

LLA**City of Aurora, Illinois**
Liquor License Application

Incomplete applications will not be accepted.

Completed applications may be submitted to: City Clerk's Office, 44 E. Downer Pl.

Date Application Received 3/21/16 License Year: ☐New License: ☒Change in Ownership/Corporation: ☐Change in License Class: ☐**APPLICANT INFORMATION**

A. Corporation name: <u>Thorntons Inc.</u>		Class Applying For: <u>G-1</u>
B. Business name: <u>Thorntons #126</u>		
C. Type of Business: Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> LLC <input type="checkbox"/> Non-Profit <input type="checkbox"/>		
C. Previous business name (if dba changed): <u>Thornton Oil Corporation</u>		
D. Business address (city, state, zip code): <u>10101 Linn Station Road, Louisville, Kentucky 40223</u>		
E. Business telephone: <u>502-425-8022</u>	F. Business website: <input type="checkbox"/> <u>www.Thorntonsinc.com</u>	G. Business Email: <u>dona.burwell@thorntonsinc.com</u>
H. IL Tax ID Number <u>0188-7424</u>		
I. Owner or Manager contact name for license: <u>Chris DeRosa</u>		
J. Business telephone: <input type="checkbox"/> <u>630-936-0803</u>		K. Email address: <input type="checkbox"/> <u>chris.derosa@thorntonsinc.com</u>

BUSINESS ESTABLISHMENT LOCATION INFORMATION

A. Address applying for liquor license (exact street address): <u>2800 Ogden Ave, Aurora, IL 60504</u>		B. Zip code <u>60504</u>	C. # Parking Spaces <u>20</u>
D. Total Building s.f. <u>3661</u>	E. Entertainment Area <input checked="" type="checkbox"/>	F. Kitchen (Square Footage) <input checked="" type="checkbox"/>	G. Total Number of Seats <input checked="" type="checkbox"/>
H. Seating Area s.f. <input checked="" type="checkbox"/>	I. Number of bar seats <input checked="" type="checkbox"/>	J. Retail/public Area s.f. <u>2155</u>	K. Cooler s.f. <u>406</u>
L. Dry Storage s.f. <u>633</u>	M. Sale Counter s.f. <u>160</u>		

OFFICIAL USE ONLY☐ Approved ☐ Denied

Date Approved/Denied:

Date Issued:

Mayor, Liquor Control Commissioner

4440

Corporation Premises Questions

1.	Is the corporation a subsidiary of a parent corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If, Yes state the parent corporation's name.
2.	Is the corporation obligated to pay a percentage of profits to a parent corporation or any person or entity not listed as a shareholder above? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, explain.
3.	How long has the corporation been in the business of the retail sale of alcohol (years/months)? <i>45 years / since 1971 → 10/29/71 or 44 yrs + 7 months</i>
4.	Do you have or intend to have a management contract with another entity or person, who is not a bona fide employee, to manage the licensed business for you? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, state the name and address of the manager or management company. A management company affidavit must accompany this application.
5.	If this is a new license application, what kind of business was previously conducted in the space in which you intend to operate your business? <i>Not new business / Gas Station / Convenience Store</i>
6.	State the estimated value of goods, wares and merchandise to be used in the course of business. <i>\$89,464.61</i>
7.	Other than when making an initial application for a license, has your corporation or any predecessor to or subsidiary or parent of your corporation ever been subject to charges, hearing, or investigation by any jurisdiction with respect to a liquor license? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>Please see attached</i> If Yes, list each and every charge, the date of the charge, the eventual disposition of the charge, and the municipality or other jurisdiction bringing the charge. If no charges were filed, state the reason(s) for the investigation or hearing.
8.	Does the corporation own the property? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If No, please list the start and end date of the current lease. Start: to End: Name and full address of property owner: Name: Address: Contact Information:
9.	Is the premises within 100 Feet of a church, grade school, middle school, alternative school or high school, hospital, or home for the indigent? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

BIS

City of Aurora, Illinois Business Information Sheet

Type of PRE-Application ☒ Liquor License ☐ Hotel / Motel License

Business Entity Information

Type of Business ☐ Sole Proprietor ☐ Partnership ☐ LLC ☒ Corporation ☐ Non-Profit

Legal Name of Business

The exact "legal name" as it appears in the official business formation documentation.

Thorntons Inc.

For Sole Proprietors, this is the full name of the business owner as it appears on the Sole proprietor's government-issued photo ID.

"Doing Business As" Name

The exact "Doing Business As" (DBA) Name as it appears in the official business formation documentation.

Thorntons #125

Sole Proprietors of Partnerships conducting business in Illinois under an assumed name (a name other than your own) are required to file for an Assumed Name Certificate with the Kane County Clerk's Office at 217 S.

☐ A State of Illinois File Number is **REQUIRED** for all (Illinois and Non-Illinois based) LPs, LLPs, LLCs, Corporations, and Non-Profit Corporations.

State of Illinois File # 49943016

Assigned by the Illinois Secretary of State at 69 W. Washington St., Suite 1240, 312.793-3380 or
www.cyberdriveillinois.com/departments/business_services/

☐ A Federal Employer Identification Number (EIN) is **REQUIRED** for all business entity types except for Sole Proprietorships.

Employer Identification # 35-1188206

☐ An Account ID is **REQUIRED** for ALL business entity types that conduct business in the State of Illinois or with Illinois Customers.

(formerly IBT #) IDOR Account # 0188-7424

Business Activity and Location 2800 Ogden Avenue, Aurora, IL 60504

Business Activity

List your business activities, including all products and/or services to be offered.

Gas Station / Convenience Store

Business Activity

List your business activities, including all products and/or services to be offered.

Square footage used by the business: 3661 SQ. FT. Number of employees at this site: 9-10

Primary Contact Person

First Name Dona	Middle Name	Last Name Basu
Contact Phone # 502-425-8022 Ext. 193	Fax # 502-425-9664	E-Mail Address dona.basu@thorntonsinc.com

PART 3 FINANCING**IDENTIFY THE SOURCE(S) OF THE FUND USED TO PAY FOR THE EXPENSES LISTED IN PART 2****a BUSINESS SAVINGS & CHECKING** Identify any funds from business accounts used to fund Expenses, Part 2

Account Number	Financial Institution	Date Opened	Signatories on Account	Current Balance	Drawn for Business
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

Total dollar amount drawn from business accounts: **a** → \$ 0.00

Description of Source (identify the sources) of money in the accounts listed above Contribution Frequency Contribution Amount

	\$	
	\$	
	\$	
	\$	

b PERSONAL SAVINGS & CHECKING Identify any funds from personal accounts used to fund Expenses, Part 2

Account Number	Financial Institution	Date Opened	Signatories on Account	Current Balance	Drawn for Business
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

Total dollar amount drawn from business accounts: **b** → \$ 0.00

Description of Source (identify the sources) of money in the accounts listed above Contribution Frequency Contribution Amount

	\$	
	\$	
	\$	
	\$	

g GIFTS/GRANTS FROM INSTITUTIONS	Identify any gifts and/or grants from institutions used to fund Expenses, Part 2			
Institution	Address (Street, City State)	Contact Name and Phone	Grant Date	Amount Gifted
				\$
				\$
				\$
				\$
Total money received from institutional gifts and/or grants:			g →	\$ 0.00
h OTHER FINANCING	Identify any financing (credit cards, etc.) used to fund Expenses, Part 2			
Description of Financing				Amount Financed
				\$
				\$
				\$
				\$
Total money drawn from other financing:			h →	\$ 0.00
= FINANCING TOTALS	Sub-total all funds (sections a-h) used to fund Part 2			
Business Accounts	a →	\$ 0.00	Gifts from Individuals	f → \$ 0.00
Personal Accounts	b →	\$ 0.00	Gifts/Grants from Institutions	g → \$ 0.00
Loans from Financial Institutions	c →	\$ 0.00	Other Financing	h → \$ 0.00
Loans from Individuals	d →	\$ 0.00	TOTAL BUSINESS FINANCING (a-h)*	= → \$ 0.00
Securities	e →	\$ 0.00	*Should be equal or greater than total amount of expenses listed in part 2	

PART 4 ACKNOWLEDGEMENT REVIEW THE FOLLOWING STATEMENT AND SIGN YOUR ACKNOWLEDGEMENT BELOW

I hereby certify, under penalty of perjury, that I am authorized to execute this form and that all information I have provided on this form is complete, true, and correct. I certify that I understand that all information provided on this Financial Disclosure Form will be corroborated. The City of Aurora reserves the right to request any and all documentation it determines necessary to perform this verification. I and/or my representative will have three business days to meet such requests, and failure to do so may result in a disapproved or suspended license application. I understand and accept that any falsification or purposely holding back of this information is grounds for recalling the license(s) issued.

Signature of Applicant

Date

Subscribed to and sworn to before me this _____ day of _____, 20____.

Notary Public in and for said County and State

(PLACE SEAL HERE)

PA

City of Aurora

Probationary Agreement / Management Plan

FORM REQUIRED: City of Aurora Liquor Ordinance SEC. 6-5. Application for License.

Upon approval of the application and issuance of any new liquor license, the licensee will be placed on a one-year probation period. During said probationary period, if the licensee violates any section of the liquor ordinance, as specified in a probationary agreement that includes a management plan put forth to the licensee prior to the issuance of a license. A liquor hearing will be called and the license may be revoked immediately, with no progressive discipline required.

Probationary Agreement / Management Plan

Applicant / Corporate Name ☐ Thornton's Inc.

d/b/a Name ☐ Thornton's

Location / Address ☐ 2800 Ogden Avenue, Aurora, IL 60504

Planned Days / Hours of Operation

<input type="checkbox"/> SUNDAY	FROM	Open	A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> MONDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> TUESDAY	FROM	24	A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> WEDNESDAY	FROM	Hours	A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> THURSDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> FRIDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> SATURDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.

/ 7 Days a week

Entertainment

Entertainment will be held on the premises. ☐ Yes ☒ No


If yes, what type(s) of entertainment? (Please list) Bands/Solo ☐ DJ ☐ Televised Sports ☐
Other

Please specify the days and times that entertainment is planned.

<input type="checkbox"/> SUNDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> MONDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> TUESDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> WEDNESDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> THURSDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> FRIDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.
<input type="checkbox"/> SATURDAY	FROM		A.M. / P.M.	TO		A.M. / P.M.

Affidavit

By signing this Probationary Agreement, the undersigned affirms that he/she understands if the business is found to be in violation of any section of the liquor ordinance within the first year of operation, a Liquor Hearing may be held and the Liquor License issued may be revoked without progressive discipline being instituted.

 - President

President / Owner

3-11-16

Date

 Asst. Sec.

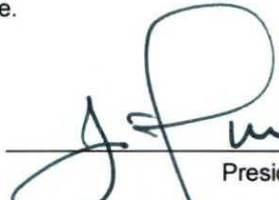
Secretary / Owner CLO/GC

03/11/2016

Date

Receipt

I have received a copy of the Probationary Agreement / Management Plan that has been signed by the President and Secretary / Owner(s) of the business. One copy of the agreement will be placed in the Licensee's file in the City Clerk's Office.

 - President

President / Owner

3-11-16

Date

 Asst. Sec.

Secretary / Owner CLO/GC

03/11/2016

Date

City Clerk's Office

Date

Answer to Question #7

Our corporate records only go back to 5/11/2001

CSR = Customer Service Rep

Store Location	Date of Occurrence	Action	City	State
160	10/28/2015	CSR sold alcohol to a minor and was suspended, to be termed. CSR and Store each received citation. Settlement required a fine of \$1,800 and TIPS training for all team members within 60 days.	Louisville	Kentucky
386	9/23/2015	(CSR) sold alcohol to a minor. CSR suspended and terminated. Thorntons paid a fine of \$500.	Champaign	Illinois
028	8/21/2015	Store received a citation for "Unlawful Expansion of a Permit" and "Disorderly Premises" from the Louisville ABC. AEN spoke with the ABC Detective Robert Roby, and Louisville Planning, and the Detective agreed to dismiss the citation.	Louisville	Kentucky
049	8/19/2015	Louisville ABC Office pulled on to the lot, and witnessed a customer open a beer and drink it on the lot. Louisville ABC officer gave the store a citation. Waiting for official confirmation from Louisville ABC. On 10.13.15 Thorntons accepted an Administrative Warning in lieu of a fine or suspension.	Louisville	Kentucky
028	8/5/2015	Store received a citation for "Unlawful Expansion of a Permit" from the Louisville ABC. Thorntons accepted an Administrative Warning in return for Louisville ABC dismissing the citation.	Louisville	Kentucky
304	7/24/2015	The store did not have alcoholic beverage invoices dating back at least 90 days. A fine of \$200 has been issued and paid.	Round Lake Beach	Illinois
157	6/19/2015	CSR sold a 25 oz Budlight Cranberrita to a minor. CSR suspended and termed. CSR cited, the store received a citation for \$1,800.00 which has been paid.	Louisville	Kentucky
028	6/12/2015	Store received a uniform citation for "Unlawful Expansion of a Permit" from the Louisville ABC. The store received a citation for \$1,800.00 which has been paid.	Louisville	Kentucky

606	4/16/2015	CSR failed a Lebanon PD sting by selling alcohol to a minor. CSR cited by no notice of fine or hearing to the store yet. CSR to be terminated.	Lebananon	Tennessee
161	4/9/2015	CSR (from #26) failed a KY ABC alcohol sting by selling alcohol to a minor. CSR to be suspended, then termed. Preliminary Hrg Date 05/20/2015 at 1:00 pm in Frankfort. \$1,800 Fine paid in lieu of a 36 day suspension. Paid 5.4.15	Louisville	Kentucky
705	1/23/2015	CSR sold alcohol to a minor in sting by Hillsborough Co. Sheriff's Office. CSR cited, but no notice of fine or hearing to the store, yet. CSR to be terminated.	Tampa	Florida
704	12/19/2014	CSR sold alcohol to a minor in sting by Hillsboro Co. Sheriff. CSR cited. No citation, fine or notice of hearing to Thorntons, yet.	Riverview	Florida
703	12/7/2014	CSR failed an external alcoholic beverage sting conducted by the Hillsborough County Sheriff's Office. Officer stated that store would not given a violation. CSR was terminated on 12.10.14.	Tampa	Florida
139	11/12/2014	CSR sold alcohol to a minor in an external sting. Mr. Geirren was given a citation. No citation has been issued to Thorntons at this time.	North Aurora	Illinois
308	9/24/2014	CSR sold alcohol to a minor in a Third Lake PD sting. No citation to Thorntons at this time. CSR suspended and termed. On 11/6/14 Thorntons was notified by the Illinois Liquor Control Commission that a notice of violation would be forthcoming. Store #308 received an offer for settlement from the ILCC for \$500 and a settlement conference on Dec. 10 or 11th. On December 11, 2014 Thorntons paid a \$500 fine	Third Lake	Illinois

152	7/22/2014	CSR sold alcohol to a minor in a Louisville Metro ABC sting. Citation issued to Thorntons. CSR left shift early, did not report, unresponsive to communication and to be termed. AEN settled fine for \$1,800 and TIPS training to be completed by #152's team within 60 days of 8/26/14. TIPS training and confirmation of acceptance of the TIPS training from Louisville Metro ABC on 10/10/14.	Louisville	Kentucky
72	5/4/2014	CSR rsold alcohol to an intoxicated individual. Citation received 3/20/2015. Fine of 1,250	Florence	Kentucky
705	3/15/2014	CSR sold alcohol to minor in Hillsborough County Sheriff Dept sting. CSR arrested and to be termed. No notice of fine or hearing to Thorntons, yet.	Tampa	Florida
301	1/23/2014	CSR sold alcohol to a minor in a Village of Summit PD sting. CSR suspended and to be termed. Settlement Conference w/ IL LCC 03/26/2014. Fine of \$500 paid.	Summit	Illinois
704	11/27/2013	CSR sold alcohol to a minor in stng by Hillsboro Co. Sheriff. CSR cited. No citation, fine or notice of hearing to Thorntons, yet.	Riverview	Florida
360	11/25/2013	CSR sold alcohol to a minor in an IL sting. CSR's employment terminated. Hearing set for 03/19/2014 before IL LCC. 1 day suspension + \$2,500 fine. Served 1-day suspension 03/25/2014 from 12:00 am to 12:00 pm	Bloomington	Illinois
601	10/29/2013	CSR sold alcohol to a minor in a sting by Hendersonville Police. CSR suspended, to be terminated. Hearing 01/02/2014, 7-day suspension starting 01/03/2014 at noon to 01/10/2014 at noon.	Hendersonville	Tennessee
704	8/24/2013	CSR sold alcohol to a minor in sting by Hillsboro Co. Sheriff. CSR cited with misdemeanor and court date. No notice of fine or hearing for company, yet.	Riverview	Florida

128	7/25/2013	ILCC Inspector unable to find current local license posted. Local License posted in area away from other licenses. Currently contesting violation.	West Dundee	Illinois
611	7/19/2013	CSR sold alcohol to a minor. CSR given personal citation and to be termed. Fine of \$2,500 to Metro Beer Board.	Nashville	Tennessee
051	7/12/2013	CSR sold alcohol to a minor in a KY ABC sting. CSR given court date. CSR terminated. Fine \$1,800. Final Order issued 9/4/13.	Lexington	Kentucky
306	6/14/2013	Cited for not having state liquor license posted where public can see. \$250 fine by IL LCC.	East Dundee	Illinois
063	6/7/2013	CSR failed an alcohol sting conducted by Hamilton Co. Sheriff. CSR given personal citation, suspended and to be termed. Hearing before Oh LCC 05/07/2014. \$750 fine.	Cincinnati	Ohio
367	1/2/2013	Cited for having 2 temporary outside beer signs by same brand, when only allowed 1. Notice of fine \$200.	Havana	Illinois
370	12/10/2012	Cited for having 2 temporary outside beer signs by same brand, when only allowed 1. Fine \$200 paid.	Springfield	Illinois
373	12/5/2012	Cited for having 2 temporary outside beer signs by same brand, when only allowed 1. Fine \$200 paid.	Springfield	Illinois
065	6/21/2012	CSR sold alcohol to a minor in a sting by OH Dept. of Public Safety. CSR suspended, expect term. CSR given personal citation. Store given citation. Hearing set for 03/13/2013. Fine \$2,500.	Louisville	Kentucky
306	5/3/2012	IL Business Tax Certificate (Certificate of Registration) was not posted in store. \$100 fine by IL Liquor Control Commission.	East Dundee	Illinois
360	4/5/2012	CSR sold alcohol to minor in City of Bloomington sting. CSR termed. City of Bloomington fine \$600.	Bloomington	Illinois
360	12/1/2011	CSR failed alcohol sting conducted by IL State Police. CSR termed. Fine \$500 by IL LCC.	Bloomington	Illinois

063	11/23/2011	CSR failed alcohol sting and was termed. CSR personally cited. Thorntons received notice of violation. Case Dismissed.	Cincinnati	Ohio
367	9/26/2011	CSR in alcohol sting. She did not finalize the sale and did not provide the minor his change, but she bagged the beer and took the minor's \$10 bill before minor left store. CSR cited for court. Thorntons settlement conference with IL LCC 12/06/11 -- \$500 fine.	Havana	Illinois
065	8/3/2011	CSR sold alcohol to minor in a sting. CSR terminated. Hearing 09/12/12. Fine \$750.	Cincinnati	Ohio
036	10/12/2010	CSR sold alcohol to a minor in a sting. CSR terminated. Store received Violation Notice from OH Dept. of Public Safety. Hearing 02/08/11. Fine of \$750 in lieu of a 6-day suspension.	Louisville	Kentucky
024	5/18/2010	CSR failed KY ABC sting by selling alcohol while polls were open on election day . CSR written up, not suspended or termed. Fine \$750.	Louisville	Kentucky
057	4/23/2010	CSR failed a KY ABC sting by selling alcohol to minor. CSR terminated. Fine \$1,750 by KY ABC.	Louisville	Kentucky
382	3/30/2010	CSR sold alcohol to a minor in a sting conducted by Macon Co. Sheriff's Office. CSR to be termed. Decatur Liquor Control Commission issued \$500 fine.	Decatur	Illinois
500	2/23/2010	CSR sold alcohol to a minor. CSR suspended, to be terminated. Hearing w/ OH LCC 6/1/2010. Fined \$2,500.	Columbus	Ohio
034	2/4/2010	CSR sold alcohol to a minor. CSR to be terminated. Fine paid to KY ABC \$1,750.	Louisville	Kentucky
027	1/8/2010	CSR sold alcohol to a minor in KY ABC sting. Fine \$1,750.	Louisville	Kentucky
306	1/7/2010	CSR sold alcohol to a minor. CSR termed. Fine \$1,000 to Village of East Dundee. Fine of \$500 by IL LCC, but credited \$500 since we already paid twice that in local fines.	East Dundee	Illinois

600	12/22/2009	GM sold alcohol to a minor. Jerry was given a personal citation. Smyrna Beer Board Hearing 6/7/2010. Fined \$2,500.	Smyrna	Tennessee
500	10/28/2009	CSR sold alcohol to a minor in Franklin Co. sting. He was personally cited by law enforcement, suspended, to be termed. Hearing w/ OH LCC 6/1/2010. Fined \$750.	Colombus	Ohio
053	9/3/2009	CSR sold alcohol to minor in Lexington Police sting. She was issued personal citation. Store fined \$1,750 by KY ABC.	Lexington	Kentucky
603	6/19/2009	CSR sold alcohol to a minor. CSR cited. Fine of \$1,500.	Hermitage	Tennessee
501	5/1/2009	CSR sold alcohol to minor. Suspended same day, termed 5/4/09. Store fined \$750.	Colombus	Ohio
071	4/3/2009	CSR sold beer to minor in West Chester Police sting. CSR terminated. Hearing 1/13/2009. OH LCC fine of \$3,600.	Cincinnati	Ohio
056	2/22/2009	CSR sold alcohol to a minor in Lou. ABC sting. CSR terminated. Fine \$1,000 + TIPS training.	Louisville	Kentucky
382	1/9/2009	CSR sold alcohol to minor, to be terminated. CSR personally cited with court date. No fine or notice of hearing, yet.	Decatur	Illinois
360	12/17/2008	CSR failed State alcohol sting. To be terminated. \$500 fine.	Bloomington	Illinois
061	10/23/2008	CSR sold alcohol to minor in KY ABC sting. CSR personally cited also. Fine \$1,250, 10-day suspension probated for 2 years. All employees to complete STAR training w/in 90 days of final order.	Louisville	Kentucky
155	9/15/2008	No violation, only administrative warning for not displaying liquor license and warning to minors sign. No action necessary.	Louisville	Kentucky
071	9/12/2008	CSR sold alcohol to minor in sting by West Chester Police Dept. Hearing 2/4/2009 at 9am. Found in violation, \$2500 fine.	Cincinnati	Ohio
552	9/12/2008	CSR sold alcohol to minor in sting by West Chester Police Dept. Hearing 2/4/2009 at 9:00 am. Found in violation, \$2500 fine.	Westchester	Ohio

098	9/9/2008	No violation, only administrative warning for not displaying liquor license and warning to minors sign. No action necessary.	Louisville	Kentucky
024	8/13/2008	No violation, only administrative warning for not having a warning to minors sign. No action necessary.	Louisville	Kentucky
036	7/22/2008	CSR sold alcohol to minor in Franklin County sting. CSR cited by police. CSR to be terminated. Fine \$1,200 to OH LCC.	Colombus	Ohio
074	5/16/2008	CSR sold alcohol to minor. Sting conducted by Mason Police Dept. CSR terminated, personally cited with court date. Hearing date 10/8/2008. Found in violation at hearing. Fine \$2,500.	Mason	Ohio
151	3/5/2008	CSR sold alcohol to minor in Lou Metro sting. CSR terminated. CSR not personally cited. \$2,500 fine plus training.	Louisville	Kentucky
041	2/20/2008	GM failed a Lou Metro ABC sting by selling alcohol to a minor. GM cited personally. GM terminated. \$1,000 fine plus training.	Louisville	Kentucky
092	2/7/2008	CSR sold alcohol to a minor in Ky ABC sting. CSR cited and to be terminated. Fine \$1,250, 10-day suspension probated for 2 years, and STAR training.	Shelbyville	Kentucky
304	12/27/2007	CSR sold alcohol to minor in Round Lake Park Police sting. CSR being terminated. CSR personally cited. Store has received no notice of fine or hearing, yet.	Round Lake Park	Illinois
039	12/27/2007	SM sold alcohol to minor in Ky ABC sting. SM personally cited. Notice of hearing 3/18/2008 before KY ABC. Settled for fine \$1,750.	Versailles	Kentucky
301	12/14/2007	CSR sold alcohol to a minor and arrested on site by police. No notice of fine or hearing for store.	Summit	Illinois

050	11/30/2007	CSR sold alcohol to minor. CSR terminated. CSR given citation. Notice of hearing 3/19/2008 before KY ABC. Settled for fine \$1,750.	Louisville	Kentucky
349	11/27/2007	CSR/Car Wash person sold alcohol to minor. Employee suspended, to be terminated. CSR given citation. No notice of hearing or citation for the store.	Galesburg	Illinois
062	11/21/2007	Charged w/ sell of alcohol to intoxicated customer. Pre-Hrg Conference 3/6/08 -- violation dismissed. Received Order of dismissal.	Lexington	Kentucky
023	11/7/2007	CSR sold alcohol to a minor. Store cited by LMPD. CSR terminated. Fine \$3,750 plus TIPS training.	Louisville	Kentucky
550	10/10/2007	CSR sold alcohol to a minor. Employee suspended, to be terminated. No notice of hearing.	Fairfield	Ohio
115	10/5/2007	Store did not have alcohol-pregnancy warning sign . ILL Dept. Revenue issued citation and provided proper sign. No notice of hearing or fine.	Carey	Illinois
096	9/24/2007	Sign Violation: Opened after remodel. Lou. Metro inspector found license not up for public display, warning to minor/pregnancy sign not posted for public display, and Ky alcohol license # and name not displayed on premises. Administrative warning issued only.	Louisville	Kentucky
060	9/13/2007	CSR sold alcohol to a minor. Employee suspended, to be terminated. Employee not cited. Lou ABC sting. Hearing 10/9/2007. Fine \$1,000, plus TIPS/STAR training.	Louisville	Kentucky
042	8/30/2007	CSR sold alcohol to minor. \$1,750 fine from KY ABC. STAR training not required.		
098	8/28/2007	CSR sold alcohol to minor. Employee suspended, to be terminated on 8/29/2007. Employee not cited. Lou ABC sting. Hearing scheduled for 9/18/2007. Hearing rescheduled for 9/25/2007. \$1,000 fine plus TIPS training.	Louisville	Kentucky

071	8/3/2007	CSR sold alcohol to a minor. Employee terminated. Restricted sales training (TIPS) completed. Fined \$750 in lieu of 6-day suspension.	Cincinnati	Ohio
114	7/29/2007	CSR failed alcohol sting. Employee terminated. Store's 2nd violation this year. Store fined \$750 with 7-day suspension 8-17-2007 through 8-23-2007.	Round Lake Beach	Illinois
020	7/26/2007	CSR sold alcohol to minor. Employee terminated. Employee not cited. Lou ABC sting. Hearing 9/25/2007. Store's 2nd violation in 13 months. \$2,500 fine plus TIPS training.	Louisville	Kentucky
366	6/21/2007	CSR sold alcohol to a minor. Employee terminated. No notice of fine or hearing.	Pontiac	Illinois
552	4/20/2007	sold alcohol to a minor. Employee demoted to CSR. Violation Notice issued 10/24/07. 12/31/07 state issued notice of hearing to be scheduled soon. Hrg w/ State Liquor Control Commission 8/20/2008. Case dismissed.	Westchester	Ohio
114	3/15/2007	CSR sold alcohol to a minor. Employee terminated. No notice of hearing (but see violation of 7/31/2007).	Round Lake Beach	Illinois
352	3/14/2007	CSR sold alcohol to a minor. Employee terminated. Hearing 4/30/2008. \$500 fine.	East Peoria	Illinois
028	3/13/2007	CSR sold alcohol to a minor. Employee terminated. 35 days license suspension handled as follows: for 25 days option of \$50/day fine for total of \$1,250 fine paid; remaining 10 days probated for 2 years from date of this violation.	Louisville	Kentucky
023	3/8/2007	CSR sold alcohol to a minor. Employee Terminated. Hearing scheduled for April 24, 2007. \$2500 fine imposed + tips training.	Louisville	Kentucky
151	3/8/2007	CSR sold alcohol to a minor. Employee terminated. Hearing scheduled for April 24, 2007. \$1250 fine imposed suspended for one year + tips.	Louisville	Kentucky

024	9/24/2006	CSR sold alcohol to a minor. Employee terminated. Hearing March 15, 2007. Case settled for. \$1250 fine and STAR training for all store employees.	Louisville	Kentucky
154	9/24/2006	CSR sold alcohol to a minor. Case settled for \$1250 fine and STAR training for all store employees.	Louisville	Kentucky
056	7/28/2006	CSR sold alcohol to a minor. Employee terminated. Employee was cited. \$750 fine paid.	Louisville	Kentucky
007	7/20/2006	RSM sold alcohol to a minor. Employee terminated. Employee received citation. Thorntons has not received notice of hearing as of August 7, 2006.	Franklin Park	Illinois
020	6/22/2006	CSR sold alcohol to a minor. Employee terminated. No notice of hearing received as of June 27, 2006.	Louisville	Kentucky
370	6/15/2006	CSR sold alcohol to a minor. Employee terminated. No notice of hearing or citation as of June 20, 2006. January 2009 received Final Notice of Offer In Compromise for fine of \$525.	Springfield	Illinois
090	6/9/2006	CSR sold alcohol to a minor. Employee terminated. No notice of hearing as of June 20, 2006.	Lexington	Kentucky
385	6/9/2006	CSR sold alcohol to a minor. Employee terminated. Citation given to employee but not Thorntons. No notice of hearing as of June 20, 2006.	Savoy	Illinois
349	5/27/2006	CSR sold alcohol to a minor. Employee was given a ticket by local law enforcement. Employee has been terminated. No notice of hearing or citation against Thorntons.	Galesburg	Illinois
369	2/7/2006	CSR sold alcohol to a minor. Employee terminated. 3 day suspension ordered by City of Lincoln. To be served March 28 -31, 2006.	Lincoln	Illinois
073	1/28/2006	CSR sold alcohol to a minor. Employee terminated for other reason before policy violation discovered. Fine Paid by Ms. Guillen To date (May 22, 2005) no notice received of action against Thorntons.	Erlanger	Kentucky

023	1/16/2006	CSR sold alcohol to a minor. Employee Terminated. Hearing February 7, 2006. \$2000 fine issued by Metro ABC. All store employees must receive alcohol training.		
349	12/17/2005	CSR sold alcohol to a minor. Employee terminated. No notice of hearing.	Galesburg	Illinois
371	12/9/2005	CSR sold alcohol to a minor. Employee Terminated. \$1000 fine and three day suspension of sales. (Feb. 13, 14, 15, 2006.)+C76 Additional fine of \$1000 paid to State of Illinois.	Springfield	Illinois
382	8/18/2005	CSR sold alcohol to a minor. Employee terminated. Hearing to occur on November 18, 2005. \$500 fine imposed.	Decatur	Illinois
155	8/10/2005	CSR sold alcohol to a minor. Employee has been terminated. 20 day suspension probated for two years.	Louisville	Kentucky
039	6/17/2005	CSR sold alcohol to a minor. Employee terminated. Plea agreement reached with KY. ABC. Thorntons to pay \$3000 fine. Any further violations occurring before June 17, 2007 will lead to a suspension of license.	Louisville	Kentucky
128	6/11/2005	CSR sold alcohol after hours. The employee was not terminated due to her being a transfer to 128 and not having been trained as to the hours of sales being different than her prior store. Employee did properly ask for identification from customer. Hearing Nov. 21, 2005. 3 day suspension plus payment of \$1250 fine and payment of \$1243.30 in court costs. Total fine and assessments \$2493.30.	West Dundee	Illinois
371	5/13/2005	CSR sold alcohol to a minor. Employee terminated. C90\$500 fine paid. Next violation \$1000 fine and two week suspension of alcohol license.	Springfield	Illinois
072	5/7/2005	CSR sold alcohol to a minor. Employee terminated. No notice of hearing.	Florence	Kentucky
071	4/22/2005	CSR sold alcohol to a minor. Employee terminated. No notice of hearing.	Cincinnati	Ohio

093	3/18/2005	CSR sold alcohol to a minor. Employee terminated. \$750 fine + alcohol training for store personnel required.	Louisville	Kentucky
057	2/26/2005	CSR sold alcohol to a minor. Employee terminated. \$750 fine + alcohol training for store personnel required.	Louisville	Kentucky
028	11/22/2004	CSR sold alcohol to a minor. Employee terminated. Hearing to occur March 29, 2005. State will settle for \$750 fine subject to store personnel being trained. Fine has been paid.	Louisville	Kentucky
151	11/15/2004	Store given an administrative warning for failure to have posted signs warning minors about underage alcohol sales. Signs required by Kentucky law. No fine.	Louisville	Kentucky
021	11/4/2004	Store given an administrative warning for failure to have posted signs warning minors about underage alcohol sales. Signs required by Kentucky law. No fine.	Louisville	Kentucky
385	10/22/2004	CSR sold alcohol to a minor. Employee terminated. No notice of fine or hearing. Notice of warning received on January 14, 2005. No fine.	Savoy	Illinois
071	9/9/2004	CSR sold alcohol to a minor. Employee terminated. No notice of hearing.	Cincinnati	Ohio
068	7/19/2004	CSR sold alcohol to a minor. Employee terminated. Hearing on February 15, 2005. Case dismissed, prosecuting witness did not show.		
036	6/26/2004	CSR sold alcohol to a minor. Employee terminated. Hearing on February 15, 2005. \$500 fine imposed at hearing.	Columbus	Ohio
032	5/8/2004	CSR sold alcohol to a minor. Employee Terminated. Hearing August 19, 2004. \$1000 fine imposed in lieu of suspension.	Paris	Kentucky
039	4/24/2004	CSR sold alcohol to a minor. Employee terminated. No notice of hearing received. \$750.00 fine paid.	Versailles	Kentucky
023	4/15/2004	CSR sold alcohol to a minor. Employee terminated. C118 Settled by agreed Order. \$750.00 fine and tips training for store Personnel.		

350	4/10/2004	CSR sold alcohol to a minor. No hearing date. Court date has been set for Mr. Chapai on May 4, 2004.	Creve Coeur	Illinois
007	3/12/2004	CSR sold alcohol to a minor. Employee Terminated. Hearing set for April 6, 2004. Three day suspension and \$1500 fine issued. In Addition to the local fine, the State Of Illinois has imposed an additional fine of \$1000.	Franklin Park	Illinois
027	2/24/2004	Store cited for violation of requirement that alcohol license must be displayed in a conspicuous place. Hearing set for March 16, 2004. No fine. Administrative warning only.	Louisville	Kentucky
026	1/10/2004	CSR sold alcohol to a minor. No notice of hearing. Employee terminated. \$750 fine and all store personnel must attend TIPS training.	Louisville	Kentucky
049	12/21/2003	CSR sold alcohol to a minor. No notice of hearing. Employee terminated. \$750 fine imposed + all personnel must attend TIPS training.	Louisville	Kentucky
092	12/20/2003	CSR sold alcohol to a minor. Citation received by sto+C140re and will be delivered to Shawn Goodpaster. Employee has been terminated. \$750 fine and all store personnel must attend TIPS training.	Shelbyville	Kentucky
128	12/20/2003	CSR sold alcohol to a minor. Employee terminated. No notice of hearing received. Hearing March 1, 2004. \$750 day fine + cost of prosecution, and 3 day suspension imposed. \$1685.84 cost of prosecution paid.	West Dundee	Illinois
007	12/18/2003	CSR sold alcohol to a minor. No notice of hearing received. Employee terminated. \$500 fine assessed.	Milford	Ohio
025	12/6/2003	CSR sold alcohol to a minor. Employee Terminated. Hearing set for January 20, 2004. \$500.00 fine assessed.	Louisville	Kentucky
154	12/6/2003	CSR sold alcohol to a minor. Employee Terminated. Hearing set for January 20, 2004. \$1000 fine assessed.	Louisville	Kentucky

034	2/8/2003	Store Manager sold alcohol to a minor. Hearing set for June 24, 2003. Employee terminated. \$750 fine paid. Alcohol training for store employees required.	Louisville	Kentucky
055	2/8/2003	CSR sold alcohol to a minor. Hearing set for June 24, 2003. Employee terminated. \$750 fine paid. Alcohol training for store employees required.	Louisville	Kentucky
155	1/17/2003	CSR sold alcohol to a minor. Employee terminated. Hearing June 10, 2003.	Louisville	Kentucky
041	1/15/2003	Store Manager sold alcohol to a minor. Employee terminated. Hearing February 18, 2003. 40 day suspension subject to buyback, with 10 days probated. Buyback fine of \$1500 + mandatory TIPS training.	Louisville	Kentucky
096	1/15/2003	CSR sold alcohol to a minor. Employee terminated. 20 day suspension subject to buyback. Buyback fine of \$1000. \$500 of fine will be suspended if TIPS training completed.	Louisville	Kentucky
500	9/18/2002	CSR sold alcohol to a minor. Hearing set for February 11, 2003. Flo Fountain terminated. \$500 fine paid.	Columbus	Ohio
024	8/30/2002	CSR sold alcohol to a minor. TOC to Pay \$750 fine. No suspension.	Louisville	Kentucky
024	8/14/2002	CSR sold alcohol to a minor. Hearing set for January 8, 2003. Conditional discharge. No fine. On probation for 1 year, any violations in year, 20 day suspension. All employees must receive TIPS training.	Louisville	Kentucky
066	8/1/2002	CSR sold alcohol to a minor. Hearing set for February 11, 2003. Dustin Jones terminated. \$2000 fine.	Galloway	Ohio
010	6/10/2002	CSR, sold alcohol to a minor. Employee terminated. \$500 fine paid.		
061	6/6/2002	CSR sold alcohol to a minor. Hearing set for November 19, 2002. Store on one year probation. All employees to receive alcohol training. Fine has been probated.	Louisville	Kentucky

119	12/13/2001	CSR sold alcohol to a minor. Hearing January 9, 2002. \$3500 fine + five day suspension.	Lake in the Hills	Illinois
151	11/30/2001	CSR sold alcohol to a minor. Employee fired. Hearing date is April 25, 2002. \$1000 fine imposed by ABC.	Louisville	Kentucky
026	11/28/2001	CSR sold alcohol to a minor. Hearing held January 15, 2002. \$1000 fine + tips training required + 7 days suspension. (February 10 - 16 2002.)	Louisville	Kentucky
171	11/2/2001	CSR sold alcohol to a minor. CSR written up. \$1000 fine imposed.	Canal Winchester	Ohio
036	9/13/2001	CSR sold alcohol to a minor. Employee resigned. \$700 fine imposed.	Columbus	Ohio
042	9/5/2001	CSR sold alcohol to a minor. Employee resigned upon reprimand. \$1000 fine imposed.		
060	9/5/2001	CSR sold alcohol to a minor. \$1000 fine.	Louisville	Kentucky
068	8/2/2001	CSR sold alcohol to a minor. CSR terminated. State requiring all store personnel be trained in alcohol management. \$1600 fine paid.		
041	7/11/2001	CSR, sold alcohol to a minor. 27 day suspension. Buy back 20 days @ \$1000. All personnel takes tips training. 7 day suspension September 18-24, 2001.	Louisville	Kentucky
090	5/11/2001	CSR sold alcohol to a minor. Hearing set for August 22, 2001. \$1000 fine imposed	Lexington	Kentucky

Directors and Trustee for Corporate Information Sheet

Mathew A. Thornton is the director for **Thorntons Inc. Employee Stock Ownership Plan** and he is the trustee for the **Mathew A. Thornton Revocable Trust**.

James Kimble Vardaman Ratliff, Jr is the trustee for the **Susanne T. Ratliff 2010 Family trust**.



City of Aurora

Division of Inspection and Permits • 65 Water Street • Aurora, Illinois 60505-3305 • (630) 844-3616

DEPARTMENT OF COMMUNITY DEVELOPEMENT DIVISION OF INSPECTION AND PERMITS

CERTIFICATE OF OCCUPANCY AND COMPLIANCE

THORNTON OIL CORPORATION

10101 LINN STATION RD STE 200
AURORA IL 60505

This is to certify that the structure and land located at:

2800 GORDEN AV

In the City of Aurora, Illinois, described as:

Parcel No. 07-00-400-000

is approved and may be used for the following permitted use(s) in the RBD Zoning District: PLANNED DEVELOP DISTRICT

In all buildings used for a purpose other than solely residential, this certificate shall be conspicuously displayed at all times.

This certificate does not authorize any change in the use or operation, reconstruction, extension or enlargement of the building or land except in accordance with the requirements of the Aurora Zoning Ordinance as amended, the Building Code and other pertinent codes and ordinances of the City of Aurora.

Building
Parcel No. 07-00-400-000

Date
of Issuance: 10/1/00

ARTICLE III -- Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV -- Registered Office

The registered office of the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The registered agent of the Corporation is The Corporation Trust Company whose business address is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, in the county of New Castle.

ARTICLE V -- Capital Stock; S Corporation Provisions

Authorized Capital Stock. The Corporation shall have one class of capital stock, known as Common Stock, which shall have a par value of \$0.001 per share. The total number of shares of Common Stock that may be issued by the Corporation is two million (2,000,000) shares. Each share of Common Stock shall be entitled to one vote per share. Each share of Class A Common Stock, par value \$0.001 per share, and each share of Class B Common Stock, par value \$0.001 per share, in existence immediately prior to the effectiveness of this Second Amended and Restated Certificate of Incorporation, is hereby reclassified and divided into ten (10) shares of Common Stock.

S Corporation Provisions. The following provisions of this Article shall apply only with respect to periods in which the Corporation has in effect an election to be taxed under Subchapter S of the Internal Revenue Code of 1986, as amended (the "Code") and corresponding state or local law (the "Subchapter S Election").

1. Upon request by the Corporation, the stockholders shall promptly execute and transmit to the Corporation for filing all documents to effect the Subchapter S Election prepared by it for that purpose. Each stockholder agrees that if, following the submission of such an election form to such stockholder, the stockholder fails to return the form within fifteen (15) days prior to the due date (determined without regard to extensions of that date that may be available), the Corporation is authorized as the stockholder's agent to execute the form in the stockholder's stead prior to such filing.

2. The Corporation shall distribute, by the forty-fifth (45th) day after the end of each fiscal quarter of the Corporation, an aggregate amount of Available Cash sufficient, in the opinion of the Board of Directors of the Corporation after consultation with the Corporation's tax advisors, to defray the federal, state and local income tax and estimated federal, state and local income tax obligations of the stockholders (as a group) with respect to the group's aggregate distributive share of taxable income, gain, loss, deduction and credit of the Corporation, assuming that the stockholders are subject to tax thereon as a group at the highest rate at which any of the stockholders is subject to tax on the attributed income and taking into account cumulative taxable income, gain, loss, deduction and credit of the Corporation in relation to previous distributions hereunder. The Board of Directors, in consultation with the Corporation's tax advisors, may adjust such assumed rate from time to time to reflect any relevant legislative changes or changes in circumstances of one or more stockholders after October 1, 1997. If Available Cash is insufficient for any such distribution, the Corporation shall

in the Bylaws. The Board of Directors shall have the power to increase or decrease the number of directors on the Board of Directors last approved by the stockholders pursuant to and in accordance with the limitations provided by Delaware law; provided, however, that, the Board of Directors may not decrease the number of directors on the Board of Directors below the number then in office, and at no time shall the number of directors be fewer than three (3) nor more than five (5) without amendment of this Article.

ARTICLE VIII -- Stockholder Voting

Except as otherwise provided in this Certificate, the affirmative vote of the majority of shares present in person or represented by proxy shall be necessary for any act of the stockholders. The election of the directors of the Corporation will be by a plurality and need not be by written ballot. The following decisions of the Corporation are required to be put to the stockholders for a vote before any action is authorized, and shall require the affirmative vote of 60% of the outstanding shares to constitute an act of the stockholders:

- (i) amend this Certificate of Incorporation or any portion of the Corporation's Bylaws which may not be amended without stockholder approval;
- (ii) remove any member of the Board of Directors or elect a replacement director for one that was previously sitting.
- (iii) merge or consolidate, or enter into an agreement to merge or consolidate, the Corporation with or into any other corporation or other legal entity, or authorize a share exchange;
- (iv) liquidate, reorganize or recapitalize the Corporation or adopt any plan to do so;
- (v) cause the Corporation to engage in any activity, other than (i) operating automobile fueling stations and related convenience stores (the "Core Business"), (ii) holding assets for, engaging in or operating a businesses that is vertically or horizontally integrated with the Core Business, or (iii) activities incidental to or associated with the Core Business; specifically, the Corporation may not invest in or develop business lines not related to the Core Business, such as ownership of sporting teams or sports venues, housing developments, securities trading, etc.;
- (vi) cause the Corporation to issue or sell any capital stock or any options or rights to purchase any capital stock even if such capital stock has been previously authorized and issued, other than to existing stockholders pro rata, to the Corporation's employee stock ownership plan, or in connection with exercise of options or warrants currently outstanding; or
- (vii) redeem any capital stock other than (A) from the Corporation's employee stock ownership plan or (B) upon an event triggering the Corporation's right to purchase shares pursuant to the 2012 Amended and Restated Stockholders Agreement (or a amendment or successor thereto); or

corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

3. Any indemnification under sections 1 and 2 of this Article shall (unless ordered by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director or officer is proper in the circumstance because he or she has met the applicable standard of conduct set forth in sections 1 and 2 of the Article. Such determination shall be made (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the stockholders.

4. The Corporation may pay expenses (including attorneys' fees) incurred by a present or former director or officer in defending or responding to any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suite or proceeding upon receipt of an undertaking by or on behalf of person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses may be paid upon such terms and conditions, if any, as the Corporation deems appropriate. Any determination under this section shall be made (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so directed, by independent legal counsel in a written opinion, or (iv) by the stockholders.

5. The indemnification and advancement of expenses provided by, or granted pursuant to, other sections of this Article shall not be deemed exclusive of any other rights to which any person (including without limitation present and former directors and officers and other persons, including employees and agents, who are not eligible for indemnification or advancement of expenses under other sections of this Article) seeking indemnification or advancement of expenses may be entitled under bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

6. For purposes of this Article, references to "other enterprises" shall include employee benefit plans, references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan, and reference to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or

agent with respect to an employee benefit plan, its participants or beneficiaries, and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of any employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

7. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI -- Bylaws

The bylaws for the Corporation may be adopted, amended and repealed by the Board of Directors or the stockholders, except those sections specified therein as subject to repeal or amendment solely by action of the stockholders.

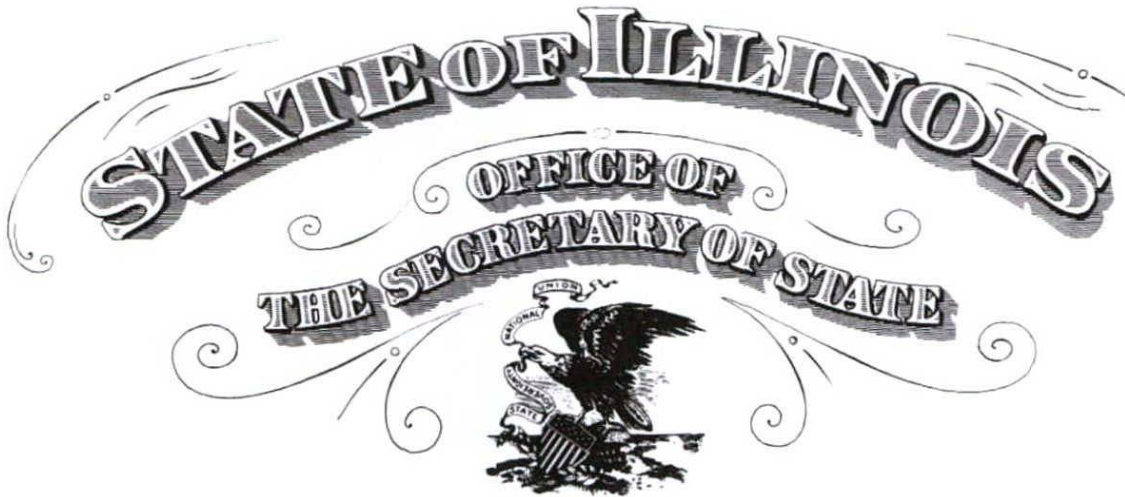
IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed this Second Amended and Restated Certificate of Incorporation as of the 31st day of October, 2012.



Matthew A. Thornton, President & CEO

File Number

4994-301-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THORNTONS INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON DECEMBER 22, 1971, AND MUST CONDUCT ALL BUSINESS IN THIS STATE UNDER THE ASSUMED NAME OF THORNTONS INC.---ILLINOIS, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 3RD
day of MARCH A.D. 2016 .

Jesse White

SECRETARY OF STATE

Authentication #: 1606302270 verifiable until 03/03/2017

Authenticate at: <http://www.cyberdriveillinois.com>

FLOOR PLAN
1/8"=1'-0"

THORNTON'S
Quick Cafe
& Market

State of Illinois)
)SS
County of Cook)

I, KATHLEEN E. BYE, a Notary Public in and for said County, in the State aforesaid,

Do hereby certify that ROSEMARY COLLINS Assistant Vice President of LaSalle National Bank, as successor trustee to LaSalle National Trust, N.A., as successor trustee to LaSalle National Bank, and NANCY A. CARLIN Assistant Secretary thereof, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Assistant Vice President and Assistant Secretary respectively, appeared before me this day, in person, and acknowledged that they signed and delivered said instrument as their own free and voluntary act, and as the free and voluntary act of said bank, for the uses and purposes therein set forth; and said Assistant Secretary did also then and there acknowledge that he, as custodian of the corporate seal of said Bank, did affix said seal to said instrument as his own free and voluntary act, and as the free and voluntary act of said Bank for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 9TH day of APRIL, A.D. 19 98

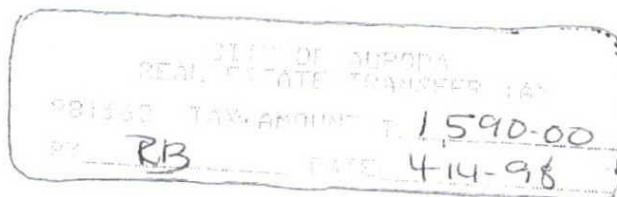
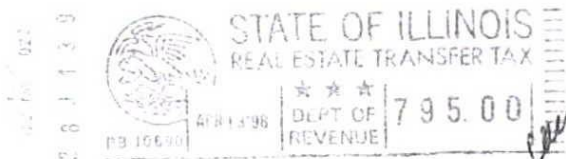
My commission expires:

10/23/99

Kathleen E. Bye
Notary Public



795.00



R98 - 70131

EXHIBIT "B"

RIDER ATTACHED TO AND MADE A PART OF TRUSTEE'S DEED
DATED April 9, 1998 BY AND BETWEEN
LASALLE NATIONAL BANK, AS SUCCESSOR TRUSTEE TO
LA SALLE NATIONAL TRUST, N.A., AS SUCCESSOR TRUSTEE
TO LA SALLE NATIONAL BANK
OF TRUST NO. 40363, AS PARTY OF THE FIRST PART, AND
THORNTON OIL CORPORATION, a Delaware corporation,
AS PARTY OF THE SECOND PART

1. The Party of the First Part expressly retains all benefits, including the right to receive any cash payments from governmental bodies, and all rights, including certain rights of election with respect to water, roads and sewers, under that certain Principal Annexation Agreement dated July 27, 1973, by and between the City of Aurora, Illinois ("the City"), the party of the first part, and others therein named, as subsequently amended, restated and extended by agreement dated December 7, 1993 (the "Annexation Agreement").

2. The Party of the Second Part hereby irrevocably appoints on behalf of itself, its grantees, successors and assigns, Aurora Venture, an Illinois limited partnership, and its successors, assigns or designees, as its true and lawful attorney-in-fact and agent to take any and all actions as may be necessary or required to enter into, execute and deliver, as attorney-in-fact and agent, amendments, extensions or supplements to said Annexation Agreement; provided that no such amendment, extension or supplement may limit any rights of the Party of the Second Part under that certain Sales Agreement between Aurora Venture and Thornton Oil Corporation having an effective date of April 10, 1996, ("the Agreement"), or impose any financial or other obligations upon the Party of the Second Part or upon the real estate granted, sold and conveyed hereby or change the zoning or uses permitted on such real estate or disturb in anyway the Party of the Second Part's and its grantees, successors and assigns possession, use and enjoyment of the real estate granted sold and conveyed hereby.

3. The real estate granted, sold and conveyed hereby shall be developed only as a "Business Area" which, under the Plan Description Modification which is Exhibit A to the Annexation Agreement, may only be used for the uses permitted in a B-B Business Boulevard District on 12/7/93 or which become permitted uses thereafter.

4. The Party of the Second Part hereby agrees to cooperate with and assist the Party of the First Part and Aurora Venture if after closing Aurora Venture seeks to obtain a zoning change, modification or variance for any of the lands beneficially owned by Aurora Venture other than the real estate granted, sold and conveyed hereby and for which the Party of the Second Part's consent or approval is required by any governmental agency; provided

however, that any required costs incurred by the Party of the Second Part shall be paid by Aurora Venture.

5. The real estate granted, sold and conveyed hereby is subject to: the terms and provisions of the easements created on the plat of subdivision, the terms and provisions of that certain INGRESS AND EGRESS - CROSS ACCESS EASEMENT recorded as Document R98-70129 and the terms, provisions, rights and obligations of that certain Declaration of Easement for Ingress and Egress and Covenants for Construction and Maintenance of Roadway Improvements recorded as Document R98-70130.

6. The provisions of this Rider - other than the provisions of paragraph 5 above which shall continue in force and effect - shall run with the real estate granted, sold and conveyed hereby for twenty years from the date hereof.

ACORD™

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

3/03/2016

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER USI Insurance Services LLC-CL 950 Breckenridge Lane, Ste 50 Louisville, KY 40207 502 815-5200		CONTACT NAME: PHONE (A/C, No, Ext): 502 815-5200 E-MAIL ADDRESS: FAX (A/C, No): 855-209-1246															
INSURED Thorntons Inc. Thornton Transportation Inc. 10101 Linn Station Rd, Ste 200 Louisville, KY 40223		<table border="1"> <thead> <tr> <th>INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> </thead> <tbody> <tr> <td>INSURER A : Zurich American Insurance Compa</td> <td>16535</td> </tr> <tr> <td>INSURER B : Allied World National Assurance</td> <td>10690</td> </tr> <tr> <td>INSURER C : American Zurich Insurance Compa</td> <td>40142</td> </tr> <tr> <td>INSURER D :</td> <td></td> </tr> <tr> <td>INSURER E :</td> <td></td> </tr> <tr> <td>INSURER F :</td> <td></td> </tr> </tbody> </table>		INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A : Zurich American Insurance Compa	16535	INSURER B : Allied World National Assurance	10690	INSURER C : American Zurich Insurance Compa	40142	INSURER D :		INSURER E :		INSURER F :	
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COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> BI/PD Ded:300000 GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:		GLO594870102	03/01/2016	03/01/2017	EACH OCCURRENCE \$1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$1,000,000 MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$1,000,000 GENERAL AGGREGATE \$10,000,000 PRODUCTS - COMP/OP AGG \$2,000,000 \$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> SCHEDULED AUTOS NON-OWNED AUTOS <input checked="" type="checkbox"/> Drive Oth Car		BAP594870002	03/01/2016	03/01/2017	COMBINED SINGLE LIMIT (Ea accident) \$2,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$10000		03100202	03/01/2016	03/01/2017	EACH OCCURRENCE \$25,000,000 AGGREGATE \$25,000,000 \$
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? <input type="checkbox"/> Y <input checked="" type="checkbox"/> N (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	N/A	WC594870202	03/01/2016	03/01/2017	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$1,000,000 E.L. DISEASE - EA EMPLOYEE \$1,000,000 E.L. DISEASE - POLICY LIMIT \$1,000,000
A	Liquor Liability		GLO594870102	03/01/2016	03/01/2017	\$1,000,000/\$3,000,000 \$300,000 Deductible

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

RE:

Thorntons #125
 2800 Ogden Ave.
 Aurora, IL 60504
 and
 (See Attached Descriptions)

CERTIFICATE HOLDER

CANCELLATION

City of Aurora
 44 East Downer Street
 Aurora, IL 60505

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE



DESCRIPTIONS (Continued from Page 1)

Thorntons #315
2609 N.Farnworth Ave.
Aurora, IL 60505.

Convenience Store & Gas Station

Certificate of Completion

This is to certify that

Timothy Longtin

has completed

Learn2Serve Off-Premises Alcohol Seller/Server

Completion Date 01/27/2016

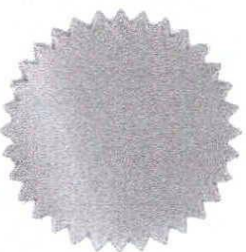
Course Duration 3.0



360training

LLC


360training.com ♦ 13801 Burnet Rd., Suite 100 ♦ Austin, TX 78727 ♦ 800-442-1149 ♦ www.360trainingsupport.com



Illinois BASSET On-Premise SELLER / SERVER CERTIFICATION

Trainee Name: Valerie Groth
Date of Completion: 01/27/2016

School Name:
360training.com dba Learn2Serve

I, 
certify that the above named person
successfully completed an approved
Learn2Serve Seller/Server course.

This course provides necessary
knowledge and techniques for the
responsible serving of alcohol.

This is your temporary certificate of completion. You will receive your official card in the mail. Please forward all questions to support@360training.com.



Corporate Headquarters
13801 Burnet Rd., Suite 100
Austin, Texas 78727
P: 800-442-1149

Certificate of Completion

This is to certify that

Tevin Streeter

has completed

Learn2Serve Off-Premises Alcohol Seller/Server

Completion Date 01/28/2016

Course Duration 3.0



360training .com

360training.com ♦ 13801 Burnet Rd., Suite 100 ♦ Austin, TX 78727 ♦ 800-442-1149 ♦ www.360trainingsupport.com



Certificate of Completion

This is to certify that

Jacqueline Hooper

has completed

Learn2Serve Off-Premises Alcohol Seller/Server

Completion Date 01/28/2016

Course Duration 3.0



360training.com

360training.com ♦ 13801 Burnet Rd., Suite 100 ♦ Austin, TX 78727 ♦ 800-442-1149 ♦ www.360trainingsupport.com



Certificate of Completion

This is to certify that

Michael Joyner

has completed

Learn2Serve Off-Premises Alcohol Seller/Server

Completion Date 01/29/2016

Course Duration 3.0



360training.com

360training.com ♦ 13801 Burnet Rd., Suite 100 ♦ Austin, TX 78727 ♦ 800-442-1149 ♦ www.360trainingsupport.com



Certificate of Completion

This is to certify that

Sandra Holmes

has completed

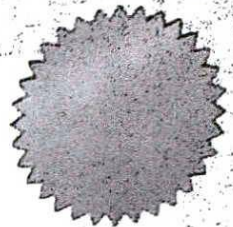
Learn2Serve Off-Premises Alcohol Seller/Server

Completion Date 02/01/2016

Course Duration 3.0


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ILLINOIS LIQUOR CONTROL COMMISSION
100 W. Randolph Street, Suite 7-801 - Chicago, IL 60601
BEVERAGE ALCOHOL SELLERS AND SERVERS
EDUCATION AND TRAINING [BASSETT] CARD

Trainer: 5A-0379696 4/2/2014 Date Issued: 4/4/2014
Card Holder: RONDA GUDMUNSON

22 N CONSTITUTION DR
AURORA, IL 60506

*****This card is not transferrable*****
\$15 Replacement Fee if lost

CERTIFICATE OF COMPLETION

No: 56004:20484832

THIS CERTIFIES THE FOLLOWING PERSON HAS COMPLETED THE SELLER SERVER ONLINE COURSE

SellerServer.com

7324 SOUTHWEST FWY STE 1900
HOUSTON, TX 77074
(866) 378-1587

Date Of Birth: 03/07/1991
Expiration Date: 09/02/2016

RILEY STRICKER
1130 LONG GROVE DRIVE
AURORA, IL 60504

I CERTIFY UNDER PENALTY OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE
THE FOREGOING IS TRUE AND CORRECT
PERJURY IS PUNISHABLE BY IMPRISONMENT, FINE OR BOTH

By 
(Authorized Signature of SellerServer.com)

Only original certificates are accepted by regulatory agencies

OFFICIAL COPY

Dear RILEY STRICKER

You have successfully completed the SellerServer.com training course

Course Description: Seller Server Online Course

Here is some important data for your records

Date Of Birth: 03/07/1991
Expiration Date: 09/02/2016

SellerServer.com

7324 SOUTHWEST FWY STE 1900
HOUSTON, TX 77074
(866) 378-1587

STUDENT COPY

Thorntons' Officers and Directors

Name	Title	Address	Percentage of Stock
Mathew A. Thornton	CEO/Director	3 Rockledge Road Louisville, KY 40222	0%
James A Harris	President	3020 Long Creek Way Louisville, KY 40245	0%
James H. Thornton	Chairman of the Board Director	1400 Willow Avenue Louisville, KY 40204	0%
Robert Allen Iezzi	Director	3201 Overlook Circle Goshen, KY 40026	0%
Shelly S. Gibson	Chief Legal Officer General Counsel Asst. Secretary	1030 Westgate Place Louisville, KY 40207	0%
Christopher R. Kamer	Chief Financial Officer Treasurer	304 Hidden Oaks Way Louisville, KY 40220	0%
Franklin Jelsma	Secretary	6212 Two Springs Lane Louisville, KY 40207	0%
Brenda Stackhouse	Director	415 W Ashley Avenue Folly Beach, SC 29439	0%
Susanne T. Ratliff	Director	2737 Southwood Road Birmingham, AL 35223	0%

None of our officers and/or directors personally own stock. All of the stock is owned through trusts. The only three trusts that own 5% or more of the company's stocks are listed on the corporate information sheet of the liquor license application.

DuPage County Health Department

Environmental Health Services

PERMIT

to operate a food service establishment issued to:

PERMIT EXPIRES: 05/01/2016

PERMIT #: FS1003754

THORNTON'S GAS & FOOD MART#125

2800 OGDEN AVE

AURORA, IL 60504

*This Permit is to be posted at all times in a location visible to patrons.
The responsibility for maintaining the Permit rests with the operator. This Permit is not transferable.*



Karen Ayala
Executive Director



DUPAGE COUNTY
HEALTH DEPARTMENT
Everyone, Everywhere, Everyday



REVISIONS	DATE	DESCRIPTION

THORNTONS

2800 OGDEN AVENUE
AURORA, ILLINOIS 60004

THORNTONS INC.

1001 LYN STATION ROAD - SUITE 200 - LOUISVILLE, KY. 40223 - 502-425-8022

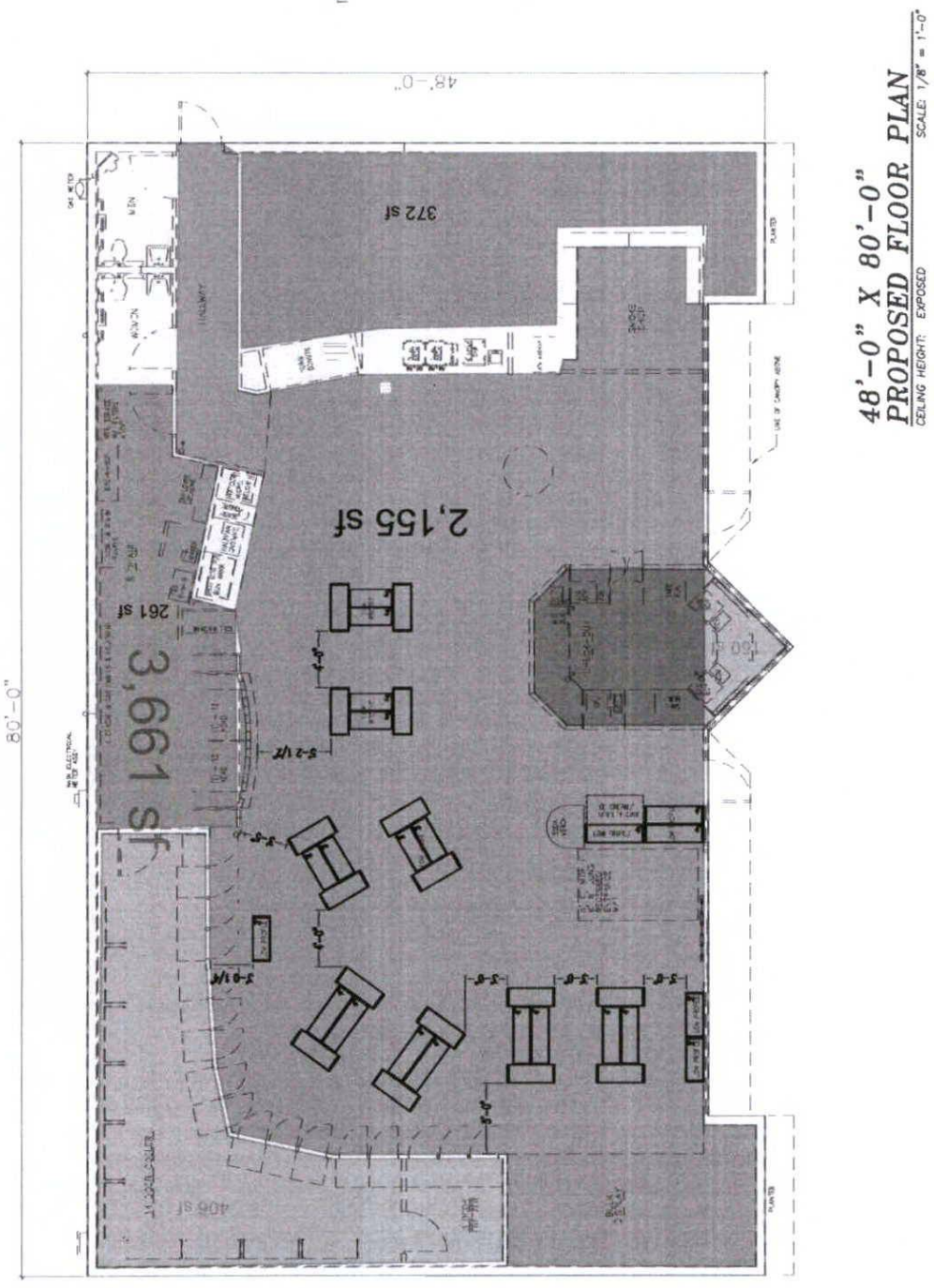
DESIGN: CONSTRUCT. DEPT.
DRAFTING: C. BALDWIN

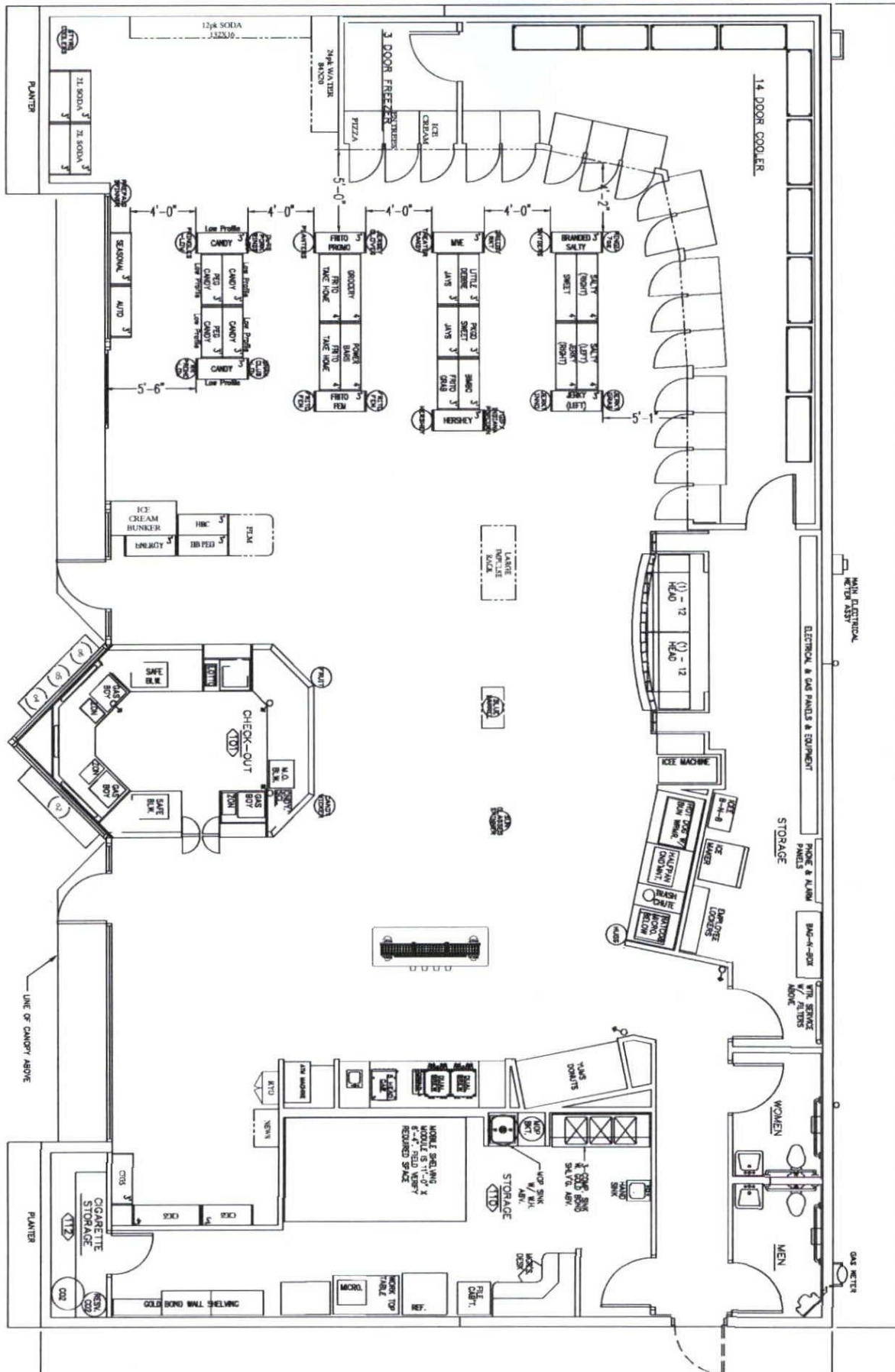
SCALE: PER SHEET
DATE: 12-01-88

PROPOSED FLOOR PLAN

STORE #
125

1 of 1
STORE 125





1 OF 1

STORE #
125

THORNTONS INC.
10101 LINN STATION ROAD - SUITE 200 - LOUISVILLE, KY. 40223 - 502-425-8022
PROPOSED FLOORPLAN

MARKETING DEPT. DRAFTING: TIM VOGEL
SCALE: PER SHEET DATE: 10/14/2015

THORNTONS
2800 OGDEN AVE
AURORA, IL 60504

