

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 3/24/16 License Year: 16-17New 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 #315</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: <u>www.Thorntonsinc.com</u>		G. Business Email: <u>dona.bosw@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: <u>630-936-0803</u>			K. Email address: <u>chris.derosa@thorntonsinc.com</u>	

BUSINESS ESTABLISHMENT LOCATION INFORMATION

A. Address applying for liquor license (exact street address): <u>2609 N Farnsworth Avenue</u>		B. Zip code <u>60505</u>	C. # Parking Spaces <u>23</u>	
D. Total Building s.f. <u>4400</u>	E. Entertainment Area X	F. Kitchen (Square Footage) <u>105</u>	G. Total Number of Seats X	H. Seating Area s.f. X
I. Number of bar seats X	J. Retail/public Area s.f. <u>2,950</u>	K. Cooler s.f. <u>300</u>	L. Dry Storage s.f. <u>980</u>	M. Sale Counter s.f. <u>170</u>

OFFICIAL USE ONLY☐ Approved ☐ Denied Date Approved/Denied:

Date Issued:

Mayor, Liquor Control Commissioner

Application Checklist

(Check items to confirm attached to application)	Applicant	Office Use Only
Application Fee (\$250.00)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Completed Liquor License Application (LLA) including: Financial Disclosure Form (FDF), Business Information Sheet (BIS) and Probationary Agreement/Management Plan (PA).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Personal Information Form(s) (PIF) (one for each owner (5%+), officer and on-site manager.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Certificate of Registration (Food & Beverage Tax- register with City of Aurora Revenue and Collections for liquor sales and payment of required bond)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Certificate of Occupancy (issued by City of Aurora Building and Permits)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Copy of the Articles of Incorporation	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Certificate of Good Standing from Illinois Secretary of State	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Floor Plan of Establishment (drawn to scale including all spaces including outdoor seating. Must include the layout of the establishment with tables, chairs, aisles, displays, cash register, bar, and lounge area with percentages and square footage of each space. Class O include all configurations.)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Copy of Lease/Proof of Ownership	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Proof of current Dram Shop Insurance Policy (Liquor Liability Insurance)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Copy of State Certified Beverage Alcohol Sellers/Servers Training Certificate (BASSET) (servers and managers dated within past three years)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Organization chart/ listing with Names, Title, Address and percentage of stock of Corporation officers and directors	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Copy of State Liquor License (if applicable)	<input type="checkbox"/>	NA
Copy of Menu (Class A, Class B, Class E, Class E-1, Class F, Class L)	<input type="checkbox"/>	N/A
Copy of Health Department Certificate (for licensees who prepare and serve food for consumption on premises)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Current list of names, dates of birth and home addresses of all members (Class B)	<input type="checkbox"/>	<input type="checkbox"/>
Other:	<input type="checkbox"/>	<input type="checkbox"/>

10.	<p>If applicant is applying for a Class B - Fraternal Society or Club Liquor License:</p> <p>A. How many dues-paying members do you have? _____ (Attach a listing of members' names and addresses.)</p> <p>N/A B. Does your club have the qualifications described in the Illinois Act and the City of Aurora Liquor Ordinance? Yes <input type="checkbox"/> No <input type="checkbox"/></p>
11.	<p>Does your establishment have entertainment? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes, what form(s) of entertainment do you offer? <input type="checkbox"/> Bands/Solo <input type="checkbox"/> DJ <input type="checkbox"/> Televised Sports</p> <p><input type="checkbox"/> Other:</p>
12.	<p>Do you employ security? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Only when entertainment is available.</p> <p>If Yes, do you: <input type="checkbox"/> Hire Private Security <input type="checkbox"/> Use On - Staff Employees</p> <p><input type="checkbox"/> Hire Off- Duty Police Officers <input type="checkbox"/> Combination of the Above</p> <p>If you hire a Private Security Company, please provide the company name and contact person.</p>
13.	<p>Do you have security cameras on premise? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, are they: <input type="checkbox"/> Indoor <input type="checkbox"/> Outdoor <input checked="" type="checkbox"/> Both</p> <p>If yes, please provide a brief description of the location(s): Pump 1, Pump 2, Front Parking, Side Parking, Back of store, Storage room, Manager office, market, Rear door, Hot Beverages, Freezer, Beverage Cooler, Stock room, kitchen prep, Bev Cooler Aisle, & Front door</p>
14.	<p>For Classes required to serve food for consumption on the licensed premises, please list the name of the chef(s) for the location applying for a liquor license:</p>
15.	<p>For Class G-1, check the retail item categories available for purchase at the location:</p> <p><input checked="" type="checkbox"/> Dairy <input checked="" type="checkbox"/> Baked Goods <input checked="" type="checkbox"/> Frozen Goods <input checked="" type="checkbox"/> Groceries</p> <p><input checked="" type="checkbox"/> Snack Foods <input checked="" type="checkbox"/> Health Aids <input checked="" type="checkbox"/> Beauty Aids</p>
16.	<p>Has a <i>Personal Information Form</i> (PIF) been completed for each person holding (5%) or more stock in this corporation? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>

Corporate Information

Name of Corporation/Partnership:

Thorntons Inc.

Corporate Address:

10101 Linn Station Road, Louisville, Kentucky 40223

Corporate Ph #:

502-425-8022

Corporate Email:

dona.basu@thorntonsinc.com

FEIN:

35-1188206

Corporate Registered Agent/Contact:

Corporation Service Company

Contact Ph #:

302-636-5401

Contact Email:

Date Corporation/Partnership was Organized:

10/29/1971

State Articles of Incorporation/Organization filed:

Delaware

Date Articles of Incorporation/Organization filed with Secretary of State:

Delaware

10/29/1971

Illinois

12/22/1971

Date Certification of Incorporation/Organization was issued by Secretary of State:

Delaware

10/29/1971

Illinois

12/22/1971

Has the corporation ever been dissolved either voluntary or involuntary? Yes ☐ No ☒

(If Yes, provide date of reinstatement)

Date of Reinstatement

Are there any amendments to Articles of Incorporation?

(if yes, provide date filed)



Yes



No

Date Amendment Filed

2/20/03 + 11/18/09

What are the total shares of stock created by this Corporation?

1,550,000

List stockholders/partners with 5% or more in holdings (corporations with a long list, attach copy of list):

Name, Title	Percentage of Stock
Thorntons Inc. Employee Stock Ownership Plan	25%
Matthew A. Thornton Revocable Trust	24.223%
Susanne T. Ratliff 2010 Family Trust	17.888%
Please see attached for Trustee + Director information	

Explain any existing options & names of persons concerned as they pertain to purchase or acquire stock at a future date:

None

What is the objective of Corporation?

Engage in any lawful act or activity for which corporations may be organized under The General Corporation Law of the state of Delaware.

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 #315

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 #

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 #

Business Activity and Location

Business Activity

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

2609 N. Farnsworth Ave. Aurora, IL 60505
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:

4400

SQ. FT.

Number of employees at this site:

10-12

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

FDF

Financial Disclosure Form

INSTRUCTIONS: Complete the four (4) parts below, being sure to follow all printed instructions carefully. If a section does not apply, mark it "N/A". If more room is needed to complete any of the following sections, include an attachment. This form must be signed and notarized in Part 4 by an owner or officer listed with the Department of Business Affairs & Consumer Protection. PLEASE SUBMIT COPIES OF ANY / ALL SUPPORTING DOCUMENTS AT TIME OF APPLICATION.

Rev. 01/2016

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
		\$
		\$
		\$
		\$

C LOANS FROM FINANCIAL INSTITUTIONS		Identify any loans from financial institutions used to fund Expenses, Part 2				
Account Number	Financial Institution	Loan Date	Loan Term	Co-signers of Loan	Loan Amount	
					\$	
					\$	
					\$	
					\$	
					\$	
Total dollar amount loaned by financial institutions: c →					\$	0.00
d LOANS FROM FINANCIAL INSTITUTIONS		Identify any loans from individuals used to fund Expenses, Part 2				
Name of Individual	Loan Date	Source of Funds for Loan	% Investment	Loan Amount		
				\$		
				\$		
				\$		
				\$		
				\$		
Total dollar amount loaned by individuals: d →				\$	0.00	
e SECURITIES		Identify any securities (stocks, bonds, CODs, etc.) sold to fund Expenses, Part 2				
Name of Security	Buy Date	Sell Date	# of Shares	Price	Ticker	Amount Invested
						\$
						\$
						\$
						\$
						\$
Total dollar amount drawn from the sale of securities: e →				\$	0.00	
f GIFTS FROM INDIVIDUALS		Identify any gifts from individuals used to fund Expenses, Part 2				
Name of Giver	Date of Gift	Source of Funds or Gift	# Investment	Amount		
				\$		
				\$		
				\$		
				\$		
Total financing from gifts: f →				\$	0.00	

g	GIFTS/GRANTS FROM INSTITUTIONS	Identify any gifts and/or grants from institutions used to fund Expenses, Part 2
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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
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h	OTHER FINANCING	Identify any financing (credit cards, etc.) used to fund Expenses, Part 2
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Description of Financing	Amount Financed
	\$
	\$
	\$
	\$

Total money drawn from other financing: h →	\$	0.00
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=	FINANCING TOTALS	Sub-total all funds (sections a-h) used to fund Part 2
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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
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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
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Subscribed to and sworn to before me this _____ day of _____, 20____.

Notary Public in and for said County and State	(PLACE SEAL HERE)
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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

Thorntons Inc.

d/b/a Name

Thorntons # 315

Location Address

2609 N Farnsworth Ave, Aurora, IL 60505

Planned Days / Hours of Operation

<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.

Open 24 Hours / 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

t / Owner

3-11-16

Date

Asst. Sec.
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

nt / Owner

3-11-16

Date

Asst. Sec.
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

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.	Colombus	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

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

074	2/24/2007	CSR sold alcohol to a minor. Employee terminated. Hearing 10/17/2007. Fine of \$500 paid.	Mason	Ohio
051	2/8/2007	CSR sold alcohol to a minor. Employee terminated. \$1250 fine paid + alcohol training required; 10 days suspension conditionally discharged for 2 years.	Lexington	Kentucky
049	2/7/2007	CSR sold alcohol to a minor. No notice of hearing. Employee terminated. Hearing July 31, 2007. Fine \$1,250; 10-day suspension conditionally discharged for 2 years.	Louisville	Kentucky
065	1/12/2007	CSR failed an alcohol sting. Hearing set for July 11, 2007. Fine of \$800 imposed.	Cincinnati	Ohio
074	12/28/2006	CSR sold alcohol to a minor. Employee terminated. No notice of fine or hearing.	Mason	Ohio
072	12/21/2006	Store Manager, sold alcohol to a minor. KY ABC sting. Shield did not report the violation to his GM. Employee terminated. \$1250 fine + STAR training required, with 10 days suspension conditionally discharged for 2 years.	Florence	Kentucky
054	12/20/2006	CSR sold alcohol to a minor. KY ABC sting. Employee has been terminated. \$1250 fine + STAR training required, with 10 days suspension conditionally discharged for 2 years.	Louisville	Kentucky
552	12/8/2006	CSR sold alcohol to a minor. Employee has been terminated. Hearing April 11, 2007. \$800 fine imposed.	Westchester	Ohio
124	12/7/2006	CSR sold alcohol to a minor. Employee has been terminated. Hearing set for February 21, 2007. \$500 fine assessed.	Crest Hill	Illinois
352	10/11/2006	CSR sold alcohol to a minor. Employee terminated. \$325 fine paid to the City of East Peoria. \$500 fine paid to state.	East Peoria	Illinois
370	10/6/2006	January 2009 received Final Notice of Offer in Compromise regarding a violation; states original Offer in Compromise was sent 1/8/2007. Fine \$1025. Per state police report, CSR Hope Stoldt sold alcohol to minor. She was terminated 12/13/2006.	Springfield	Illinois

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

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

139	12/5/2003	CSR sold alcohol to a minor. Employee terminated. Hearing set for December 16, 2003. License suspended for two weeks +\$1500 fine imposed. Suspension to begin December 17, 2003. Additional fine of \$500 paid to state of Illinois.	North Aurora	Illinois
060	11/25/2003	CSR sold alcohol to a minor. Employee Terminated. Hearing set for December 16, 2003. Fine assessed in the amount of \$500. Fine paid.	Louisville	Kentucky
114	11/22/2003	CSR sold beer to a minor. Employee terminated. No notice of hearing.	Round Lake Beach	Illinois
042	11/19/2003	CSR sold alcohol to a minor. Employee terminated. Hearing set for June 10, 2004. \$750 fine plus 10 days suspended for 2 years.		
050	11/14/2003	CSR sold alcohol to a minor. Employee terminated. Thorntons court date is January 27, 2004. Probated sentence given contingent upon all store personnel receiving alcohol training. No fine.	Louisville	Kentucky
049	7/15/2003	CSR sold alcohol to a minor. Employee terminated. TIPS training to be scheduled. Agreed order. \$500 fine + one year probation.	Louisville	Kentucky
152	6/30/2003	CSR sold alcohol to a minor. Employee terminated. \$750 fine and training for all store personnel prior to November 13, 2003.	Louisville	Kentucky
034	6/25/2003	CSR sold alcohol to a minor Employee terminated. Agreed order. \$500 fine.	Louisville	Kentucky
031	6/5/2003	CSR sold alcohol to a minor. Employee terminated. No notice of hearing received. \$500 fine paid. Employees must receive alcohol training.	Louisville	Kentucky
139	5/29/2003	CSR sold alcohol to a minor. Employee terminated. Hearing June 18, 2003. \$1000 fine paid.	North Aurora	Illinois
128	2/28/2003	CSR sold beer to a minor. Hearing July 7, 2003. Employee terminated. \$250.00 fine. Reimbursement of legal fees in the amount of \$1695.70 paid to the city of West Dundee.	West Dundee	Illinois

066	6/1/2002	CSR sold alcohol to a minor. GM Sharlene Aguirre & CSR Deborah Himes terminated. Hearing set for September 26, 2002. \$1000 fine paid.	Galloway	Ohio
054	5/29/2002	CSR sold alcohol to a minor. Hearing set for July 16, 2002.	Louisville	Kentucky
036	5/16/2002	CSR sold alcohol to a minor. Fourth violation in past year. Hearing set April 16, 2003. If convicted year revocation of license possible. TOC to require state to prove case.	Colombus	Ohio
066	5/8/2002	CSR sold alcohol to a minor. Case Dismissed.	Galloway	Ohio
370	4/3/2002	CSR sold Alcohol to a minor. \$500 fine imposed by Sangamon County May 15, 2002 + additional \$500 fine imposed by state July 19, 2002.	Springfield	Illinois
371	4/3/2002	CSR Joseph Meeks sold alcohol to a minor. \$500 fine imposed by state July 19, 2002. No hearing date set for city of Springfield.	Springfield	Illinois
152	4/2/2002	CSR sold alcohol to a minor. Hearing on April 16, 2002. \$1000 fine. \$500 suspended if all staff attends TIPS training. TIPS training completed May 21, 2002.	Louisville	Kentucky
066	3/20/2002	CSR sold beer to a minor. Hearing held June 18, 2002. \$800 fine imposed. Hearing set for September 26, 2002.	Galloway	Ohio
139	2/6/2002	CSR sold alcohol to a minor. \$300 fine. Ms. Riggs terminated.	North Aurora	Illinois
013	2/2/2002	CSR sold beer to a minor. CSR has been terminated.		
036	1/14/2002	CSR sold alcohol to a minor. \$2000 fine imposed.	Columbus	Ohio
036	1/13/2002	CSR sold beer on Sunday in violation of Sunday sales law. Hearing June 5, 2002. One month suspension of right to sell alcohol imposed beginning July 23, 2002 and ending August 22, 2002.	Columbus	Ohio
154	12/14/2001	CSR sold beer to a minor. (18 years old) Hearing May 8, 2002. \$1000 fine imposed by ABC.	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**.

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THORNTONS INC.**

Thorntons Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is Thorntons Inc. (the "Corporation"). The Corporation was originally incorporated under the name Thornton Corporation, and subsequently changed its name to Thornton Oil Corporation. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 29, 1971. The Corporation's original Certificate of Incorporation was amended and restated on February 20, 2003, and its amended and restated Certificate of Incorporation was further amended on November 18, 2009.

SECOND: Pursuant to Section 245 of the General Corporation Law of the State of Delaware, this Second Amended and Restated Certificate of Incorporation amends and restates the Amended and Restated Certificate of Incorporation of the Corporation, as subsequently amended.

THIRD: The Board of Directors of the Corporation, acting by unanimous written consent, adopted a resolution proposing and declaring advisable this Second Amendment and Restatement of the Certificate of Incorporation of the Corporation.

FOURTH: Thereafter, upon the recommendation of the Board of Directors and in accordance with Section 228 of the General Corporation Law of the State of Delaware, the stockholders of the Corporation, acting by unanimous written consent, adopted this Second Amended and Restated Certificate of Incorporation.

FIFTH: This Second Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

SIXTH: The Corporation's Amended and Restated Certificate of Incorporation, with all amendments thereto, is hereby amended and restated in its entirety to read as follows:

ARTICLE I – Name

The name of the Corporation shall be THORNTONS INC.

ARTICLE II – Purposes

The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

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

(viii) cause the Corporation to sell, lease or otherwise dispose of all or substantially all of its assets.

ARTICLE IX -- Director Liability

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the filing of the Certificate of Incorporation of which this Article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X -- Indemnification

1. The Corporation shall indemnify any person who was or is a defendant or respondent or is threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation or an action or claim, including any direct claim, counterclaim or crossclaim, by or in the right of such person against the Corporation unless authorized by the Board of Directors of the Corporation) by reason of his or her actions or omissions in his or her capacity as a director or officer of the Corporation, or in his or her capacity as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in defense of such action, suit or proceeding 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, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

2. The Corporation shall indemnify any person who was or is a defendant or respondent or is threatened to be made a defendant or respondent to any threatened, pending or completed action or suit purportedly in the right of the Corporation to procure a judgment in its favor by reason of his or her actions or omissions in his or her capacity as a director or officer of the Corporation, or in his or her capacity as a director, officer, employee or agent of another

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

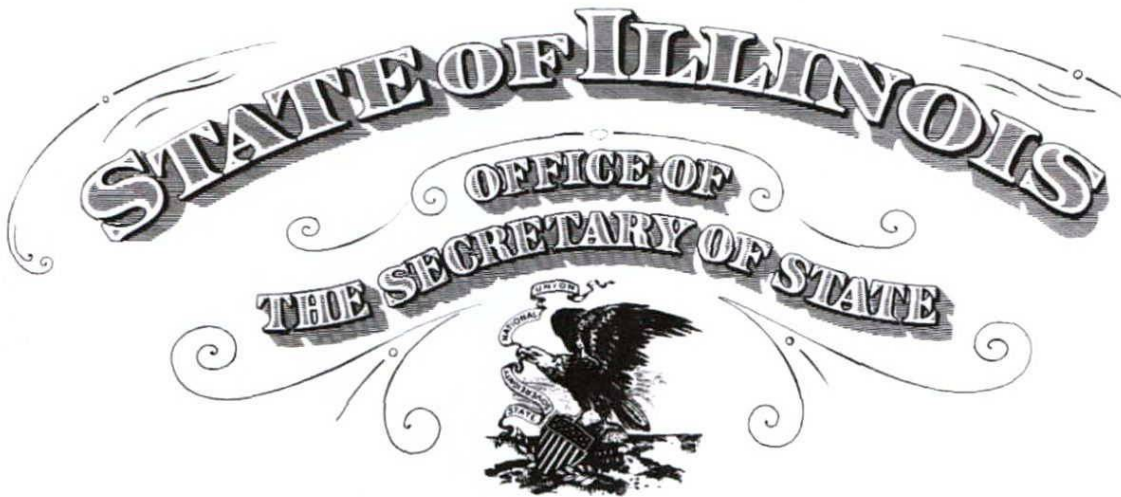
The bylaws for the Corporation may be adopted, amended and repealed by the Board of Directors or the stockholders, except those sections specified therein as subject to repeal or amendment solely by action of the stockholders.

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>

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

John Fuller

has completed

Learn2Serve Off-Premises Alcohol Seller/Server

Completion Date 01/29/2016

Course Duration 3.0



360training

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

Deborah Pawlowski

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

Illinois BASSET On-Premise SELLER / SERVER CERTIFICATION

Trainee Name: Courtney Olson

Date of Completion: 01/29/2016

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.

**learn2
serve**

Corporate Headquarters

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

Illinois BASSET On-Premise SELLER / SERVER CERTIFICATION

Trainee Name:

Casandra Bradley-Sutton

School Name:

Date of Completion: 01/29/2016

360training.com dba Learn2Serve

I, Casandra Bradley-Sutton

**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.

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Corporate Headquarters

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Austin, Texas 78727
P: 800-442-1149

Illinois BASSET On-Premise SELLER / SERVER CERTIFICATION

Trainee Name:

Brittany Rush

Date of Completion: 01/29/2016

School Name:

360training.com dba Learn2Serve

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certify that the above named person
successfully completed an approved
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Corporate Headquarters

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

Certificate of Completion

This is to certify that


Ashley Nelson

has completed

Learn2Serve Off-Premises Alcohol Seller/Server

Completion Date 01/28/2016

Course Duration 3.0


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Illinois BASSET On-Premise SELLER / SERVER CERTIFICATION

Trainee Name: gustavo zuleta
Date of Completion: 01/31/2016

School Name:
360training.com dba Learn2Serve



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successfully completed an approved
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Austin, Texas 78727
P: 800-442-1149

Illinois BASSET On-Premise SELLER / SERVER CERTIFICATION

Trainee Name: Victoria Merriweather

Date of Completion: 01/30/2016

School Name:
360training.com dba Learn2Serve



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

Illinois BASSET On-Premise SELLER / SERVER CERTIFICATION

Trainee Name: Chelsea Santiago

Date of Completion: 02/01/2016

School Name:
360training.com dba Learn2Serve



I, _____
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This course provides necessary
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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

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.

Kane County Health Department

Food Establishment Permit - 0321

2015

This permit is to be conspicuously displayed at the place of business.
The responsibility for maintaining the certificate rests with the operator.

**THORNTON'S INC
2609 N FARNSWORTH AVE
AURORA IL 60507**

The Kane County Health Department inspects the Establishment at the address above and finds it to be in substantial compliance with the provision of Chapter 11.5, Article III, Food Sanitation, Sections 11.5.26 - 11.5.50 of the Kane County Code. This permit is valid from January 1 through December 31 for the year noted above. This permit must be posted.



**Kane County
Health Department**

Barbara J. Jeffers

**Barbara J. Jeffers, MPH
Executive Director
Kane County Health Department**

This Permit is Not Transferable

Establishment # 04-1021
Category 9

