464	11096 JEFFERSON BOULEVARD	Culver City	CA	90230
16	05470	220 EAST GRAND AVENUE	El Segundo	CA	90245
17	05476	11325 LONG BEACH BOULEVARD	Lynwood	CA	90262
18	05479	4410 EAST SLAUSON AVENUE	Maywood	CA	90270
19	05480	23 PENINSULA CENTER	Rolling Hills Estates	CA	90274
20	05482	1720 AVIATION BOULEVARD	Redondo Beach	CA	90278
21	05488	1331 WILSHIRE BOULEVARD	Santa Monica	CA	90403
22	05490	2412 PICO BOULEVARD	Santa Monica	CA	90405
23	05491	2240 WEST SEPULVEDA BOULEVARD	Torrance	CA	90501
24	05492	1237 WEST CARSON STREET	Torrance	CA	90502
25	05494	8508 PAINTER AVENUE	Whittier	CA	90602
26	05504	802 BEVERLY BOULEVARD	Montebello	CA	90640
27	05505	12319 SOUTH NORWALK BOULEVARD	Norwalk	CA	90650
28	05512	8447 ALONDRA BOULEVARD	Paramount	CA	90723
29	05513	501 SOUTH GAFFEY STREET	San Pedro	CA	90731
30	05514	28100 S WESTERN AVENUE	San Pedro	CA	90732
31	05515	12541 SEAL BEACH BOULEVARD	Seal Beach	CA	90740
32	05516	108 WEST ANAHEIM STREET	Wilmington	CA	90744
33	05518	601 PINE AVENUE	Long Beach	CA	90802
34	05520	3300 EAST ANAHEIM STREET	Long Beach	CA	90804
35	05523	6400 EAST SPRING STREET	Long Beach	CA	90815
36	05526	735 EAST ALTADENA DRIVE	Altadena	CA	91001
37	05529	647 FOOTHILL BOULEVARD	La Canada Flintridge	CA	91011
38	05531	914 FAIR OAKS AVENUE	South Pasadena	CA	91030
39	05532	10465 SUNLAND BOULEVARD	Sunland	CA	91040
40	05535	3745 EAST FOOTHILL BOULEVARD	Pasadena	CA	91107
41	05537	531 NORTH GLENDALE AVENUE	Glendale	CA	91206
42	05544	6410 PLATT AVENUE	West Hills	CA	91307
43	05545	10120 MASON AVENUE	Chatsworth	CA	91311
44	05549	12739 VAN NUYS BOULEVARD	Pacoima	CA	91331
45	05552	13803 FOOTHILL BLVD	Sylmar	CA	91342
46	05553	10823 ZELZAH AVENUE BLDG D	Granada Hills	CA	91344
47	05556	16642 SOLEDAD CANYON RD	Canyon Country	CA	91387
48	05559	387 E AVENIDA DE LOS ARBOLES	Thousand Oaks	CA	91360
49	05567	7239 WOODMAN AVE	Van Nuys	CA	91405
50	05568	17266 SATICOY STREET	Van Nuys	CA	91406

No.	Store No.	Property Address	City	State	ZIP Code
51	05569	13333 RIVERSIDE DRIVE	Sherman Oaks	CA	91423
52	05575	12511 MAGNOLIA BOULEVARD	North Hollywood	CA	91607
53	05576	153 EAST GLADSTONE STREET	Azusa	CA	91702
54	05587	8760 19TH STREET	Rancho Cucamonga	CA	91701
55	05591	18993 COLIMA ROAD	Rowland Heights	CA	91748
56	05597	2150 SOUTH ATLANTIC BOULEVARD	Monterey Park	CA	91754
57	05600	1050 NORTH MOUNTAIN AVENUE	Ontario	CA	91762
58	05602	1841 EAST 4TH STREET	Ontario	CA	91764
59	05606	8914 VALLEY BOULEVARD	Rosemead	CA	91770
60	05613	4348 BONITA ROAD	Bonita	CA	91902
61	05614	740 OTAY LAKES ROAD	Chula Vista	CA	91910
62	05615	507 TELEGRAPH CANYON ROAD	Chula Vista	CA	91910
63	05620	661 SWEETWATER ROAD	Spring Valley	CA	91977
64	05621	955 TAMARACK AVENUE	Carlsbad	CA	92008
65	05622	7100 AVENIDA ENCINAS	Carlsbad	CA	92011
66	05623	2516 JAMACHA ROAD	El Cajon	CA	92019
67	05631	1331 SOUTH MISSION ROAD	Fallbrook	CA	92028
68	05632	9532 WINTER GARDENS BLVD.	Lakeside	CA	92040
69	05634	1201 SOUTH COAST HIGHWAY	Oceanside	CA	92054
70	05642	1363 EAST VISTA WAY	Vista	CA	92084
71	05644	535 ROBINSON AVENUE	San Diego	CA	92103
72	05646	1735 EUCLID AVENUE	San Diego	CA	92105
73	05647	4840 NIAGARA AVENUE	San Diego	CA	92107
74	05649	6939 LINDA VISTA ROAD	San Diego	CA	92111
75	05652	3650 ADAMS AVENUE	San Diego	CA	92116
76	05654	3081-B CLAIREMONT DRIVE	San Diego	CA	92117
77	05655	836 ORANGE AVENUE	Coronado	CA	92118
78	05658	4077 GOVERNOR DRIVE	San Diego	CA	92122
79	05660	10631 TIERRASANTA BOULEVARD	San Diego	CA	92124
80	05662	11845 CARMEL MOUNTAIN RD.	San Diego	CA	92128
81	05666	3515 DELMAR HEIGHTS ROAD	San Diego	CA	92130
82	05668	1854 CORONADO AVENUE	San Diego	CA	92154
83	05671	1660 E 1ST STREET	Beaumont	CA	92223
84	05672	806 RAMSEY STREET	Banning	CA	92220
85	05673	616 EAST HOBSONWAY	Blythe	CA	92225
86	05674	405 WEST MAIN STREET	Brawley	CA	92227
87	05676	69155 RAMON ROAD	Cathedral City	CA	92234
88	05678	51101 CESAR CHAVEZ STREET	Coachella	CA	92236
89	05679	12900 PALM DRIVE	Desert Hot Springs	CA	92240
90	05680	1501 WEST MAIN STREET	El Centro	CA	92243
91	05682	74958 COUNTRY CLUB DRIVE	Palm Desert	CA	92260
92	05684	111 S SUNRISE WAY	Palm Springs	CA	92262
93	05685	72253 TWENTYNINE PALMS HIGHWAY	Twentynine Palms	CA	92277
94	05686	57701 29 PALMS HIGHWAY	Yucca Valley	CA	92284
95	05690	1380 BARSTOW ROAD	Barstow	CA	92311
96	05692	27177 HIGHWAY 189 SUITE E	Blue Jay	CA	92317
97	05694	1133 N.MOUNT VERNON AVE.	Colton	CA	92324
98	05696	11673 CHERRY AVENUE	Fontana	CA	92337
99	05697	15510 MAIN STREET	Hesperia	CA	92345
100	05700	4120 PHELAN ROAD	Phelan	CA	92371

No.	Store No.	Property Address	City	State	ZIP Code
101	05704	27350 SUN CITY BOULEVARD	Menifee	CA	92586
102	05705	14629 7TH STREET	Victorville	CA	92395
103	05709	34420 YUCAIPA BOULEVARD	Yucaipa	CA	92399
104	05712	6150 VAN BUREN BOULEVARD	Riverside	CA	92503
105	05713	17055 VAN BUREN BOULEVARD	Riverside	CA	92504
106	05714	4920 LA SIERRA AVENUE	Riverside	CA	92505
107	05717	5225 CANYON CREST DRIVE, #8	Riverside	CA	92507
108	05718	8015 LIMONITE AVENUE	Riverside	CA	92509
109	05725	23975 IRONWOOD AVENUE	Moreno Valley	CA	92557
110	05729	1688 NORTH PERRIS BOULEVARD	Perris	CA	92571
111	05732	405 WEST IMPERIAL HIGHWAY	Brea	CA	92821
112	05733	211 EAST 17TH STREET	Costa Mesa	CA	92627
113	05734	2300 HARBOR BOULEVARD SUITE G	Costa Mesa	CA	92626
114	05736	24330 EL TORO ROAD	Laguna Woods	CA	92637
115	05739	12897 HARBOR BOULEVARD	Garden Grove	CA	92840
116	05743	11961 VALLEY VIEW STREET	Garden Grove	CA	92845
117	05745	5881 WARNER AVENUE	Huntington Beach	CA	92649
118	05746	1610 SAN MIGUEL DRIVE	Newport Beach	CA	92660
119	05747	1016 BAYSIDE DRIVE	Newport Beach	CA	92660
120	05749	801 NORTH EL CAMINO REAL	San Clemente	CA	92672
121	05751	32121 CAMINO CAPISTRANO	San Juan Capistrano	CA	92675
122	05754	13151 JAMBOREE ROAD	Tustin	CA	92782
123	05759	111 NORTH MAIN STREET	Santa Ana	CA	92701
124	05761	3325 SOUTH BRISTOL STREET	Santa Ana	CA	92704
125	05766	18112 CULVER DRIVE	Irvine	CA	92612
126	05771	131 WEST MAIN STREET	Ventura	CA	93001
127	05775	2400 B LAS POSAS ROAD	Camarillo	CA	93010
128	05777	600 WEST VENTURA STREET	Fillmore	CA	93015
129	05779	11496 NORTH VENTURA AVE.	Ojai	CA	93023
130	05782	2480 VICTORIA AVENUE	Port Hueneme	CA	93041
131	05783	221 EAST HARVARD BOULEVARD	Santa Paula	CA	93060
132	05786	5845 EAST LOS ANGELES AVE.	Simi Valley	CA	93063
133	05788	35 SOUTH MILPAS STREET	Santa Barbara	CA	93103
134	05790	1976 CLIFF DRIVE	Santa Barbara	CA	93109
135	05791	199 NORTH FAIRVIEW AVENUE	Goleta	CA	93117
136	05793	159 WEST POLK STREET	Coalinga	CA	93210
137	05794	1809 CECIL AVENUE	Delano	CA	93215
138	05795	1051 WEST VISALIA ROAD	Exeter	CA	93221
139	05796	707 WEST LACEY BOULEVARD	Hanford	CA	93230
140	05797	5530 LAKE ISABELLA BOULEVARD	Lake Isabella	CA	93240
141	05798	262 NORTH HIGHWAY 65	Lindsay	CA	93247
142	05799	66 WEST MORTON AVENUE	Porterville	CA	93257
143	05800	1076 WEST KERN STREET	Taft	CA	93268
144	05806	5212 WEST WALNUT AVENUE	Visalia	CA	93277
145	05807	2501 HIGHWAY 46	Wasco	CA	93280
146	05809	1601 23RD STREET	Bakersfield	CA	93301
147	05811	1425 SOUTH H STREET	Bakersfield	CA	93304
148	05814	2505 MT VERNON AVENUE	Bakersfield	CA	93306
149	05815	100 CHINA GRADE LOOP	Bakersfield	CA	93308
150	05816	715 AIRPORT DRIVE	Bakersfield	CA	93308

No.	Store No.	Property Address	City	State	ZIP Code
151	05820	1251 JOHNSON AVENUE	San Luis Obispo	CA	93401
152	05821	1110 LOS OSOS VALLEY ROAD	Los Osos	CA	93402
153	05822	956 FOOTHILL BOULEVARD	San Luis Obispo	CA	93405
154	05824	1207 GRAND AVENUE	Arroyo Grande	CA	93420
155	05825	1690 EAST GRAND AVENUE	Arroyo Grande	CA	93420
156	05827	7025 EL CAMINO REAL	Atascadero	CA	93422
157	05830	740 QUINTANA ROAD	Morro Bay	CA	93442
158	05831	1151 CRESTON ROAD	Paso Robles	CA	93446
159	05832	2424 SPRING STREET	Paso Robles	CA	93446
160	05833	531 FIVE CITIES DRIVE	Pismo Beach	CA	93449
161	05835	345 TOWN CENTER WEST	Santa Maria	CA	93458
162	05836	2405 SOUTH BROADWAY	Santa Maria	CA	93454
163	05837	9482 CALIFORNIA CITY BOULEVARD	California City	CA	93505
164	05840	1356 WEST AVENUE J	Lancaster	CA	93536
165	05842	26 OLD MAMMOTH ROAD	Mammoth Lakes	CA	93546
166	05845	101 NORTH CHINA LAKE BLVD	Ridgecrest	CA	93555
167	05846	2938 WEST ROSAMOND BLVD.	Rosamond	CA	93560
168	05847	811 TUCKER ROAD	Tehachapi	CA	93561
169	05848	48 ROBERTSON BLVD	Chowchilla	CA	93610
170	05853	456 S MADERA AVENUE	Kerman	CA	93630
171	05855	1317 EAST PACHECO BOULEVARD	Los Banos	CA	93635
172	05856	335 WEST OLIVE AVENUE	Madera	CA	93637
173	05858	1721 EAST MANNING AVENUE	Reedley	CA	93654
174	05860	2640 FLORAL AVENUE	Selma	CA	93662
175	05862	1210 NORTH BLACKSTONE AVENUE	Fresno	CA	93703
176	05865	2011 WEST SHAW AVENUE	Fresno	CA	93711
177	05869	3795 WEST SHIELDS AVENUE	Fresno	CA	93722
178	05872	5574 EAST KINGS CANYON	Fresno	CA	93727
179	05879	650 WALNUT AVENUE	Greenfield	CA	93927
180	05880	540 CANAL STREET	King City	CA	93930
181	05882	1301 MUNRAS AVENUE	Monterey	CA	93940
182	05883	160 COUNTRY CLUB GATE CENTER	Pacific Grove	CA	93950
183	05885	170 SAN MATEO ROAD	Half Moon Bay	CA	94019
184	05886	2310 HOMESTEAD RD STE A	Los Altos	CA	94024
185	05890	1400 LINDA MAR BOULEVARD	Pacifica	CA	94044
186	05891	200 FAIRMONT SHOPPING CENTER	Pacifica	CA	94044
187	05892	340 WOODSIDE PLAZA	Redwood City	CA	94061
188	05893	2150 ROOSEVELT AVENUE	Redwood City	CA	94061
189	05903	1320 WEST HILLSDALE BLVD.	San Mateo	CA	94403
190	05907	130 ALAMO PLAZA	Alamo	CA	94507
191	05908	20 EAST 18TH STREET	Antioch	CA	94509
192	05910	60 SOLANO SQUARE	Benicia	CA	94510
193	05915	2140 CONTRA COSTA BOULEVARD	Pleasant Hill	CA	94523
194	05923	1560 SYCAMORE AVENUE	Hercules	CA	94547
195	05928	1203 WEST IMOLA AVENUE	Napa	CA	94559
196	05931	2555 MAIN STREET	Oakley	CA	94561
197	05933	27 ORINDA WAY	Orinda	CA	94563
198	05935	580 BAILEY ROAD	Bay Point	CA	94565
199	05937	1355 MACARTHUR BOULEVARD	San Leandro	CA	94577
200	05941	135 SUNSET AVENUE	Suisun City	CA	94585

No.	Store No.	Property Address	City	State	ZIP Code
201	05942	31836 ALVARADO BOULEVARD	Union City	CA	94587
202	05944	2819 HOPYARD ROAD	Pleasanton	CA	94588
203	05945	2021 SOLANO AVENUE	Vallejo	CA	94590
204	05948	1526 PALOS VERDES MALL	Walnut Creek	CA	94597
205	05952	1991 MOUNTAIN BOULEVARD	Oakland	CA	94611
206	05957	471 3RD STREET	San Rafael	CA	94901
207	05958	1500 NORTHGATE MALL	San Rafael	CA	94903
208	05959	431 CORTE MADERA TOWN CENTER	Corte Madera	CA	94925
209	05961	701 EAST BLITHEDALE AVE.	Mill Valley	CA	94941
210	05965	80 RANCHO DEL MAR	Aptos	CA	95003
211	05968	6123 HIGHWAY 9	Felton	CA	95018
212	05969	1988 FREEDOM BOULEVARD	Freedom	CA	95019
213	05971	1701 AIRLINE HIGHWAY	Hollister	CA	95023
214	05975	16000 MONTEREY STREET	Morgan Hill	CA	95037
215	05983	6215 SANTA TERESA BOULEVARD	San Jose	CA	95119
216	05984	6091 MERIDIAN AVENUE	San Jose	CA	95120
217	05985	1029 EAST CAPITOL EXPRESSWAY	San Jose	CA	95121
218	05988	1550 HAMILTON AVENUE	San Jose	CA	95125
219	05996	1050 NORTH WILSON WAY	Stockton	CA	95205
220	05998	6455 PACIFIC AVENUE	Stockton	CA	95207
221	05999	230 SOUTH MAIN STREET	Angels Camp	CA	95222
222	06000	520 WEST LODI AVENUE	Lodi	CA	95240
223	06003	1830 MITCHELL ROAD	Ceres	CA	95307
224	06005	1245 WEST YOSEMITE AVENUE	Manteca	CA	95337
225	06007	3142 G STREET	Merced	CA	95340
226	06008	1707 MCHENRY AVENUE	Modesto	CA	95350
227	06010	1032 OAKDALE ROAD	Modesto	CA	95355
228	06013	1935 N STREET	Newman	CA	95360
229	06014	1300 WEST F STREET	Oakdale	CA	95361
230	06015	1449 EAST F STREET SUITE 102	Oakdale	CA	95361
231	06016	855 MONO WAY	Sonora	CA	95370
232	06019	653 NORTH GOLDEN STATE BLVD.	Turlock	CA	95380
233	06023	1551 FARMERS LANE	Santa Rosa	CA	95405
234	06026	15025 OLYMPIC DRIVE	Clearlake	CA	95422
235	06028	490 SOUTH MAIN STREET	Fort Bragg	CA	95437
236	06029	525 HEALDSBURG AVENUE	Healdsburg	CA	95448
237	06031	218 NORTH MAIN STREET	Sebastopol	CA	95472
238	06032	19205 SONOMA HIGHWAY	Sonoma	CA	95476
239	06033	680 SOUTH STATE STREET	Ukiah	CA	95482
240	06034	1730 SOUTH MAIN STREET	Willits	CA	95490
241	06036	411 HARRIS STREET	Eureka	CA	95503
242	06037	1500 ANNA SPARKS WAY SUITE D	McKinleyville	CA	95519
243	06040	575 M STREET	Crescent City	CA	95531
244	06041	725 SOUTH FORTUNA BOULEVARD	Fortuna	CA	95540
245	06043	2805 BELL ROAD	Auburn	CA	95603
246	06044	4010 MANZANITA AVENUE	Carmichael	CA	95608
247	06048	655 RUSSELL BOULEVARD	Davis	CA	95616
248	06054	6639 WATT AVENUE	North Highlands	CA	95660
249	06057	1220 BROADWAY	Placerville	CA	95667
250	06059	2111 GOLDEN CENTRE LANE	Rancho Cordova	CA	95670
251	06065	1260 WEST CAPITOL AVENUE	West Sacramento	CA	95691
252	06066	295 WEST MAIN STREET	Woodland	CA	95695
253	06081	9133 KIEFER BOULEVARD	Sacramento	CA	95826
254	06083	7860 GERBER ROAD	Sacramento	CA	95828
255	06084	980 FLORIN ROAD	Sacramento	CA	95831
256	06086	4300 ELVERTA ROAD	Antelope	CA	95843

No.	Store No.	Property Address	City	State	ZIP Code
257	06087	650 MANGROVE AVENUE	Chico	CA	95926
258	06088	1021 BRIDGE STREET	Colusa	CA	95932
259	06089	720 SUTTON WAY	Grass Valley	CA	95945
260	06090	1583 HIGHWAY 99	Gridley	CA	95948
261	06091	2700 ORO DAM BOULEVARD EAST	Oroville	CA	95966
262	06093	40 EAST MAIN STREET	Quincy	CA	95971
263	06094	220 WEST EAST AVENUE	Chico	CA	95926
264	06095	6424 WESTSIDE ROAD	Redding	CA	96001
265	06097	1801 EUREKA WAY	Redding	CA	96001
266	06099	975 EAST CYPRESS AVENUE	Redding	CA	96002
267	06100	3095 MCMURRAY DRIVE	Anderson	CA	96007
268	06101	37435 MAIN STREET	Burney	CA	96013
269	06103	310 WEST LAKE STREET	Mount Shasta	CA	96067
270	06104	807 SOUTH MAIN STREET	Yreka	CA	96097
271	06185	616 ALAMO PINTADO ROAD	Solvang	CA	93463
272	06188	640 EDITH AVENUE	Corning	CA	96021
273	06195	9000-A MING AVENUE	Bakersfield	CA	93311
274	06207	3141 EAST COAST HIGHWAY	Corona Del Mar	CA	92625
275	06214	1001 NORTH CENTRAL AVENUE	Compton	CA	90222
276	06219	5128 EAST 2ND STREET	Long Beach	CA	90803
277	06225	1665 ALPINE BOULEVARD	Alpine	CA	91901
278	06228	4221 NORWOOD AVENUE	Sacramento	CA	95838
279	06235	3860 SEPULVEDA BOULEVARD	Torrance	CA	90505
280	06255	1038 EAST COLORADO BOULEVARD	Pasadena	CA	91106
281	06256	25710 BARTON ROAD	Loma Linda	CA	92354
282	06266	526 EAST BIDWELL STREET	Folsom	CA	95630
283	06267	6512 COMSTOCK AVENUE	Whittier	CA	90601
284	06276	17441 MAIN STREET	Hesperia	CA	92345
285	06289	4593 NORTH CEDAR AVENUE	Fresno	CA	93726
286	06291	1970 WEST GRANTLINE ROAD	Tracy	CA	95376
287	06294	2646 ALLEN ROAD	Bakersfield	CA	93314
288	06295	1101 FRESNO STREET	Fresno	CA	93706
289	06302	150 EAST LERDO HIGHWAY	Shafter	CA	93263
290	06303	3225 PANAMA LANE	Bakersfield	CA	93313
291	06310	602 WILLIAMS ROAD	Salinas	CA	93905
292	06313	107 SOUTH LONG BEACH BLVD	Compton	CA	90221
293	06327	4710 COMMONS WAY	Calabasas	CA	91302
294	06338	2059 SOUTH GAREY AVENUE	Pomona	CA	91766
295	06342	1590 BUTTE HOUSE ROAD	Yuba City	CA	95993
296	06344	1421 EAST WASHINGTON BLVD	Pasadena	CA	91104
297	06346	211 CHERRY AVENUE	Long Beach	CA	90802
298	06353	432 NORTH MAIN STREET	Alturas	CA	96101
299	06356	4100 LONE TREE WAY	Antioch	CA	94531
300	06366	6001 COFFEE ROAD	Bakersfield	CA	93308
301	06378	8027 NORTH CEDAR AVENUE	Fresno	CA	93720
302	06379	500 MAIN STREET	Livingston	CA	95334
303	06395	1500 WHITLEY AVENUE	Corcoran	CA	93212
304	06396	2419 EAST AVENUE S	Palmdale	CA	93550
305	06400	3105 RANCHO VISTA BOULEVARD	Palmdale	CA	93551
306	06403	4241 MARCONI AVENUE	Sacramento	CA	95821
307	06434	1710 CALIFORNIA STREET	Escalon	CA	95320
308	06443	4994 JOE HOWARD STREET	Mariposa	CA	95338
309	06448	2751 DEL PASO ROAD	Sacramento	CA	95835
310	06451	1107 CALLOWAY DRIVE	Bakersfield	CA	93312
311	06454	1645 E TULARE AVENUE	Tulare	CA	93274
312	06459	1735 E WALNUT AVENUE	Visalia	CA	93292

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313	06466	1411 KETTNER BOULEVARD	San Diego	CA	92101
314	06468	7339 MILLIKEN AVE SUITE 110	Rancho Cucamonga	CA	91730
315	06469	1325 6TH STREET	Norco	CA	92860
316	06472	1035 W ORANGETHORPE AVENUE	Fullerton	CA	92833
317	06473	14515 MOJAVE DRIVE, STE B	Victorville	CA	92394
318	06475	820 N LEMOORE AVENUE	Lemoore	CA	93245
319	06480	5350 SHASTA DAM BOULEVARD	Shasta Lake	CA	96019
320	06481	32450 CLINTON KEITH ROAD	Wildomar	CA	92595
321	06482	15331 BASELINE AVENUE	Fontana	CA	92336
322	06486	1180 N STATE STREET	San Jacinto	CA	92583
323	06489	8008 PANAMA RD	Lamont	CA	93241
324	06492	15890 SOQUEL CANYON PARKWAY	Chino Hills	CA	91709
325	06495	9333 WHITTIER BLVD	Pico Rivera	CA	90660
326	06510	4774 WEST LANE	Stockton	CA	95210
327	06512	1000 W MONTE VISTA AVENUE	Turlock	CA	95382
328	06514	16120 BEAR VALLEY ROAD	Victorville	CA	92395
329	06515	211 WEST BIRCH STREET	Calexico	CA	92231
330	06520	4830 J STREET	Sacramento	CA	95819
331	06522	875 NORTH ALTA AVENUE	Dinuba	CA	93618
332	06529	894 OAK VALLEY PARKWAY STE B	Beaumont	CA	92223
333	06532	47985 MONROE STREET BLDG A	Indio	CA	92201
334	06538	19035 BEAR VALLEY ROAD	Apple Valley	CA	92308
335	06548	14115 LAKERIDGE CIRCLE	Magalia	CA	95954
336	06549	11200 OLIVE DRIVE	Bakersfield	CA	93312
337	06557	5075 OLIVEHURST AVENUE	Olivehurst	CA	95961
338	06560	446 ROSEVILLE SQUARE	Roseville	CA	95678
339	06561	11352 BRYANT STREET	Yucaipa	CA	92399
340	06711	13460 HIGHLANDS PLACE	San Diego	CA	92130
341	06714	9340 DESCHUTES RD	Palo Cedro	CA	96073
342	06716	9700 PANAMA LANE	Bakersfield	CA	93311
343	06723	160 E ANTELOPE AVE	Woodlake	CA	93286
344	06750	28535 COLE GRADE ROAD	Valley Center	CA	92082
345	06753	28995 NEWPORT ROAD	Menifee	CA	10011
346	06764	1710 N FARMERSVILLE BLVD	Farmersville	CA	93223
347	06768	150 W KERN AVE	McFarland	CA	93250
348	06788	6420 RIO LINDA BLVD	Rio Linda	CA	95673
349	06791	431 34TH STREET	Bakersfield	CA	93301