

CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF RITE AID CORPORATION

1. Purpose. Except as otherwise provided by the Delaware General Corporation Law, the Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Company. The Executive Committee shall have the power to authorize the seal of the Company to be affixed to all papers which may require it.
2. Composition. The Executive Committee shall be comprised of three or more directors as determined from time to time by resolution of the Board of Directors. The Chairman of the Executive Committee shall be designated by the Board of Directors, *provided* that if the Board of Directors does not so designate a Chairman, the members of the Executive Committee, by majority vote, may designate a Chairman.
3. Meetings. The Executive Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. The Executive Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Executive Committee shall maintain minutes of its meetings and records relating to those meetings and provide copies of such minutes to the Board of Directors.
4. Functions. The Executive Committee's functions shall include, but shall not be limited to, the following:
 - (a) Review and develop policies and practices of the Company affecting its short and long-term financial position.
 - (b) Review the Company's financing requirements, objectives and principles as well as set the Company's investment policies and plans.
 - (c) Review and make recommendations concerning the Company's capital structure, including the issuance of securities.
 - (d) Authorize the issuance of capital stock and other equity or debt securities.
 - (e) Review and implement any actions concerning the Company's financial derivative and foreign exchange activities, including commodities and hedging activities.
 - (f) Monitor the Company's relationship with its lenders.

- (g) Authorize the Company's entering into agreements (and amending the terms thereof) to borrow funds and issue debt securities and grant security interests in the Company's property related to any such borrowings or debt security issuances.
 - (h) Consider and authorize proposals concerning sales, divestitures and exchanges of the Company's assets or properties, joint ventures, or offers to purchase the Company's securities.
 - (i) Review periodically the adequacy of the Company's financial personnel resources.
 - (j) Review and develop recommendations concerning the Company's dividend policy.
 - (k) Review and set policies of the Company with respect to insurance coverage (including the types and amounts of coverage) and taxes.
5. Other Authority. The Executive Committee is authorized to confer with the Company's management and other employees to the extent it may deem necessary or appropriate to fulfill its duties.