

EXHIBIT C
BUDGET

DRUG FAIR, INC.
DIP BUDGET
3/18/09

	Actual 03/14/09	Pre-Period thru 3/17	Week Ending 03/22/09	03/28/09	04/04/09	04/11/09	04/18/09	04/25/09	05/02/09	05/09/09	05/16/09	05/23/09	05/30/09	DIP Period	Future	Total Budget
Store Front End Operating Stores Receipts	2,282,000	1,579,605	590,000	1,357,567	1,732,567	1,732,567	1,732,567	1,732,567	1,732,567	1,807,742	1,807,742	1,807,742	1,807,742	10,610,400	1,807,742	10,610,400
Collection of Post-Period Rx Receivable	-	-	-	-	-	-	-	-	-	1,807,742	1,807,742	1,807,742	1,807,742	10,846,451	1,807,742	12,654,193
COB Store Receipts	-	-	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	5,022,000	-	5,022,000
Sales Tax Receipts	-	-	56,624	98,474	126,599	126,599	126,599	126,599	126,599	41,850	41,850	41,850	41,850	913,643	-	913,643
Cash Receipts From Operations	2,282,000	1,579,605	646,624	2,014,041	2,417,166	2,417,166	2,417,166	4,234,907	4,234,907	3,407,592	2,407,592	2,407,592	2,407,592	27,392,494	1,807,742	28,200,236
Operating Stores Rx Purchases	3,394,000	2,904,000	(0)	1,928,258	1,928,258	1,928,258	1,928,258	1,928,258	1,928,258	-	-	-	-	11,569,547	-	11,569,547
Operating Stores Front End Purchases	-	-	1,702,992	452,992	452,992	452,992	452,992	452,992	452,992	-	-	-	-	4,420,942	-	4,420,942
Operating Stores Expenses	-	-	130,000	641,469	660,219	660,219	660,219	660,219	660,219	660,219	-	-	-	4,752,782	-	4,752,782
COB Store Expenses	-	-	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	558,000	5,022,000	-	5,022,000
Pre-Period Store Payroll Finance/Exec/REHR/LP	495,000	495,000	43,390	43,390	43,390	43,390	43,390	43,390	43,390	43,390	43,390	43,390	43,390	390,510	-	390,510
Chemist	-	-	-	-	-	-	-	-	-	-	-	-	-	99,658	-	99,658
IT	-	-	11,073	11,073	11,073	11,073	11,073	11,073	11,073	11,073	11,073	11,073	11,073	36,568	-	36,568
Store Op/Dts	-	-	5,224	5,224	5,224	5,224	5,224	5,224	5,224	5,224	5,224	5,224	5,224	66,962	-	66,962
Pharmacy/Ops	-	-	9,566	9,566	9,566	9,566	9,566	9,566	9,566	9,566	9,566	9,566	9,566	132,000	-	132,000
Merchandise	-	-	22,000	22,000	22,000	22,000	22,000	22,000	22,000	6,925	5,446	5,446	5,446	72,570	-	72,570
Warehouse Payroll	231,000	231,000	9,125	9,125	9,125	9,125	9,125	9,125	9,125	37,315	37,315	37,315	37,315	418,889	-	418,889
Payroll Taxes	78,600	78,600	65,000	65,000	65,000	65,000	65,000	65,000	65,000	37,315	37,315	37,315	37,315	-	-	-
Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Occupancy	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Store Rent, CAM, Taxes	1,311,000	47,000	28,866	28,866	28,866	28,866	28,866	28,866	28,866	28,866	28,866	28,866	28,866	259,794	-	259,794
Warehouse/Corporate Rent, Taxes	33,000	43,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	250,000	-	250,000
Telephone/Utilities	-	-	90,000	90,000	90,000	90,000	90,000	90,000	90,000	281,697	281,697	281,697	281,697	180,000	-	180,000
Insurance	3,000	-	-	-	-	-	-	-	-	-	-	-	-	788,093	-	788,093
Post-Period Sales Tax Debitment	-	-	-	-	-	-	-	-	-	-	-	-	-	506,396	-	506,396
Miscellaneous Operating	171,000	6,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	500,000	-	500,000
Total Operating Cash Disbursements	5,717,000	3,726,600	2,408,992	3,239,943	3,868,713	3,868,713	3,841,028	4,212,724	3,841,028	1,438,578	759,090	707,487	707,487	28,960,515	125,550	29,086,065
Net Operating Cash	(3,435,000)	(2,146,995)	(1,839,368)	(1,928,922)	(1,451,547)	(1,451,547)	(1,432,823)	12,183	303,800	972,014	1,648,502	1,700,105	1,807,742	(1,567,021)	1,692,192	114,571

DRUG FAIR, INC.
DIP BUDGET
3/18/09

Cash Receipts Related to Bankruptcy

	Actual	Pre-Petition thru 3/17	Week Ending	03/21/09	03/28/09	04/04/09	04/11/09	04/18/09	04/25/09	05/02/09	05/09/09	05/16/09	05/23/09	05/30/09	DIP Period	Balance	Total Budget
Hudson Capital Guarantee Premium	-	-	2,800,000	1,200,000	-	-	-	-	-	-	-	-	-	-	4,000,000	-	4,000,000
Sale of Scrips & Rx Inventory Files - Walgreen	998,973	484,423	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Scrips & Rx Inventory Files - Walgreens	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Other Assets - Intellectual Property	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Scrips Files and Rx Inventory - Walgreens	5,700,000	-	-	-	-	-	-	-	-	-	-	-	-	-	2,300,000	2,300,000	
Non-refundable Walgreens Operating Store Deposit (10%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4,550,000	4,550,000	
Sale of 31 Operating Locations to Walgreens	-	-	-	-	-	-	-	-	-	-	-	-	-	-	49,950,000	49,950,000	
Walgreens Purchase Price Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,300,000)	(1,300,000)	
Walgreens Rent Cure	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(657,000)	(657,000)	
Remain of Real Estate Security Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	115,000	115,000	
Sale of 3 Unpaid Stores Script Files and Rx Inventory	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sale of 4 Rx Incentives @ Foodtown	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Collection of Pre-Petition Accounts Receivable	3,395,000	814,000	486,000	2,500,000	1,400,000	1,000,000	750,000	750,000	750,000	750,000	750,000	750,000	550,000	9,686,000	9,686,000		
Sale of Real Estate Leases	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100,000	100,000	
Sale of FF&E	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Bankruptcy Related Receipts	3,395,000	814,000	3,286,000	3,700,000	1,400,000	1,000,000	750,000	750,000	750,000	750,000	750,000	750,000	550,000	100,000	68,644,000	1,000,000	69,644,000

Total Bankruptcy Related Expenditures

Bankruptcy/Related Cash	3,077,600	7,521,402	2,120,250	3,584,250	934,247	799,250	604,250	257,879	55,058,994	599,250	684,250	64,250	34,250	64,740,620	(2,039,317)	62,701,303
Net Cash Flow	(338,000)	5,375,006	280,882	1,658,238	(517,200)	(652,297)	(819,612)	279,062	55,442,374	1,571,264	2,312,752	1,764,335	1,841,992	64,172,798	(357,125)	62,815,673

Summary

Total Receipts	5,677,000	9,577,000	1,912,624	5,716,041	3,812,166	3,417,166	3,167,166	4,974,907	59,832,907	3,157,292	3,157,592	2,957,592	1,907,742	96,026,494	2,807,742	98,834,235
Total Expenditures	6,035,000	4,201,294	3,651,742	4,055,213	4,334,466	4,069,463	3,986,728	4,704,846	4,390,534	1,586,328	824,840	1,192,237	65,750	32,861,695	3,164,867	36,028,562
Net Cash Flow	(358,000)	5,375,006	280,882	1,658,238	(517,200)	(652,297)	(819,612)	279,062	55,442,374	1,571,264	2,312,752	1,764,335	1,841,992	63,172,798	(357,125)	62,815,673