



License Commission, Room 118
Phone: 978-374-2312 Fax: 978-373-8490
cityclerk@cityofhaverhill.com

LICENSE COMMISSION AGENDA

Thursday, Nov. 3, 2022, at 6:00 p.m.-City Council Chambers

VIRTUAL and in person meeting

Please use following instructions to access meeting:

meet.google.com/ijz-cpdn-jtb

Or open Meet and enter this code: ijz-cpdn-jtb

Dial in (audio only): (US) +1 240-514-8793 PIN: 203 751 803#

More phone numbers: <https://tel.meet/ijz-cpdn-jtb?pin=4840360704254>

This meeting/hearing of Haverhill License Commission will be held in-person at the location provided on this notice. Members of the public are welcome to attend this in-person meeting. Please note that while an option for remote attendance and/or participation is being provided as a courtesy to the public, the meeting/hearing will not be suspended or terminated if technological problems interrupt the virtual broadcast, unless otherwise required by law. Members of the public with particular interest in any specific item on this agenda should make plans for in-person vs. virtual attendance accordingly.

1) PLEDGE OF ALLEGIANCE

2) APPROVAL OF THE MINUTES

Minutes of regular meeting, Oct. 6, 2022

3) CONTINUED BUSINESS

4) MISCELLANEOUS APPLICATIONS/REQUESTS

5) ONE DAY APPLICATIONS

6) BUSINESS CERTIFICATES

7) ENTERTAINMENT APPLICATIONS

A. Plaza Food Market and Restaurant Inc. d/b/a Plaza Food Market and Restaurant Inc.
236 Winter Street
New Entertainment Application
(Pending business occupancy and Lease.)

8) COMMON VICTUALLER APPLICATIONS

A) GDX Realty Trust d/b/a Village Square Restaurant
109 South Main Street
Common Victualler Transfer application
Plaza Food Market and Restaurant Inc. d/b/a Plaza Food Market and Restaurant Inc.
236 Winter Street
New Common Victualler Application
(Pending business occupancy and Lease.)

9) OUTDOOR DINING APPLICATIONS

10) ALCOHOL/ABCC APPLICATIONS

- a) **Circle K Massachusetts LLC d/b/a Circle K 4707503, Mary Locke, proposed manager**
32 Knipe Road
Amendment- Change of Manager
- b) **Circle K Massachusetts LLC d/b/a Circle K 4707503, Mary Locke proposed manager**
32 Knipe Road
Amendment- Change of Officer
- c) **Wilbur M. Comeau Post #4, American Legion Inc. d/b/a American Legion, Anne Decosta, proposed manager**
1314 Main Street
Amendment- Change of Officer
- d) **Hetal, Inc. d/b/a Academy Liquors**
699 South Main Street
Transfer of license- Pledge of Collateral – License

11) MOTOR VEHICLE APPLICATIONS

- a) **Mercedes & sons automotive**
Sammy Mercedes, Manager
102 White Street
New MV II car dealer
Has Police and Inspectional Services approvals

12) CARRY IN LICENSE APPLICATIONS

13) ITEM FOR DISCUSSION

14) SHOW CAUSE HEARING

A) ANNE DECOSTA, MANAGER

**WILBUR M. COMEAU POST #4, AMERICAN LEGION, D/B/A AMERICAN LEGION
1314 MAIN STREET**

ALLEGED VIOLATION OF 204 CMR 2.05 (2) Permitting an illegality on the licensed premises. To wit: (2) No licensee for the sale of alcoholic beverages shall permit any disorder, disturbance, or illegality of any kind to the place in or on the licensed premises. The licensee shall be responsible therefor, whether present or not.

--Possible Over serving

--Incident that occurred on or about September 4, 2022, at approximately 17:14

15) PUBLIC PARTICIPATION

16) OTHER BUSINESS

- a) **UPDATE ON AD HOC COMMITTEE CLUB LICENSES**

17) ADJOURNMENT



LICENSE COMMISSION MINUTES

Thursday, Oct 6, 2022 at 6:00 p.m.-City Council Chambers

VIRTUAL and in person meeting

Attending: Chairman Joseph Edwards, Commissioner Laura Angus, Commissioner Driscoll, Lic. Clerk Linda Koutoulas, Captain Wayne Tracy, HPD, Sgt Kevin Lynch, HPD, Officer Brady.

1) **PLEDGE OF ALLEGIANCE**

2) **APPROVAL OF THE MINUTES**

Minutes of regular meeting, Sept 1 2022

Motion to approve by Comm Driscoll, seconded by Comm Angus. No public comment. Vote unanimous.

3) **CONTINUED BUSINESS**

4) **MISCELLANEOUS APPLICATIONS/REQUESTS**

5) **ONE DAY APPLICATIONS**

a) **NECC, 100 Elliott St , Allison Gagne**

Waystone Health Gala Oct 12 5-7:30PM

All Alcohol

Has Police Approval

Allison Gagne appeared for Waystone Health Gala.

Motion by Comm Angus to approve, seconded by Comm Driscoll. No comment, Vote unanimous

b) **Haverhill Firefighter Museum, 75 Kenoza Ave**

Cynthia Graham

Chili Cookoff - Oct 22 2022 5-11PM

All Alcohol

Has Police Approval

Cynthia Graham appeared for the Firefighter museum.

Motion to approve by Comm Angus, seconded by Comm Driscoll, no public comment. Vote unanimous.

c) **The Knights Hall, 55 Lake St Nashua NH**

Fundraiser at Winnekenni Castle Oct 28 2022 6-11PM

And Oct 29 2022 12noon to 10PM

Beer and Wine

Has police approval

No one appeared for the applicant. Vote to table to end of meeting by Comm Driscoll,

Seconded by Comm Angus. NO public comment. Vote unanimous..

At end of meeting this matter was brought up again. Comm Driscoll made motion to approve one day pending TIPs certification. Motion seconded by Comm Angus, no public comment – Vote unanimous.

d) **Hellenic Orthodox Community Inc 154-156 Winter st**

Annual Festival Friday November 4 2022, 12Noon -9PM and Saturday

November 5 2022 12Noon – 1AM

All Alcohol

Has Police Approval

Chris Georgiadis appeared for the church. Motion to approve by Comm Driscoll, seconded by Comm Angus. No public comment. Vote unanimous.

6) BUSINESS CERTIFICATES

7) ENTERTAINMENT APPLICATIONS

- a) Super James LLC dba New Moon Garden
Transfer of Entertainment license from Super Joe LLC dba New Moon Garden to Super James LLC
Done together with 8A Common Vic license

8) COMMON VICTUALLER APPLICATIONS

- a) Super James LLC dba New Moon Garden
Transfer of Common Victualler license from Super Joe LLC dba New Moon Garden to Super James. Atty Wei Jia appeared for applicant Super James dba New Moon Garden. No changes to either application.
Motion to approve both ent lic and comm vic by Comm Driscoll, Seconded by Comm Angus, No public comment – vote unanimous.
- b) **110 Roast Beef and Seafood**
Peter Michel, Manager
691 South Main St
Change of name only
No one present for applicant. Name change only, applicant had changed business cert already.
Motion to approve by Comm Driscoll, seconded by Comm Angus, no public comment – vote unanimous.

9) OUTDOOR DINING APPLICATIONS

10) ALCOHOL/ABCC APPLICATIONS

- a) **D&B Supermarket LLC dba Union Supermarket, Juan Cepada, proposed manager**
233 Winter St
Transfer of license - Sec 15 License Wine and Malt from MAP INC dba Minit Mart to D&B Supermarket LLC dba Union Supermarket
Attorney Arthur Broadhurst appeared for applicant, was before commission last month -needed to update ad and other paperwork. No construction yet, prior business closed and no alcohol on premises. Comm Angus questioned financing – Atty Broadhurst will send that info on.
Both owners will split time between Haverhill and Lawrence locations.
Motion to approve application by Comm Angus pending receipt of financial information and ABCC approval and certificate of occupancy. Comm Driscoll seconded, no public comment.
Vote unanimous.
- b) **HETAL Inc. dba Academy Liquors (postsale), Jayantilal K Patel, proposed manager**
699 South Main St
Transfer of license - Sec 15 License All alcohol from Academy Plaza Trust, Inc. dba Academy Liquors to HETAL, Inc. dba Academy Liquors
Atty Rachel Judkins appeared for applicant. Will be financed by SBA loan and working on lease. Commissioner Angus discrepancy in purchase price on application. Atty Judkins this is typo and send corrected info, Also missing Exhibit A from lease. Comm Angus looking for updated bank statements - the attorney will forward to us.
Motion to approve made by Comm Driscoll, pending items mentioned. Seconded by Comm Angus, no public comment – vote unanimous.
- c) **Super James Inc dba New Moon Garden, Zongjian Zou, proposed manager**
701 South Main St
Transfer of License Sec 12 all alcohol from Super Joe LLC dba New Moon Garden to Super

James LLC

Atty Jia appeared for business owner. Missing Manager signature on page 5 (owner signed during meeting). Answered Comm Angus questions about financing. Occupancy question resolved. Comm Angus looking for Atch A for lease – description of premises. Atty will obtain. Motion to approve application pending receipt of exh A by Comm Angus, seconded by Comm Driscoll. No public comment. Vote unanimous.

d) Crusttown Inc. dba Crusttown, Alexander Demorla, proposed Manager

150 Washington St

New sec 12 all alcohol license

Gary Ortiz, accountant appeared with applicant Alexander Demorla.

Chairman Edwards asked how they would handle an intoxicated person. Gary explained the staff is TIP certified and would not serve. Chairman Edwards suggests in that situation, to call the HPD to protect business and public. Comm Driscoll asked if will be more sitdown than take out and if they will have a bar. They responded yes to both. Comm Angus reminded them that all staff needs TIPS certification. She also pointed out that pg 5 of application needs manager signature which was obtained during the meeting. Gary said as building still under construction they do not have 304 but are working with building department for it. Chairman Edwards reminded owner to not serve intoxicated persons. Comm Angus reminded applicant that they also need liquor liability insurance.

Motion to approve by Comm Angus pending receipt of any outstanding licenses and issuance of 304 cert of occupancy. Comm Driscoll seconded. No public comment – vote unanimous.

e) Haverhill Golf and Country Club Inc.

58 Brickett Lane

Joseph John Ceci, Jr, proposed manager

Joseph Ceci appeared as applicant. He has lots of experience. Was retired and brought out of retirement for this job. Comm Driscoll asked if restaurant open to the public – he said no – members and guests. Comm Driscoll asked about the function facility to which Mr Ceci stated that was open to the public.

Motion to approve by Comm Angus, seconded by Comm Driscoll. No public comment – vote unanimous.

11) MOTOR VEHICLE APPLICATIONS

a) JCV Auto Sales, 69 White St., Raynaldo A DeJesus, Manager

New MV II car dealer

Has Police and Inspectional Services approvals

Raynaldo DeJesus appeared remotely. He has experience in selling cars and wanted to come to Haverhill as he is living here. Chairman Edwards asked HPD if they had done a check on him to which they responded yes and that it was fine.

Comm Angus looking for copy of lease and noted application needed some signatures. She asked if he has bond yet. He said waiting for approval of license. She explained that we need bond before issuing license. Comm Angus also reminded him that he needs cert of occupancy for the building. Asked if he was aware of changes of number of spaces and he had agreed,

Motion to approve made by Comm Angus pending receipt of needed paperwork, lease, bond, certificate of occupancy for 21 total spaces, 16 sales spots, 2 employ, 3 customer parking, Comm Driscoll seconded, no public comment, vote unanimous.

12) CARRY IN LICENSE APPLICATIONS

13) ITEM FOR DISCUSSION

a) ROBERT MEIDANIS, MANAGER

A-1 DELI. INC., D/B/A A-1 DELI
88-92 MERRIMACK STREET

**ITEM FOR DISCUSSION: FAILURE TO ATTEND THE MANDATORY
LIQUOR LICENSE RENEWAL MEETING**

b) JEREMY M. DUL, MANAGER

BRADFORD SOCIAL AND ATHLETIC CLUB INC., D/B/A BRADFORD SOCIAL
AND ATHLETIC CLUB
187-189 SOUTH ELM STREET

**ITEM FOR DISCUSSION: FAILURE TO ATTEND THE MANDATORY
LIQUOR LICENSE RENEWAL MEETING**

c) MICHAEL DEANE, MANAGER

CHIPOTLE MEXICAN GRILL OF COLORADO, LLC D/B/A., CHIPOTLE
MEXICAN GRILL
85 PLAISTOW ROAD

**ITEM FOR DISCUSSION: FAILURE TO ATTEND THE MANDATORY
LIQUOR LICENSE RENEWAL MEETING**

d) PANAYIOTIS PANOURGIAS, MANAGER

THE FAT GREEK LLC., D/B/A THE FAT GREEK
15 WASHINGTON STREET

**ITEM FOR DISCUSSION: FAILURE TO ATTEND THE MANDATORY
LIQUOR LICENSE RENEWAL MEETING**

e) GANESH BISTA, MANAGER

BISTA AND BHANDARI LLC., D/B/A
TAWA TANDOOR RESTAURANT AND BAR
36 PLAISTOW ROAD

**ITEM FOR DISCUSSION: FAILURE TO ATTEND THE MANDATORY
LIQUOR LICENSE RENEWAL MEETING**

Chairman Edwards requested that those who came to this meeting come forward –Robert Medienis and Parsu from Tawa Tandoor

Robert stated he did not see letter or email. Parsu said he only received letter on Oct 3, Chairman Edwards and Comm Angus expressed importance of attending the annual meeting.

Those who did not attend for this meeting will be put on for show cause in November unless they resolve everything before hand,

Those who are called to show cause and do not appear are subject to their applications not being renewed

Comm Driscoll made motion for clerk to send certified letter to those who did not appear stating if they do not pick up packets they will be on next agenda for show cause. Motion seconded by Comm Angus, No public comment – vote unanimous.

f) **AMERICAN GROCERY, 426-428 MAIN ST,**

SOHAN SAINI, MANAGER

ITEM FOR DISCUSSION: INCIDENT ON OR ABOUT AUG 31 2022 AT APPROX. 17:01.

Sohan Saini appeared for American Grocery. Sgt Kevin Lynch provided the police report for the incident, accident and 434 main st, occupant was impaired, stated he had just come from American Grocery where he purchased some nips. He failed sobriety test. Police have an issue with someone who has admitted to drinking prior to the incident, was intoxicated and was sold alcohol. Chairman Edwards asked who was working that night – Mr Saini responded Loreena. Loreena could not attend meeting as her mother is sick in Boston, Mr Saini said Loreena had other customers in the store at the same time the man came in- he did not appear impaired to her. Sgt Lynch stated that the man failed breathalyzer test and that clerks should have conversations with customers to make sure they are not intoxicated. Chairman Edwards asked Mr Saini to talk to his customer. Comm Driscoll wanted them to do more than TIPS training, more than talking to by him and his wife. Comm Angus said this is a serious matter. Comm Driscoll made motion that additional training for all employees be done by trained personnel. Comm Angus seconded motion. No public comment, vote unanimous.

g) **MOONSHINERS, 101-103 WASHINGTON ST,**

BERNARD GOULET, MANAGER

ITEM FOR DISCUSSION: INCIDENT ON OR ABOUT SEPT 6 2022 AT APPROX. 22:09

Sgt Lynch of HPD presented police report. They received call of a man threatening the manager Kyle Bell and he had a weapon. Mr Bell called the police as is the appropriate procedure. Police arrived and arrested the man. The Police brought this forth to show that Moonshiners did what they were supposed to do, Police have no issue with Moonshiners on this occasion.

Commissioner Angus made motion to place this in their file. Comm Driscoll seconded the motion, No public comment, Vote unanimous

14) SHOW CAUSE HEARING

a) **MOONSHINERS, 103 WASHINGTON ST**

BERNARD GOULET, MANAGER

INCIDENT THAT OCCURRED ON OR ABOUT APRIL 19 2022. AT APPROXIMATELY 7:46

***ALLEGED VIOLATION OF 204 CMR 2.05 (2) PERMITTING AN ILLEGALITY ON THE LICENSED PREMISES, TO WIT: (2) NO LICENSEE FOR THE SALE OF ALCOHOLIC BEVERAGES SHALL PERMIT ANY DISORDER, DISTURBANCE, OR ILLEGALITY OF ANY KIND TO THE PLACE IN OR ON THE LICENSED PREMISES. THE LICENSEE SHALL BE RESPONSIBLE THEREFORE, WHETHER PRESENT OR NOT**

--Failure to Maintain a Safe Environment for Patrons

Attorney Tim Connors appeared for Moonshiners along with Current Manager, Kyle Bell. Kyle has been manager previously for 3 years, left to start another bar and came back to Moonshiners recently, Comm Driscoll asked if the bar was still operating. Atty Connors stated it was not, it was his understanding that the license was turned in. Kyle Bell had license in hand and would provide once hearing concluded. Comm Angus explained they needed to hold show cause hearing first. Comm Driscoll stated he would like to hear what has happened before any decisions. Atty Connors stated that Bernard Goulet, the owner, would not be present this evening and that it was his intention to turn in license, get out of the Moonshiners club and pursue other ventures. It is his understanding that manager Kyle Bell, along with another person, plan to apply for this license. He will establish a new bar if granted the license with more live entertainment. The work is in progress. Kyle Bell spoke - he has worked in Haverhill for 10 years in different places. He came into moonshiners as security manager and then was manager. He stayed for a while and then went to Lawrence to start another bar. Once that was up and running, he came back to manage Moon shiners. Bernie does not want to be a part of the bar anymore, doesn't like it, isn't part of the community. He is almost ready to apply for license. He has lived in Haverhill for 25 years. Commissioner Angus stated that it was important that the commission continue with the show cause meetings. They have been put off for several months and need a conclusion. Show cause proceedings continue with the owner on record.

Atty Connors is also looking for finality this evening. The show causes will proceed one by one. Captain Tracy provided the police report for April 19th incident – this will cover the first 2 show causes for Moonshiners. Captain Tracy reiterated Sgt Lynch and stated that when Kyle Bell is manager, there are not the issues as being discussed. He has always been cooperative. But when situations involve the ownership, things change.

On April 19, 2022, at 07:46 the police responded to a car crash on River St. involving female party who was arrested and charged with OUI. While in booking, the female's mother called and said that she may be a victim of domestic violence. Due to her intoxication level, detective Brady was not able to gather further information. Later in the day a man called saying he was the female's cousin and that she had been assaulted at Moonshiners. The victim advised that she was drinking at the bar until 0545am. On April 22, detective Brady spoke with victim who said she has never been that drunk before and can't remember anything, may have been drugged – her phone had her at Moonshiners at 6AM on April 19. Det Brady was advised of the interview with Crystal Pannoni, former manager, who stated Mr Goulet told her that whatever happens on the outside of the business is not her matter. She stated the bar was a mess citing drugs, staff drinking, overcrowding, and gang members. When she brought these issues to Goulet he stated "do you want a job? Do you want the business to get closed down?". Pannoni stated that Sunday through Wednesday the bar is run by staff as there is no manager on duty and Goulet was never at the bar. She stated she did not want to be involved in the incident that occurred Apr 18 – 19. Goulet advised her to say that "Seth" no longer works for her and in fact he has never worked at Moonshiners and that they do not know him. Pannoni was also advised to say that Seth works for a cleaning company. Seth worked at Moonshiners for a year and ½. Pannoni stated that it is common for the staff to stay at the bar after closing into the early morning hours, She stated that Goulet reviewed the security tape and called her saying "really bad for the business and Seth and it was disturbing to watch. He told her that he made the decision with his attorney to destroy the video footage. She stated that Kyle Bell told her it was the first time he told Goulet "no" when asked to destroy the video. Pannoni stated that when she arrived to work after the incident the security cameras were not working, and Goulet told her he had ripped the system out including

the hard drive. Goulet told Pannoni if anyone asked for the video, tell them it was damaged in a flood. Pannoni stated that Goulet gave false statements to the license commission. Detective Brady stated that in the past, Kyle Bell has always called her back but not on this occasion. Goulet's attorney called Detective Brady back and advised that the cameras only retain data for a certain period of time. Detective Brady was never advised that the security system was damaged. Det Brady asked about "Seth" and she was advised that "Andrew" was working the bar that night of the alleged assault. Det Brady spoke with the victim on Aug 22, 2022. The victim stated that the bartender told her to stay at the bar after it closed to play "beer pong". When the bar closed, the bartender, who she wasn't sure but said his name was either Sam, Sid or Seth, offered her cocaine, which she did. The victim then told the bartender that she needs to leave, and she does not remember anything after that. The victim's Google location shows her at Moonshiners from 12:26AM to 5:46AM on 4/19/2022. Neither Seth, Bell nor Goulet agreed to be interviewed regarding the alleged assault. As a result of this investigation, Goulet has been criminally charged with obstructing a police investigation. That was April 19.

May 20, 2022, in summary, Detective Harrison stated that he observed 2 males exiting Moonshiners and square off as they were preparing to fight, Detective Harrison diffused the situation and both parties left the area. At 1130, Det Harrison observed the same 2 males exiting Moonshiners and were now out-front arguing. A crowd formed and 3 females were ultimately arrested and charged with disorderly conduct.

June 18, 2022, summary – officers observed a male party lying on the ground in front of Moonshiners. He was administered Narcan and transported to the hospital. The man was not making any sense and was unable to complete a sentence. Manager Pannoni stated that the man was in Moonshiners for 3 hours. Due to the severity of the incident, the man obtained a subdural hematoma to the back of his head, Detective Scharneck was notified and followed up the investigation. Bernard Goulet advised that the video system was not working. Detective Scharneck was able to identify the suspect who stated that the victim was walking around the bar and was either drunk or on drugs, grabbing people. Once outside, the victim began to enter the suspect's circle of friends and that was when he pushed the victim to get him away. The suspect was arrested on a charge of aggravated assault and battery.

June 26, 2022, Officer Woodman observed a possible altercation and disturbance as people were yelling inside Moonshiners. As Officer Woodman attempted to make entry into the bar, the manager Crystal Pannoni was outside and shut the front door, which was locked, preventing Off Woodman to enter and alleviate or investigate the incident.

June 30, 2022, Officers responded to a disturbance at Moonshiners. Upon arrival, officers spoke with several parties who advised that the 2 sisters were having a verbal argument. As officers were conducting their investigation, a male party attempted to obstruct police and he was placed under arrest. A witness advised that the parties involved appeared intoxicated, the bartender Andrew Cappobianco advised the parties were in the bar for a long time, but he did not know how much alcohol they drank.

September 3 2022 – officers responded to a possible disturbance and a man down on Wingate St. Officers observed a male party laying on the street who was not alert and barely conscious. After the male regained consciousness, he had bloodshot, glassy eyes and slurred speech. The witnesses stated that there was no fight that made him fall to the ground. The male stated he had too much to drink at Moonshiners. The male was transported to the hospital.

Chairman Edwards stated that he wanted to hear from the former employee, Crystal Pannoni. Crystal Pannoni identified herself. Comm Driscoll asked her if Capt. Tracy's

statements were accurate. She responded yes. Comm Angus asked if there was a reason this information did not come out in the July meeting? Crystal stated that when the matter was continued, she just chose to wait and speak today. She was present at that meeting. Chairman Edwards asked her opinion on what the Capt read as report. That there did not appear to be any cooperation from the owner of the bar, Crystal agreed. Chairman Edwards asked if she still worked at the bar, she stated no. Comm Angus asked her why she left and she told her she was fired, because she told him she was going to tell the truth. Comm Angus asked about a statement she filed against Officer Woodman, if it was an inaccurate statement, Crystal said partially, that it did happen but at the direction of Mr. Goulet he wanted to file the complaint against the city, where she wanted to sit down and have a formal meeting to understand what was happening with the police as she did not understand.

Atty Connors spoke, He said it was the first time he was hearing of these matters. He placed some responsibility on Ms. Pannoni as she had not told him or his client of these matters when she first appeared. He stated she was fired and that his client told him that they were in a substantial dating relationship that did not end well. He states he does not know the mechanics of it but certainly could present with motivation to be untruthful with the police. In respect to some of the show cause hearing, May 20, that fight occurred outside Moonshiners bar and that there was no indication of intoxication or overserving. On June 26, he remembers this was the incident when Officer Woodman was not allowed in the bar and that the gripe the police had was with the onsite manager at that time MS Pannoni for not allowing the officers entry.

June 18 – there was a potential overdose – Attorney Connors spoke on this and stated, “As you know my client serves alcohol, not drugs. There is no evidence that the business or patrons were serving drugs. The police report states the victim overdosed on drugs, not alcohol, so that covers that.”

June 30, Attorney Connors spoke on this and said from his understanding, there was an argument between 2 sisters, and he did not remember any mention of intoxication on the part of the 2 individuals obstructing the police. Comm Angus stated that according to her notes, the parties were intoxicated. Chairman Edwards asked him if he thinks it's a good idea for Mr Goulet to turn in his license? Chairman Edwards thinks he is not a caring person, only in to make money. Atty Connors disagrees, Chairman Edwards asked him how he plans on convincing the commission that Kyle Bell is not like Mr. Goulet? Attorney Connors referred to statements from the police. That there were no problems when Mr. Bell was manager. Comm Driscoll stated that for Mr Bell, there will not be a transfer of the license but a new application. Attorney Connors stated that Mr. Bell has started a new LLC and that Mr Goulet will have nothing to do with new business. Chairman Edwards asked Mr. Bell how he got along with Ms. Pannoni. He responded that they had a good working relationship. Comm Angus asked if he could speak to the video that was destroyed – he responded he could not as he was not there. He stated he installed the new video system.

Comm Angus moved to revoke the license based on the incidents of April 19. Comm Driscoll seconded, No public comment – vote unanimous.

b) MOONSHINERS, 103 WASHINGTON ST

BERNARD GOULET, MANAGER

INCIDENT THAT OCCURRED ON OR ABOUT APRIL 19, 2022, AT APPROXIMATELY 13:54

*ALLEGED VIOLATION OF 204 CMR 2.05 (2) PERMITTING AN ILLEGALITY ON THE LICENSED PREMISES, TO WIT: (2) NO LICENSEE FOR THE SALE OF ALCOHOLIC BEVERAGES SHALL PERMIT ANY DISORDER, DISTURBANCE, OR ILLEGALITY OF ANY KIND TO THE PLACE IN OR ON THE LICENSED PREMISES. THE LICENSEE SHALL BE RESPONSIBLE THEREFORE, WHETHER PRESENT OR NOT

--Failure to Maintain a Safe Environment for Patrons

c) MOONSHINERS, 103 WASHINGTON ST

BERNARD GOULET, MANAGER

INCIDENT THAT OCCURRED ON OR ABOUT MAY 20, 2022, AT APPROXIMATELY 23:39

*ALLEGED VIOLATION OF 204 CMR 2.05 (2) PERMITTING AN ILLEGALITY ON THE LICENSED PREMISES, TO WIT: (2) NO LICENSEE FOR THE SALE OF ALCOHOLIC BEVERAGES SHALL PERMIT ANY DISORDER, DISTURBANCE, OR ILLEGALITY OF ANY KIND TO THE PLACE IN OR ON THE LICENSED PREMISES. THE LICENSEE SHALL BE RESPONSIBLE THEREFORE, WHETHER PRESENT OR NOT

(THIS CHARGE WAS DISCUSSED IN THE PRIOR MOTION)

--Failure to Maintain a Safe Environment for Patrons

Motion by Comm Driscoll to revoke license for incident that occurred on May 20, 2022, Comm Angus seconded, no public comment – vote unanimous

d) MOONSHINERS, 103 WASHINGTON ST

BERNARD GOULET, MANAGER

INCIDENT THAT OCCURRED ON OR ABOUT JUNE 18, 2022, AT APPROXIMATELY 1:10 AM

*ALLEGED VIOLATION OF 204 CMR 2.05 (2) PERMITTING AN ILLEGALITY ON THE LICENSED PREMISES, TO WIT: (2) NO LICENSEE FOR THE SALE OF ALCOHOLIC BEVERAGES SHALL PERMIT ANY DISORDER, DISTURBANCE, OR ILLEGALITY OF ANY KIND TO THE PLACE IN OR ON THE LICENSED PREMISES. THE LICENSEE SHALL BE RESPONSIBLE THEREFORE, WHETHER PRESENT OR NOT

--Failure to Maintain a Safe Environment for Patrons

--Possible Overserving

Comm Angus made a motion based on evidence and testimony about incident that occurred on June 18 to revoke the license. Comm Driscoll seconded. No public comment. Vote unanimous.

e) MOONSHINERS, 103 WASHINGTON ST

BERNARD GOULET, MANAGER

INCIDENT THAT OCCURRED ON OR ABOUT JUNE 26, 2022, AT APPROXIMATELY 1:103AM

*ALLEGED VIOLATION OF 204 CMR 2.05 (2) PERMITTING AN ILLEGALITY ON THE LICENSED PREMISES, TO WIT: (2) NO LICENSEE FOR THE SALE OF ALCOHOLIC BEVERAGES SHALL PERMIT ANY DISORDER, DISTURBANCE, OR

ILLEGALITY OF ANY KIND TO THE PLACE IN OR ON THE LICENSED PREMISES.
THE LICENSEE SHALL BE RESPONSIBLE THEREFORE, WHETHER PRESENT OR NOT
***ALLEGED VIOLATION OF MGL CH 138 SEC 63 – PREVENTING ENTRY OF**
LICENSING AUTHORITIES OR THEIR AGENTS UPON LICENSED PREMISES

--Failure to Maintain a Safe Environment for Patrons

Comm Driscoll made a motion to revoke license based on incident of June 26. Comm Angus seconded, no public Comment. Vote unanimous.

f) **MOONSHINERS, 103 WASHINGTON ST**

BERNARD GOULET, MANAGER

INCIDENT THAT OCCURRED ON OR ABOUT JUNE 30, 2022, AT APPROXIMATELY 1:07 AM

***ALLEGED VIOLATION OF 204 CMR 2.05 (2) PERMITTING AN ILLEGALITY ON THE**
LICENSED PREMISES, TO WIT: (2) NO LICENSEE FOR THE SALE OF ALCOHOLIC
BEVERAGES SHALL PERMIT ANY DISORDER, DISTURBANCE, OR ILLEGALITY OF ANY KIND
TO THE PLACE IN OR ON THE LICENSED PREMISES. THE LICENSEE SHALL BE
RESPONSIBLE THEREFORE, WHETHER PRESENT OR NOT

--Failure to Maintain a Safe Environment for Patrons

--Possible Overserving

Comm Driscoll made a motion to revoke license based on incident of June 30, 2022. Comm Angus seconded, No public comment – vote unanimous.

g) **MOONSHINERS, 103 WASHINGTON ST**

BERNARD GOULET, MANAGER

INCIDENT THAT OCCURRED ON OR ABOUT SEPT 3, 2022, AT APPROXIMATELY 1:04 AM

***ALLEGED VIOLATION OF 204 CMR 2.05 (2) PERMITTING AN ILLEGALITY ON THE**
LICENSED PREMISES, TO WIT: (2) NO LICENSEE FOR THE SALE OF ALCOHOLIC
BEVERAGES SHALL PERMIT ANY DISORDER, DISTURBANCE, OR ILLEGALITY OF ANY KIND
TO THE PLACE IN OR ON THE LICENSED PREMISES. THE LICENSEE SHALL BE
RESPONSIBLE THEREFORE, WHETHER PRESENT OR NOT

--Failure to Maintain a Safe Environment for Patrons

--Possible Overserving

Comm Angus made motion to revoke license of Bernard Goulet based on incident of Sept 3. Comm Driscoll seconded, No public comment - vote unanimous.

Crystal Pannoni came forward and apologized to all involved that she had not come forward earlier and that she had retracted the statement made to the police.

Atty Connors spoke – he was opposed to the license being revoked on every charge. He said he was in communication with Mr Goulet who was upset at the outcome,

Comm Angus wanted to make clear that the decisions were not based on the employee statements but rather on the police reports and investigation and reports from victims

h) **AMERICA LEGION, 1314 MAIN ST**

ANNE DECOSTA, MANAGER

THIS ITEM HAS BEEN POSTPONED TO NOVEMBER MEETING -request from manager and officers.

Vote to postpone until November meeting. Motion by Comm Angus to postpone the hearing until

november meeting, Comm Driscoll seconded. No public comment – vote unanimous

i) **RILEY'S CORNER**, Kanaiyalal Sendhabhai Patel, Manager

352 WASHINGTON STREET

INCIDENT OF AUGUST 23 2022, AT APPROX. 16:55 AND JULY 23, 2021 AT APPROX., 19:17

ABSENCE OF VIDEO RECORDING DURING INCIDENTS.

Attorney Harb is appearing on behalf of owner,

Sgt Lynch provided the police report

On Aug 23, Det Brady appeared at Rileys Corner in response to an alleged assault that occurred

in the store. She requested to view the surveillance system and found it was all messed up, She

brought in HPD IT Director to try and resolve, Different times on tapes. Sgt Lynch stated the

reason they were here this evening is because there was another incident in the store on July 23

2021 – alleged assault also cameras not working. Chairman Edwards asked Atty Harb if his

client has proof of new video machines. Atty Harb spoke – he has proof that they spent \$1500 in

2021 for new cameras and hard drive at the time of that incident. He has receipts from that time.

Regarding current incident- he points to police report that there was not evidence of tampering of

tapes. Atty Harb mentioned that as this is an IT system, the times will change, Based on this most

recent incident, the owner has gone out and purchased a \$30K + system which is DVR system.

Their other location in the City also has DVR system. Expects the system will be completely

installed very soon. He submitted invoices from 2021 and from 2022. Attorney Harb is requesting

that since the issue has been addressed, the commission take no further action. HPD is satisfied

with new system.

Comm Driscoll makes motion to place this on file pending email from Atty Harb confirming final installation of new system.

Comm Angus seconded. No public comment – vote unanimous.

15) PUBLIC PARTICIPATION

16) OTHER BUSINESS

a) **UPDATE ON AD HOC COMMITTEE CLUB LICENSES-**

COMMISSIONER ANGUS STATED SHE IS WORKING ON HER REPORT WHICH SHE WILL PROVIDE TO

COMM DRISCOLL NEXT WEEK TO START CREATING NEW REGS. THERE IS A MEETING FOR THE

CLUBS ON OCT 19.

AD HOC NIPS.

COMM DRISCOLL SPOKE OF UPDATE FOR NIPS AND WILL HAVE INFORMATION AT NEXT MEETING.

17) ADJOURNMENT

Motion by Commissioner Driscoll , seconded by Commissioner Angus Vote unanimous,



City of Haverhill, MA

11/01/2022

97192

Entertainment License

Status: Active**Date Created:** Sep 1, 2022**Applicant**

Nancy Troncoso
lpimentel@jbcorp.net
236 Winter St
Haverhill, MA 01830
6039432889

Primary Location

236 WINTER ST
Haverhill, MA 1830

Owner:

MANEMANUS GEORGE S
6 STRATHMORE RD HAVERHILL, MA 1832

Application for Entertainment License (between the hours of 8:00am and 1:00pm)**Name of Business (Individual, Corporation, Partnership of LLC, D/B/A name of Establishment)**

PLAZA FOOD MARKET AND RESTAURANT INC

Location of Business

236 Winter St Haverhill MA 01830

Type of Application

New (first time applicant)

Please mark (x) for any and all of the following for which you are applying: ***Amplifiers**☐**D.J**☐**Karaoke**☐**Music - Amplified**☐**Sporting Event**☐**Comedy Show**☐**Vocalist(s)**☐**Dancing (by patrons only)**☐**Jukebox**☐**Movies**☐**Radio**☒**Television**☒**Performance (includes live bands)**☐**Other**☐**New Custom Section****Restrictions (Completed by Office)**

--

Attachments

No attachments

History

Date	Activity
Sep 1, 2022 at 10:48 am	Nancy Troncoso started a draft of Record 97192
Sep 1, 2022 at 10:50 am	Nancy Troncoso submitted Record 97192
Sep 16, 2022 at 10:22 am	completed payment step License Fee Payment on Record 97192
Sep 16, 2022 at 10:22 am	approval step City Clerk Approval was assigned to Linda Koutoulas on Record 97192
Sep 16, 2022 at 10:23 am	Linda Koutoulas approved approval step City Clerk Approval on Record 97192
Sep 16, 2022 at 10:23 am	Linda Koutoulas assigned approval step Entertainment Zoning Approval to Tom Bridgewater on Record 97192
Sep 16, 2022 at 6:15 pm	Tom Bridgewater approved approval step Entertainment Zoning Approval on Record 97192

Timeline

Label	Status	Activated	Completed	Assignee	Due Date
 License Fee Payment	Paid	Sep 1, 2022 at 10:50 am	Sep 16, 2022 at 10:22 am	-	-
 City Clerk Approval	Complete	Sep 16, 2022 at 10:22 am	Sep 16, 2022 at 10:23 am	Linda Koutoulas	-
 Entertainment Zoning Approval	Complete	Sep 16, 2022 at 10:22 am	Sep 16, 2022 at 6:15 pm	Tom Bridgewater	-
 Local License Commission Approval	Active	Sep 16, 2022 at 6:15 pm	-	-	-
 Entertainment License	Inactive	-	-	-	-



City of Haverhill, MA

11/01/2022

LCCV-22-14

Common Victualler License

Status: Active**Date Created:** Aug 28, 2022**Applicant**

Nancy Troncoso
lpimentel@jbscorp.net
236 Winter St
Haverhill, MA 01830
6039432889

Primary Location

236 WINTER ST
Haverhill, MA 1830

Owner:

MANEMANUS GEORGE S
6 STRATHMORE RD HAVERHILL, MA 1832

Applicant Information**Relationship to Business Owner**

Owner

New Field

New (first time application)

Business Information**Business Name**

PLAZA FOOD MARKET AND RESTAURANT INC

Establishment Name

PLAZA FOOD MARKET AND RESTAURANT INC

Establishment Phone

6039432889

Type of Establishment

Restaurant

Establishment Mailing Address

236 Winter St

Establishment Mailing Address City

Haverhill

Establishment Mailing Address State

Massachusetts

Establishment Mailing Address Zip

01830

Manager Name

Nancy Troncoso

Manager Cellphone

6039432889

Manager Home Address

102 Willow St Lawrence MA 01841

Is Application New, Renewal or Transfer?

New

Business Legal Structure

Corporation

Property Information**Is this a Franchise?**

No

Planned Opening Date

09/01/2022

Total Square Footage

1080

Number of Seats

6

Other Use Group**Other Allowable Load**

--

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Inspection Date

--

Attachments

Business Certificate Haverhill.jpg

Uploaded by Nancy Troncoso on Aug 28, 2022 at 6:32 pm



IMG-20220916-WA0030.jpg

Uploaded by Nancy Troncoso on Sep 18, 2022 at 4:52 pm

History

Date	Activity
Aug 28, 2022 at 6:19 pm	Nancy Troncoso started a draft of Record LCCV-22-14
Aug 28, 2022 at 6:33 pm	Nancy Troncoso submitted Record LCCV-22-14
Sep 16, 2022 at 9:18 am	completed payment step Common Victualler License Fee on Record LCCV-22-14
Sep 16, 2022 at 9:18 am	completed payment step Lic Comm Application fee on Record LCCV-22-14
Sep 16, 2022 at 9:18 am	approval step City Clerk Approval was assigned to Linda Koutoulas on Record LCCV-22-14
Sep 16, 2022 at 9:18 am	approval step Tax Check was assigned to Yenise Rozon on Record LCCV-22-14
Sep 16, 2022 at 9:19 am	Linda Koutoulas approved approval step City Clerk Approval on Record LCCV-22-14
Sep 16, 2022 at 9:55 am	Yenise Rozon approved approval step Tax Check on Record LCCV-22-14
Sep 16, 2022 at 9:55 am	approval step License Commission Approval was assigned to Linda Koutoulas on Record LCCV-22-14

Timeline

Label	Status	Activated	Completed	Assignee	Due Date
Common Victualler License Fee	Paid	Aug 28, 2022 at 6:33 pm	Sep 16, 2022 at 9:18 am	-	-
Lic Comm Application fee	Paid	Sep 16, 2022 at 9:18 am	Sep 16, 2022 at 9:18 am	-	-
City Clerk Approval	Complete	Sep 16, 2022 at 9:18 am	Sep 16, 2022 at 9:19 am	Linda Koutoulas	-
Tax Check	Complete	Sep 16, 2022 at 9:18 am	Sep 16, 2022 at 9:55 am	Yenise Rozon	-
License Commission Approval	Active	Sep 16, 2022 at 9:55 am	-	Linda Koutoulas	-
Common Victualler License Issued	Inactive	-	-	-	-





CITY OF HAVERHILL BUSINESS CERTIFICATE



Issue Date: August 16, 2022
Expiration Date: August 16, 2026

Certificate Number:
Fee: \$560.00

PLAZA FOOD MARKET AND RESTAURANT INC
236 WINTER ST HAVERHILL, MA 01830

Phone: 603 943 2889

In conformity with the provisions of Chapter 110, Section 5 of the MGL, as amended, the undersigned hereby declares that a business is conducted under the title of:

PLAZA FOOD MARKET AND RESTAURANT INC at 236 WINTER ST - HAVERHILL, 01830 by NANCY TRONCOSO

I/We certify under the penalties of perjury that I/we, to the best of my/our knowledge and belief, have filed all state tax returns and paid all state taxes required under law.

Signature(s): Nancy Troncoso
NANCY TRONCOSO

COMMONWEALTH OF MASSACHUSETTS

On August 16, 2022, NANCY TRONCOSO appeared before me and presented satisfactory evidence of identification which was a proving the person(s) whose name(s) is signed above and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of their knowledge and belief.



Kaitlin M. Wright 10/27/2028
Notary Public Seal Expiration Date

Linda Koutoulas
Linda Koutoulas, Haverhill City Clerk

THIS DOCUMENT MUST BE SIGNED AND IN THE PRESENCE OF A NOTARY PUBLIC WHO CAN AFFIX THEIR SEAL. IF A NOTARY PUBLIC OTHER THAN THE HAVERHILL CITY CLERK'S OFFICE WITNESSES THE SIGNATURE, THE DOCUMENT MUST BE BROUGHT TO THE HAVERHILL CITY CLERK'S OFFICE.

In accordance with the provisions of Chapter 337 of the Acts of 1985 and Chapter 110, Section 5 of Massachusetts General Laws, Business Certificates shall be in effect for four (4) years from the date of issue and shall be renewed each four (4) years thereafter. A statement under oath must be filed with the City Clerk upon discontinuing, retiring or withdrawing from such business or partnership. Such Certificates shall be available at the address at which such business is conducted and shall be furnished on request during regular hours to any person who has purchased goods or services from such business. Violations are subject to a fine of not more than three hundred dollars for each month during which such violation continues. The aforementioned business owner or agent is required to notify the Haverhill City Clerk in writing of any event that the business is discontinued, changes location, changes the name, changes residence, withdraws from the business or is deceased.

This certificate must be renewed every four (4) years.

A Business Certificate does not confer zoning approval for conducting of this business at the above address.

PAYROLL | SALES TAX | MEALS TAX | BOOKKEEPING



City of Haverhill, MA

10/27/2022

LCCV-22-18

Common Victualer License

Status: Active

Date Created: Oct 18, 2022

Applicant

Robert Lapierre
rlapierre@ymail.com
49 Ferry Road
Haverhill, MA 01835
978-994-1263

Primary Location

109 SOUTH MAIN ST
Bradford, MA 1835

Owner:

EFIE LLC
15 WABANAKI WAY ANDOVER, MA 1810

Applicant Information

Relationship to Business Owner

Other

IF OTHER, Please Specifiy

Trustee

New Field

New (first time application)

Business Information

Business Name

GDX Realty Trust

Establishment Name

Village Square Restaurant

Establishment Phone

(978) 891-3020

Type of Establishment

Restaurant

Establishment Mailing Address

109 South Main Street

Establishment Mailing Address City

109 South Main Street

Establishment Mailing Address State

109 South Main Street

Establishment Mailing Address Zip

01835

Manager Name

Julie Dimakis

Manager Cellphone

978-270-1815

Manager Home Address

123 Freeman Street extension

Is Application New, Renewal or Transfer?

Transfer

Business Legal Structure

Sole Proprietorship

Property Information

Is this a Franchise?

No

Planned Opening Date

10/27/2022

Total Square Footage

1380

Number of Entrances

2

Do You Plan Outdoor Seating?

Undecided

Number of Seats

60

Number of Exits

2

Do You Plan to Sell Alcohol?

Undecided

Days & Hours of Operation**Monday Hours of Operation**

6-2

Wednesday Hours of Operation

6-2

Friday Hours of Operation

6-2

Sunday Hours of Operation

6-1

Tuesday Hours of Operation

6-2

Thursday Hours of Operation

6-2

Saturday Hours of Operation

6-1

Persons/Entities with Interest**Name**

Robert Lapierre

Stock/Ownership

100%

Title/Position

Trustee

Agreement & Signature

Yes

☒**For Inspector Use Only****Basement Use Group**

--

Floor 1 Use Group

--

Floor 2 Use Group

--

Floor 3 Use Group

--

Floor 4 Use Group

--

Other Use Group

--

Basement Allowable Load

--

Floor 1 Allowable Load

--

Floor 2 Allowable Load

--

Floor 3 Allowable Load

--

Floor 4 Allowable Load

--

Other Allowable Load

--

Inspection Date

Attachments

-  GDX Trust Certs.pdf
Uploaded by Robert Lapierre on Oct 26, 2022 at 10:12 am
-  BI-II of Sale 19-Oct-2022 07-26-24.pdf
Uploaded by Robert Lapierre on Oct 20, 2022 at 2:02 pm
-  The Picture.pdf
Uploaded by Robert Lapierre on Oct 21, 2022 at 6:35 am
-  BI-II of Sale 19-Oct-2022 07-26-24.pdf
Uploaded by Robert Lapierre on Oct 20, 2022 at 2:03 pm

History

Date	Activity
Oct 17, 2022 at 11:56 am	Robert Lapierre started a draft of Record LCCV-22-18
Oct 18, 2022 at 7:11 am	Robert Lapierre submitted Record LCCV-22-18
Oct 18, 2022 at 7:13 am	completed payment step Common Victualler License Fee on Record LCCV-22-18
Oct 20, 2022 at 1:58 pm	completed payment step Lic Comm Application fee on Record LCCV-22-18
Oct 20, 2022 at 1:58 pm	approval step City Clerk Approval was assigned to Linda Koutoulas on Record LCCV-22-18
Oct 20, 2022 at 1:58 pm	approval step Tax Check was assigned to Yenise Rozon on Record LCCV-22-18
Oct 20, 2022 at 2:07 pm	Linda Koutoulas approved approval step City Clerk Approval on Record LCCV-22-18
Oct 20, 2022 at 2:14 pm	Yenise Rozon approved approval step Tax Check on Record LCCV-22-18
Oct 20, 2022 at 2:14 pm	approval step License Commission Approval was assigned to Linda Koutoulas on Record LCCV-22-18
Oct 24, 2022 at 11:36 am	Linda Koutoulas assigned approval step License Commission Approval to Jennifer Sanchez on Record LCCV-22-18

Timeline

Label	Status	Activated	Completed	Assignee	Due Date
 Common Victualler License Fee	Paid	Oct 18, 2022 at 7:11 am	Oct 18, 2022 at 7:13 am	-	-
 Lic Comm Application fee	Paid	Oct 18, 2022 at 7:13 am	Oct 20, 2022 at 1:58 pm	-	-
 City Clerk Approval	Complete	Oct 20, 2022 at 1:58 pm	Oct 20, 2022 at 2:07 pm	Linda Koutoulas	-
 Tax Check	Complete	Oct 20, 2022 at 1:58 pm	Oct 20, 2022 at 2:14 pm	Yenise Rozon	-
 License Commission Approval	Active	Oct 20, 2022 at 2:14 pm	-	Jennifer Sanchez	-
 Common Victualler License Issued	Inactive	-	-	-	-



2008101000438 Bk:28091 Pg:155
10/10/2008 03:17 TRUST Pg 1/6

DECLARATION OF TRUST ESTABLISHING
THE "GDX REALTY TRUST"

DECLARATION OF TRUST made as of this 1ST day of October 2008 by **Robert J. Lapierre, TRUSTEE** (hereinafter referred to as the "Trustee").

The Trustee hereby declares that the Trustee and the Trustee's successors in Trust will hold the property at **240 Washington Street, Haverhill, Essex County, Massachusetts** as well as any and all other property that may be transferred to or acquired by them in their capacity as Trustees (hereinafter referred to as the "Trust Estate") in trust for the sole benefit of the individuals or entities listed in the Schedule of Beneficiaries in the proportions stated in that Schedule, which Schedule has this day been executed by the Beneficiaries and filed with the Trustee with receipt and knowledge by the Trustee.

SECTION ONE

Name and Purpose

a. This Trust shall be known as the **GDX Realty Trust** and is intended to be a Realty Trust for state and federal income tax purposes, to hold the record legal title to the Trust Estate and to perform such functions as are incidental hereto.

SECTION TWO

Trustees

a. In the event that there are two Trustees, any one trustee may execute any and all instruments and certificates necessary to carry out the provisions of the Trust. In the event that there are more than two trustees, any two trustees except as otherwise provided in section 7(b) may execute such instruments and certificates necessary to carry out the provisions of the Trust.

b. No Trustee shall be required to furnish bond. No Trustee shall be held liable for any action taken at the direction of the Beneficiaries, nor for any error of judgment, nor for any loss arising out of any action or omission in the execution of the Trust so long as acting in good faith. A Trustee shall be responsible only for his or her own willful breach of trust. No license of court shall be requisite to the validity of any transaction entered into by the Trustees. No purchaser, transferee, pledgee, mortgagee, or other lender shall be under any liability to see to the application of the purchase money or of any money or property loaned or delivered to any Trustee, or to see that the terms and conditions of this Trust have been complied with. Every agreement, lease, mortgage, deed, note, or other instrument of document executed or action taken by the person or persons appearing from the records of the Registry of Deeds to be the Trustees hereunder shall be conclusive evidence in favor of every person relying thereon or claiming thereunder that at the time of the delivery thereof or of the taking of such action this Trust was in full force and effect, that the execution and delivery thereof or taking of such action was duly authorized, empowered, and directed by the Beneficiaries, and that such document or action is valid, binding, effective, and legally enforceable.

c. Any person dealing with the Trust Estate or the Trustees may always rely without further inquiry on a certificate signed by the person or persons appearing from the records of the Registry of Deeds to be the Trustees hereunder as to who are the Trustee or the Beneficiaries

1. to buy, sell, convey, assign, mortgage, or otherwise dispose of all or any part of the Trust estate and as landlord or tenant execute and deliver leases or subleases;
2. to execute and deliver notes for the borrowing of the Beneficiaries;
3. to grant rights or easements or to acquire rights or easements and enter into agreements or arrangements with respect to the Trust Estate;
4. to endorse and deposit checks in an account for the benefit of the Beneficiaries; and
5. but the Trustees shall have NO AUTHORITY TO MAINTAIN BANK ACCOUNTS IN THE NAME OF THE TRUST OR TRUSTEES but they may maintain bank accounts in the name of the Beneficiaries. In the event of a violation of this subparagraph, the Trustees shall indemnify and save harmless the Beneficiaries from any liability resulting therefrom, including taxes and accounting expenses.

Any and all instruments executed pursuant to such direction may create obligations extending over any periods of time, including periods extending beyond the date of any possible termination of the Trust. A direction to the Trustees by the Beneficiaries may be a durable power of attorney.

c. Notwithstanding anything contained in section 4(b), the Trustees shall have no authority to maintain bank accounts in the name of the Trust or Trustees but the Beneficiaries may maintain bank accounts in the name of the Beneficiaries. In the event of violation of this subparagraph, the Trustee shall indemnify and save harmless the Beneficiaries from any liability resulting therefrom, including taxes and accounting expenses.

d. Notwithstanding any provisions contained herein, no Trustee shall be required to take any action which will, in the opinion of the Trustee, involve the Trustee in any personal liability unless first satisfactorily indemnified.

e. Any persons extending credit to, contracting with, or having any claim against the Trustee shall look only to funds and property of this Trust for payment of any contract, or claim, or for the payment of any debt, damage, judgment, or decree, or for any money that may otherwise become due or payable to them from the Trustees, so that neither the Trustees nor the Beneficiaries shall be liable therefore. If any Trustees shall at any time for any reason (other than for willful breach of trust) be held to be under any personal liability as such Trustee, then such Trustee shall be held harmless and indemnified by the Beneficiaries, jointly and severally, against all loss, costs, damage, or expenses by reason of such liability.

SECTION FIVE

Termination

a. This Trust may be terminated at any time by notice in writing by the majority of the Beneficiaries. Such termination shall be effective as to third parties only when a certificate effectuating termination, signed by the Trustees, is recorded with the Registry of Deeds.

hereunder has been recorded, and persons dealing with the Trust or Trust Estate may always rely without further inquiry upon such an affidavit as so executed and recorded as to the matters stated herein.

SECTION EIGHT
Governing Law

a. This Declaration of Trust shall be construed in accordance with the laws of the Commonwealth of Massachusetts.

SECTION NINE
Registry of Deeds

a. The Term "Registry of Deeds" shall mean the Registry of Deeds Southern Essex District.

Executed as a sealed instrument this 1ST day of October 2008.


Robert J. Lapierre, Trustee

COMMONWEALTH OF MASSACHUSETTS

Essex, SS

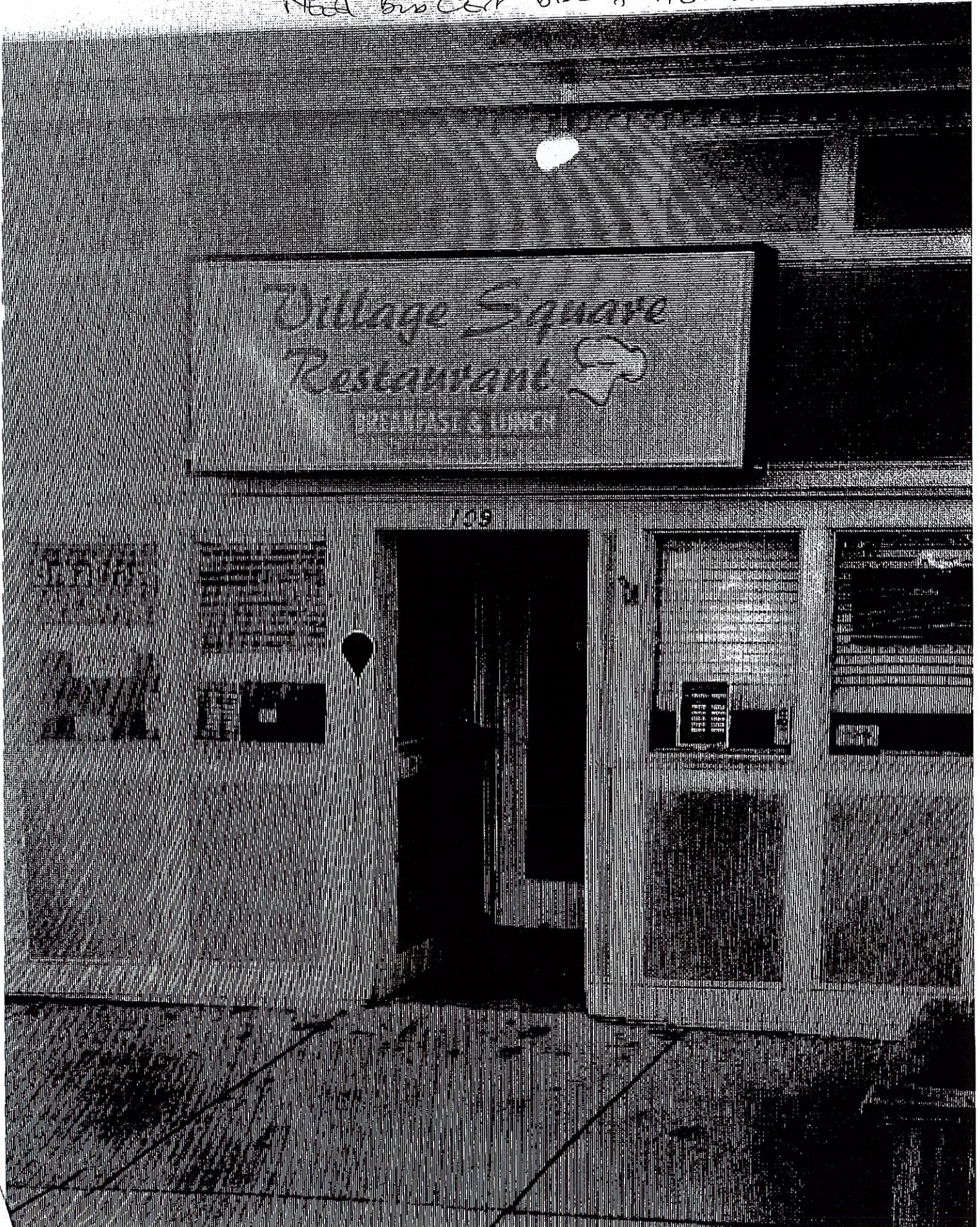
October 1, 2008

Then personally appeared the above-named Trustee, Robert J. Lapierre, and acknowledged the foregoing instrument to be his free act and deed.

before me 
Notary Public Timothy Conner

My Commission Expires on:
June 29, 2012

Rebr Logier - Goes w/ Village Sq application
NBA Bus Cert Disc. + New Bus Cert



BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that Michelle L Eason DBA *Village Square Restaurant* with a usual place of business at 109 South Main Street, Haverhill, MA 01833 party of the first part, (Seller), for and in consideration of Forty Thousand and 00/100 (\$40,000.00) Dollars Lawful money of the United States to the party of the first part to be paid by **GDX Realty Trust** a Massachusetts Real Estate Trust with a usual place of business at 49 Ferry Road, Haverhill, MA 01833 party of the second part, the receipt whereof, hereby acknowledged, has bargained and sold, and by these presents does grant and convey unto the said party of the second part, the following assets for the consideration set forth here:

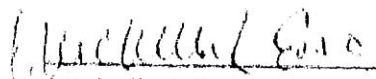
1. All kitchen equipment, refrigerators, freezers and any other equipment used in the kitchen and or any other part of the unit.
2. All licenses to stay in place until October 31, 2022
3. All stock including the food and the condiments
4. All tables, chairs and any other furniture as well as pictures and decorations

TO HAVE AND TO HOLD the same unto the said party of the second part, the heir, executors, administrators, successors and assigns thereof forever. And the party of the first part does covenant and agree to and with the said party of the second part, to **WARRANT AND DEFEND** the sale of the said goods and chattels hereby sold unto the said party of the second part against all and every person and persons whomever. Said assets are sold "As Is", with no warranties expressed or implied except the warranty of good title.

IN WITNESS WHEREOF: the party of the first part has duly executed this bill of sale on the 17th day of October 2022.

In the presence of


WITNESS - Mark Sanderson


Michelle L Eason
Its Sole Proprietor

Massachusetts Alcoholic Beverages Control Commission - Retail

Phone (617) 727-3040

95 Fourth Street, Suite 3, Chelsea, Massachusetts 02150

Payment

You have elected to pay for the following item(s).

Description	Applicant, License or Registration Number	Amount
FILING FEES-RETAIL	89404-PK-0520	\$200.00
		\$200.00

Total Convenience Fee Due: \$4.70

Total Amount Due: \$204.70

Billing Information

Same as primary contact

First Name

MELISSA

Last Name

DUNCAN

Street

4080 W JONATHAN MOORE PIKE

City

Columbus

State/Territory

Zip

47201

Phone Number

(812) 379-9227

Email

cowings@circlek.com

Confirm Email

cowings@circlek.com

Payment Information

Credit/Debit Card

Electronic Check/ACH

CVV Code

Expiration

Check to accept both the Commonwealth of Massachusetts
and nCourt Terms Agreements.☐ I Accept

Important Information



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM

AMENDMENT-Change of Manager

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL
LICENSING AUTHORITY.

ECRT CODE: RETA

Please make \$200.00 payment here: **ABCC PAYMENT WEBSITE**

PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL AND INCLUDE THE
PAYMENT RECEIPT

ABCC LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

8904-PK-0520

ENTITY/ LICENSEE NAME

Circle K Massachusetts LLC dba Circle K 4707503

ADDRESS

32 Knipe Road.

CITY/TOWN

Wardhill

STATE

MA

ZIP CODE

01835

For the following transactions (Check all that apply):

- | | | | |
|--|---|---|---|
| ☐ New License | ☐ Change of Location | ☐ Change of Class (i.e. Annual / Seasonal) | ☐ Change Corporate Structure (i.e. Corp / LLC) |
| ☐ Transfer of License | ☐ Alteration of Licensed Premises | ☐ Change of License Type (i.e. club / restaurant) | ☐ Pledge of Collateral (i.e. License/Stock) |
| ☒ Change of Manager | ☐ Change Corporate Name | ☐ Change of Category (i.e. All Alcohol/Wine, Malt) | ☐ Management/Operating Agreement |
| ☐ Change of Officers/
Directors/LLC Managers | ☐ Change of Ownership Interest
(LLC Members/ LLP Partners,
Trustees) | ☐ Issuance/Transfer of Stock/New Stockholder | ☐ Change of Hours |
| | ☐ Other | | ☐ Change of DBA |

THE LOCAL LICENSING AUTHORITY MUST SUBMIT THIS
APPLICATION ONCE APPROVED VIA THE ePLACE PORTAL

Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150-2358



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

AMENDMENT-Change of Manager

☒ **Change of License Manager**

1. BUSINESS ENTITY INFORMATION

Entity Name	Municipality	ABCC License Number
Circle K Massachusetts LLC	Haverhill	8904-PK-0520

2. APPLICATION CONTACT

The application contact is the person who should be contacted with any questions regarding this application.

Name	Title	Email	Phone
Carole Owings	License Analyst	COWINGS@circlek.com	812-379-9227 ext 1343

3A. MANAGER INFORMATION

The individual that has been appointed to manage and control of the licensed business and premises.

Proposed Manager Name	Date of Birth	SN
Mary Locke	[REDACTED]	[REDACTED]
Residential Address	294 High St Apt B Hampton NH 07842	
Email	Phone	
Mlocke51711@gmail.com	603-793-5380	
Please indicate how many hours per week you intend to be on the licensed premises	Last-Approved License Manager	
50 hrs	Holly	

3B. CITIZENSHIP/BACKGROUND INFORMATION

Are you a U.S. Citizen? ☒ Yes ☐ No *Manager must be U.S. citizen
If yes, attach one of the following as proof of citizenship US Passport, Voter's Certificate, Birth Certificate or Naturalization Papers.
Have you ever been convicted of a state, federal, or military crime? ☐ Yes ☒ No
If yes, fill out the table below and attach an affidavit providing the details of any and all convictions. Attach additional pages, if necessary, utilizing the format below.

Date	Municipality	Charge	Disposition

3C. EMPLOYMENT INFORMATION

Please provide your employment history. Attach additional pages, if necessary, utilizing the format below.

Start Date	End Date	Position	Employer	Supervisor Name
8/99	continue	Store Manager	Circle K	Glenn Foley

3D. PRIOR DISCIPLINARY ACTION

Have you held a beneficial or financial interest in, or been the manager of, a license to sell alcoholic beverages that was subject to disciplinary action? ☐ Yes ☒ No If yes, please fill out the table. Attach additional pages, if necessary,utilizing the format below.

Date of Action	Name of License	State	City	Reason for suspension, revocation or cancellation

I hereby swear under the pains and penalties of perjury that the information I have provided in this application is true and accurate:

Manager's Signature Mary Locke Date 10/20/22

ENTITY VOTE

The Board of Directors or LLC Managers of

CIRCLE K MASSACHUSETTS LLC

Entity Name

duly voted to apply to the Licensing Authority of

HAVERHILL

and the

City/Town

Commonwealth of Massachusetts Alcoholic Beverages Control Commission on

10-14-2022

Date of Meeting

For the following transactions (Check all that apply):

☒ Change of Manager

☐ Other

"VOTED: To authorize

MELISSA DUNCAN

Name of Person

to sign the application submitted and to execute on the Entity's behalf, any necessary papers and do all things required to have the application granted."

"VOTED: To appoint

MARY LOCKE

Name of Liquor License Manager

as its manager of record, and hereby grant him or her with full authority and control of the premises described in the license and authority and control of the conduct of all business therein as the licensee itself could in any way have and exercise if it were a natural person residing in the Commonwealth of Massachusetts."

A true copy attest,


Corporate Officer / LLC Manager Signature

MELISSA DUNCAN

(Print Name)

For Corporations ONLY

A true copy attest,

Corporation Clerk's Signature

(Print Name)



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSE)	8904 PK 0520	LICENSEE NAME:	Circle K Massachusetts LLC	CITY/TOWN:	Haverhill
--	--------------	----------------	----------------------------	------------	-----------

APPLICANT INFORMATION

LAST NAME:	Locke	FIRST NAME:	MARY	MIDDLE NAME:	R
MAIDEN NAME OR ALIAS (IF APPLICABLE):		PLACE OF BIRTH:	Haverhill		
DATE OF BIRTH:		ID THEFT INDEX PIN (IF APPLICABLE):			
MOTHER'S MAIDEN NAME:	Harris	DRIVER'S LICENSE #:		STATE LIC. ISSUED:	NH
GENDER:	F	HEIGHT:	5 7	WEIGHT:	265
				EYE COLOR:	Hazel
CURRENT ADDRESS:	294 High St Apt B				
CITY/TOWN:	Hampden	STATE:	NH	ZIP:	01842
FORMER ADDRESS:	12 Spring St Apt 2				
CITY/TOWN:	Raymond	STATE:	NH	ZIP:	03377

PRINT AND SIGN

PRINTED NAME:	Mary Locke	APPLICANT/EMPLOYEE SIGNATURE:	[Signature]
---------------	------------	-------------------------------	-------------

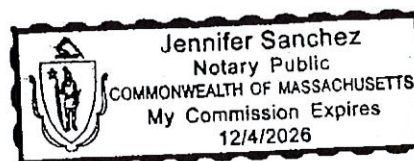
NOTARY INFORMATION

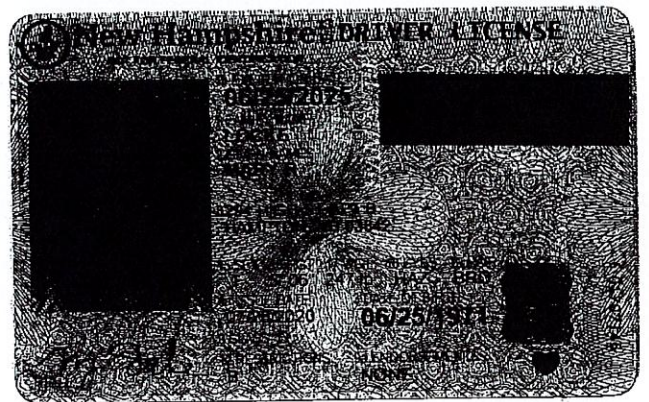
On this	21 st day of October 2022	before me, the undersigned notary public, personally appeared	Mary Locke
(name of document signer), proved to me through satisfactory evidence of identification, which were		NH Identification	
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.			
		[Signature] NOTARY	

DIVISION USE ONLY

REQUESTED BY:	
SIGNATURE OF CORI-AUTHORIZED EMPLOYEE	

The DCJ Identify Theft Index PIN Number is to be completed by those applicants that have been issued an Identify Theft PIN Number by the DCJ. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCJ via mail or by fax to (617) 660-4614.





CERTIFICATE OF VITAL RECORD

VERIFY PRESENCE OF WATERMARK

HOLD TO LIGHT TO VIEW

The Commonwealth of Massachusetts



07012019

Commonwealth of Massachusetts
Registry of Vital Records and Statistics

RECORD OF BIRTH

CT 4994645

REGISTERED NUMBER: 612

STATE FILE NUMBER: 2021026

CHILD

NAME: MARY ROSE LOCKE
SEX: FEMALE PLURALITY: SINGLE
DATE OF BIRTH: JUNE 25, 1971 TIME: 09:55 PM
PLACE OF BIRTH: HAVERHILL, MASSACHUSETTS

PARENT

NAME: ANNA M LOCKE
SURNAME AT BIRTH OR ADOPTION: HARRIS
BIRTHPLACE: BALTIMORE, MARYLAND
AGE OR DATE OF BIRTH: 38

PARENT

NAME: GEORGE P LOCKE
SURNAME AT BIRTH OR ADOPTION: —
BIRTHPLACE: AMESBURY, MASSACHUSETTS
AGE OR DATE OF BIRTH: 43

AT-BIRTH RESIDENCE: AMESBURY, MASSACHUSETTS

DATE OF RECORD: JUNE 29, 1971

DATE ISSUED: OCTOBER 21, 2022

I, the undersigned, hereby certify that I am the Clerk of the City of Haverhill; that as such I have custody of the records of birth, marriage, and death required by law to be kept in my office; and I do hereby certify that the above is a true copy from said records, as held in the Commonwealth's central vital records information repository.

Clerk
City of Haverhill

Certified Birth and Death certificates are \$10 in person and \$15 by mail payable to the City of Haverhill

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

ILLEGAL TO ALTER OR REPRODUCE

Payment Confirmation

YOUR PAYMENT HAS PROCESSED AND THIS IS YOUR RECEIPT

Your account has been billed for the following transaction. You will receive a receipt via email and via text message.



Transaction Processed Successfully.

INVOICE #: a69d3ea2-8864-4a3e-9a55-82a933fe21dd

Description	Applicant, License or Registration Number	Amount
FILING FEES-RETAIL	89404-pk-0520	\$200.00
		\$200.00

Total Convenience Fee: \$4.70

Date Paid: 10/20/2022 2:29:45 PM EDT

Total Amount Paid: \$204.70

Payment On Behalf Of

License Number or Business Name:

89404-pk-0520

Fee Type:

FILING FEES-RETAIL

Billing Information

First Name:

John

Last Name:

Connell

Address:

112 water street

City:

boston

State:

MA

Zip Code:

02109

Email Address:

episano@ucdlaw.com



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL
LICENSING AUTHORITY.

ECRT CODE: RETA

Please make \$200.00 payment here: ABCC PAYMENT WEBSITE

PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL AND INCLUDE THE
PAYMENT RECEIPT

ABCC LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

89404-PK-0520

ENTITY/ LICENSEE NAME Circle K Massachusetts LLC d/b/a "Circle K"

ADDRESS 32 Knipe Rd.

CITY/TOWN Haverhill

STATE MA

ZIP CODE 01835

For the following transactions (Check all that apply):

- | | | | |
|---|---|---|---|
| ☐ New License | ☐ Change of Location | ☐ Change of Class (i.e. Annual / Seasonal) | ☐ Change Corporate Structure (i.e. Corp / LLC) |
| ☐ Transfer of License | ☐ Alteration of Licensed Premises | ☐ Change of License Type (i.e. club / restaurant) | ☐ Pledge of Collateral (i.e. License/Stock) |
| ☐ Change of Manager | ☐ Change Corporate Name | ☐ Change of Category (i.e. All Alcohol/Wine, Malt) | ☐ Management/Operating Agreement |
| ☒ Change of Officers/
Directors/LLC Managers | ☐ Change of Ownership Interest
(LLC Members/ LLP Partners,
Trustees) | ☐ Issuance/Transfer of Stock/New Stockholder | ☐ Change of Hours |
| | | ☐ Other | ☐ Change of DBA |

THE LOCAL LICENSING AUTHORITY MUST SUBMIT THIS
APPLICATION ONCE APPROVED VIA THE ePLACE PORTAL

Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150-2358



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0103863232
Notice Date: August 5, 2022
Case ID: 0-001-621-880



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CIRCLE K MASSACHUSETTS LLC
ONE SUNDERLAND RD
WHATLEY MA 01093

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, CIRCLE K MASSACHUSETTS LLC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



398824535

Rosalin Acosta
SECRETARY

Connie C. Carter
DIRECTOR

CIRCLE K STORES INC
PO Box 52085
DC27
Phoenix, AZ 85072-2085

EAN: 84287580
July 21, 2022

Certificate Id:60808

The Department of Unemployment Assistance certifies that as of 7/21/2022, CIRCLE K STORES INC is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149, §189.

This certificate expires in 30 days from the date of issuance.

Connie C. Carter, Director

Department of Unemployment Assistance



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

APPLICATION FOR AMENDMENT

-Change of Officers, Stock or Ownership Interest

☒ **Change of Officers/ Directors/LLC Managers** ☐ **Change of Stock Interest**

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Officer/Directors Application
- Vote of the Entity
- CORI Authorization
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

(e.g. New Stockholders or Transfer or Issuance of Stock)

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- Financial Statement
- Vote of the Entity
- CORI Authorization
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

☐ **Change of Ownership Interest**

(e.g. LLC Members, LLP Partners, Trustees etc.)

- Payment Receipt
- Monetary Transmittal
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- Financial Statement
- Vote of the Entity
- CORI Authorization
- Business Structure Documents
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

☐ **Non-Profit Club Change of Officers/ Directors**

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Officer/Directors Application
- Vote of the club signed by an approved officer
- Business Structure Documents - **Articles of Organization** from the Secretary of the Commonwealth

☐ **Management Agreement**

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Vote of Entity
- Management Agreement

**If abutter notification and advertisement are required for transaction, please see the local licensing authority.*

1. BUSINESS ENTITY INFORMATION

Entity Name	Municipality	ABCC License Number
Circle K Massachusetts LLC d/b/a Circle K	Haverhill	89404-PK-0520

Please provide a narrative overview of the transaction(s) being applied for. Attach additional pages, if necessary.

There is no change to the last approved ownership structure. James Beres is being removed/replaced by David Seredejko as the LLC manager of the licensed entity. Betty Watts and Christina Anagostou are being removed/replaced by Melisa Duncan and Valery Zamuner as SOC Signatories of the licensed entity.

APPLICATION CONTACT

The application contact is the person who should be contacted with any questions regarding this application.

Name	Title	Email	Phone
Joseph H. Devlin	Attorney	jdevlin@UCDlaw.com	617-514-2828 ext. 101

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

2. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.). Attach additional page(s) provided, if necessary, utilizing Addendum A.

- The individuals and titles listed in this section must be identical to those filed with the Massachusetts Secretary of State.
- The individuals identified in this section, as well as the proposed Manager of Record, must complete a CORI Release Form.
- Please note the following statutory requirements for Directors and LLC Managers:
On Premises (E.g. Restaurant/ Club/Hotel) Directors or LLC Managers - At least 50% must be US citizens;
Off Premises (Liquor Store) Directors or LLC Managers - All must be US citizens and a majority must be Massachusetts residents.
- If you are a Multi-Tiered Organization, please attach a flow chart identifying each corporate interest and the individual owners of each entity as well as the Articles of Organization for each corporate entity. Every individual must be identified in Addendum A.

Name of Principal	Residential Address	SSN	DOB
David Seredejko	569 Country Club Road, Greenfield, MA 01301		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
LLC Manager	0%	☒ Yes ☐ No	☒ Yes ☐ No
MA Resident			☒ Yes ☐ No
Name of Principal	Residential Address	SSN	DOB
Melissa Duncan	8416 Duncan Lane, Nashville, IN 47448		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
SOC Signatory	0%	☐ Yes ☒ No	☒ Yes ☐ No
MA Resident			☐ Yes ☒ No
Name of Principal	Residential Address	SSN	DOB
Kathy Cunnington	3424 East Equestrian Trail, Phoenix, AZ 85044		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
SOC Signatory	0%	☐ Yes ☒ No	☒ Yes ☐ No
MA Resident			☐ Yes ☒ No
Name of Principal	Residential Address	SSN	DOB
Valery Zamuner	1304 Boul. Mont-Royal Montreal, Quebec		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
SOC Signatory	0%	☐ Yes ☒ No	☐ Yes ☒ No
MA Resident			☐ Yes ☒ No
Name of Principal	Residential Address	SSN	DOB
Mac's Conv. Stores LLC	1209 Orange Street, Wilmington, DE		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
LLC Member	100%	☐ Yes ☒ No	☐ Yes ☐ No
MA Resident			☐ Yes ☐ No
Name of Principal	Residential Address	SSN	DOB
See Attached Org. Chart			
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			☐ Yes ☐ No

Additional pages attached?

☒ Yes ☐ No

CRIMINAL HISTORY

Has any individual listed in question 2, and applicable attachments, ever been convicted of a State, Federal or Military Crime? If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

MANAGEMENT AGREEMENT

Are you requesting approval to utilize a management company through a management agreement?
Please provide a copy of the management agreement.

☐ Yes ☒ No

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

3. CURRENT OFFICERS, STOCK OR OWNERSHIP INTEREST

List the individuals and entities of the current ownership. Attach additional pages if necessary utilizing the format below.

Name of Principal	Title/Position	Percentage of Ownership
Mac's Convenience Stores LLC	LLC Member	100%
Name of Principal	Title/Position	Percentage of Ownership
James Beres	LLC Manager	0%
Name of Principal	Title/Position	Percentage of Ownership
Kathy Cunningham	Secretary	0%
Name of Principal	Title/Position	Percentage of Ownership
Betty Watts	Assistant Secretary	0%
Name of Principal	Title/Position	Percentage of Ownership
Christine Anagostou	Assistant Secretary	0%
Name of Principal	Title/Position	Percentage of Ownership

4. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Does any individual or entity identified in question 2, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes ☒ No ☐ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality
See Exhibit B.			

5. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified in question 2, and applicable attachments, ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held? Yes ☒ No ☐ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality
See Exhibit C.			

6. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question 4 or 5 ever been suspended, revoked or cancelled?

Yes ☒ No ☐ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Date of Action	Name of License	City	Reason for suspension, revocation or cancellation
	See Exhibit D.		

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Mac's Convenience Stores LLC

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

100%

Name of Principal

Couche-Tard U.S. Inc.

Residential Address

4080 W Jonathan Moore Pike Columbus, IN

SSN

DOB

Title and or Position

Owner of Mac's Convenience Stores LLC

Percentage of Ownership

100%

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Couche-Tard U.S. Inc.

Percentage of Ownership in Entity being Licensed

(Write "NA" if this is the entity being licensed)

0%

Name of Principal

Mac's Conv. Stores, Inc.

Residential Address

4080 Milner Avenue, Ste 500, Toronto, Canada

SSN

DOB

Title and or Position

Owner of Couche-Tard U.S. Inc.

Percentage of Ownership

100%

Director/ LLC Manager

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Mac's Convenience Stores Inc.

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

0%

Name of Principal	Residential Address	SSN	DOB
Couche-Tard Inc.	4204 Industriel Blvd, Laval, QC, Canada		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Owner of Mac's Convenience Stores Inc.	100%	☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		☐ Yes ☐ No	☐ Yes ☐ No
MA Resident			
☐ Yes ☐ No			

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Couche-Tard Inc.

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

0%

Name of Principal

Depan-Escompte Couche

Residential Address

1600 Boul Saint-Martin E Burea, Laval, QC, Canada

SSN

DOB

Title and or Position

Owner of Couche-Tard Inc.

Percentage of Ownership

100%

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name	Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed)
Depan-Escompte Couche-Tard Inc.	0%

Name of Principal	Residential Address	SSN	DOB
Alimentation Couche-Tard	4204 Industriel Blvd., Laval, QC, Canada		

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Owner of Depan-Escompte Couche-Tard Inc.	100%	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Alimentation Couche-Tard Inc.

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

0%

Name of Principal

Residential Address

SSN

DOB

Publicly traded company on the Toronto Stock Exchange

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

MA Resident

☐ Yes ☒ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

7. FINANCIAL DISCLOSURE

Associated Cost(s): (E.g. Costs associated with License Transaction including but not limited to: Property price, Business Assets, Renovations costs, Construction costs, Initial Start-up costs, Inventory costs, or specify other costs):"

Associated Cost(s):

N/A

SOURCE OF CASH CONTRIBUTION

Please provide documentation of available funds. (E.g. Bank or other Financial institution Statements, Bank Letter, etc.)

Name of Contributor	Amount of Contribution
N/A	
Total:	N/A

SOURCE OF FINANCING

Please provide signed financing documentation.

Name of Lender	Amount	Type of Financing	Is the lender a licensee pursuant to M.G.L. Ch. 138.
N/A			☐ Yes ☐ No
			☐ Yes ☐ No
			☐ Yes ☐ No
			☐ Yes ☐ No

FINANCIAL INFORMATION

Provide a detailed explanation of the form(s) and source(s) of funding for the cost identified above.

N/A

TIME RECEIVED October 18, 2022 6:13:53 AM MST	REMOTE CSID Staples	DURATION 84	PAGES 2	STATUS Received
10/18/2022 1:12 PM FROM: Staples		TO: +18123791002 P. 1		

APPLICANT'S STATEMENT

I, David Seredjko the: ☐ sole proprietor; ☐ partner; ☐ corporate principal; ☒ LLC/LLP manager
 Authorized Signatory
 of Circle K Massachusetts LLC
 Name of the Entity/Corporation

hereby submit this application (hereinafter the "Application"), to the local licensing authority (the "LLA") and the Alcoholic Beverages Control Commission (the "ABCC" and together with the LLA collectively the "Licensing Authorities") for approval.

I do hereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the Application, and as such affirm that all statements and representations therein are true to the best of my knowledge and belief. I further submit the following to be true and accurate:

- (1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision;
- (2) I state that the location and description of the proposed licensed premises are in compliance with state and local laws and regulations;
- (3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application;
- (4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the ownership as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted;
- (5) I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license;
- (6) I understand that all statements and representations made become conditions of the license;
- (7) I understand that any physical alterations to or changes to the size of the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities;
- (8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and
- (9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted.
- (10) I confirm that the applicant corporation and each individual listed in the ownership section of the application is in good standing with the Massachusetts Department of Revenue and has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting of child support.

Signature: *David M. Seredjko*
 Title: LLC Manager

Date: 10.18.22



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSE)	LICENSEE NAME: Circle K Massachusetts LLC	CITY/TOWN: Haverhill
--	---	----------------------

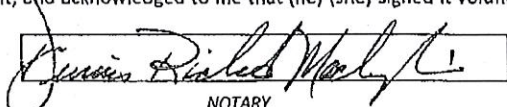
APPLICANT INFORMATION

LAST NAME: Seredajko	FIRST NAME: David	MIDDLE NAME: M
MAIDEN NAME OR ALIAS (IF APPLICABLE):	PLACE OF BIRTH: Greenfield, MA	
DATE OF BIRTH: [REDACTED]	ID THEFT INDEX PIN (IF APPLICABLE):	
MOTHER'S MAIDEN NAME: Bednarski Seredajko	DRIVER'S LICENSE: [REDACTED]	STATE LIC. ISSUED: Massachusetts
GENDER: MALE	HEIGHT: 5 11	WEIGHT: 220
	EYE COLOR: Hazel	
CURRENT ADDRESS: 569 Country Club Road		
CITY/TOWN: Greenfield	STATE: MA	ZIP: 01301
FORMER ADDRESS: 112 Davis Street		
CITY/TOWN: Greenfield	STATE: MA	ZIP: 01301

PRINT AND SIGN

PRINTED NAME: David M. Seredajko	APPLICANT/EMPLOYEE SIGNATURE: <i>David M. Seredajko</i>
----------------------------------	---

NOTARY INFORMATION

On this April 27, 2022	before me, the undersigned notary public, personally appeared David M. Seredajko
(name of document signer), proved to me through satisfactory evidence of identification, which were MA Driver's License	
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.	
 NOTARY	

DENNIS RICHARD MACLAUGHLIN
NOTARY PUBLIC, MASSACHUSETTS
MY COMMISSION EXPIRES
MARCH 15, 2024

DIVISION USE ONLY

REQUESTED BY:	SIGNATURE OF CORP. AUTHORIZED EMPLOYEE
The OGI Theft Index PIN Number is to be completed by those applicants that have been issued an Identity Theft PIN Number by the OGI. Certified agencies are required to provide an applicant the opportunity to include this information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the OGI via mail or by fax to (617) 650-3614.	



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSEE)	LICENSEE NAME: Circle K Massachusetts LLC	CITY/TOWN: Hooverville
---	---	------------------------

APPLICANT INFORMATION

LAST NAME: Duncan	FIRST NAME: Melissa	MIDDLE NAME:
MAIDEN NAME OR ALIAS (IF APPLICABLE):	PLACE OF BIRTH: Indiana	
DATE OF BIRTH: [REDACTED]	ID THEFT INDEX PIN (IF APPLICABLE):	
MOTHER'S MAIDEN NAME: Sandra Kincaid Bay	DRIVER'S LICENS: [REDACTED]	STATE LIC. ISSUED: Indiana
GENDER: FEMALE	HEIGHT: 5 6	WEIGHT: 180
	EYE COLOR: Blue	
CURRENT ADDRESS: 8416 Duncan Lane		
CITY/TOWN: Nashville	STATE: IN	ZIP: 47448
FORMER ADDRESS: 8448 Belleville Pike		
CITY/TOWN: Nashville	STATE: IN	ZIP: 47448

PRINT AND SIGN

PRINTED NAME: Melissa Duncan	APPLICANT/EMPLOYEE SIGNATURE: <i>Melissa Duncan</i>
------------------------------	---

NOTARY INFORMATION

On this <u>March 21st, 2022</u>	before me, the undersigned notary public, personally appeared <u>Melissa Duncan</u>
(name of document signer), proved to me through satisfactory evidence of identification, which were <u>driver's license</u>	
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.	
<i>Carole Owings</i> NOTARY	

CAROLE OWINGS
Notary Public - Seal
Bartholomew County - State of Indiana
Commission Number NP0646779
My Commission Expires Aug 19, 2029

DIVISION USE ONLY

REQUESTED BY:	SIGNATURE OF CORI-AUTHORIZED EMPLOYEE
---------------	---------------------------------------

The DCJ Identify Theft Index PIN Number is to be completed by those applicants that have been issued an Identify Theft PIN Number by the DCJ. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. ALL CORI request forms that include this field are required to be submitted to the DCJ via mail or by fax to (617) 960-4614.



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSEE)		LICENSEE NAME: Circle K Massachusetts LLC	CITY/TOWN: Haverhill
---	--	---	----------------------

APPLICANT INFORMATION

LAST NAME: Cunningham	FIRST NAME: Kathy	MIDDLE NAME:
MAIDEN NAME OR ALIAS (IF APPLICABLE):	PLACE OF BIRTH: Indianapolis, IN	
DATE OF BIRTH: [REDACTED]	ID THEFT INDEX PIN (IF APPLICABLE):	
MOTHER'S MAIDEN NAME: Sturgis	DRIVER'S LICENS: [REDACTED]	STATE LIC. ISSUED: Arizona
GENDER: FEMALE	HEIGHT: 5 9	WEIGHT: 135
	EYE COLOR: Blue	
CURRENT ADDRESS: 3424 East Equestrian Trail		
CITY/TOWN: Phoenix	STATE: AZ	ZIP: 85044
FORMER ADDRESS: 14202 S. 12th Place		
CITY/TOWN: Phoenix	STATE: AZ	ZIP: 85048

PRINT AND SIGN

PRINTED NAME: Kathy Cunningham	APPLICANT/EMPLOYEE SIGNATURE: <i>Kathy Cunningham</i>
--------------------------------	---

NOTARY INFORMATION

On this <u>March 18th, 2022</u>	before me, the undersigned notary public, personally appeared <u>Kathy Cunningham</u>
(name of document signer), proved to me through satisfactory evidence of identification, which were <u>personally known</u>	
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.	
<i>Melissa Duncan</i> NOTARY	

DIVISION USE ONLY

REQUESTED BY:	
	SIGNATURE OF CORI-AUTHORIZED EMPLOYEE

The DCI Identity Theft Index PIN Number is to be completed by those applicants that have been issued an Identity Theft PIN Number by the DCI. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCI via mail or by fax to (617) 660-4614.





JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSE)	LICENSEE NAME: Circle K Massachusetts LLC	CITY/TOWN: Haverhill
---------------------------------------	---	----------------------

APPLICANT INFORMATION

LAST NAME: Zamuner	FIRST NAME: Valery	MIDDLE NAME:	
MAIDEN NAME OR ALIAS (IF APPLICABLE):	PLACE OF BIRTH: Quebec		
DATE OF BIRTH:	ID THEFT INDEX PIN (IF APPLICABLE):		
MOTHER'S MAIDEN NAME: Nicole Cancel	DRIVER'S LICENSE #	STATE LIC. ISSUED:	
GENDER: FEMALE	HEIGHT: 5 5	WEIGHT: 110	EYE COLOR: Brown
CURRENT ADDRESS: 1304 boul. Mont-Royal Montreal, Quebec, H2V 2J1			
CITY/TOWN:	STATE:	ZIP:	
FORMER ADDRESS: 32, Avenue Beloeil, Outremont, Quebec, Canada H2V2Z2			
CITY/TOWN:	STATE:	ZIP:	

PRINT AND SIGN

PRINTED NAME: Valery Zamuner	APPLICANT/EMPLOYEE SIGNATURE:
------------------------------	-------------------------------

NOTARY INFORMATION

On this April 28, 2022 before me, the undersigned notary public, personally appeared Valery Zamuner
(name of document signer), proved to me through satisfactory evidence of identification, which were driver's license
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

[Signature]
NOTARY

DIVISION USE ONLY

REQUESTED BY:	SIGNATURE OF CORI-AUTHORIZED EMPLOYEE
---------------	---------------------------------------

The DCJ Identify Theft Index PIN Number is to be completed by those applicants that have been issued an Identify Theft PIN Number by the DCJ. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. ALL CORI request forms that include this field are required to be submitted to the DCJ via mail or by fax to (617) 660-4614.



We the People

Of the United States

*In Order to form a more perfect Union,
establish Justice, insure domestic Tranquility,
provide for the common defence,
promote the general Welfare, and secure
the Blessings of Liberty to ourselves and
our Posterity, we the People of the United States
do hereby constitute and establish this
Constitution for the United States of America.*

SIGNATURE OF BEARER / SIGNATURE / FIRMA DEL TITULAR

UNITED STATES OF AMERICA

PASSPORT
PASSEPORT
PASAPORTE

DAVID MICHAEL SEREDJUKO

860128889

25 Feb 1960

MASSACHUSETTS

SEE PAGE 2

UNITED STATES DEPARTMENT OF STATE

DAVID MICHAEL SEREDJUKO

860128889

25 Feb 1960

MASSACHUSETTS

UNITED STATES DEPARTMENT OF STATE

02/25/160

02/25/2022

02/25/2022

576-185827

18 EYES HAZ

15 SEX M

16 HEIGHT 6-00

17 DOB 02/25/1960

18 BIRTHPLACE MA 01901-9783

19 COUNTRY CLUB RD

20 GREENFIELD MA 01901-9783

21 DAVID MICHAEL SEREDJUKO

22 NONE

23 NONE

24 NONE

25 NONE

26 NONE

27 NONE

28 NONE

29 NONE

30 NONE

31 NONE

32 NONE

33 NONE

34 NONE

35 NONE

36 NONE

37 NONE

38 NONE

39 NONE

40 NONE

41 NONE

42 NONE

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81 NONE

82 NONE

83 NONE

84 NONE

85 NONE

86 NONE

87 NONE

88 NONE

89 NONE

90 NONE

91 NONE

92 NONE

93 NONE

94 NONE

95 NONE

96 NONE

97 NONE

98 NONE

99 NONE

100 NONE

(P) _____

ENTITY VOTE

The Board of Directors or LLC Managers of

Circle K Massachusetts LLC

Entity Name

duly voted to apply to the Licensing Authority of

Fairview

City/Town

and the

Commonwealth of Massachusetts Alcoholic Beverages Control Commission on

10/18/22

Date of Meeting

For the following transactions (Check all that apply):

☒ Change of Officers/Directors/LLC Manager

☐ Change of Ownership Interest (LLC Members, LLP Partners, Trustees)

☐ Issuance/Transfer of Stock/New Stockholder

☐ Management/Operating Agreement

☐ Other

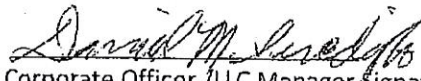
"VOTED: To authorize

David Seredejko

Name of Person

to sign the application submitted and to execute on the Entity's behalf, any necessary papers and do all things required to have the application granted."

A true copy attest,


Corporate Officer / LLC Manager Signature

DAVID M. SEREDEJKO
(Print Name)

For Corporations ONLY

A true copy attest,

Corporation Clerk's Signature

(Print Name)

List of Exhibits

Exhibit A -

- Exhibit A-1** Chart showing the ownership structure of Circle K Massachusetts LLC
- Exhibit A-2** Certificate of Organization of Circle K Massachusetts LLC
- Exhibit A-3** Certificate of Organization of Mac's Convenience Stores LLC
- Exhibit A-4** Articles of Organization of Couche-Tard U.S. Inc.
- Exhibit A-5** Articles of Organization of Mac's Convenience Stores Inc.
- Exhibit A-6** Articles of Organization of Couche-Tard Inc.
- Exhibit A-7** Quarterly Report of Alimentation Couche-Tard Inc.

Exhibit B - MASSACHUSETTS LICENSES IN WHICH THE APPLICANT HAS AN INTEREST

Exhibit C - MASSACHUSETTS LICENSE IN WHICH THE APPLICANT HAD AN INTEREST

Exhibit D - SUSPENSIONS, REVOCATIONS OR CANCELLATION

Exhibit A-1

Circle K Massachusetts LLC Ownership Organization Chart

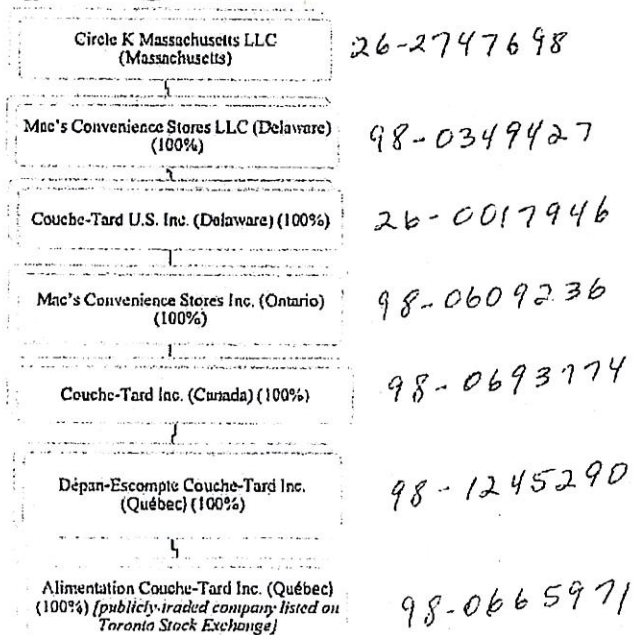


Exhibit A-2

Corporations Division

Business Entity Summary

ID Number: 000979163

[Request certificate](#)[New search](#)

Summary for: CIRCLE K MASSACHUSETTS LLC

The exact name of the Domestic Limited Liability Company (LLC): CIRCLE K MASSACHUSETTS LLC		
Entity type: Domestic Limited Liability Company (LLC)		
Identification Number: 000979163		
Date of Organization in Massachusetts: 06-02-2008		
Last date certain:		
The location or address where the records are maintained (A PO box is not a valid location or address): Address: 60 STATE ST. 34TH FLOOR C/O JOHN E COYNE City or town, State, Zip code, BOSTON, MA 02109 USA Country:		
The name and address of the Resident Agent: Name: CORPORATION SERVICE COMPANY Address: 84 STATE ST., 5TH FLOOR City or town, State, Zip code, BOSTON, MA 02109 USA Country:		
The name and business address of each Manager:		
Title	Individual name	Address
MANAGER	DAVID SEREDEJKO	223 MOHAWK TRAIL GREENFIELD, MA 01301 USA
In addition to the manager(s), the name and business address of the person(s) authorized to execute documents to be filed with the Corporations Division:		
Title	Individual name	Address
SOC SIGNATORY	KATHY CUNNINGTON	1130 WEST WARNER ROAD BUILDING B TEMPE, AZ 85284 USA
SOC SIGNATORY	VALERY ZAMUNER	4204 BOULEVARD INDUSTRIEL LAVAL, QC H7L0E3 CA
SOC SIGNATORY	DAVID SEREDEJKO	223 MOHAWK TRAIL GREENFIELD, MA 01301 USA
SOC SIGNATORY	MELISSA DUNCAN	4080 WEST JONATHAN MOORE PIKE COLUMBUS, IN 47201 USA
The name and business address of the person(s) authorized to execute, acknowledge, deliver, and record any recordable instrument purporting to affect an interest in real property:		

Title	Individual name	Address
REAL PROPERTY	MAC'S CONVENIENCE STORES, LLC	4080 WEST JONATHAN MOORE PIKE COLUMBUS, IN 47201 USA

☐ Consent ☐ Confidential Data ☐ Merger Allowed ☐ Manufacturing

View filings for this business entity:

ALL FILINGS

Annual Report

Annual Report - Professional

Articles of Entity Conversion

Certificate of Amendment

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

Exhibit A-3

Corporations Division

Business Entity Summary

ID Number: 000981859

[Request certificate](#)

[New search](#)

Summary for: MAC'S CONVENIENCE STORES LLC

The exact name of the Foreign Limited Liability Company (LLC): MAC'S CONVENIENCE STORES LLC

Entity type: Foreign Limited Liability Company (LLC)

Identification Number: 000981859

Date of Registration in Massachusetts:
07-10-2008

Last date certain:

Organized under the laws of: State: DE **Country:** USA **on:** 04-27-2001

The location of the Principal Office:

Address: 4080 W JONATHAN MOORE PIKE

City or town, State, Zip code, COLUMBUS, IN 47201 USA

Country:

The location of the Massachusetts office, if any:

Address:

City or town, State, Zip code,

Country:

The name and address of the Resident Agent:

Name: CORPORATION SERVICE COMPANY

Address: 84 STATE ST.

City or town, State, Zip code, BOSTON, MA 02109 USA

Country:

The name and business address of each Manager:

Title	Individual name	Address
MANAGER	MATTHEW P. DOLAN	935 TALLMADGE AVENUE AKRON, OH 44310 US
MANAGER	KATHY CUNNINGTON	1130 WEST WARNER ROAD, BLDG B TEMPE, AZ 85284 USA
MANAGER	DEBBIE GOOLDY	4080 W. JONATHAN MOORE PIKE COLUMBUS, IN 47201 USA
MANAGER	MELISSA DUNCAN	4080 WEST JONATHAN MOORE PIKE COLUMBUS, IN 47201 USA

The name and business address of the person(s) authorized to execute, acknowledge, deliver, and record any recordable instrument purporting to affect an interest in real property:

Title	Individual name	Address
REAL PROPERTY	JAMES W. HOLLIS, JR.	19500 BULVERDE ROAD, SUITE 100 SAN

ANTONIO, TX 78259 USA

☐ Consent

☐ Confidential
Data

☐ Merger
Allowed

☐ Manufacturing

View filings for this business entity:

ALL FILINGS

Annual Report

Annual Report - Professional

Application For Registration

Certificate of Amendment

Certificate of Amendment

[View filings](#)

Comments or notes associated with this business entity:

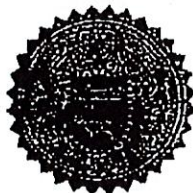
[New search](#)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BIGFOOT FOOD STORES LLC", CHANGING ITS NAME FROM "BIGFOOT FOOD STORES LLC" TO "MAC'S CONVENIENCE STORES LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 2002, AT 5 O'CLOCK P.M.



3385978 8100

020400321

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1844426

DATE: 06-21-02

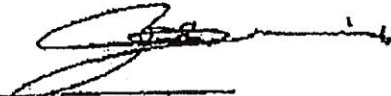
CERTIFICATE OF AMENDMENT.

OF

BIGFOOT FOOD STORES LLC

1. The name of the limited liability company is Bigfoot Food Stores LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:
"1. The name of the limited liability company is Mac's Convenience Stores LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Bigfoot Food Stores LLC this 17 day of June, 2002.


Stéphane Gonthier
Secretary

NY #0032-1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 06/20/2002
020400321 - 3303370
TOTAL P.02

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BIGFOOT FOOD STORES LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2001, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "9103-4793 DELAWARE LLC" TO "BIGFOOT FOOD STORES LLC", FILED THE THIRTIETH DAY OF MAY, A.D. 2001, AT 1:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1168946

DATE: 06-04-01

3385978 8100H

010266259

30/05 '01 MER 14:05 FAX

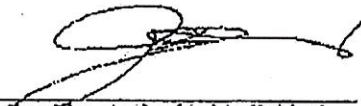
STATE OF DELAWARE
SECRETARY OF STATE 002
DIVISION OF CORPORATIONS
FILED 01:15 PM 05/30/2001
010237990 - 3385978

CERTIFICATE OF AMENDMENT
OF
9103-4793 DELAWARE LLC

1. The name of the limited liability company is 9103-4793 Delaware LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

"1. The name of the limited liability company is Bigfoot Food Stores LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of 9103-4793 Delaware LLC this 30th day of May, 2001.


Stéphane Gauthier, Authorized Individual

CERTIFICATE OF FORMATION

OF

9103-4793 DELAWARE LLC

1. The name of the limited liability company is 9103-4793 Delaware LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of 9103-4793 Delaware LLC this 27th day of April, 2001.



Farida Ali,
Authorized Person

Exhibit A-4

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COUCHE-TARD U.S. INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF DECEMBER, A.D. 2011, AT 4:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "COUCHE-TARD U.S. INC.".



5080601 8100H
SR# 20166593267

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203319076
Date: 11-11-16

Exhibit A-5



For Ministry Use Only
 Ministère des Consommateurs et du Commerce
 Ontario Consumer and Commercial Relations
CERTIFICATE
 This is to certify that these articles are effective on

Ontario Corporation Number
 Numéro de la société en Ontario

1373080

1.

CERTIFICAT
 Ceci certifie que les présents statuts entrent en vigueur le

DECEMBER 1 3 DÉCEMBRE, 1999

Law D. L.

Director / Directeur
 Business Corporations Act / Loi sur les sociétés par actions

Form 3
 Business
 Corporations
 Act

Formule 3
 Loi sur les
 sociétés par
 actions

**ARTICLES OF AMENDMENT
 STATUTS DE MODIFICATION**

1. The name of the corporation is:

Dénomination sociale de la société:

SILCORP LIMITED / SILCORP LIMITE

2. The name of the corporation is changed to (if applicable):

Nouvelle dénomination sociale de la société (s'il y a lieu):

MAC'S CONVENIENCE STORES INC.

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion:

1999 September 06

(Year, Month, Day)
 (année, mois, jour)

4. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante.

- (a) to change the name of the corporation to Mac's Convenience Stores Inc.; and
- (b) to provide that the corporation shall have a minimum of four (4) directors and a maximum of eight (8) directors.

5. The amendment has been duly authorized as required by Sections 169 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 169 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

1999, November 26

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

SILCORP LIMITED/SILCORP LIMITEE

(Name of Corporation)
(Dénomination sociale de la société)

By:/Par:

(Signature)
(Signature)

Assistant
Secretary

(Description of Office)
(Fonction)

This is to certify that these articles
are effective on

CERTIFICAT
 Ceci certifie que les présents statuts
 entrent en vigueur le

1373080

DECEMBER 1 5 DÉCEMBRE, 2010

K. — C.

8 - Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

See Schedule 1 attached hereto.

MAC'S CONVENIENCE STORES INC.SCHEDULE 1Description of Share Capital

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares and Class A Preferred Shares, all without par value, which shall have attached thereto the following rights, privileges, restrictions and conditions.

1. CLASS A PREFERRED SHARES

The Class A Preferred Shares are all without par value and shall have attached thereto the following rights, privileges, restrictions and conditions:

1.1 Dividends

Holders of Class A Preferred Shares shall be entitled to receive for every share of that class, every month, as and when declared by the directors but always in preference to and in priority over any payment of dividends on the shares of any other class for such month, non-cumulative dividends at a rate ranging from one per cent (1%) to twelve per cent (12%) per annum out of the profits or surplus available for the payment of dividends, and holders of Class A Preferred Shares shall not be entitled to any dividends other than, or in excess of, the dividends hereinabove provided for.

1.2 Redemption by the Corporation

The Corporation may redeem out of capital the whole or any part of the then outstanding Class A Preferred Shares on payment for each share to be redeemed of an amount equal to the money consideration received by the Corporation for the issuance of such shares or to the fair market value of the property or past services consideration received by the Corporation for the issuance of such shares, as the case may be (the "Redemption Price").

The Corporation shall pay to holders of Class A Preferred Shares called for redemption an amount equal to the Redemption Price together with all declared and unpaid dividends thereon.

The fair market value of the consideration received shall be the amount determined by the directors in accordance with generally accepted accounting and valuation principles. However, in the event that a competent taxing authority issues an income tax assessment and disputes the fair market value as determined by the directors, the Redemption Price shall be increased or decreased accordingly, as the case may be, subject however to any adjustment thereto

required pursuant to any final judgment rendered by any court of competent jurisdiction. In the event of a variation in the assessments made by various taxing authorities, the above-mentioned Redemption Price shall be fixed on the basis of the lesser of such assessments.

In case a part only of the then outstanding Class A Preferred Shares is to be redeemed, the shares to be so redeemed shall be selected either on a *pro rata* basis or by lot or in such other manner as the holders of the Class A Preferred Shares may unanimously agree upon.

Written notice of such redemption shall be given by post by the Corporation to all registered holders of Class A Preferred Shares so redeemed at least 30 days before the date specified for such redemption. The notice shall set out the date and place fixed for such redemption and shall be sent to each such holder to the last known address as it appears in the registers of the Corporation. Accidental failure to give such notice to one or more holders shall not affect the validity of such redemption. Provided that such notice has been given and that the moneys required for such redemption are deposited with any trust company or chartered bank or saving and credit union referred to in the notice, at or prior to the date specified for redemption, dividends on redeemed Class A Preferred Shares shall cease to accrue from the date of redemption and holders thereof shall have no rights against the Corporation except the right to receive, out of the moneys so deposited, payment of the Redemption Price upon surrender of their certificates for such shares to the Corporation.

1.3 Redemption at Option of Holder

Holders of Class A Preferred Shares shall be entitled at any time and from time to time to require the Corporation to redeem all or part of such shares registered in their name in the registers of the Corporation at a price equal to the Redemption Price, as defined in subsection 1.2 above, together with all declared and unpaid dividends thereon.

The fair market value of the consideration received shall be the amount determined by the directors in accordance with generally accepted accounting and valuation principles. However, in the event that a competent taxing authority issues an income tax assessment and disputes the fair market value as determined by the directors, the Redemption Price shall be increased or decreased accordingly, as the case may be, subject however to any adjustment thereto required pursuant to any final judgment rendered by any court of competent jurisdiction. In the event of a variation in the assessments made by various taxing authorities, the above-mentioned Redemption Price shall be fixed on the basis of the lesser of such assessments.

Written notice of such redemption shall be given by post to the Corporation by every holder who desires to have the Corporation redeem all or part of such

shares at least 10 days before the date specified for such redemption. The notice shall set out the date and place fixed for such redemption and the number of Class A Preferred Shares to be redeemed. Any holder may, with the consent of the Corporation, cancel such notice prior to the date set out for redemption.

Subject to the provisions of the *Business Corporations Act*, the Corporation shall, on the date fixed in the notice, redeem such Class A Preferred Shares upon surrender of certificates representing the shares to be redeemed by the Corporation.

Upon payment of the Redemption Price, dividends on Class A Preferred Shares so redeemed shall cease to accrue from the date of redemption and the holders thereof shall have no rights against the Corporation with regard to these shares.

If the redemption of Class A Preferred Shares to be so redeemed by the Corporation is not permitted by the provisions of the *Business Corporations Act*, the Corporation shall redeem only the maximum of such shares which it shall then be permitted to redeem. The Class A Preferred Shares to be redeemed shall be selected *pro rata* from each holder of such shares so tendered, disregarding fractions of shares.

1.4 Restrictions on Dividend

Notwithstanding any provisions of the articles of incorporation of the Corporation, no dividend shall be paid or declared on any common share, and no transaction that may give rise to a deemed dividend within the meaning of these terms in any tax law shall be made if, after payment of such dividend or conclusion of such transaction, the net realizable value of the Corporation's assets would not be sufficient to provide for the redemption of all issued and outstanding Class A Preferred Shares.

1.5 Purchase by the Corporation

The Corporation shall be entitled at any time and from time to time to purchase all or part of the then outstanding Class A Preferred Shares by invitation to tender made to all of holders of Class A Preferred Shares or, with the unanimous consent of such holders, by private contract at the lowest price at which, in the opinion of the directors, such shares can be obtained, but at a price not exceeding the Redemption Price provided for in subsection 1.2 above. If, in response to an invitation for tenders, the number of shares tendered exceeds the number of shares which the Corporation intends to purchase, the shares to be purchased shall be selected by lot, in such manner as the directors shall determine, or the shares shall be purchased on a *pro rata* basis, in proportion as nearly as may be to the number of shares offered by each holder, disregarding fractions of shares.

1.6 Return of Capital

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, holders of Class A Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation be made to the holders of the common shares, an amount equal to the Redemption Price, as defined at subsection 1.2 above, together with all declared and unpaid dividends thereon, but they shall be entitled to no amount other than, or in excess of, the amount hereinabove provided for.

1.7 Voting Rights

Holders of Class A Preferred Shares shall not, in such capacity, have any voting rights for the purpose of electing directors or for any other purpose, nor shall they be entitled to attend any meeting of shareholders.

2. COMMON SHARES

The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions :

2.1 Rank

The Common Shares are subject to the terms of the Class A Preferred shares.

2.2 Dividends

The holders of the Common Shares shall be entitled to receive such dividends as may be declared by the Board out of funds legally available for that purpose.

2.3 Rights upon liquidation, dissolution, winding-up

In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares then outstanding shall be entitled to be paid, on a pro rata basis, out of the assets of the Corporation available for distribution to its shareholders (whether from capital, surplus or earnings) that are remaining after payment to the holders of the Class A Preferred Shares under subsection 1.6 above.

2.4 Voting

Each Common Share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2010/12/09

(Year, Month, Day)
(année, mois, jour)

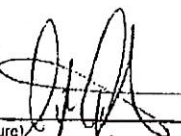
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

MAC'S CONVENIENCE STORES INC.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :

(Signature)
(Signature)


Sylvain Aubry

Corporate Secretary

(Description of Office)
(Fonction)

Exhibit A-6



Innovation, Science and
Economic Development Canada
Corporations Canada

Innovation, Sciences et
Développement économique Canada
Corporations Canada

2017-06-28

Corporations Canada
C. D. Howe Building
235 Queen Street
Ottawa, Ontario K1A 0H5

Corporations Canada
Édifice C.D. Howe
235, rue Queen
Ottawa (Ontario) K1A 0H5

Corporation Information Sheet

Canada Business Corporations Act (CBCA)

Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions (LCSA)

COUCHE-TARD INC.

Corporation Number	1030017-9	Numéro de société
Corporation Key	53171763	Clé de société
Required for changes of address or directors online		Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date	06-28	Date anniversaire
Required to file annual return	(mm-dd/mm-jj)	Requise pour le dépôt du rapport annuel
Annual Return Filing Period	06-28 to/au 08-27	Période pour déposer le rapport annuel
Starting in 2018	(mm-dd/mm-jj)	Débutant en 2018

Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult Keeping Your Corporation In Good Standing (enclosed or available on our website).

Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the Nuans search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult Protecting Your Corporate Name (enclosed or available on our website).

Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter Maintenir votre société en conformité, ci-jointe ou disponible dans notre site Web.

Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche Nuans). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document Protection de la dénomination sociale ci-joint ou disponible dans notre site Web.

Canada

Telephone / Téléphone
1-866-333-5556

Email / Courriel
ic.corporationscanada.ic@canada.ca

Website / Site Web
www.corporationscanada.ic.gc.ca



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

COUCHE-TARD INC.

Corporate name / Dénomination sociale

1030017-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2017-06-28

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



Form 2

**Initial Registered Office Address
and First Board of Directors**

*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2

**Siège social initial et premier
conseil d'administration**

*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

COUCHE-TARD INC.

2 Address of registered office
Adresse du siège social

4204 Boulevard Industriel
Laval QC H7L 0E3

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

Claude Tessier

3434 Rang du Haut-Saint-François, Laval QC
H7E 4P2, Canada

Resident Canadian
Résident Canadien
Yes / Oui

Jean Bernier

2 Avenue Hudson, Westmount QC
H3Y 1Y7, Canada

Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration: J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Pierre Peters

Pierre Peters
450-662-6632

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Exhibit A-7



QUARTERLY REPORT

ALIMENTATION COUCHE-TARD INC.
16 AND 40-WEEK PERIODS ENDED JANUARY 30, 2022



CIRCLE K™



Management Discussion and Analysis

The purpose of this Management Discussion and Analysis ("MD&A") is, as required by regulators, to explain management's point of view on the financial position and results of the operations of Alimentation Couche-Tard Inc. ("Couche-Tard") as well as its performance during the third quarter of the fiscal year ending April 24, 2022. More specifically, it aims to let the reader better understand our development strategy, performance in relation to objectives, future expectations, and how we address risk and manage our financial resources. This MD&A also provides information to improve the reader's understanding of Couche-Tard's unaudited interim condensed consolidated financial statements and related notes. It should therefore be read in conjunction with those documents. By "we", "our", "us" and "the Corporation", we refer collectively to Couche-Tard and its subsidiaries.

Except where otherwise indicated, all financial information reflected herein is expressed in United States dollars ("US dollars") and determined on the basis of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). We also use measures in this MD&A that do not comply with IFRS, these measures are described in the section "Non-IFRS Measures" of this MD&A and where such measures are presented, the reader is informed. This MD&A should be read in conjunction with the audited annual consolidated financial statements and notes thereto included in our 2021 Annual Report, which, along with additional information relating to Couche-Tard, including the most recent Annual Information Form, is available on SEDAR at <https://www.sedar.com/> and on our website at <https://corpo.couche-tard.com/>.

Forward-Looking Statements

This MD&A includes certain statements that are "forward-looking statements" within the meaning of the securities laws of Canada. Any statement in this MD&A that is not a statement of historical fact may be deemed to be a forward-looking statement. When used in this MD&A, the words "believe", "could", "should", "intend", "expect", "estimate", "assume", and other similar expressions are generally intended to identify forward-looking statements. It is important to know that the forward-looking statements in this MD&A describe our expectations as at March 15, 2022, which are not guarantees of the future performance of Couche-Tard or its industry, and involve known and unknown risks and uncertainties that may cause Couche-Tard's or the industry's outlook, actual results or performance to be materially different from any future results or performance expressed or implied by such statements. Our actual results could be materially different from our expectations if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. A change affecting an assumption can also have an impact on other interrelated assumptions, which could increase or diminish the effect of the change. As a result, we cannot guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements do not take into account the effect that transactions or special items announced or occurring after the statements are made may have on our business. For example, they do not include sales of assets, monetization, mergers, acquisitions, other business combinations or transactions, asset write-downs, the effect of the COVID-19 pandemic on all aspects of our business and geographies or other charges announced or occurring after forward-looking statements are made.

Unless otherwise required by applicable securities laws, we disclaim any intention or obligation to update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

The foregoing risks and uncertainties include the risks set forth under "Business Risks" in our 2021 Annual Report as well as other risks detailed from time to time in reports filed by Couche-Tard with securities regulators in Canada.

Our Business

We are the leader in the Canadian convenience store industry. In the United States, we are one of the largest independent convenience store operators. In Europe, we are a leader in convenience store and road transportation fuel retail in the Scandinavian countries (Norway, Sweden, and Denmark), in the Baltic countries (Estonia, Latvia and Lithuania), as well as in Ireland, and have an important presence in Poland. In Asia, we operate a network of company-operated convenience stores in Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong SAR") with an enviable local position.

As of January 30, 2022, our network comprised 9,166 convenience stores throughout North America, including 8,040 stores with road transportation fuel dispensing. Our North American network consists of 18 business units, including 14 in the United States covering 47 states and 4 in Canada covering all 10 provinces. Approximately 98,000 people are employed throughout our network and at our service offices in North America.

In Europe, we operate a broad retail network across Scandinavia, Ireland, Poland, the Baltics, and Russia through 10 business units. As of January 30, 2022, our network comprised 2,739 stores, the majority of which offer road transportation fuel and convenience products while the others are unmanned automated fuel stations which only offer road transportation fuel. We also offer other products, including aviation fuel and energy for stationary engines. Including employees at branded franchise stores, approximately 22,000 people work in our retail network, terminals, and service offices across Europe. In Asia, our

network comprised 359 company-operated convenience stores in Hong Kong SAR, offering a strong on-the-go food offer as well as a variety of other merchandise items and services. Approximately 4,000 people are employed in our retail network and service offices in Asia.

Furthermore, under licensing agreements, close to 1,900 stores are operated under the Circle K banner in 14 other countries and territories (Cambodia, Egypt, Guam, Guatemala, Honduras, Indonesia, Jamaica, Macau, Mexico, Mongolia, New Zealand, Saudi Arabia, the United Arab Emirates and Vietnam), which brings the worldwide total network to more than 14,100 stores.

Our mission is to make our customers' lives a little easier every day. To this end, we strive to meet the demands and needs of people on-the-go. We offer fast and friendly service, providing fresh food, hot and cold beverages, car wash services, and other high-quality products and services including road transportation fuel, designed to meet or exceed our customers' demands in a clean, welcoming, and efficient environment. Our business model is our key to success. We are a customer-centric, financially disciplined organization that routinely compares best practices, and uses our global experience to enhance our operational expertise and continually invests in our people and our stores.

Value Creation

In the United States, the convenience store sector is fragmented and in a consolidation phase. We are participating in this process through our acquisitions, market share gains when competitors close sites, and by improving our offering. In Europe and Canada, the convenience store sector is often dominated by a few major players, including integrated oil companies. Some of these integrated oil companies are in the process of selling, or are expected to sell, their retail assets. We intend to study investment opportunities that might come to us through this process. In Asia, our recent acquisition in Hong Kong SAR provides us with another platform to grow our business. Combining our best practices with local market expertise will help accelerate organic expansion and provide new opportunities for consolidation in the region.

No matter the context, to create value for our Corporation and its shareholders, acquisitions have to be concluded at optimal conditions. Therefore, we do not necessarily favor store count growth to the detriment of profitability. In addition to acquisitions, the contribution from organic growth has played an important role in the growth of our net earnings. Highlights have included the ongoing improvements we have made to our offer, including fresh products, to our supply terms and to our efficiency and our ability to adapt quickly to changes. All these elements, in addition to our strong balance sheet, have contributed to the growth in our net earnings and to value creation for our shareholders and other stakeholders. We intend to continue in this direction.

Exchange Rate Data

We use the US dollar as our reporting currency, which provides more relevant information given the predominance of our operations in the United States.

The following table sets forth information about exchange rates based upon closing rates expressed as US dollars per comparative currency unit:

	16-week periods ended		40-week periods ended	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
Average for the period⁽¹⁾				
Canadian dollar	0.7932	0.7733	0.8000	0.7541
Norwegian krone	0.1142	0.1129	0.1156	0.1090
Swedish krone	0.1120	0.1177	0.1150	0.1129
Danish krone	0.1532	0.1613	0.1573	0.1568
Zloty	0.2476	0.2660	0.2561	0.2604
Euro	1.1396	1.2005	1.1699	1.1672
Ruble	0.0136	0.0132	0.0136	0.0135
Hong Kong dollar ⁽²⁾	0.1284	0.1290	0.1285	0.1290

(1) Calculated by taking the average of the closing exchange rates of each day in the applicable period.

(2) For the 16 and 40-week periods ended January 31, 2021, calculated by taking the average of the closing exchange rates of each day, starting December 21, 2020.

The following table sets forth information about exchange rates based upon closing rates expressed as US dollars per comparative currency unit:

Period end	As at January 30, 2022	As at April 25, 2021
Canadian dollar	0.7822	0.8011
Norwegian krone	0.1111	0.1201
Swedish krone	0.1056	0.1190
Danish krone	0.1496	0.1623
Zloty	0.2434	0.2645
Euro	1.1138	1.2066
Ruble	0.0129	0.0134
Hong Kong dollar	0.1283	0.1288

As we use the US dollar as our reporting currency in our consolidated financial statements and in this document, unless indicated otherwise, results from our operations in other currencies are translated into US dollars using the average rate for the period. Unless otherwise indicated, variances and explanations regarding changes in the foreign exchange rate and the volatility of the Canadian dollar, European currencies, and Hong Kong dollar, which we discuss in the present document, are therefore related to the translation into US dollars of our Canadian, European, Asian, and corporate operations' results.

Overview of the Third Quarter of Fiscal 2022

Financial Results

Net earnings amounted to \$746.4 million for the third quarter of fiscal 2022, compared with \$607.5 million for the third quarter of fiscal 2021. Diluted net earnings per share stood at \$0.70, compared with \$0.55 for the corresponding quarter of the previous fiscal year. The results for the third quarter of fiscal 2022 and the third quarter of fiscal 2021 were affected by specific items disclosed in the "Non-IFRS measures" section of this MD&A. Excluding these items, the adjusted net earnings¹ were approximately \$746.0 million (\$0.70 per share on a diluted basis¹) for the third quarter of fiscal 2022, compared with \$622.0 million (\$0.56 per share on a diluted basis¹) for the corresponding quarter of fiscal 2021, an increase of \$124.0 million, or 19.9%, explained by higher road transportation fuel margins and organic growth in both the convenience and road transportation fuel operations, partly offset by higher operating expenses.

As the COVID-19 pandemic had a significant impact on our prior year financial results, looking at gross profit¹ on a 2-year basis provides additional insight given the volatility in the various key measures of our business. Excluding the disposal of CAPL and the acquisition of Circle K Hong Kong, merchandise and service, as well as road transportation fuel gross profit¹, are higher by 6.8% and 27.6%, respectively, compared with the pre-pandemic third quarter of fiscal 2020.

Changes in our Network during the Third Quarter of Fiscal 2022

Business acquisitions

During the third quarter of fiscal 2022, we acquired 34 company-operated stores, including 19 stores operating under the Pic Quik brand, located in New Mexico, United States, and 9 stores operating under the Londis brand, located in Ireland, reaching a total of 70 stores since the beginning of fiscal 2022. In addition, we acquired 17 dealer-operated stores operating under the Purple Cow brand, located in Southeastern United States, 22 fuel supply agreements and a small sized company, specializing in technological solutions for retailers and convenience stores. We settled these transactions using our available cash.

Outstanding transaction

On July 30, 2021, we entered into a binding agreement in connection with the acquisition of Cape D'Or Holdings Limited, Barrington Terminals Limited, and other related holding entities, which operate an independent convenience store and fuel network in Atlantic Canada under the Esso, Go! Store and Wilsons Gas Stops brands (collectively "Wilsons"). The Wilsons network comprises 79 company-operated convenience retail and fuel locations, 147 dealer locations, and a fuel terminal in Halifax, Canada. The transaction is expected to close in the first half of fiscal year 2023 and is subject to customary closing conditions and regulatory approvals, including those under the *Competition Act* (Canada).

¹ Please refer to the section "Non-IFRS Measures" for additional information on performance measures not defined by IFRS.

Divestiture of sites

On March 22, 2021, based on the outcome of a strategic review of our network, we announced our intention to sell certain sites across 28 states in the United States and 6 provinces in Canada. During the third quarter of fiscal 2022, we completed the sale of 146 sites to various buyers for cash consideration of \$147.0 million, which resulted in a gain of \$20.2 million. As at January 30, 2022, 59 sites in the United States and 9 sites in Canada met the criteria for classification as held for sale.

During the third quarter of fiscal 2022, a criterion for classification as held for sale was no longer met for 57 sites in the United States and 27 sites in Canada. As a result, an amount of \$11.7 million was recorded to Depreciation, amortization and impairment to adjust for depreciation that would have been recognized had these sites not been classified as held for sale, as well as to bring the carrying amount of certain sites to their recoverable amount.

Store construction

We completed the construction of 32 stores and the relocation or reconstruction of 3 stores, reaching a total of 75 stores since the beginning of fiscal 2022. As of January 30, 2022, another 85 stores were under construction and should open in the upcoming quarters.

Summary of changes in our store network

The following tables present certain information regarding changes in our store network over the 16 and 40-week periods ended January 30, 2022⁽¹⁾:

Type of site	16-week period ended January 30, 2022				
	Company-operated ⁽²⁾	CODO ⁽³⁾	DODO ⁽⁴⁾	Franchised and other affiliated ⁽⁵⁾	Total
Number of sites, beginning of period	9,925	392	691	1,262	12,270
Acquisitions	34	17	22	—	73
Openings / constructions / additions	32	—	10	70	112
Closures / disposals / withdrawals	(145)	(5)	(10)	(31)	(191)
Store conversion	11	(10)	(1)	—	—
Number of sites, end of period	9,857	394	712	1,301	12,264
Circle K branded sites under licensing agreements					1,880
Total network					14,144
Number of automated fuel stations included in the period-end figures ⁽⁶⁾	975	—	13	—	988

Type of site	40-week period ended January 30, 2022				
	Company-operated ⁽²⁾	CODO ⁽³⁾	DODO ⁽⁴⁾	Franchised and other affiliated ⁽⁵⁾	Total
Number of sites, beginning of period	9,976	398	697	1,257	12,328
Acquisitions	70	17	22	—	109
Openings / constructions / additions	55	3	23	95	176
Closures / disposals / withdrawals	(267)	(6)	(24)	(52)	(349)
Store conversion	23	(18)	(6)	1	—
Number of sites, end of period	9,857	394	712	1,301	12,264
Circle K branded sites under licensing agreements					1,880
Total network					14,144

(1) These figures include 50% of the stores operated through RDK, a joint venture.

(2) Sites for which the real estate is controlled by Couche-Tard (through ownership or lease agreements) and for which the stores (and/or the service stations) are operated by Couche-Tard or one of its commission agents.

(3) Sites for which the real estate is controlled by Couche-Tard (through ownership or lease agreements) and for which the stores (and/or the service stations) are operated by an independent operator in exchange for rent and to which Couche-Tard sometimes provides road transportation fuel through supply contracts. Some of these sites are subject to a franchise agreement, licensing or other similar agreement under one of our main or secondary banners.

(4) Sites controlled and operated by independent operators to which Couche-Tard supplies road transportation fuel through supply contracts. Some of these sites are subject to a franchise agreement, licensing or other similar agreement under one of our main or secondary banners.

(5) Stores operated by an independent operator through a franchising, licensing or another similar agreement under one of our main or secondary banners.

(6) These sites sell road transportation fuel only.

Automatic Conversion of Class B Subordinate Voting Shares

On December 8, 2021, as a result of all Couche-Tard's co-founders reaching the age of 65 years old, all of our Class B subordinate voting shares automatically converted into Class A multiple voting shares on a share-for-share basis. Following the automatic conversion, only Class A multiple voting shares of Couche-Tard are traded on the Toronto Stock Exchange under the symbol "ATD" and all of Couche-Tard's stock-based compensation and other stock-based payment plans will cover Class A multiple voting shares.

Share Repurchase Program

On April 21, 2021, the Toronto Stock Exchange approved the implementation of a share repurchase program, which took effect on April 26, 2021. The program initially allowed us to repurchase up to 4.0% of the Class B subordinate voting shares of the public float as at April 19, 2021 (the "Public float"). On January 31, 2022, subsequent to the end of the third quarter of fiscal 2022, the Toronto Stock Exchange approved the amendment of our current share repurchase program to increase the maximum number of shares that may be repurchased to 5.8% of the Public float.

During the third quarter and first three quarters of fiscal 2022, we repurchased 13,013,743 and 27,836,638 shares, respectively. These repurchases were settled for amounts of \$509.7 million and \$1.0 billion, respectively, of which \$10.6 million is recorded in Accounts payable and accrued liabilities as at January 30, 2022. During the second quarter of fiscal 2022 and under the share repurchase program, 6,351,895 Class B subordinate voting shares were repurchased, for an amount of \$238.5 million, from Développements Orano Inc., a corporation controlled by Mr. Alain Bouchard, founder of Couche-Tard and executive chairman of its Board of Directors, which constitutes a related party transaction. All shares repurchased under the share repurchase program were cancelled. In addition, subsequent to the end of the third quarter of fiscal 2022, we repurchased 5,486,727 shares for an amount of \$230.7 million.

Early Repayment of Senior Unsecured Notes

On March 3, 2022, subsequent to the end of the third quarter of fiscal 2022 and following the delivery of a redemption notice dated January 31, 2022, we fully repaid our CA \$250.0 million Canadian-dollar-denominated senior unsecured notes issued on November 1, 2012, which were set to mature on November 1, 2022. The repayment of CA \$254.1 million (\$200.6 million) was settled using cash on hand and included an early redemption premium of CA \$4.1 million (\$3.2 million). We also settled the cross-currency interest rate swaps associated with these Canadian-dollar-denominated senior unsecured notes.

Dividends

During its March 15, 2022 meeting, the Board of Directors declared a quarterly dividend of CA 11.0¢ per share for the third quarter of fiscal 2022 to shareholders on record as at March 24, 2022, and approved its payment effective April 7, 2022. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).

Outstanding Shares and Stock Options

As at March 11, 2022, Couche-Tard had 1,046,418,906 Class A multiple-voting shares issued and outstanding. In addition, as at the same date, Couche-Tard had 3,422,399 outstanding stock options for the purchase of Class A multiple voting shares.

Change in Classification of Internal Logistics Costs

During the fiscal year ended April 25, 2021, we changed the classification of internal logistics costs, which were previously included in Operating, selling, administrative and general expenses, and are now included in Cost of sales, excluding depreciation, amortization and impairment in the consolidated statements of earnings. This classification change was applied retroactively, and the comparative figures for the 16 and 40-week periods ended January 31, 2021, were adjusted to reflect this change, which had no impact on net earnings and net earnings per share.

Furthermore, during the fiscal year ended April 25, 2021, we also changed the calculation of the key performance indicator used for road transportation fuel gross margin for North America. The road transportation fuel gross margin for the United States and Canada regions now considers all of our fuel activities.

The table below shows, for the impacted line items only, the previously published figures, the adjustments stemming from these changes and the adjusted figures:

(In millions of US dollars, unless otherwise noted)	16-week period ended January 31, 2021			40-week period ended January 31, 2021		
	Published	Adjustments	Adjusted	Published	Adjustments	Adjusted
Statement of Operations Data:						
Merchandise and service gross profit ⁽¹⁾ :						
United States	1,081.2	(14.3)	1,066.9	3,001.0	(37.0)	2,964.0
Canada	229.9	(5.9)	224.0	645.5	(14.5)	631.0
Total merchandise and service gross profit	1,519.2	(20.2)	1,499.0	4,152.4	(51.5)	4,100.9
Road transportation fuel gross profit ⁽¹⁾ :						
United States	828.1	(15.4)	812.7	2,408.0	(29.8)	2,378.2
Total road transportation fuel gross profit	1,282.1	(15.4)	1,266.7	3,560.7	(29.8)	3,530.9
Total gross profit⁽¹⁾	2,865.7	(35.6)	2,830.1	7,862.1	(81.3)	7,780.8
Operating, selling, administrative and general expenses	1,617.8	(35.6)	1,582.2	3,983.2	(81.3)	3,901.9
Merchandise and service gross margin:						
Consolidated	33.5%	(0.4%)	33.1%	34.2%	(0.4%)	33.8%
United States	33.0%	(0.4%)	32.6%	33.9%	(0.5%)	33.4%
Canada	32.2%	(0.8%)	31.4%	32.2%	(0.8%)	31.4%
Road transportation fuel gross margin:						
United States (cents per gallon)	31.86	(1.10)	30.76	36.86	(1.32)	35.54
Canada (CA cents per liter)	10.36	(0.03)	10.33	10.24	(0.04)	10.20

(1) Please refer to the section "Non-IFRS Measures" for additional information on performance measures not defined by IFRS.

Please refer to our 2021 Annual Report for additional information on adjusted comparative figures for fiscal years 2021 and 2020.

Non-IFRS Measures

To provide more information for evaluating the Corporation's performance, the financial information included in our financial documents contains certain data that are not performance measures under IFRS ("non-IFRS measures"), which are also calculated on an adjusted basis to exclude specific items. We believe that providing those non-IFRS measures is useful to management, investors, and analysts, as they provide additional information to measure the performance and financial position of the Corporation.

The following non-IFRS measures are used in our financial disclosures:

- Gross profit;
- Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA") and adjusted EBITDA;
- Adjusted net earnings and adjusted diluted net earnings per share;
- Net interest-bearing debt/total capitalization and leverage ratios; and
- Return on equity and return on capital employed.

Non-IFRS measures are mainly derived from the consolidated financial statements, but do not have standardized meanings prescribed by IFRS. These non-IFRS measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with IFRS. In addition, our definitions of non-IFRS measures may differ from those of other public corporations. Any such modification or reformulation may be significant. These measures are also adjusted for the pro forma impact of our acquisitions and impacts of new accounting standards, if they are considered to be material.

Gross profit. Gross profit consists of revenues less the cost of sales, excluding depreciation, amortization and impairment. This measure is considered useful for evaluating the underlying performance of our operations.

The table below reconciles revenues and cost of sales, excluding depreciation, amortization and impairment to gross profit:

(in millions of US dollars)	16-week periods ended		40-week periods ended	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
Revenues	18,576.4	13,157.5	46,375.0	33,522.7
Cost of sales, excluding depreciation, amortization and impairment ⁽¹⁾	15,316.8	10,327.4	37,927.2	25,741.9
Gross profit⁽¹⁾	3,259.6	2,830.1	8,447.8	7,780.8

(1) Please refer to the section "Change in Classification of Internal Logistics Costs" for additional information on changes affecting the comparative periods.

Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA") and adjusted EBITDA. EBITDA represents net earnings plus income taxes, net financial expenses, and depreciation, amortization and impairment. Adjusted EBITDA represents EBITDA adjusted for acquisition costs and other specific items. These performance measures are considered useful to facilitate the evaluation of our ongoing operations and our ability to generate cash flows to fund our cash requirements, including our capital expenditures program, share repurchases, and payment of dividends.

The table below reconciles net earnings, as per IFRS, to EBITDA and adjusted EBITDA:

(in millions of US dollars)	16-week periods ended		40-week periods ended	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
Net earnings, as reported	746.4	607.5	2,205.6	2,141.6
Add:				
Income taxes	201.3	129.7	595.1	526.0
Net financial expenses	87.9	105.6	229.5	270.8
Depreciation, amortization and impairment	456.3	418.7	1,096.3	1,014.0
EBITDA	1,491.9	1,261.5	4,126.5	3,952.4
Adjusted for:				
Acquisition costs	3.2	5.2	5.8	10.3
Gain on disposal of a property	—	—	—	(40.9)
Adjusted EBITDA	1,495.1	1,266.7	4,132.3	3,921.8

Adjusted net earnings and adjusted diluted net earnings per share. Adjusted net earnings represents net earnings adjusted for net foreign exchange gains or losses, acquisition costs and other specific items. These measures are considered useful for evaluating the underlying performance of our operations on a comparable basis.

The table below reconciles reported net earnings, as per IFRS, with adjusted net earnings and adjusted diluted net earnings per share:

(in millions of US dollars, except per share amounts, or unless otherwise noted)	16-week periods ended		40-week periods ended	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
Net earnings, as reported	746.4	607.5	2,205.6	2,141.6
Adjusted for:				
Net foreign exchange (gain) loss	(4.2)	16.5	(17.7)	43.8
Acquisition costs	3.2	5.2	5.8	10.3
Gain on disposal of a property	—	—	—	(40.9)
Tax impact of the items above and rounding	0.6	(7.2)	3.3	(2.8)
Adjusted net earnings	746.0	622.0	2,197.0	2,152.0
Weighted average number of shares - diluted (in millions)	1,061.7	1,109.9	1,068.6	1,112.6
Adjusted diluted net earnings per share	0.70	0.56	2.06	1.93

Net interest-bearing debt/total capitalization. This measure represents a measure of financial condition that is especially used in financial circles.

The table below presents the calculation of this performance measure:

<i>(in millions of US dollars, except ratio data)</i>	As at January 30, 2022	As at April 25, 2021
Current portion of long-term debt and current portion of lease liabilities	619.2	1,526.7
Long-term debt and lease liabilities	8,878.0	8,075.3
Less: Cash and cash equivalents, including restricted cash	2,552.5	3,019.2
Net interest-bearing debt	6,944.7	6,582.8
Equity	12,819.6	12,180.9
Net interest-bearing debt	6,944.7	6,582.8
Total capitalization	19,764.3	18,763.7
Net interest-bearing debt to total capitalization ratio	0.35 : 1	0.35 : 1

Leverage ratio. This measure represents a measure of financial condition that is especially used in financial circles.

The table below reconciles net interest-bearing debt and adjusted EBITDA, for which the calculation methodologies are described in other tables of this section, with the leverage ratio:

<i>(in millions of US dollars, except ratio data)</i>	52-week periods ended	
	January 30, 2022	April 25, 2021
Net interest-bearing debt	6,944.7	6,582.8
Adjusted EBITDA	5,215.3	5,004.8
Leverage ratio	1.33 : 1	1.32 : 1

Return on equity. This measure is used to measure the relation between our profitability and our net assets. Average equity is calculated by taking the average of the opening and closing balance for the 52-week period.

The table below reconciles net earnings, as per IFRS, with the ratio of return on equity:

<i>(in millions of US dollars, unless otherwise noted)</i>	52-week periods ended	
	January 30, 2022	April 25, 2021
Net earnings	2,769.5	2,705.5
Average equity	12,487.3	11,123.8
Return on equity	22.2%	24.3%

Return on capital employed. This measure is used to measure the relation between our profitability and capital efficiency. Earnings before interest and taxes ("EBIT") represents net earnings plus income taxes and net financial expenses. Capital employed represents total assets less short-term liabilities not bearing interest, which excludes the current portion of long-term debt and current portion of lease liabilities. Average capital employed is calculated by taking the average of the beginning and ending balance of capital employed for the 52-week period.

The table below reconciles net earnings, as per IFRS, to EBIT with the ratio of return on capital employed:

<i>(in millions of US dollars, unless otherwise noted)</i>	52-week periods ended	
	January 30, 2022	April 25, 2021
Net earnings	2,769.5	2,705.5
Add:		
Income taxes	722.7	653.6
Financial expenses	301.2	342.5
EBIT	3,793.4	3,701.6
Average capital employed	24,175.6	23,252.3
Return on capital employed	15.7%	15.9%

Summary Analysis of Consolidated Results for the Third Quarter and First Three Quarters of Fiscal 2022

The following table highlights certain information regarding our operations for the 16 and 40-week periods ended January 30, 2022 and January 31, 2021. Europe and other regions include the results from our operations in Asia.

	16-week periods ended			40-week periods ended		
	January 30, 2022	January 31, 2021	Variation %	January 30, 2022	January 31, 2021	Variation %
<i>(in millions of US dollars, unless otherwise stated)</i>						
Statement of Operations Data:						
Merchandise and service revenues ⁽¹⁾ :						
United States	3,355.5	3,274.9	2.5	8,938.9	8,862.7	0.9
Europe and other regions	715.9	541.1	32.3	1,857.7	1,278.9	45.3
Canada	722.5	713.9	1.2	2,044.2	2,006.9	1.9
Total merchandise and service revenues	4,793.9	4,529.9	5.8	12,840.8	12,148.5	5.7
Road transportation fuel revenues:						
United States	8,945.6	5,626.3	59.0	22,064.1	13,970.6	57.9
Europe and other regions	2,951.3	1,813.7	62.7	6,899.8	4,492.3	53.6
Canada	1,605.4	1,039.5	54.4	4,011.0	2,592.2	54.7
Total road transportation fuel revenues	13,502.3	8,479.5	59.2	32,974.9	21,055.1	56.6
Other revenues ⁽²⁾ :						
United States	14.6	17.3	(15.6)	36.8	34.3	7.3
Europe and other regions	257.3	123.4	108.5	504.9	268.1	88.3
Canada	8.3	7.4	12.2	17.6	16.7	5.4
Total other revenues	280.2	148.1	89.2	559.3	319.1	75.3
Total revenues	18,576.4	13,157.5	41.2	46,375.0	33,522.7	38.3
Merchandise and service gross profit ⁽¹⁾⁽³⁾⁽⁴⁾ :						
United States	1,127.0	1,066.9	5.6	3,026.8	2,964.0	2.1
Europe and other regions	270.6	208.1	30.0	708.8	505.9	40.1
Canada	228.5	224.0	2.0	655.8	631.0	3.9
Total merchandise and service gross profit	1,626.1	1,499.0	8.5	4,391.4	4,100.9	7.1
Road transportation fuel gross profit ⁽³⁾⁽⁴⁾ :						
United States	1,087.9	812.7	33.9	2,684.4	2,378.2	12.9
Europe and other regions	342.0	335.7	1.9	866.7	855.4	1.3
Canada	148.8	118.3	25.8	372.5	297.3	25.3
Total road transportation fuel gross profit	1,578.7	1,266.7	24.6	3,923.6	3,530.9	11.1
Other revenues gross profit ⁽²⁾⁽⁴⁾ :						
United States	14.6	16.5	(11.5)	36.8	33.5	9.9
Europe and other regions	31.9	40.4	(21.0)	78.4	98.7	(20.6)
Canada	8.3	7.5	10.7	17.6	16.8	4.8
Total other revenues gross profit	54.8	64.4	(14.9)	132.8	149.0	(10.9)
Total gross profit⁽³⁾⁽⁴⁾	3,259.6	2,830.1	15.2	8,447.8	7,780.8	8.6
Operating, selling, administrative and general expenses ⁽³⁾	1,801.3	1,582.2	13.8	4,400.7	3,901.9	12.8
Gain on disposal of property and equipment and other assets	(26.4)	(5.4)	388.9	(60.5)	(49.3)	22.7
Depreciation, amortization and impairment	456.3	418.7	9.0	1,096.3	1,014.0	8.1
Operating income	1,028.4	834.6	23.2	3,011.3	2,914.2	3.3
Net financial expenses	87.9	105.6	(16.8)	229.5	270.8	(15.3)
Net earnings	746.4	607.5	22.9	2,205.6	2,141.6	3.0
Per Share Data:						
Basic net earnings per share (dollars per share)	0.70	0.55	27.3	2.07	1.93	7.3
Diluted net earnings per share (dollars per share)	0.70	0.55	27.3	2.06	1.92	7.3
Adjusted diluted net earnings per share (dollars per share) ⁽⁴⁾	0.70	0.56	25.0	2.06	1.93	6.7

	16-week periods ended			40-week periods ended		
	January 30, 2022	January 31, 2021	Variation %	January 30, 2022	January 31, 2021	Variation %
<i>(in millions of US dollars, unless otherwise stated)</i>						
Other Operating Data:						
Merchandise and service gross margin ⁽¹⁾⁽³⁾ :						
Consolidated	33.9%	33.1%	0.8	34.2%	33.8%	0.4
United States	33.6%	32.6%	1.0	33.9%	33.4%	0.5
Europe and other regions	37.8%	38.5%	(0.7)	38.2%	39.6%	(1.4)
Canada	31.6%	31.4%	0.2	32.1%	31.4%	0.7
Growth of (decrease in) same-store merchandise revenues ⁽⁵⁾ :						
United States ⁽⁶⁾	3.7%	2.9%		1.7%	4.9%	
Europe and other regions ⁽⁷⁾	7.2%	2.8%		5.8%	4.7%	
Canada ⁽⁶⁾	(0.8%)	4.7%		(4.2%)	11.7%	
Road transportation fuel gross margin ⁽³⁾ :						
United States (cents per gallon)	39.63	30.76	28.8	37.75	35.54	6.2
Europe and other regions (cents per liter)	10.83	11.36	(4.7)	10.60	11.03	(3.9)
Canada (CA cents per liter)	11.78	10.33	14.0	11.33	10.20	11.1
Total volume of road transportation fuel sold:						
United States (millions of gallons)	2,745.1	2,642.2	3.9	7,110.4	6,691.3	6.3
Europe and other regions (millions of liters)	3,158.2	2,954.2	6.9	8,179.8	7,755.4	5.5
Canada (millions of liters)	1,591.5	1,482.3	7.4	4,127.9	3,863.0	6.9
Growth of (decrease in) same-store road transportation fuel volume ⁽⁵⁾ :						
United States	3.2%	(15.7%)		5.7%	(17.3%)	
Europe and other regions	3.2%	(10.3%)		2.9%	(9.1%)	
Canada	7.2%	(19.9%)		6.6%	(19.2%)	

(in millions of US dollars, unless otherwise stated)

Balance Sheet Data:

	As at January 30, 2022	As at April 25, 2021	Variation \$
Total assets	28,826.1	28,394.5	431.6
Interest-bearing debt ⁽⁸⁾	9,497.2	9,602.0	(104.8)
Equity	12,819.6	12,180.9	638.7

Indebtedness Ratios⁽⁴⁾:

Net interest-bearing debt/total capitalization	0.35 : 1	0.35 : 1
Leverage ratio	1.33 : 1	1.32 : 1

Returns⁽⁴⁾:

Return on equity	22.2%	24.3%
Return on capital employed	15.7%	15.9%

(1) Includes revenues derived from franchise fees, royalties, suppliers' rebates on some purchases made by franchisees and licensees, as well as from wholesale of merchandise. Franchise fees from international licensed stores are presented in the United States.

(2) Includes revenues from the rental of assets and from the sale of aviation fuel and energy for stationary engines.

(3) Please refer to the section "Change in Classification of Internal Logistics Costs" for additional information on changes affecting the comparative periods.

(4) Please refer to the section "Non-IFRS measures" for additional information on these performance measures not defined by IFRS.

(5) Does not include services and other revenues (as described in footnotes 1 and 2 above). Growth in Canada and in Europe and other regions is calculated based on local currencies.

(6) For company-operated stores only.

(7) Includes the growth of same-store merchandise revenues of Circle K Hong Kong starting December 21, 2020.

(8) This measure is presented including the following balance sheet accounts: Current portion of long-term debt, Long-term debt, Current portion of lease liabilities, and Lease liabilities.

Revenues

Our revenues were \$18.6 billion for the third quarter of fiscal 2022, up by \$5.4 billion, an increase of 41.2% compared with the corresponding quarter of fiscal 2021. This performance is mainly attributable to a higher average road transportation fuel selling price, higher road transportation fuel demand, the contribution from acquisitions and organic growth partly offset by the net negative impact from the translation of revenues of our Canadian and European operations into US dollars, which had an impact of approximately \$83.0 million.

For the first three quarters of fiscal 2022, our revenues increased by \$12.9 billion, or 38.3% compared with the corresponding period of fiscal 2021, mainly attributable to similar factors as those of the third quarter.

Merchandise and service revenues

Total merchandise and service revenues for the third quarter of fiscal 2022 were \$4.8 billion, an increase of \$264.0 million compared with the corresponding quarter of fiscal 2021. Excluding the net negative impact from the translation of our Canadian and European operations into US dollars, merchandise and service revenues increased by approximately \$272.0 million, or 6.0%. This increase is primarily attributable to the contribution from acquisitions, which amounted to approximately \$158.0 million, as well as to organic growth. Same-store merchandise revenues increased by 3.7% in the United States, 7.2% in Europe and other regions, and decreased by 0.8% in Canada. On a 2-year basis, same-store merchandise revenues increased at a solid compound annual growth rate of 3.4% in the United States, 5.0% in Europe and 2.1% in Canada.

For the first three quarters of fiscal 2022, the growth in merchandise and service revenues was \$692.3 million compared with the corresponding period of fiscal 2021. Excluding the net positive impact from the translation of our Canadian and European operations into US dollars, merchandise and service revenues increased by approximately \$548.0 million, or 4.5%. Same-store merchandise revenues increased by 1.7% in the United States, by 5.8% in Europe and other regions, and decreased by 4.2% in Canada.

Road transportation fuel revenues

Total road transportation fuel revenues for the third quarter of fiscal 2022 were \$13.5 billion, an increase of \$5.0 billion compared with the corresponding quarter of fiscal 2021. Excluding the net negative impact from the translation of revenues of our Canadian and European operations into US dollars, road transportation fuel revenues increased by approximately \$5.1 billion, or 60.0%. This increase is mostly attributable to a higher average road transportation fuel selling price, which had a positive impact of approximately \$4.6 billion, as well as to higher road transportation fuel demand. Same-store road transportation fuel volume increased by 3.2% in the United States, 3.2% in Europe and other regions, and 7.2% in Canada. On a 2-year basis, same-store road transportation fuel volume decreased at a compound annual rate of 6.8% in the United States, 3.4% in Europe, and 7.4% in Canada. While we are seeing improvement in road transportation fuel demand, road transportation fuel volumes are still generally under pressure across our network, with continued work from home trends, as well as with the rise in COVID-19 cases toward the end of the quarter.

For the first three quarters of fiscal 2022, the road transportation fuel revenues increased by \$11.9 billion compared with the corresponding period of fiscal 2021. Excluding the net positive impact from the translation of our Canadian and European operations into US dollars, road transportation fuel revenues increased by approximately \$11.7 billion, or 55.6%. The positive impact of the higher average road transportation fuel selling price was approximately \$10.4 billion. Same-store road transportation fuel volume increased by 5.7% in the United States, 2.9% in Europe and other regions, and 6.6% in Canada.

The following table shows the average selling price of road transportation fuel of our company-operated stores in our various markets for the last eight quarters, starting with the fourth quarter of the fiscal year ended April 26, 2020:

Quarter	4 th	1 st	2 nd	3 rd	Weighted average
<u>52-week period ended January 30, 2022</u>					
United States (US dollars per gallon)	2.72	2.97	3.08	3.28	3.03
Europe and other regions (US cents per liter)	79.29	79.09	86.29	96.66	86.15
Canada (CA cents per liter)	108.99	117.51	123.00	129.39	120.75
<u>52-week period ended January 31, 2021</u>					
United States (US dollars per gallon)	2.21	2.04	2.14	2.16	2.14
Europe and other regions (US cents per liter)	60.95	56.89	63.19	65.84	62.02
Canada (CA cents per liter)	88.78	86.89	92.00	92.54	90.35

Other revenues

Total other revenues for the third quarter of fiscal 2022 were \$280.2 million, an increase of \$132.1 million compared with the corresponding period of fiscal 2021. Excluding the net negative impact from the translation of our Canadian and European operations into US dollars, other revenues increased by approximately \$141.0 million in the third quarter of fiscal 2022, primarily driven by higher average selling prices and higher demand of our other fuel products, which had a minimal impact on gross profit¹.

For the first three quarters of fiscal 2022, total other revenues were \$559.3 million, an increase of \$240.2 million compared with the corresponding period of fiscal 2021. Excluding the net positive impact from the translation of our Canadian and European operations into US dollars, other revenues increased by approximately \$240.0 million in the first three quarters of fiscal 2022, mainly attributable to similar factors as those of the third quarter, which had a minimal impact on gross profit¹.

Gross profit¹

Our gross profit was \$3.3 billion for the third quarter of fiscal 2022, up by \$429.5 million, or 15.2%, compared with the corresponding quarter of fiscal 2021, mainly attributable to higher road transportation fuel gross margins, improved merchandise and service gross margin, organic growth and higher road transportation fuel demand partly offset by the net negative impact from the translation of our Canadian and European operations into US dollars, which had an impact of approximately \$17.0 million.

For the first three quarters of fiscal 2022, our gross profit increased by \$667.0 million, or 8.6%, compared with the first three quarters of fiscal 2021, mainly attributable to higher road transportation fuel demand, the contributions from acquisitions, the higher road transportation fuel gross margins in the United States and Canada, improved merchandise and service gross margin, and the net positive impact from the translation of our Canadian and European operations into US dollars.

Merchandise and service gross profit

In the third quarter of fiscal 2022, our merchandise and service gross profit was \$1.6 billion, an increase of \$127.1 million compared with the corresponding quarter of fiscal 2021. Excluding the net negative impact from the translation of our Canadian and European operations into US dollars, merchandise and service gross profit increased by approximately \$131.0 million, or 8.8% and the contribution from acquisitions amounted to \$45.0 million. Our gross margin increased by 1.0% in the United States to 33.6%, and 0.2% in Canada to 31.6%, mainly due to favorable changes in product mix and pricing initiatives. Our gross margin decreased by 0.7% in Europe and other regions to 37.8%, mainly due to the integration of Circle K Hong Kong, which has a different product mix than our European operations. Excluding Circle K Hong Kong, our gross margin in Europe and other regions would have been 42.1%, driven by favorable changes in product mix.

During the first three quarters of fiscal 2022, our merchandise and service gross profit was \$4.4 billion, an increase of \$290.5 million compared with the first three quarters of fiscal 2021. Excluding the net positive impact from the translation of our Canadian and European operations into US dollars, merchandise and service gross profit increased by approximately \$245.0 million, or 6.0%. Our gross margin increased by 0.5% to 33.9% in the United States, decreased by 1.4% in Europe and other regions to 38.2%, and increased by 0.7% in Canada to 32.1%.

Road transportation fuel gross profit

In the third quarter of fiscal 2022, our road transportation fuel gross profit was \$1.6 billion, an increase of \$312.0 million compared with the corresponding quarter of fiscal 2021. Excluding the net negative impact from the translation of our Canadian and European operations into US dollars, our road transportation fuel gross profit increased by approximately \$322.0 million, or 25.4%. In the United States, our road transportation fuel gross margin was 39.63¢ per gallon, an increase of 8.87¢ per gallon. In Europe and other regions, it was US 10.83¢ per liter, a decrease of US 0.53¢ per liter, and in Canada, it was CA 11.78¢ per liter, an increase of CA 1.45¢ per liter. Fuel margins remained healthy throughout our network, due to favorable market conditions and the continued work on the optimization of our supply chain.

During the first three quarters of fiscal 2022, our road transportation fuel gross profit was \$3.9 billion, an increase of \$392.7 million compared with the first three quarters of fiscal 2021. Excluding the net positive impact from the translation of our Canadian and European operations into US dollars, road transportation fuel gross profit increased by approximately \$359.0 million, or 10.2%. The road transportation fuel gross margin was 37.75¢ per gallon in the United States, US 10.60¢ per liter in Europe and other regions, and CA 11.33¢ per liter in Canada.

¹ Please refer to the section "Non-IFRS Measures" for additional information on performance measures not defined by IFRS.

The road transportation fuel gross margin of our company-operated stores in the United States and the impact of expenses related to electronic payment modes for the last eight quarters, starting with the fourth quarter of the fiscal year ended April 26, 2020, were as follows:

(US cents per gallon)

Quarter	4 th	1 st	2 nd	3 rd	Weighted average
52-week period ended January 30, 2022					
Before deduction of expenses related to electronic payment modes	35.25	37.58	37.68	41.02	37.75
Expenses related to electronic payment modes	5.10	5.38	5.31	5.74	5.37
After deduction of expenses related to electronic payment modes	30.15	32.20	32.37	35.28	32.38
52-week period ended January 31, 2021					
Before deduction of expenses related to electronic payment modes	46.88	42.99	37.48	31.86	39.14
Expenses related to electronic payment modes	4.97	4.88	4.79	4.66	4.81
After deduction of expenses related to electronic payment modes	41.91	38.11	32.69	27.20	34.33

Generally, during normal economic cycles, road transportation fuel margins in the United States can be volatile from one quarter to another, while in Europe and other regions and Canada, fuel margins and expenses related to electronic payment modes are not as volatile.

Other revenues gross profit

In the third quarter of fiscal 2022, other revenues gross profit was \$54.8 million, a decrease of \$9.6 million compared with the corresponding period of fiscal 2021. Excluding the net negative impact from the translation of our Canadian and European operations into US dollars, other revenues gross profit decreased by approximately \$8.0 million in the third quarter of fiscal 2022.

In the first three quarters of fiscal 2022, other revenues gross profit was \$132.8 million, a decrease of \$16.2 million compared with the corresponding period of fiscal 2021. Excluding the net positive impact from the translation of our Canadian and European operations into US dollars, other revenues gross profit decreased by approximately \$18.0 million for the first three quarters of fiscal 2022.

Operating, selling, administrative and general expenses ("expenses")

For the third quarter and first three quarters of fiscal 2022, expenses increased by 13.8% and 12.8%, respectively, compared with the corresponding periods of fiscal 2021. If we exclude certain items that are not considered indicative of future trends, expenses increased by 9.8% and 7.3%, respectively.

	16-week period ended January 30, 2022	40-week period ended January 30, 2022
Total variance, as reported	13.8%	12.8%
Adjusted for:		
Increase from higher electronic payment fees, excluding acquisitions	(2.9%)	(2.5%)
Increase from incremental expenses related to acquisitions	(1.9%)	(2.1%)
Decrease (increase) from the net impact of foreign exchange translation	0.6%	(1.0%)
Decrease from changes in acquisition costs recognized to earnings	0.2%	0.1%
Remaining variance	9.8%	7.3%

The increase of expenses in the third quarter was driven by measures necessitated by the impact of the labor shortage and the need to improve employee retention, an increase of marketing initiatives and other discretionary expenses that were significantly reduced in the prior year quarter, as well as by inflationary pressures, including higher utilities costs in Europe, higher costs from rising minimum wages, and incremental investments in our stores to support our strategic initiatives. This increase was partly offset by lower COVID-19 related expenses compared to the corresponding quarter of the previous fiscal year. Excluding the costs of the retention measures implemented, which totaled approximately \$28.0 million, as well as the employees related COVID-19 costs in the prior year, such as Thank you bonuses, the remaining variance for the third quarter of fiscal 2022 would have been 8.8%. On a 2-year basis, excluding the costs of those measures, we have deployed strategic efforts to mitigate costs increases and inflationary pressures, which is demonstrated by a compound annual growth rate of 3.7% in the normalized expenses, which remained slightly below inflation.

Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA"¹) and adjusted EBITDA¹

During the third quarter of fiscal 2022, EBITDA stood at \$1.5 billion, an increase of 18.3% compared with the corresponding quarter of fiscal 2021. Adjusted EBITDA for the third quarter of fiscal 2022 increased by \$228.4 million, or 18.0%, compared with the corresponding quarter of fiscal 2021, mainly due to higher road transportation fuel margins and organic growth in our convenience and road transportation fuel operations, partly offset by higher operating expenses, as well as the net negative impact from the translation of our Canadian and European operations into US dollars of approximately \$7.0 million.

During the first three quarters of fiscal 2022, EBITDA increased from \$4.0 billion to \$4.1 billion, an increase of 4.4% compared with the corresponding period of fiscal 2021. Adjusted EBITDA for the first three quarters of fiscal 2022 increased by \$210.5 million, or 5.4%, compared with the corresponding period of fiscal 2021, mainly attributable to similar factors as those of the third quarter, as well as the contributions from acquisitions. The variation in exchange rates had a net positive impact of approximately \$41.0 million.

Depreciation, amortization and impairment ("depreciation")

For the third quarter of fiscal 2022, our depreciation expense increased by \$37.6 million compared to the third quarter of fiscal 2021. Excluding the net favorable impact from the translation of our Canadian and European operations into US dollars, the depreciation expense increased by approximately \$40.0 million for the third quarter of fiscal 2022. This increase is mainly driven by the impact from investments made through acquisitions, the replacement of equipment, the ongoing improvement of our network, as well as the \$11.7 million impact from reclassification of sites from assets held for sale.

For the first three quarters of fiscal 2022, our depreciation expense increased by \$82.3 million compared to the first three quarters of fiscal 2021. Excluding the net unfavorable impact from the translation of our Canadian and European operations into US dollars, the depreciation expense increased by approximately \$71.0 million for the first three quarters of fiscal 2022 mainly attributable to similar factors as those of the third quarter.

Net financial expenses

Net financial expenses for the third quarter and first three quarters of fiscal 2022 were \$87.9 million and \$229.5 million, respectively, a decrease of \$17.7 million and \$41.3 million compared with the corresponding periods of fiscal 2021. Excluding the items shown in the table below, net financial expenses for the third quarter and first three quarters of fiscal 2022 increased by \$3.3 million and \$4.8 million, respectively.

(in millions of US dollars)	16-week periods ended		40-week periods ended	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
Net financial expenses, as reported	87.9	105.6	229.5	270.8
Adjusted for:				
Change in fair value of financial instruments and amortization of deferred differences	2.2	1.9	(9.6)	5.8
Net foreign exchange gain (loss)	4.2	(16.5)	17.7	(43.8)
Net financial expenses excluding items above	94.3	91.0	237.6	232.8

Income taxes

The income tax rate for the third quarter of fiscal 2022 was 21.3% compared with 17.6% for the corresponding period of fiscal 2021. The increase for the third quarter of fiscal 2022 is mainly stemming from prior year gains taxable at a lower income tax rate.

The income tax rate for the first three quarters of fiscal 2022 was 21.3% compared with 19.7% for the first three quarters of fiscal 2021.

Net earnings and adjusted net earnings¹

Net earnings for the third quarter of fiscal 2022 were \$746.4 million, compared with \$607.5 million for the third quarter of the previous fiscal year, an increase of \$138.9 million, or 22.9%. Diluted net earnings per share stood at \$0.70, compared with \$0.55 for the corresponding quarter of the previous fiscal year. The translation of revenues and expenses from our Canadian and European operations into US dollars had a net negative impact of approximately \$5.0 million on net earnings of the third quarter of fiscal 2022.

¹ Please refer to the section "Non-IFRS Measures" for additional information on performance measures not defined by IFRS.

Adjusted net earnings for the third quarter of fiscal 2022 were approximately \$746.0 million, compared with \$622.0 million for the third quarter of fiscal 2021, an increase of \$124.0 million, or 19.9%. Adjusted diluted net earnings per share¹ were \$0.70 for the third quarter of fiscal 2022, compared with \$0.56 for the corresponding quarter of fiscal 2021, an increase of 25.0%.

For the first three quarters of fiscal 2022, net earnings stood at \$2.2 billion, an increase of \$64.0 million, or 3.0%, compared to the first three quarters of fiscal 2021. Diluted net earnings per share stood at \$2.06, compared with \$1.92 for the corresponding period of the previous fiscal year. The translation of revenues and expenses from our Canadian and European operations into US dollars had a net positive impact of approximately \$30.0 million on net earnings of the first three quarters of fiscal 2022.

Adjusted net earnings for the first three quarters of fiscal 2022 stood at \$2.2 billion, an increase of \$45.0 million, or 2.1%, compared with the first three quarters of fiscal 2021. Adjusted diluted net earnings per share¹ were \$2.06 for the first three quarters of fiscal 2022, compared with \$1.93 for the first three quarters of fiscal 2021, an increase of 6.7%.

Financial Position as at January 30, 2022

As shown by our indebtedness ratios included in the "Summary Analysis of Consolidated Results for the Third Quarter and First Three Quarters of Fiscal 2022" section and our net cash provided by operating activities, our financial position remains healthy.

Our total consolidated assets amounted to \$28.8 billion as at January 30, 2022, an increase of \$431.6 million over the balance as at April 25, 2021, primarily due to the impact of increased costs and selling prices for road transportation fuel, to investments in our strategic initiatives as well as investments made in our network, including business acquisitions.

For the 52-week periods ended January 30, 2022 and April 25, 2021, we recorded a return on capital employed¹ of 15.7% and 15.9%, respectively.

Significant balance sheet variations are explained as follows:

Inventories

Inventories amounted to \$2.2 billion as at January 30, 2022, an increase of \$414.2 million over the balance as at April 25, 2021. The increase stems mainly from higher costs for road transportation fuel as well as from the increase in road transportation fuel inventory level, partly offset by the net impact of the weakening of the Canadian and European currencies against the US dollar of approximately \$29.0 million.

Equity

Equity amounted to \$12.8 billion as at January 30, 2022, an increase of \$638.7 million over the balance as at April 25, 2021, reflecting net earnings for the first three quarters of fiscal 2022, partly offset by the impact of the share repurchases, the dividends declared as well as by the net other comprehensive loss. For the 52-week periods ended January 30, 2022, and April 25, 2021, we recorded a return on equity¹ of 22.2% and 24.3%, respectively.

Liquidity and Capital Resources

Our principal sources of liquidity are our net cash provided by operating activities and borrowings available under our revolving unsecured credit facility. Our principal uses of cash are to repay our debt, finance our acquisitions and capital expenditures, repurchase shares and pay dividends, as well as to provide for working capital. We expect that cash generated from operations and borrowings available under our revolving unsecured credit facility will be adequate to meet our liquidity needs in the foreseeable future.

Our credit facility is detailed as follows:

Term revolving unsecured operating credit facility, maturing in May 2026 ("operating credit facility")

Credit agreement consisting of a revolving unsecured facility of a maximum amount of \$2.5 billion. As at January 30, 2022, our operating credit facility was not used, and standby letters of credit in the amount of \$6.6 million were outstanding.

Available liquidities

As at January 30, 2022, a total of approximately \$2.5 billion was available under our operating credit facility and we were in compliance with the restrictive covenants and ratios imposed by the credit agreement at that date. Thus, as at the same date, we had access to approximately \$5.0 billion through our available cash and our operating credit facility.

¹ Please refer to the section "Non-IFRS Measures" for additional information on performance measures not defined by IFRS.

Selected Consolidated Cash Flow Information

	16-week periods ended			40-week periods ended		
	January 30, 2022	January 31, 2021	Variation	January 30, 2022	January 31, 2021	Variation
<i>(in millions of US dollars)</i>						
Operating activities						
Net cash provided by operating activities	558.9	588.4	(29.5)	2,690.1	2,816.9	(126.8)
Investing activities						
Purchase of property and equipment, intangible assets and other assets	(637.4)	(391.7)	(245.7)	(1,305.6)	(878.4)	(427.2)
Proceeds from disposal of property and equipment and other assets	165.4	43.7	121.7	251.8	131.5	120.3
Business acquisitions and contingent consideration paid	(159.2)	(384.7)	225.5	(310.2)	(427.6)	117.4
Other investing activities	(20.4)	14.7	(35.1)	(41.5)	8.8	(50.3)
Net cash used in investing activities	(651.6)	(718.0)	66.4	(1,405.5)	(1,165.7)	(239.8)
Financing activities						
Share repurchases	(499.1)	(452.2)	(46.9)	(1,053.7)	(452.2)	(601.5)
Principal elements of lease payments	(124.9)	(127.8)	2.9	(336.2)	(312.3)	(23.9)
Cash dividends paid	(90.8)	(76.3)	(14.5)	(238.0)	(193.0)	(45.0)
Net (payments) proceeds on other debts	(0.5)	8.0	(8.5)	(78.1)	7.4	(85.5)
Repayment of senior unsecured notes	—	—	—	(994.3)	(227.1)	(767.2)
Issuance of US-dollar-denominated senior unsecured notes, net of financing costs	—	—	—	990.1	—	990.1
Net decrease in term revolving unsecured operating credit facility	—	—	—	—	(1,500.0)	1,500.0
Other financing activities	0.8	0.5	0.3	(2.5)	0.4	(2.9)
Net cash used in financing activities	(714.5)	(647.8)	(66.7)	(1,712.7)	(2,676.8)	964.1
Credit ratings						
S&P Global Ratings – Corporate and Senior unsecured notes credit ratings				BBB	BBB	
Moody's – Corporate and Senior unsecured notes credit ratings				Baa2	Baa2	

Operating activities

During the third quarter of fiscal 2022, net cash from our operations reached \$558.9 million, down \$29.5 million compared with the third quarter of fiscal 2021, mainly due to higher working capital needs. During the first three quarters of fiscal 2022, net cash from our operations reached \$2.7 billion, down \$126.8 million compared with the first three quarters of fiscal 2021, also due to higher working capital needs.

Investing activities

During the third quarter of fiscal 2022, net investments in property and equipment, intangible assets and other assets amounted to \$472.0 million and business acquisitions amounted to \$159.2 million. During the first three quarters of fiscal 2022, net investments in property and equipment, intangible assets and other assets amounted to \$1.1 billion, and business acquisitions amounted to \$310.2 million. The investments were primarily for the replacement of equipment in some of our stores in order to enhance our offering of products and services, for the addition of new stores, for the ongoing improvement of our network, as well as for strategic initiatives and information technology.

Financing activities

During the third quarter of fiscal 2022, we settled share repurchases for an amount of \$499.1 million, paid \$124.9 million on the principal element of our lease liabilities and paid dividends in the amount of \$90.8 million. In the first three quarters of fiscal 2022, we settled share repurchases for an amount of \$1.1 billion, fully repaid our \$1.0 billion US-dollar-denominated senior unsecured notes that were set to mature on July 26, 2022, and we issued US-dollar-denominated senior unsecured notes totaling, net of financing fees, \$990.1 million. Furthermore, we paid \$336.2 million on the principal element of our lease liabilities, paid dividends in the amount of \$238.0 million and repaid a net amount of \$78.1 million on other debts.

Contractual Obligations and Commercial Commitments

There were no major changes to our contractual obligations and commercial commitments during the 40-week period ended January 30, 2022. For more information, please refer to our 2021 Annual Report.

Internal Controls over Financial Reporting

We maintain a system of internal controls over financial reporting designed to safeguard assets and ensure that financial information is reliable. We also maintain a system of disclosure controls and procedures designed to ensure, in all material respects, the reliability, completeness and timeliness of the information we disclose in this MD&A and other public disclosure documents. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports filed with securities regulatory agencies is recorded and/or disclosed on a timely basis, as required by law, and is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As at January 30, 2022, our management, following its assessment, certifies the design and operating effectiveness of the Corporation's controls and procedures.

We undertake ongoing evaluations of the effectiveness of our internal controls over financial reporting and implement control enhancements, when appropriate. As at April 25, 2021, our management and our external auditors reported that these internal controls were effective.

Selected Quarterly Financial Information

Our 52-week reporting cycle is divided into quarters of 12 weeks each except for the third quarter, which comprises 16 weeks. When a fiscal year, such as fiscal 2023, contains 53 weeks, the fourth quarter comprises 13 weeks. The following is a summary of selected consolidated financial information derived from our interim consolidated financial statements for each of the eight most recently completed quarters.

(in millions of US dollars, except per share data)	40-week period ended January 30, 2022				52-week period ended April 25, 2021				Extract from 52-week period ended April 26, 2020
	3 rd	2 nd	1 st	4 th	3 rd	2 nd	1 st	4 th	
	16 weeks	12 weeks	12 weeks	12 weeks	16 weeks	12 weeks	12 weeks	12 weeks	
Revenues	18,576.4	14,219.7	13,578.9	12,237.4	13,157.5	10,655.4	9,709.8	9,687.2	
Operating income before depreciation, amortization and impairment	1,484.7	1,263.7	1,359.2	1,106.3	1,253.3	1,326.1	1,348.8	1,077.0	
Depreciation, amortization and impairment	456.3	325.7	314.3	344.9	418.7	305.8	289.5	307.4	
Operating income	1,028.4	938.0	1,044.9	761.4	834.6	1,020.3	1,059.3	769.6	
Share of earnings of joint ventures and associated companies	7.2	11.6	0.1	1.8	8.2	7.5	8.5	7.3	
Net financial expenses	87.9	67.3	74.3	71.7	105.6	77.2	88.0	53.2	
Net earnings including non-controlling interests	746.4	694.8	764.4	563.9	607.5	757.0	777.1	578.3	
Net earnings attributable to non-controlling interests	—	—	—	—	—	—	—	(2.0)	
Net earnings attributable to shareholders of the Corporation	746.4	694.8	764.4	563.9	607.5	757.0	777.1	576.3	
Net earnings per share									
Basic	\$0.70	\$0.65	\$0.71	\$0.52	\$0.55	\$0.68	\$0.70	\$0.52	
Diluted	\$0.70	\$0.65	\$0.71	\$0.52	\$0.55	\$0.68	\$0.70	\$0.52	

The volatility of road transportation fuel gross margins, mostly in the United States, seasonality and changes in the exchange rates have an impact on the variability of our quarterly net earnings.

Outlook

For the remaining portion of fiscal 2022, we will monitor the evolution of the geopolitical situation in Europe, and while the pandemic is still not behind us, we will continue to adjust our offer to meet our customer needs, making their lives a little easier every day. We continue to focus on our core convenience and mobility business by enhancing fresh food options at our stores, innovating payment options at our forecourts and inside our stores and using advanced data analytics to localize pricing, promotion, and assortment. We stand ready to continue to invest in our many organic growth initiatives, seek out additional acquisition opportunities and nurture the culture of discipline and entrepreneurship that has been our trademark as we move closer to reaching our five-year ambition of doubling the business. In this rapidly evolving labor environment, we are firmly committed, as a corporation, to increase employee engagement, as well as diversity and inclusion. Sustainability remains at the forefront of our priorities and a lens to the business.

Looking ahead, we will continue, as always, to look for and seize opportunities to grow the business, always focusing on creating value for our employees, partners, and shareholders.

March 15, 2022

Consolidated Statements of Earnings

(In millions of US dollars, except per share amounts, unaudited)

For the periods ended	16 weeks		40 weeks	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
	\$	\$	\$	\$
Revenues	18,576.4	13,157.5	46,375.0	33,522.7
Cost of sales, excluding depreciation, amortization and impairment (Note 1)	15,316.8	10,327.4	37,927.2	25,741.9
Operating, selling, administrative and general expenses (Note 1)	1,801.3	1,582.2	4,400.7	3,901.9
Gain on disposal of property and equipment and other assets (Note 3)	(26.4)	(5.4)	(60.5)	(49.3)
Depreciation, amortization and impairment	456.3	418.7	1,096.3	1,014.0
Operating income	1,028.4	834.6	3,011.3	2,914.2
Share of earnings of joint ventures and associated companies	7.2	8.2	18.9	24.2
Financial expenses (Note 5)	98.5	98.5	266.3	249.5
Financial revenues	(6.4)	(9.4)	(19.1)	(22.5)
Foreign exchange (gain) loss	(4.2)	16.5	(17.7)	43.8
Net financial expenses	87.9	105.6	229.5	270.8
Earnings before income taxes	947.7	737.2	2,800.7	2,667.6
Income taxes	201.3	129.7	595.1	526.0
Net earnings	746.4	607.5	2,205.6	2,141.6
Net earnings per share (Note 7)				
Basic	0.70	0.55	2.07	1.93
Diluted	0.70	0.55	2.06	1.92
Weighted average number of shares – basic (in millions)	1,060.3	1,108.6	1,067.3	1,111.2
Weighted average number of shares – diluted (in millions)	1,061.7	1,109.9	1,068.6	1,112.6
Number of shares outstanding at the end of period (in millions)	1,052.2	1,097.0	1,052.2	1,097.0

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Statements of Comprehensive Income

(in millions of US dollars, unaudited)

For the periods ended	16 weeks		40 weeks	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
	\$	\$	\$	\$
Net earnings	746.4	607.5	2,205.6	2,141.6
Other comprehensive (loss) income				
Items that may be reclassified subsequently to earnings				
Translation adjustments				
Change in cumulative translation adjustments ⁽¹⁾	(167.5)	158.8	(262.3)	478.7
Change in fair value and net interest on cross-currency interest rate swaps designated as a hedge of the Corporation's net investment in some of its foreign operations ⁽²⁾	(32.6)	39.6	(35.0)	128.1
Cash flow hedges				
Change in fair value of financial instruments ⁽²⁾	1.2	(4.6)	6.9	(1.7)
(Gain) loss realized on financial instruments transferred to earnings ⁽²⁾	(0.6)	1.9	(1.4)	1.1
Items that will never be reclassified to earnings				
Net actuarial gain ⁽³⁾	7.3	11.0	8.7	20.8
(Loss) gain on investments in equity instruments measured at fair value through Other comprehensive income ⁽⁴⁾	(1.6)	9.6	(1.5)	21.6
Other comprehensive (loss) income	(193.8)	216.3	(284.6)	648.6
Comprehensive income	552.6	823.8	1,921.0	2,790.2

- (1) For the 16 and 40-week periods ended January 30, 2022, these amounts include a loss of \$13.7 (net of income taxes of \$2.0) and a gain of \$3.6 (net of income taxes of \$0.6), respectively. For the 16 and 40-week periods ended January 31, 2021, these amounts include a gain of \$42.4 (net of income taxes of \$6.5) and a gain of \$172.8 (net of income taxes of \$26.4), respectively. These losses and gains arise from the translation of long-term debts denominated in foreign currencies and designated as net investment hedges in some of the Corporation's foreign operations.
- (2) For the 16 and 40-week periods ended January 30, 2022, these amounts are net of income tax expenses of \$5.4 and \$9.1, respectively. For the 16 and 40-week periods ended January 31, 2021, these amounts are net of income tax recoveries of \$5.9 and \$5.0, respectively.
- (3) For the 16 and 40-week periods ended January 30, 2022, these amounts are net of income tax expenses of \$1.9 and \$2.2, respectively. For the 16 and 40-week periods ended January 31, 2021, these amounts are net of income tax expenses of \$2.9 and \$5.4, respectively.
- (4) For the 16 and 40-week periods ended January 30, 2022, these amounts are net of income tax recoveries of \$0.4 and \$1.6, respectively. For each of the 16 and 40-week periods ended January 31, 2021, these amounts are net of income tax expenses of \$2.4.

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Statements of Changes in Equity

(in millions of US dollars, unaudited)

For the 40-week period ended

January 30, 2022

	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive loss (Note 8)	Equity
	\$	\$	\$	\$	\$
Balance, beginning of period	670.6	23.6	12,017.8	(531.1)	12,180.9
Comprehensive income:					
Net earnings			2,205.6		2,205.6
Other comprehensive loss				(284.6)	(284.6)
					1,921.0
Share repurchases (Note 9)	(20.5)		(1,026.9)		(1,047.4)
Dividends declared			(238.0)		(238.0)
Stock option-based compensation expense		2.3			2.3
Exercise of stock options	1.4	(0.6)			0.8
Balance, end of period	651.5	25.3	12,958.5	(815.7)	12,819.6

For the 40-week period ended

January 31, 2021

	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive loss (Note 8)	Equity
	\$	\$	\$	\$	\$
Balance, beginning of period	694.8	21.4	10,611.3	(1,260.9)	10,066.6
Comprehensive income:					
Net earnings			2,141.6		2,141.6
Other comprehensive income				648.6	648.6
					2,790.2
Share repurchases (Note 9)	(12.7)		(500.5)		(513.2)
Dividends declared			(193.0)		(193.0)
Stock option-based compensation expense		4.1			4.1
Exercise of stock options	2.5	(2.3)			0.2
Balance, end of period	684.6	23.2	12,059.4	(612.3)	12,154.9

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Statements of Cash Flows

(in millions of US dollars, unaudited)

For the periods ended	16 weeks		40 weeks	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
	\$	\$	\$	\$
Operating activities				
Net earnings	746.4	607.5	2,205.6	2,141.6
Adjustments to reconcile net earnings to net cash provided by operating activities				
Depreciation, amortization, impairment and amortization of financing costs	457.2	420.0	1,099.2	1,017.1
Gain on disposal of property and equipment and other assets (Note 3)	(26.4)	(5.4)	(60.5)	(49.3)
Deferred income taxes	8.8	37.8	62.4	79.9
Share of earnings of joint ventures and associated companies, net of dividends received	(4.7)	(4.9)	(11.6)	(12.4)
Net deferred credits	(6.2)	3.3	(17.7)	43.9
Net changes in commodity indexed deposits and fuel swaps	(16.2)	2.0	9.2	25.6
Change in fair value of convertible debentures and common share warrants in Fire & Flower and amortization of deferred differences (Note 4)	—	(1.9)	18.2	(5.8)
Early redemption premium and deemed interest on repayment of senior unsecured notes (Note 6)	—	—	(33.4)	—
Other	14.5	13.7	47.7	57.9
Changes in non-cash working capital	(614.5)	(483.7)	(629.0)	(481.6)
Net cash provided by operating activities	558.9	588.4	2,690.1	2,816.9
Investing activities				
Purchase of property and equipment, intangible assets and other assets	(637.4)	(391.7)	(1,305.6)	(878.4)
Proceeds from disposal of property and equipment and other assets (Note 3)	165.4	43.7	251.8	131.5
Business acquisitions and contingent consideration paid (Note 2)	(159.2)	(384.7)	(310.2)	(427.6)
Investments and loan in Fire & Flower (Note 4)	(15.6)	(6.8)	(23.5)	(16.4)
Change in restricted cash	(4.8)	0.2	(18.0)	3.9
Proceeds from disposal of investments in equity instruments	—	21.3	—	21.3
Net cash used in investing activities	(651.6)	(718.0)	(1,405.5)	(1,165.7)
Financing activities				
Share repurchases (Note 9)	(499.1)	(452.2)	(1,053.7)	(452.2)
Principal elements of lease payments	(124.9)	(127.8)	(336.2)	(312.3)
Cash dividends paid	(90.8)	(76.3)	(238.0)	(193.0)
Exercise of stock options	0.8	—	0.8	0.2
Net (payments) proceeds on other debts	(0.5)	8.0	(78.1)	7.4
Settlements of derivative financial instruments	—	0.5	(3.3)	0.2
Repayment of senior unsecured notes (Note 6)	—	—	(994.3)	(227.1)
Issuance of US-dollar-denominated senior unsecured notes, net of financing costs (Note 6)	—	—	990.1	—
Net decrease in term revolving unsecured operating credit facility (Note 6)	—	—	—	(1,500.0)
Net cash used in financing activities	(714.5)	(647.8)	(1,712.7)	(2,676.8)
Effect of exchange rate fluctuations on cash and cash equivalents	(22.3)	6.8	(56.6)	103.4
Net decrease in cash and cash equivalents	(829.5)	(770.6)	(484.7)	(922.2)
Cash and cash equivalents, beginning of period	3,360.6	3,489.9	3,015.8	3,641.5
Cash and cash equivalents, end of period	2,531.1	2,719.3	2,531.1	2,719.3
Supplemental information:				
Interest and early redemption premium paid (Note 6)	125.4	122.5	299.3	285.8
Interest and dividends received	6.4	16.0	17.1	34.4
Income taxes paid	248.6	228.4	505.8	531.0

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Balance Sheets

(in millions of US dollars, unaudited)

	As at January 30, 2022	As at April 25, 2021
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	2,531.1	3,015.8
Restricted cash	21.4	3.4
Accounts receivable	1,942.9	1,771.7
Inventories	2,181.8	1,767.6
Prepaid expenses	168.3	111.7
Assets held for sale (Note 3)	65.3	335.1
Other short-term financial assets (Note 11)	50.7	11.0
Income taxes receivable	65.3	105.6
	7,026.8	7,121.9
Property and equipment	10,990.0	10,870.1
Right-of-use assets	3,163.0	3,069.1
Intangible assets	710.6	716.9
Goodwill	6,061.6	5,946.3
Other assets (Note 11)	595.3	389.7
Other long-term financial assets (Note 4)	1.9	20.1
Investments in joint ventures and associated companies	218.5	199.8
Deferred income taxes	58.4	60.6
	28,826.1	28,394.5
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	3,909.5	3,994.3
Short-term provisions	138.3	154.6
Other short-term financial liabilities (Note 11)	125.0	26.6
Income taxes payable	144.9	155.6
Liabilities associated with assets held for sale (Note 3)	14.4	91.9
Current portion of long-term debt (Note 6)	196.9	1,107.3
Current portion of lease liabilities	422.3	419.4
	4,951.3	5,949.7
Long-term debt (Note 6)	5,976.8	5,282.6
Lease liabilities	2,901.2	2,792.7
Long-term provisions	611.3	631.0
Pension benefit liability	96.6	98.1
Other long-term financial liabilities (Note 11)	49.5	79.6
Deferred credits and other liabilities	228.6	251.3
Deferred income taxes	1,191.2	1,128.6
	16,006.5	16,213.6
Equity		
Capital stock (Note 9)	651.5	670.6
Contributed surplus	25.3	23.6
Retained earnings	12,958.5	12,017.8
Accumulated other comprehensive loss (Note 8)	(815.7)	(531.1)
	12,819.6	12,180.9
	28,826.1	28,394.5

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

1. CONSOLIDATED FINANCIAL STATEMENTS PRESENTATION

The unaudited interim condensed consolidated financial statements (the "interim financial statements") have been prepared by the Corporation in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34 *Interim Financial Reporting*.

These interim financial statements have been prepared in accordance with the same accounting policies and methods as the audited annual consolidated financial statements for the year ended April 25, 2021. The interim financial statements do not include all the information required for complete financial statements and should be read in conjunction with the audited annual consolidated financial statements and notes thereto in the Corporation's 2021 Annual Report (the "fiscal 2021 consolidated financial statements"). The results of operations for the interim periods presented do not necessarily reflect results expected for the full fiscal year. The Corporation's business follows a seasonal pattern. The busiest period is generally the first half-year of each fiscal year, which includes summer sales.

On March 15, 2022, the Corporation's interim financial statements were approved by the Board of Directors.

Comparative figures

Classification of internal logistics costs

During the fiscal year ended April 25, 2021, the Corporation changed its classification of internal logistics costs, which were previously included in Operating, selling, administrative and general expenses, and are now included in Cost of sales, excluding depreciation, amortization and impairment in the consolidated statements of earnings. This classification change was applied retroactively and the comparative figures for the 16 and 40-week periods ended January 31, 2021, were adjusted to reflect this change which had no impact on net earnings and net earnings per share.

The table below shows, for the impacted line items only, the previously published figures, the adjustments stemming from this change and the adjusted figures:

	16-week period ended January 31, 2021			40-week period ended January 31, 2021		
	Published	Adjustments	Adjusted	Published	Adjustments	Adjusted
	\$	\$	\$	\$	\$	\$
Cost of sales, excluding depreciation, amortization and impairment	10,291.8	35.6	10,327.4	25,660.6	81.3	25,741.9
Operating, selling, administrative and general expenses	1,617.8	(35.6)	1,582.2	3,983.2	(81.3)	3,901.9

2. BUSINESS ACQUISITIONS

During the 40-week period ended January 30, 2022, the Corporation acquired 70 company-operated stores, including the following acquisitions:

- 35 stores operating under the Porter's brand, located predominately in Oregon and Washington, United States;
- 19 stores operating under the Pic Quik brand, located in New Mexico, United States; and
- 9 stores operating under the Londis brand, located in Ireland.

In addition, the Corporation acquired 17 dealer-operated stores operating under the Purple Cow brand, located in Southeastern United States, 22 fuel supply agreements and a small sized company, specializing in technological solutions for retailers and convenience stores.

As a result of these acquisitions, the Corporation owns the land and the building for 36 sites, leases the land and the building for 37 sites, owns the building while leasing the land for 7 sites and owns the land while leasing the building for 7 sites.

These transactions were settled for a total consideration of \$293.7, including a cash consideration of \$286.2 using available cash, a long-term consideration payable of \$4.0 and a contingent consideration of \$3.5 for which the maximum amount of payment was recognized. For the 40-week period ended January 30, 2022, acquisition costs of \$5.8 in connection with these acquisitions and other unrealized and ongoing acquisitions are included in Operating, selling, administrative and general expenses.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

Given the timing of these acquisitions, the Corporation has not yet completed its fair value assessment of the assets acquired, the liabilities assumed, and the resulting goodwill, namely for intangible assets and property and equipment. The preliminary estimates of the fair value of the assets acquired and the liabilities assumed for these acquisitions, based on the estimated fair value on the date of acquisition and available information as at the date of the publication of these interim financial statements, are as follows:

	\$
Tangible assets acquired	
Cash and cash equivalents	1.0
Inventories	9.5
Prepaid expenses	0.7
Property and equipment	87.8
Right-of-use assets	65.6
Other assets	0.2
Total tangible assets	164.8
Liabilities assumed	
Accounts payable and accrued liabilities	2.2
Provisions	1.9
Lease liabilities	65.6
Deferred credits and other liabilities	3.6
Total liabilities assumed	73.3
Net tangible assets acquired	91.5
Intangible assets	27.9
Goodwill	174.3
Total consideration	293.7
Cash and cash equivalents acquired	(1.0)
Consideration payable	(4.0)
Contingent consideration payable	(3.5)
Net cash flow for the acquisitions	285.2

These acquisitions were concluded in order to expand the Corporation's market shares and generated goodwill mainly due to the strategic value of stores acquired for the Corporation. The Corporation expects that almost all of the goodwill related to these transactions will be deductible for tax purposes. Since the date of acquisition, revenues and net earnings from these stores amounted to \$105.3 and \$5.3, respectively. Considering the size and the nature of these acquisitions, the available financial information does not allow for the accurate disclosure of pro forma revenues and net earnings had the Corporation concluded these acquisitions at the beginning of its fiscal year. In addition, during the first quarter of fiscal 2022, the Corporation paid a contingent consideration of \$25.0 in relation with a previous business acquisition, for total net cash flows related to business acquisitions of \$310.2 for the 40-week period ended January 30, 2022.

On July 30, 2021, the Corporation entered into a binding agreement to acquire Cape D'Or Holdings Limited, Barrington Terminals Limited, and other related holding entities, which operate an independent convenience store and fuel network in Atlantic Canada under the Esso, Go! Stores and Wilsons Gas Stops brands (collectively "Wilsons"). The Wilsons network comprises 79 company-operated convenience retail and fuel locations, 147 dealer locations, and a fuel terminal in Halifax, Canada. The transaction, which would be financed using the Corporation's available cash and/or existing credit facilities, is expected to close in the first half of fiscal year 2023 and is subject to customary closing conditions and regulatory approvals, including those under the *Competition Act* (Canada).

3. DISPOSAL OF BUSINESS

On March 22, 2021, the Corporation reached an agreement to sell 48 sites located in Oklahoma, United States, to Casey's General Stores Inc. On the same date and based on the outcome of a strategic review of its network, the Corporation also announced its intention to sell certain sites across 28 states in the United States and 6 provinces in Canada. The assets and the liabilities related to those sites were classified as held for sale as at April 25, 2021.

During the 40-week period ended January 30, 2022, the Corporation closed the agreement with Casey's General Stores Inc. for the sale of 48 sites and completed the sale of 146 sites to various buyers. These transactions were settled for cash consideration of \$187.3 and resulted in a gain of \$33.8, which is included in Gain on disposal of property and equipment and other assets in the consolidated statement of earnings.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

As at January 30, 2022, the assets and liabilities for 59 sites in the United States and 9 sites in Canada met the criteria for classification as held for sale:

	\$
Assets	
Inventory	8.2
Property and equipment	30.3
Right-of-use assets	13.7
Intangible assets	0.4
Goodwill	12.7
	<u>65.3</u>
Liabilities	
Lease liabilities	12.5
Provisions	1.9
	<u>14.4</u>

During the 16-week period ended January 30, 2022, following the outcome of the selling process, a criterion for classification as held for sale was no longer met for 57 sites in the United States and 27 sites in Canada as their sale was no longer deemed highly probable. As a result, \$11.7 was recorded in Depreciation, amortization and impairment in the consolidated statements of earnings to adjust for depreciation that would have been recognized had these sites not been classified as held for sale as well as to bring the carrying amount of certain sites to their recoverable amount.

4. INVESTMENTS IN FIRE & FLOWER HOLDINGS CORP. ("FIRE & FLOWER")

Convertible debentures and common share warrants

During the 16-week period ended January 30, 2022, the Corporation exercised investor rights, and as a result, received additional Series B Warrants and Series C Warrants newly issued by Fire & Flower. During the 40-week period ended January 30, 2022, the Corporation exercised the Series A-3 Warrants for cash consideration of CA \$9.8 (\$7.9).

The Corporation continues to own convertible debentures and common share warrants for which there were no changes to the valuation techniques described in Note 7 of the fiscal 2021 consolidated financial statements (Level 3). Expected volatility is a key unobservable input which is used to establish the fair value and fluctuation of that input stems mainly from the developing market in which Fire & Flower operates. As at January 30, 2022, with all other variables held constant, a 5% increase or decrease in the expected volatility used of 75% would not have had a significant impact on the fair value of the convertible debentures and common share warrants.

The table below shows the amounts related to the convertible debentures and common share warrants presented on the consolidated balance sheets:

	Estimated fair value of the convertible debentures	Estimated fair value of the common share warrants	Estimated total fair value of the financial assets	Deferred differences	Net carrying amount
	\$	\$	\$	\$	\$
40-week period ended January 30, 2022					
Balance, beginning of period	3.0	37.0	40.0	(18.6)	21.4
Net loss recognized to Other finance costs (Note 5)	(0.6)	(35.0)	(35.6)	17.4	(18.2)
Exercise and issuance of common share warrants	—	(1.1)	(1.1)	(0.3)	(1.4)
Effect of exchange rate variations	(0.1)	—	(0.1)	0.2	0.1
Balance, end of period	2.3	0.9	3.2	(1.3)	1.9

Loan agreement

During the 16-week period ended January 30, 2022, the Corporation entered into a secured loan agreement with Fire & Flower. The loan, which bears interest at an annual rate of 8.0% and matures on October 1, 2022, may be drawn by Fire & Flower in separate tranches of CA \$10.0 for a maximum aggregate amount of CA \$30.0. As at January 30, 2022, CA \$20.0 (\$15.6) was drawn on the loan, which is included in Accounts receivable on the consolidated balance sheets.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

Significant influence

The Corporation assessed that its currently existing and potential voting rights continued to provide significant influence over Fire & Flower. The accounting periods of Fire & Flower, which is a publicly traded company, do not coincide with the Corporation's accounting periods, therefore the Corporation used Fire & Flower's financial statements for the reporting period ended October 30, 2021, adjusted to reflect significant transactions, if any, in applying the equity method of accounting for the 40-week period ended January 30, 2022.

5. FINANCIAL EXPENSES

For the periods ended	16 weeks		40 weeks	
	January 30, 2022	January 31, 2021	January 30, 2022	January 31, 2021
	\$	\$	\$	\$
Interest on long-term debt	66.2	64.6	167.7	163.7
Interest on lease liabilities	25.5	27.0	64.8	67.1
Accretion of provisions	4.6	5.0	11.5	12.0
Other finance costs	2.2	1.9	22.3	6.7
	98.5	98.5	266.3	249.5

6. LONG-TERM DEBT

	As at January 30, 2022	As at April 25, 2021
	\$	\$
US-dollar-denominated senior unsecured notes, maturing from July 2027 to May 2051 ^(a)	3,966.8	4,002.9
Canadian-dollar-denominated senior unsecured notes, maturing from November 2022 to June 2025 ^(a)	1,288.6	1,319.1
Euro-denominated senior unsecured notes, maturing in May 2026	833.0	902.0
NOK-denominated senior unsecured notes, maturing in February 2026	74.8	80.8
Other debts	10.5	85.1
	6,173.7	6,389.9
Current portion of long-term debt	196.9	1,107.3
Long-term portion of long-term debt	5,976.8	5,282.6

(a) Senior unsecured notes

On May 13, 2021, the Corporation issued US-dollar-denominated senior unsecured notes totaling \$1,000.0, consisting of the following:

	Principal amount	Maturity	Coupon rate	Effective rate	Interest payment dates
May 13, 2021 issuance	\$650.0	May 13, 2041	3.439%	3.502%	May 13 th and November 13 th
May 13, 2021 Green Bonds issuance	\$350.0	May 13, 2051	3.625%	3.685%	May 13 th and November 13 th

An amount equal to the \$346.1 net proceeds of the \$350.0 Green Bonds tranche will be used to finance projects that contribute to environmental sustainability.

A portion of these \$1,000.0 US-dollar-denominated senior unsecured notes was subject to interest rate locks in anticipation of the issuance. On May 10, 2021, prior to their maturity, the Corporation settled all its interest rate locks and a total cumulative loss of \$2.9 was recognized to Accumulated other comprehensive loss in relation with the settlements.

On May 14, 2021, the Corporation fully repaid its \$1,000.0 US-dollar-denominated senior unsecured notes issued on July 26, 2017 and which were set to mature on July 26, 2022. The repayment was settled using the \$644.0 net proceeds from the \$650.0 US-dollar-denominated senior unsecured notes issued on May 13, 2021, as well as with cash on hand and included an early redemption premium of \$27.7. In the consolidated statement of cash flows for the 40-week period ended January 30, 2022, the repayment of \$1,027.7 is reflected in operating activities for an amount of \$33.4, representing the early redemption premium paid on May 14, 2021 and the financing costs paid on the July 26, 2017 issuance, and in financing activities for an amount of \$994.3, representing the net proceeds from the July 26, 2017 issuance.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

On March 3, 2022, subsequent to the end of the third quarter of fiscal 2022 and following the delivery of a redemption notice dated January 31, 2022, the Corporation fully repaid its CA \$250.0 Canadian-dollar-denominated senior unsecured notes issued on November 1, 2012, which were set to mature on November 1, 2022. The repayment of CA \$254.1 (\$200.6) was settled using cash on hand and included an early redemption premium of CA \$4.1 (\$3.2). The Corporation also settled the cross-currency interest rate swaps associated with these Canadian-dollar-denominated senior unsecured notes.

Term revolving unsecured operating credit facility

As at January 30, 2022, the operating credit facility was not used, and the Corporation was in compliance with the restrictive covenants and ratios imposed by the credit facility agreement. During the first quarter of fiscal 2022, the maturity of the operating credit facility was extended to May 2026.

7. NET EARNINGS PER SHARE

The following tables present the information for the computation of basic and diluted net earnings per share:

	16-week period ended January 30, 2022			16-week period ended January 31, 2021		
	Net earnings	Weighted average number of shares (in millions)	Net earnings per share	Net earnings	Weighted average number of shares (in millions)	Net earnings per share
	\$		\$	\$		\$
Basic net earnings attributable to shareholders of the Corporation	746.4	1,060.3	0.70	607.5	1,108.6	0.55
Dilutive effect of stock options	—	1.4	—	—	1.3	—
Diluted net earnings attributable to shareholders of the Corporation	746.4	1,061.7	0.70	607.5	1,109.9	0.55

	40-week period ended January 30, 2022			40-week period ended January 31, 2021		
	Net earnings	Weighted average number of shares (in millions)	Net earnings per share	Net earnings	Weighted average number of shares (in millions)	Net earnings per share
	\$		\$	\$		\$
Basic net earnings attributable to shareholders of the Corporation	2,205.6	1,067.3	2.07	2,141.6	1,111.2	1.93
Dilutive effect of stock options	—	1.3	(0.01)	—	1.4	(0.01)
Diluted net earnings attributable to shareholders of the Corporation	2,205.6	1,068.6	2.06	2,141.6	1,112.6	1.92

When they have an antidilutive effect, stock options must be excluded from the calculation of the diluted net earnings per share. For the 16 and 40-week periods ended January 30, 2022, nil and 500,270 stock options were excluded, respectively (461,250 for each of the 16 and 40-week periods ended January 31, 2021).

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

8. ACCUMULATED OTHER COMPREHENSIVE LOSS

	Cumulative translation adjustments ^(a)	Net investment hedge ^(a)	Cash flow hedge ^(a)	Cumulative net actuarial gain (loss) ^(b)	Investments in equity instruments measured at fair value through Other comprehensive income ^(b)	Accumulated other comprehensive loss
	\$	\$	\$	\$	\$	\$
40-week period ended January 30, 2022						
Balance, beginning of period	(257.8)	(280.6)	(8.9)	15.9	0.3	(531.1)
Other comprehensive (loss) income	(262.3)	(35.0)	5.5	8.7	(1.5)	(284.6)
Balance, end of period	(520.1)	(315.6)	(3.4)	24.6	(1.2)	(815.7)
40-week period ended January 31, 2021						
Balance, beginning of period	(764.9)	(451.0)	(3.7)	(27.3)	(14.0)	(1,260.9)
Other comprehensive income (loss)	478.7	128.1	(0.6)	20.8	21.6	648.6
Balance, end of period	(286.2)	(322.9)	(4.3)	(6.5)	7.6	(612.3)

(a) May be reclassified subsequently to earnings.

(b) Will never be reclassified to earnings.

9. CAPITAL STOCK

Issued and outstanding shares

As at January 30, 2022, the Corporation had 1,052,180,633 issued and outstanding Class A multiple-voting shares (253,803,100 as at April 25, 2021), with each share comprising 10 votes, and no issued and outstanding Class B subordinate voting shares^(a) (825,809,027 as at April 25, 2021), where each share comprised 1 vote.

The changes in the number of shares are as follows:

	40-week period ended January 30, 2022
Class A multiple voting shares (in millions)	
Balance, beginning of period	253.8
Conversions into Class B shares	(4.8)
Automatic conversion of Class B shares ^(a)	813.0
Share repurchases ^(b)	(10.1)
Balance, end of period	1,051.9
Class B subordinate voting shares (in millions)	
Balance, beginning of period	825.8
Issued on conversions of Class A shares	4.8
Share repurchases ^(b)	(17.7)
Issuance of shares on stock options exercised	0.1
Automatic conversion into Class A shares ^(a)	(813.0)
Balance, end of period	---
	1,051.9
Shares repurchased and not yet cancelled	0.3
Issued and outstanding	1,052.2

(a) Automatic conversion of Class B subordinate voting shares

On December 8, 2021, as a result of all of the Corporation's co-founders reaching the age of 65 years old, all of the Corporation's Class B subordinate voting shares automatically converted into Class A multiple voting shares on a share-for-share basis. Following the automatic conversion, only Class A multiple voting shares of the Corporation are traded on the Toronto Stock Exchange and all stock-based compensation and other stock-based payment plans of the Corporation will cover Class A multiple voting shares.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

(b) Share repurchase program

On April 21, 2021, the Toronto Stock Exchange approved the implementation of a share repurchase program, which took effect on April 26, 2021. The program initially allowed the Corporation to repurchase up to 32,056,988 shares, representing 4.0% of the Class B subordinate voting shares of the public float as at April 19, 2021 (the "Public float"). On January 31, 2022, subsequent to the end of the third quarter of fiscal 2022, the Toronto Stock Exchange approved the amendment of the Corporation's current share repurchase program to increase the maximum number of shares that may be repurchased to 46,806,328 shares, or 5.8% of the Corporation's Public float. The share repurchase period will end no later than April 25, 2022. During the 16 and 40-week periods ended January 30, 2022, the Corporation repurchased 13,013,743 and 27,836,638 shares, respectively. These repurchases were settled for amounts of \$509.7 and \$1,047.4, respectively, of which \$10.6 is recorded in Accounts payable and accrued liabilities as at January 30, 2022. During the second quarter of fiscal 2022 and under the share repurchase program, 6,351,895 Class B subordinate voting shares were repurchased, for an amount of \$238.5, from Développements Orano Inc., a corporation controlled by Mr. Alain Bouchard, founder of the Corporation and executive chairman of its Board of Directors, which constitutes a related party transaction.

When making such repurchases, the number of shares in circulation is reduced and the proportionate interest of all remaining shareholders in the Corporation's share capital is increased on a pro rata basis. All shares repurchased under the share repurchase program were cancelled. An automatic securities purchase plan, which was pre-cleared by the Toronto Stock Exchange upon approbation of the program, is also in place and could allow a designated broker to repurchase the Corporation's shares on its behalf within parameters established by the Corporation. No automatic securities purchase plan was in effect as at January 30, 2022.

In addition, subsequent to the end of the third quarter of fiscal 2022, the Corporation repurchased 5,486,727 shares for an amount of \$230.7.

Stock options

For each of the 16 and 40-week periods ended January 30, 2022, a total of 130,000 stock options were exercised (nil and 271,758 for the 16 and 40-week periods ended January 31, 2021, respectively).

For the 16 and 40-week periods ended January 30, 2022, a total of nil and 284,898 stock options were granted, respectively (4,409 and 219,781 for the 16 and 40-week periods ended January 31, 2021, respectively). The description of the Corporation's stock-based compensation plan is included in Note 28 of the fiscal 2021 consolidated financial statements.

The fair value of stock options granted for the 40-week period ended January 30, 2022, was CA \$11.38 per option, which was estimated at the grant date using the Black-Scholes option pricing model on the basis of the following assumptions:

- Expected annual dividend of CA 35.0¢ per share;
- Expected volatility of 26%;
- Risk-free interest rate of 1.11%; and
- Expected life of 8 years.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

10. SEGMENTED INFORMATION

The Corporation operates convenience stores in the United States, in Europe, in Asia and in Canada. It operates in one reportable segment, the sale of goods for immediate consumption, road transportation fuel and other products mainly through company-operated and franchised stores. The Corporation operates its convenience store chain under various banners, including Circle K, Couche-Tard, Holiday, Ingo, and Mac's. Revenues from external customers mainly fall into three categories: merchandise and service, road transportation fuel and other.

Information on the principal revenue categories as well as geographic information is as follows:

	16-week period ended January 30, 2022				16-week period ended January 31, 2021			
	United States	Europe and other regions	Canada	Total	United States	Europe and other regions ^(c)	Canada	Total
	\$	\$	\$	\$	\$	\$	\$	\$
External customer revenues^(a)								
Merchandise and service	3,355.5	715.9	722.5	4,793.9	3,274.9	541.1	713.9	4,529.9
Road transportation fuel	8,945.6	2,951.3	1,605.4	13,502.3	5,626.3	1,813.7	1,039.5	8,479.5
Other	14.6	257.3	8.3	280.2	17.3	123.4	7.4	148.1
	12,315.7	3,924.5	2,336.2	18,576.4	8,918.5	2,478.2	1,760.8	13,157.5
External customer revenues less Cost of sales, excluding depreciation, amortization and impairment^(a)								
Merchandise and service	1,127.0	270.6	228.5	1,626.1	1,066.9	208.1	224.0	1,499.0
Road transportation fuel	1,087.9	342.0	148.8	1,578.7	812.7	335.7	118.3	1,266.7
Other	14.6	31.9	8.3	54.8	16.5	40.4	7.5	64.4
	2,229.5	644.5	385.6	3,259.6	1,896.1	584.2	349.8	2,830.1
	40-week period ended January 30, 2022				40-week period ended January 31, 2021			
	United States	Europe and other regions	Canada	Total	United States	Europe and other regions ^(a)	Canada	Total
	\$	\$	\$	\$	\$	\$	\$	\$
External customer revenues^(a)								
Merchandise and service	8,938.9	1,857.7	2,044.2	12,840.8	8,862.7	1,278.9	2,006.9	12,148.5
Road transportation fuel	22,064.1	6,899.8	4,011.0	32,974.9	13,970.6	4,492.3	2,592.2	21,055.1
Other	36.8	504.9	17.6	559.3	34.3	268.1	16.7	319.1
	31,039.8	9,262.4	6,072.8	46,375.0	22,867.6	6,039.3	4,615.8	33,522.7
External customer revenues less Cost of sales, excluding depreciation, amortization and impairment^(a)								
Merchandise and service	3,026.8	708.8	655.8	4,391.4	2,964.0	505.9	631.0	4,100.9
Road transportation fuel	2,684.4	866.7	372.5	3,923.6	2,378.2	855.4	297.3	3,530.9
Other	36.8	78.4	17.6	132.8	33.5	98.7	16.8	149.0
	5,748.0	1,653.9	1,045.9	8,447.8	5,375.7	1,460.0	945.1	7,780.8
Total long-term assets^(b)	13,984.3	4,270.2	2,893.3	21,147.8	13,376.5	4,575.4	2,832.2	20,784.1

(a) Geographic areas are determined according to where the Corporation generates operating income (where the sale takes place) and according to the location of the long-term assets.

(b) Excluding financial instruments, deferred tax assets and post-employment benefit assets. As at January 31, 2021, the comparative figures have been adjusted to better reflect the exclusion of financial instruments by geography.

(c) Europe and other regions include the results from operations in Asia starting December 21, 2020.

(d) For the 16-week period ended January 31, 2021, Merchandise and service was adjusted from \$1,081.2 to \$1,066.9 for the United States, from \$229.9 to \$224.0 for Canada and Road transportation fuel was adjusted from \$828.1 to \$812.7 for the United States. For the 40-week period ended January 31, 2021, Merchandise and service was adjusted from \$3,001.0 to \$2,964.0 for the United States, from \$645.5 to \$631.0 for Canada and Road transportation fuel was adjusted from \$2,408.0 to \$2,378.2 for the United States. These changes arise from the change in classification described in Note 1.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

11. FAIR VALUE

The fair value of trade accounts receivable and vendor rebates receivable, credit and debit cards receivable and accounts payable and accrued liabilities is comparable to their carrying amounts given their short maturity.

The estimated fair value of each class of financial instruments, the methods and assumptions that were used to determine them and their fair value hierarchy are as follows:

Financial instruments at fair value on the consolidated balance sheets:

	Estimated fair value as at		Consolidated balance sheets classification	Methods and assumptions used	Fair value hierarchy
	January 30, 2022	April 25, 2021			
	\$	\$			
Share units indexed deposits - Current	19.0	18.4	Accounts receivable	Fair market value of the Corporation's Class A shares	Level 2
Share units indexed deposits - Non-current	52.8	43.5	Other assets		
Cross-currency interest rate swaps - Current	(56.1)	—	Other short-term financial liabilities	Market rates	Level 2
Cross-currency interest rate swaps - Non-current	(49.5)	(79.6)	Other long-term financial liabilities		
Investments in equity instruments	150.3	29.2	Other assets	Unadjusted quoted prices	Level 1
Investments in equity instruments	43.7	6.0	Other assets	Recent transactions	Level 3
Investments in other financial assets	19.4	—	Other assets	Recent transactions	Level 3
Commodity indexed deposits	50.7	9.7	Other short-term financial assets	Market rates	Level 2
Fuel swaps	(68.9)	(18.7)	Other short-term financial liabilities	Market rates	Level 2

The table below shows the amounts related to the investments in equity instruments (Level 3) and investments in other financial assets (Level 3) presented on the consolidated balance sheets:

	Estimated fair value
	\$
40-week period ended January 30, 2022	
Balance, beginning of period	6.0
Purchases	48.5
Gain recognized to Financial revenues ⁽¹⁾	8.6
Balance, end of period	63.1

(1) Related to financial instruments still held by the Corporation as at January 30, 2022.

The valuations of those financial instruments were predominantly based on prices for similar instruments stemming from recent larger private investments that the Corporation participated in, which represent observable inputs. Sensitivity to unobservable inputs is therefore not deemed to have a significant impact on their estimated fair value as at January 30, 2022, given the few underlying assumptions used.

In addition, information on the measurement of the convertible debentures and common share warrants in Fire & Flower is presented in Note 4.

The Corporation performs the valuation of its financial instruments required for financial reporting purposes, including Level 2 and Level 3 fair values. Changes in Level 2 and Level 3 fair values are analyzed at the end of each reporting period by the Corporation and reports explaining the reasons for the fair value movements are presented to the Corporation's management.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

Financial instruments not at fair value on the consolidated balance sheets:

The table below presents the fair value, which is based on unadjusted quoted prices (Level 1) or on observable market data (Level 2), and the carrying value of the Corporation's senior unsecured notes which are not measured at fair value on the consolidated balance sheets:

	As at January 30, 2022		As at April 25, 2021	
	Carrying value	Fair value	Carrying value	Fair value
	\$	\$	\$	\$
US-dollar-denominated senior unsecured notes (Level 2)	3,966.8	4,148.4	4,002.9	4,257.3
Canadian-dollar-denominated senior unsecured notes (Level 1)	1,288.6	1,328.8	1,319.1	1,406.3
Euro-denominated senior unsecured notes (Level 2)	833.0	872.3	902.0	966.8
NOK-denominated senior unsecured notes (Level 2)	74.8	78.1	80.8	88.2

12. SUBSEQUENT EVENT

Dividends

During its March 15, 2022 meeting, the Board of Directors declared a quarterly dividend of CA 11.0¢ per share for the third quarter of fiscal 2022 to shareholders on record as at March 24, 2022, and approved its payment effective April 7, 2022. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).

Exhibit B

Exhibit B

List of Current Circle K Licensees

The following are the Circle K locations in operation that hold active All Alcoholic Beverages Package Store licenses in Massachusetts:

1. 1 Sunderland Rd, Whatley, MA 01093
2. 1 Greenfield Rd, South Deerfield, MA 01373-9618
3. 223 Mohawk Tr, Greenfield, MA 01301
4. 1385 Pleasant St, Bridgewater, MA 02324-1028
5. 4 Chace Rd, Freetown, MA 02717-1202
6. 32 Knipe Rd, Haverhill, MA 01835

Exhibit C

EXHIBIT C

**LICENSES IN WHICH THE APPLICANT HAS OR HAD AN
INTEREST**

The ultimate 100% owner of the Licensee, Alimentation Couche-Tard Inc., a publicly traded company, is a large, multi-national company with diversified holdings, including interest in approximately 7,100 Circle K stores in the United States and 5,200 internationally, many of which have some form of alcohol sales.

A complete list of previously-held licenses is not available.

Exhibit D

EXHIBIT D

**SUSPENSIONS, REVOCATIONS OR CANCELLATIONS
OF APPLICANT RESTAURANTS IN MASSACHUSETTS**

The ultimate 100% owner, Alimentation Couche-Tard Inc., a publicly traded company, is a large, multi-national company with diversified holdings, including interest in approximately 7,100 Circle K stores in the United States and 5,200 internationally, many of which have some form of alcohol sales. The following is a list of licenses that have had a suspension in the last five years.

- FY2018 – 564 Canal St, Brattleboro, VT 05301, 10/24/2017, 1 Day Suspension, Expired Training Certificate
- FY2019 - 6565 Mt. Moriah Rd Ext, Memphis, TN 38115, 12/27/2018, License Revocation, Many sales to minor violations
- FY2020 - 629 W Schwarz St, Edwardsville, IL 62025, 8/14/2019, 1 Day Suspension, Sale to Minor
- FY2021 - 26 locations in the vicinity of Syracuse, NY, Suspension from 2/1/21-4/15/21, Due to misunderstanding regarding information requested for officer change application following the purchase of the license entity
- FY2022 - 2164 Main St, Bethlehem, NH 03574, 5/15/2021, 3 Day Suspension, Sale to Intoxicated

Payment Confirmation

YOUR PAYMENT HAS PROCESSED AND THIS IS YOUR RECEIPT

Your account has been billed for the following transaction. You will receive a receipt via email and via text message.



Transaction Processed Successfully.

INVOICE #: 10c1472b-0584-4f5a-a26c-3b57e0302c95

Description	Applicant, License or Registration Number	Amount
FILING FEES-RETAIL	00027-CL-0520	\$200.00
		\$200.00

Total Convenience Fee: \$0.35

Date Paid: 10/20/2022 4:25:10 PM EDT

Total Amount Paid: \$200.35

Payment On Behalf Of

License Number or Business Name:
00027-CL-0520

Fee Type:
FILING FEES-RETAIL

Billing Information

First Name:
David

Last Name:
DiCeglie

Address:
1314 Main Street

City:
Haverhill

State:
MA

Zip Code:
01830

Email Address:
comeaupost4@comcast.net

post 4

From: customerservice@nCourt.com
Sent: Thursday, October 20, 2022 4:25 PM
To: comeaupost4@comcast.net
Subject: Receipt from nCourt

YOUR RECEIPT >>

Please include the payment receipt with your application. Thank you.

Paid To
Name: Massachusetts Alcoholic Beverages Control Commission - Retail
Address 1: 95 Fourth Street, Suite 3
City: Chelsea
State: Massachusetts
Zip: 02150

Payment On Behalf Of	
First Name: Wilbur M. Comeau Post #4, American Legion, Inc.	Last Name: dba: American Legion
Address 1: 1314 Main Street	
City: Haverhill	State/Territory: MA
Phone: (978) 373-6885	Zip: 01830

Description	ID	Service Fee	Amount
FILING FEES-RETAIL	00027-CL-0520	\$0.00	\$200.35

Receipt Date: 10/20/2022 4:25:10 PM EDT
Invoice Number: 10c1472b-0584-4f5a-a26c-3b57e0302c95

Total Amount Paid: \$200.35

Billing Information	Credit / Debit Card Information
First Name David	
Last Name DiCeglie	
Address 1 1314 Main Street	
City Haverhill	
State/Territory MA	
Zip 01830	
Email comeaupost4@comcast.net	

IMPORTANT INFORMATION >>

Please verify the information shown above. Your payment has been submitted to the location listed above.



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

**RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM**

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL
LICENSING AUTHORITY.

ECRT CODE: RETA

Please make \$200.00 payment here: **ABCC PAYMENT WEBSITE**

PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL AND INCLUDE THE
PAYMENT RECEIPT

ABCC LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

00027-CL-0520

ENTITY/ LICENSEE NAME Wilbur M. Comeau Post #4, American Legion, Inc.

ADDRESS 1314 Main Street

CITY/TOWN Haverhill

STATE MA

ZIP CODE 01830

For the following transactions (Check all that apply):

- | | | | |
|---|---|---|---|
| ☐ New License | ☐ Change of Location | ☐ Change of Class (i.e. Annual / Seasonal) | ☐ Change Corporate Structure (i.e. Corp / LLC) |
| ☐ Transfer of License | ☐ Alteration of Licensed Premises | ☐ Change of License Type (i.e. club / restaurant) | ☐ Pledge of Collateral (i.e. License/Stock) |
| ☐ Change of Manager | ☐ Change Corporate Name | ☐ Change of Category (i.e. All Alcohol/Wine, Malt) | ☐ Management/Operating Agreement |
| ☒ Change of Officers/
Directors/LLC Managers | ☐ Change of Ownership Interest
(LLC Members/ LLP Partners,
Trustees) | ☐ Issuance/Transfer of Stock/New Stockholder | ☐ Change of Hours |
| | ☐ Other | | ☐ Change of DBA |

THE LOCAL LICENSING AUTHORITY MUST MAIL THIS
TRANSMITTAL FORM ALONG WITH
COMPLETED APPLICATION, AND SUPPORTING DOCUMENTS TO:

Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150-2358



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

APPLICATION FOR AMENDMENT

-Change of Officers, Stock or Ownership Interest

☐ **Change of Officers/ Directors/LLC Managers** ☐ **Change of Stock Interest**

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Officer/Directors Application
- Vote of the Entity
- CORI Authorization
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

(e.g. New Stockholders or Transfer or Issuance of Stock)

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- Financial Statement
- Vote of the Entity
- CORI Authorization
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

☐ **Change of Ownership Interest**

(e.g. LLC Members, LLP Partners, Trustees etc.)

- Payment Receipt
- Monetary Transmittal
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- Financial Statement
- Vote of the Entity
- CORI Authorization
- Business Structure Documents
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

☒ **Non-Profit Club Change of Officers/ Directors**

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Officer/Directors Application
- Vote of the club signed by an approved officer
- Business Structure Documents -**Articles of Organization** from the Secretary of the Commonwealth

☐ **Management Agreement**

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Vote of Entity
- Management Agreement

**If abutter notification and advertisement are required for transaction, please see the local licensing authority.*

1. BUSINESS ENTITY INFORMATION

Entity Name	Municipality	ABCC License Number
Wilbur M. Comeau Post #4, American Legion, Inc.	Haverhill	00027-CL-0520

Please provide a narrative overview of the transaction(s) being applied for. Attach additional pages, if necessary.

We elected a new Clerk / Adjutant.

APPLICATION CONTACT

The application contact is the person who should be contacted with any questions regarding this application.

Name	Title	Email	Phone
David F DiCeglie	Treasurer	tankerdd@comcast.net	978.857.2360

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

2. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.). Attach additional page(s) provided, if necessary, utilizing Addendum A.

- The individuals and titles listed in this section must be identical to those filed with the Massachusetts Secretary of State.
- The individuals identified in this section, as well as the proposed Manager of Record, must complete a CORI Release Form.
- Please note the following statutory requirements for Directors and LLC Managers:
On Premises (E.g. Restaurant/ Club/Hotel) Directors or LLC Managers - At least 50% must be US citizens;
Off Premises (Liquor Store) Directors or LLC Managers - All must be US citizens and a majority must be Massachusetts residents.
- If you are a Multi-Tiered Organization, please attach a flow chart identifying each corporate interest and the individual owners of each entity as well as the Articles of Organization for each corporate entity. Every individual must be identified in Addendum A.

Name of Principal	Residential Address	SSN	DOB
Christopher J. Manning	79 South Main Street, Haverhill, MA 01830	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
President / Commander	0% - N/A	☒ Yes ☐ No	☒ Yes ☐ No	☒ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB
Tobin L. Lynch	37 Haley Road, Haverhill, MA 01830	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Director / Vice Commander	0% - N/A	☒ Yes ☐ No	☒ Yes ☐ No	☒ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB
David F. DiCeglie	5 Russett Hill Road, Haverhill, MA 01830	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Treasurer	0% - N/A	☒ Yes ☐ No	☒ Yes ☐ No	☒ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB
Timothy M. Dougherty	16 Atkinson Depot Road, Plaistow, NH 03865	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Clerk / Adjutant	0% - N/A	☒ Yes ☐ No	☒ Yes ☐ No	☐ Yes ☒ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Name of Principal	Residential Address	SSN	DOB

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
		☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No

Additional pages attached? ☐ Yes ☒ No

CRIMINAL HISTORY

Has any individual listed in question 2, and applicable attachments, ever been convicted of a State, Federal or Military Crime? If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

MANAGEMENT AGREEMENT

Are you requesting approval to utilize a management company through a management agreement?
Please provide a copy of the management agreement.

☐ Yes ☒ No

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

3. CURRENT OFFICERS, STOCK OR OWNERSHIP INTEREST

List the individuals and entities of the current ownership. Attach additional pages if necessary utilizing the format below.

Name of Principal	Title/Position	Percentage of Ownership
Christopher J. Manning	President / Commander	0%
Name of Principal	Title/Position	Percentage of Ownership
Tobin L. Lynch	Director / Vice Commander	0%
Name of Principal	Title/Position	Percentage of Ownership
David F. DiCeglie	Treasurer	0%
Name of Principal	Title/Position	Percentage of Ownership
Theodore D. Carves	Clerk / Adjutant	0%
Name of Principal	Title/Position	Percentage of Ownership
Name of Principal	Title/Position	Percentage of Ownership

4. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Does any individual or entity identified in question 2, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality

5. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified in question 2, and applicable attachments, ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held? Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality

6. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question 4 or 5 ever been suspended, revoked or cancelled?

Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Date of Action	Name of License	City	Reason for suspension, revocation or cancellation

7. FINANCIAL DISCLOSURE

Associated Cost(s): (E.g. Costs associated with License Transaction including but not limited to: Property price, Business Assets, Renovations costs, Construction costs, Initial Start-up costs, Inventory costs, or specify other costs):"

Associated Cost(s):

N/A

SOURCE OF CASH CONTRIBUTION

Please provide documentation of available funds. (E.g. Bank or other Financial institution Statements, Bank Letter, etc.)

Name of Contributor	Amount of Contribution
N/A	
Total:	

SOURCE OF FINANCING

Please provide signed financing documentation.

Name of Lender	Amount	Type of Financing	Is the lender a licensee pursuant to M.G.L. Ch. 138.
N/A			☐ Yes ☐ No
			☐ Yes ☐ No
			☐ Yes ☐ No
			☐ Yes ☐ No

FINANCIAL INFORMATION

Provide a detailed explanation of the form(s) and source(s) of funding for the cost identified above.

N/A

ADDITIONAL INFORMATION

Please utilize this space to provide any additional information that will support your application or to clarify any answers provided above.

We voted a new Clerk / Adjutant during our recent Post Elections, this application reflects that new individual (Timothy M Dougherty).

2. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST(Continued...)

List all proposed individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership Director

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership Director

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership Director

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership Director

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership Director

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership Director

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership Director

☐ Yes ☐ No

US Citizen

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

APPLICANT'S STATEMENT

I, David F. DiCeglie the: ☐ sole proprietor; ☐ partner; ☒ corporate principal; ☐ LLC/LLP manager
Authorized Signatory

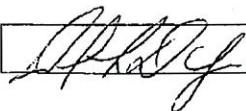
of Wilbur M. Comeau Post #4, American legi
Name of the Entity/Corporation

hereby submit this application (hereinafter the "Application"), to the local licensing authority (the "LLA") and the Alcoholic Beverages Control Commission (the "ABCC" and together with the LLA collectively the "Licensing Authorities") for approval.

I do hereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the Application, and as such affirm that all statements and representations therein are true to the best of my knowledge and belief. I further submit the following to be true and accurate:

- (1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision;
- (2) I state that the location and description of the proposed licensed premises are in compliance with state and local laws and regulations;
- (3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application;
- (4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the ownership as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted;
- (5) I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license;
- (6) I understand that all statements and representations made become conditions of the license;
- (7) I understand that any physical alterations to or changes to the size of the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities;
- (8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and
- (9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted.
- (10) I confirm that the applicant corporation and each individual listed in the ownership section of the application is in good standing with the Massachusetts Department of Revenue and has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting of child support.

Signature:



Date:

10/18/2022

Title:

Treasurer

ENTITY VOTE

The Board of Directors or LLC Managers of

Wilbur M. Comeau Post #4, American Legion, Inc.

Entity Name

duly voted to apply to the Licensing Authority of

Haverhill

and the

City/Town

Commonwealth of Massachusetts Alcoholic Beverages Control Commission on

12 SEP 2022

Date of Meeting

For the following transactions (Check all that apply):

- ☒ Change of Officers/Directors/LLC Manager
- ☐ Change of Ownership Interest (LLC Members, LLP Partners, Trustees)
- ☐ Issuance/Transfer of Stock/New Stockholder
- ☐ Management/Operating Agreement
- ☐ Other

"VOTED: To authorize

David F. DiCeglie

Name of Person

to sign the application submitted and to execute on the Entity's behalf, any necessary papers and do all things required to have the application granted."

A true copy attest,

Corporate Officer /LLC Manager Signature

DAVID F. DiCeglie
(Print Name)

For Corporations ONLY

A true copy attest,

Corporation Clerk's Signature

DAVID F. DiCeglie
(Print Name)



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1709685696
Notice Date: September 29, 2022
Case ID: 0-001-710-174



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



WILBUR M COMEAU POST 4 INC
160 MAIN ST
HAVERHILL MA 01830-5061

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, WILBUR M COMEAU POST 4 INC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



405844830

Rosalin Acosta
SECRETARY

Connie C. Carter
INTERIM DIRECTOR

American Legion Wilbur M. Comeau Post 4
1314 MAIN STREET
HAVERHILL, MA 01830

EAN: 22047089
October 19, 2022

Certificate Id:63562

The Department of Unemployment Assistance certifies that as of 10/19/2022 ,American Legion Wilbur M. Comeau Post 4 is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Connie C. Carter, Interim Director

Department of Unemployment Assistance



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM

APPLICATION FOR A TRANSFER OF LICENSE

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL
LICENSING AUTHORITY.

ECRT CODE: RETA

Please make \$200.00 payment here: [ABCC PAYMENT WEBSITE](#)

PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL AND INCLUDE THE
PAYMENT RECEIPT

ABCC LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

ENTITY/ LICENSEE NAME

ADDRESS

CITY/TOWN STATE ZIP CODE

For the following transactions (Check all that apply):

- | | | | |
|--|---|---|---|
| ☐ New License | ☐ Change of Location | ☐ Change of Class (i.e. Annual / Seasonal) | ☐ Change Corporate Structure (i.e. Corp / LLC) |
| ☒ Transfer of License | ☐ Alteration of Licensed Premises | ☐ Change of License Type (i.e. club / restaurant) | ☒ Pledge of Collateral (i.e. License/Stock) |
| ☐ Change of Manager | ☐ Change Corporate Name | ☐ Change of Category (i.e. All Alcohol/Wine, Malt) | ☐ Management/Operating Agreement |
| ☐ Change of Officers/
Directors/LLC Managers | ☐ Change of Ownership Interest
(LLC Members/ LLP Partners,
Trustees) | ☐ Issuance/Transfer of Stock/New Stockholder | ☐ Change of Hours |
| | | ☐ Other <input type="text"/> | ☐ Change of DBA |

THE LOCAL LICENSING AUTHORITY MUST SUBMIT THIS
APPLICATION ONCE APPROVED VIA THE ePLACE PORTAL

Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150-2358



City of Haverhill, MA

11/01/2022

97871

Motor Vehicle Dealers: Class 2 License

Status: Active

Date Created: Sep 23, 2022

Applicant

Sammy Mercedes
sammymercedes5@gmail.com
30 west st
Everett, Ma 02149
8573995256

Primary Location

102 WHITE ST
Haverhill, MA 1830

Owner:

KONG VALENTINE
181 OLIVE AVE LAWRENCE, MA 1840

Applicant Information

Phone

8573995256

Relationship to Owner

Owner

Business Information

Type of License

New

Business Name

Mercedes & sons automotive

Business Phone

(978) 955-0399

Business Address

102 white st

Business City

Haverhill

Business State

Ma

Business Zip

01830

Legal Structure

Limited Liability Company

Number of Employees

3

Taxpayer Identification Number (TIN)



Transfer from Another Dealership

No

Signature

Agree



Office Use Only

On Premises Description

--



image.jpg

Uploaded by Sammy Mercedes on Oct 21, 2022 at 11:44 am

pdf work comp.pdf

Uploaded by Linda Koutoulas on Oct 14, 2022 at 12:32 pm

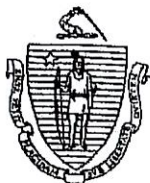
History

Date	Activity
Sep 23, 2022 at 3:03 pm	Sammy Mercedes started a draft of Record 97871
Sep 23, 2022 at 3:09 pm	Sammy Mercedes submitted Record 97871
Sep 23, 2022 at 3:11 pm	completed payment step Motor Vehicle License Fee on Record 97871
Sep 23, 2022 at 4:32 pm	completed payment step MVD Class 2 Application Fee on Record 97871
Sep 23, 2022 at 4:32 pm	approval step MBL Review was assigned to Maria Jones on Record 97871
Oct 3, 2022 at 2:46 pm	Christine Webb assigned approval step MBL Review to Christine Webb on Record 97871
Oct 3, 2022 at 2:46 pm	Christine Webb approved approval step MBL Review on Record 97871
Oct 3, 2022 at 2:46 pm	approval step Treasurer Review was assigned to Yenise Rozon on Record 97871
Oct 3, 2022 at 2:46 pm	approval step Water Billing Review was assigned to Elizabeth Remmes on Record 97871
Oct 3, 2022 at 2:58 pm	Elizabeth Remmes altered approval step Water Billing Review, changed status from Active to On Hold on Record 97871
Oct 4, 2022 at 9:27 am	Yenise Rozon altered approval step Treasurer Review, changed status from Active to On Hold on Record 97871
Oct 14, 2022 at 10:28 am	Yenise Rozon altered approval step Treasurer Review, changed status from On Hold to Complete on Record 97871
Oct 14, 2022 at 10:38 am	Elizabeth Remmes altered approval step Water Billing Review, changed status from On Hold to Complete on Record 97871
Oct 14, 2022 at 10:38 am	approval step Police Approval was assigned to Kevin Lynch on Record 97871
Oct 14, 2022 at 10:38 am	approval step Building Inspector Approval was assigned to Tom Bridgewater on Record 97871
Oct 14, 2022 at 10:46 am	Kevin Lynch altered approval step Police Approval, changed status from Active to On Hold on Record 97871
Oct 14, 2022 at 12:32 pm	Linda Koutoulas added attachment work comp.pdf to Record 97871
Oct 24, 2022 at 11:58 am	Linda Koutoulas assigned approval step License Clerk Approval to Jennifer Sanchez on Record 97871
Oct 24, 2022 at 11:58 am	Linda Koutoulas assigned approval step License Commission Approval to Jennifer Sanchez on Record 97871

Timeline

Label	Status	Activated	Completed	Assignee	Due Date
Motor Vehicle License Fee	Paid	Sep 23, 2022 at 3:09 pm	Sep 23, 2022 at 3:11 pm	-	-
MVD Class 2 Application Fee	Paid	Sep 23, 2022 at 3:09 pm	Sep 23, 2022 at 4:32 pm	-	-
MBL Review	Complete	Sep 23, 2022 at 4:32 pm	Oct 3, 2022 at 2:46 pm	Christine Webb	-
Treasurer Review	Complete	Oct 3, 2022 at 2:46 pm	Oct 14, 2022 at 10:28 am	Yenise Rozon	-
Water Billing Review	Complete	Oct 3, 2022 at 2:46 pm	Oct 14, 2022 at 10:38 am	Elizabeth Remmes	-
Building Inspector Approval	Active	Oct 14, 2022 at 10:38 am	-	Tom Bridgewater	-
Police Approval	On Hold	Oct 14, 2022 at 10:38 am	Oct 14, 2022 at 10:46 am	Kevin Lynch	-

Label	Status	Activated	Completed	Assignee	Due Date
 License Clerk Approval	Inactive	-	-	Jennifer Sanchez	-
 License Commission Approval	Inactive	-	-	Jennifer Sanchez	-
 Issue License	Inactive	-	-	-	-



The Commonwealth of Massachusetts
Department of Industrial Accidents
Office of Investigations
Lafayette City Center
2 Avenue de Lafayette, Boston, MA 02111-1750
www.mass.gov/dia

Workers' Compensation Insurance Affidavit: General Businesses

Applicant Information

Please Print Legibly

Business/Organization Name: Mercedes & Sons Automotive LLC

Address: 102 White St

City/State/Zip: Haverhill MA 01830 Phone #: 978-955-0399

Are you an employer? Check the appropriate box:

1. ☐ I am an employer with _____ employees (full and/or part-time).*
2. ☐ I am a sole proprietor or partnership and have no employees working for me in any capacity. [No workers' comp. insurance required]
3. ☒ We are a corporation and its officers have exercised their right of exemption per c. 152, §1(4), and we have no employees. [No workers' comp. insurance required]**
4. ☐ We are a non-profit organization, staffed by volunteers, with no employees. [No workers' comp. insurance req.]

Business Type (required):

5. ☐ Retail
6. ☐ Restaurant/Bar/Eating Establishment
7. ☒ Office and/or Sales (incl. real estate, auto, etc.)
8. ☐ Non-profit
9. ☐ Entertainment
10. ☐ Manufacturing
11. ☐ Health Care
12. ☐ Other _____

*Any applicant that checks box #1 must also fill out the section below showing their workers' compensation policy information.

**If the corporate officers have exempted themselves, but the corporation has other employees, a workers' compensation policy is required and such an organization should check box #1.

I am an employer that is providing workers' compensation insurance for my employees. Below is the policy information.

Insurance Company Name: _____

Insurer's Address: _____

City/State/Zip: _____

Policy # or Self-ins. Lic. # _____

Expiration Date: _____

Attach a copy of the workers' compensation policy declaration page (showing the policy number and expiration date).

Failure to secure coverage as required under § 25A of MGL c. 152 can lead to the imposition of criminal penalties of a fine up to \$1,500.00 and/or one-year imprisonment, as well as civil penalties in the form of a STOP WORK ORDER and a fine of up to \$250.00 a day against the violator. Be advised that a copy of this statement may be forwarded to the Office of Investigations of the DIA for insurance coverage verification.

I do hereby certify, under the pains and penalties of perjury that the information provided above is true and correct.

Signature: _____

Date: 10/14/20

Phone #: 978-955-0399

Official use only: Do not write in this area; to be completed by city or town official.

City or Town: _____

Permit/License # _____

Issuing Authority (check one):

1. ☐ Board of Health 2. ☐ Building Department 3. ☐ City/Town Clerk 4. ☐ Licensing Board
5. ☐ Selectmen's Office 6. ☐ Other _____

Contact Person: _____

Phone #: _____

www.mass.gov/dia



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001602871

1. The exact name of the limited liability company is: MERCEDES & SONS AUTOMOTIVE LLC

2a. Location of its principal office:

No. and Street: 100 WHITE ST
City or Town: HAVERHILL State: MA Zip: 01830 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 100 WHITE ST
City or Town: HAVERHILL State: MA Zip: 01830 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:
USED AUTO SALES

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: SAMMY MERCEDES
No. and Street: 30 WEST ST
City or Town: EVERETT State: MA Zip: 02149 Country: USA

I, SAMMY MERCEDES resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12:

6. The name and business address of each manager, if any:

Title	Individual Name First Middle Last Suffix	Address (no P.O. Box) Address City or Town State Zip Code
MANAGER	SAMMY ERNESTO MERCEDES	102 WHITE ST HAVERHILL MA 01830 USA

7. The name and business address of the person(s) in addition to the manager(s) authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers:

Title	Individual Name First Middle Last Suffix	Address (no P.O. Box) Address City or Town State Zip Code
SIGNATORY	MARGARET MERCEDES MERCEDES	102 WHITE ST HAVERHILL MA 01830 USA

**HERZEL & SONS
AUTOMOTIVE**

**TOP QUALITY
SERVICE AND CARE**

All Credit Welcome, We Finance Everyone

**HABLAMOS
ESPAÑOL**



978.955.0399

102 White St. Haverhill Ma

102

OFFICE

**OPEN 7 DAYS
10 Am - 6 Pm**

-Mobile 

5:47 AM
invoicecloud.com



Help



Thank you for your payment!

A receipt for this transaction has been sent via email if it
was previously provided.



Click here to Print a receipt with additional details

Total Payment Amount

\$4,124.78

Payment Message

Approved 047539

Valentine Rong
181 Olive Avenue
Lawrence, MA 01840
781-962-3090

Mercedes-Hinojos Margarito
17 Trotter Ct, Apt 255, Boston MA 02118
857-249-4015

Mercedes Sammy E
30 West St, Apt 3, Everett MA 02149
857-899-5256

22. Surrender of Premises. At the termination of this Lease or Tenant's right of possession, Tenant shall remove all personal property and surrender the Premises to Landlord in good order and in "broom clean" condition, ordinary wear and tear and damage excepted, removing, as requested by Landlord, any improvements or alterations made by Tenant. If Tenant fails to remove any of Tenant's personal property within two (2) business days after termination, Landlord, at Tenant's sole cost and expense, shall be entitled to remove and store Tenant's personal property. Landlord shall not be responsible for the safekeeping or preservation of Tenant's personal property. Tenant shall pay Landlord, upon demand, all costs of storage. If Tenant fails to remove Tenant's personal property from the Premises or from storage within thirty (30) days after delivery of notice, Landlord may deem all or any part of Tenant's Property to be abandoned and title to that property shall vest in Landlord. If Tenant fails to remove any of the alterations or improvements made by Tenant by the Termination Date and complete related repairs in a timely manner, Landlord may perform such work at Tenant's expense. If Tenant fails to surrender all or any part of the Premises at the termination of this Lease, occupancy of the Premises after termination shall be that of a tenancy at sufferance. Tenant's occupancy shall be subject to all the terms and provisions of this Lease and Tenant shall pay an amount (on a per month basis without reduction for partial months during the holdover) equal to two hundred percent (200%) of the sum of the Rent and of the Additional Rent due for the period immediately preceding the holdover. No holdover by Tenant or acceptance of payment from the Tenant after the termination of this Lease shall extend the Term or prevent Landlord from immediate recovery of possession of the Premises.

23. Miscellaneous.

1) Time / Force Majeure. Time is of the essence of each provision of this Lease. The failure or delay of either party to declare a default immediately upon its occurrence or a delay in taking action for a default shall not constitute a waiver. Whenever a period of time is prescribed for the taking of an action by Landlord or Tenant (other than the payment of the Security Deposit or Rent), the period of time for the performance of such action shall be extended by the number of days that the performance is actually delayed due to strikes, acts of God, shortages of labor or materials, war, terrorist acts, civil disturbances and other causes beyond the reasonable control of the performing party ("Force Majeure"). Force Majeure does not include financial difficulties of a party.

2) Attorneys' Fees / Costs Of Suit. If either party commences suit for violation of or to enforce any covenant, term or condition of this Lease, the prevailing party shall be entitled to reasonable attorneys' fees, costs and expenses. Landlord and Tenant hereby waive any right to trial by jury in any proceeding based upon a breach of this Lease.

3) Sale / Assignment. Landlord shall have the right to transfer and assign, in whole or in part, all of its ownership interest, rights and obligations in the Lease, including the Security Deposit, and upon transfer Landlord shall be released from any further obligations hereunder, and Tenant agrees to look solely to the successor in interest of Landlord for the performance of such obligations and the return of any Security Deposit.

4) Entire Agreement. This Lease constitutes the entire agreement between the parties and supersedes all prior agreements and understandings related to the Premises. This Lease may be modified only by a written agreement entered into by Landlord and Tenant. This Lease shall be interpreted and enforced in accordance with the laws of the Commonwealth of Massachusetts.

5) Executive Order 13224. Tenant represents and warrants to Landlord that each individual exercising this Lease on behalf of Tenant is authorized to do so on behalf of Tenant and that Tenant is not, and the entities or individuals constituting Tenant or which may own or control Tenant or which may be owned or controlled by Tenant are not, among the individuals or entities identified on any list compiled pursuant to Executive Order 13224 for the purpose of identifying suspected terrorists.

SERVICING REPAIR FACILITY AGREEMENT

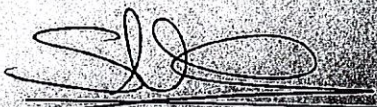
This agreement is for any Class A or B dealer licenses or applicants that do not have their own repair facility and must have a servicing repair facility agreement on file.

I, Felix Santana, of Santana Brothers Rep located at
37 White St Haverhill MA 01830. Agree to perform vehicle repairs for
Mercedes & Sons Automotive.

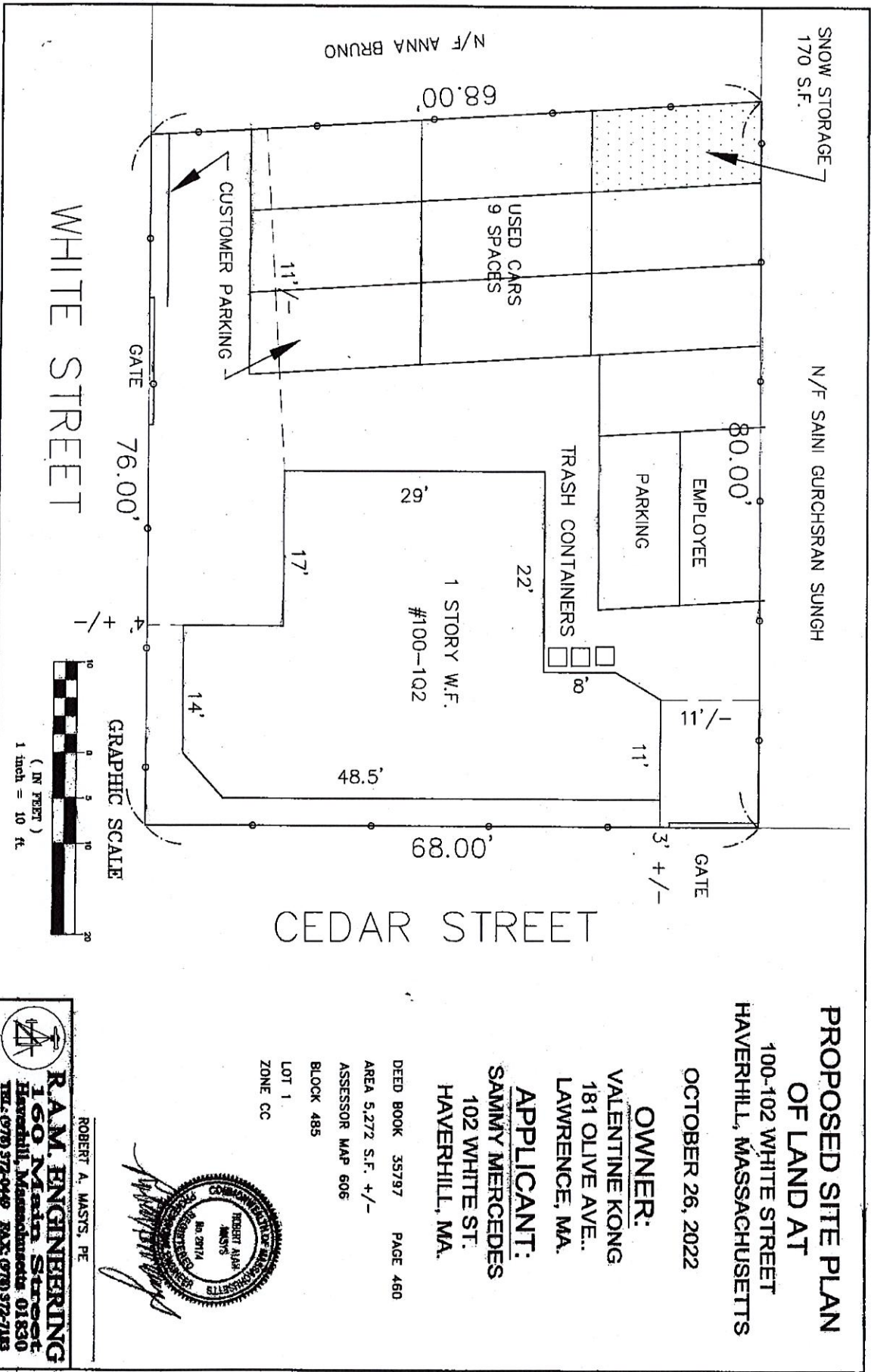
My repair facility is currently registered with the Massachusetts department of state and will remain registered as long as this agreement remains in effect.


(Signature of repair facility Owner/Partner/Officer)

10/14/22
(Date)


(Signature of dealership Owner/Partner/Officer)

10/14/22
(Date)



**PROPOSED SITE PLAN
OF LAND AT
100-102 WHITE STREET
HAVERHILL, MASSACHUSETTS**

OCTOBER 26, 2022

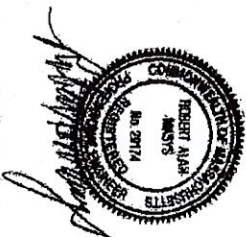
OWNER:

VALENTINE KONG
181 OLIVE AVE..
LAWRENCE, MA.

APPLICANT:

SAMMY MERCEDES
102 WHITE ST.
HAVERHILL, MA.

DEED BOOK 35797 PAGE 460
AREA 5,272 S.F. +/-
ASSESSOR MAP 606
BLOCK 485
LOT 1
ZONE CC



R.A.M. ENGINEERING
160 Main Street
Haverhill, Massachusetts 01830
TEL: (978) 572-0469 FAX: (978) 572-7113



Haverhill

License Commission, Room 118
Phone: 978-420-3623 Fax: 978-373-8490
JSanchez@cityofhaverhill.com

Delivered by regular mail and Certified Mail: 7020 1810 0000 2343 6441

October 13, 2022

Anne DeCosta
Wilbur M Comeau Post #4, American Legion
1314 Main St
Haverhill MA 01830

Re: Show Cause Hearing: Thursday, November 1 at 6:00 PM; Room 202 City Hall

Dear Anne DeCosta, Manager of Record:

You are hereby notified that the Haverhill License Commission will hold a show cause hearing on **Thursday Nov 3, 2022, at 6:00 P.M.** in Room 202, Haverhill City Hall, 4 Summer Street, Haverhill, MA 01830 for the purpose of determining if there is sufficient cause to hold you responsible for the alleged infraction(s):

Show Cause Hearing: Alleged Violation of 204 CMR 2.05(2) Permitting an illegality on the licensed premises, to wit: (2) No licensee for the sale of alcoholic beverages shall permit any disorder, disturbance or illegality of any kind to the place in or on the licensed premises. The licensee shall be responsible therefor, whether present or not.

--Possible Over serving

--Incident occurred on or about September 4 2022 at approximately 17:14

This matter has been carried over from the Oct 6, 2022, License Comm Meeting at your request. Should the Commission find, after a hearing that you are responsible for the above infraction you could face any penalty allowed by law, up to and including revocation of your license. ***You are hereby advised that you have a right to be represented by counsel at this hearing if you so choose. Please bring any witnesses and evidence with you to the contrary at the time of your hearing.***

Sincerely,

Joseph C. Edwards, Chairman
Haverhill License Commission
Enclosure

LLK

cc: Chief Pistone, Haverhill Police Department



**HAVERHILL PD
HAVERHILL, MA**

INCIDENT # / REPORT #
22042468 / 1

OFFICER
DECOSTE,P

RANK
PATROLMAN

REVIEW STATUS
APPROVED

INCIDENT #22042468 DATA
As Of 09/04/2022 17:36:51

BASIC INFORMATION

CASE TITLE

[REDACTED]

LOCATION

1314 MAIN ST

APT/UNIT #

DATE/TIME REPORTED

09/04/2022 17:14:46

DATE/TIME OCCURRED

On or about 09/04/2022 17:14

INCIDENT TYPE(S)/OFFENSE(S)

(106)MEDICAL REPORT

PERSONS

ROLE

PATIENT

NAME

[REDACTED]

SEX

MALE

RACE

WHITE

REPORTING PERSON

[REDACTED]

FEMALE

WHITE

INVOLVED PARTY

HAMMOND, GLORIA

FEMALE

WHITE

[NO OFFENDERS]

[NO VEHICLES]

[NO PROPERTY]

OFFICER REPORT: 22042468 - 1 / DECOSTE,P (167)

DATE/TIME OF REPORT

09/04/2022 17:39:10

TYPE OF REPORT

INCIDENT

REVIEW STATUS

APPROVED

NARRATIVE

On Sunday, September 4, 2022, I was assigned to patrol in marked cruiser #4. At approximately 1714 hours, I was dispatched to the American Legion located at 1314 Main Street for a 62-year-old male who was unconscious and possibly having a heart attack.

Upon arrival, the patient [REDACTED] was sitting on the ground, being held up by his wife, [REDACTED]. I checked [REDACTED] pulse, which was present and strong. [REDACTED] was breathing normally but would not answer any questions.

I could smell a strong odor of an alcoholic beverage coming from [REDACTED] [REDACTED] said she and [REDACTED] arrived at the American Legion around 1300 hours, and he had been drinking alcohol during their time there. [REDACTED] said [REDACTED] had alcoholic drinks while there and has a heart condition. [REDACTED] said they both went outside to get some air because he was feeling sick, and that's when he collapsed to the ground. Trinity ambulance arrived on the scene and took over patient care. I spoke with the bartender Gloria Hammond. She said [REDACTED] had three jack and cokes, two rootbeer shots, and two hard seltzers. Gloria said he was acting normal and did not appear to be intoxicated. The paramedic on the scene told me they did not see anything medically wrong with his heart. Paramedics said alcohol seems to be the cause of [REDACTED] medical event. Trinity Ambulance transported [REDACTED] to Holy Family in Methuen.

Respectfully submitted,

Officer Paul DeCoste #167

REPORT OFFICERS

Reporting Officer:	DECOSTE,P	167
Approving Officer:	INGHAM,J	6

Show Cause Hearing Administrative Review

Licensee: Wilbur M. Comeau Post #4, American Legion, Inc. d/b/a American Legion

Address: 1314 Main Street

Manager: Anne De Costa

Violations

Date	Violation	Counts	Governing Body	Result
4/25/2007	Electronic gambling machines	1	N/A	HPD filed a complaint for ordinance violation