

LICENSE TRANSACTIONS



Shaw's Supermarkets, Inc. d/b/a Shaw's
255 East Central Street
Franklin, MA 02038

Shaw's Supermarkets, Inc. d/b/a Shaw's, is seeking approval for two amendments to a §15 Retail Package Store License: a Change of Officers/Directors and Change of Ownership Interest.

All Departments have signed off on this application.

MOTION to approve the request by Shaw's Supermarkets, Inc. d/b/a Shaw's, for a Change of Officers/Directors and Change of Ownership Interest.

DATED: _____, 2020

VOTED:

UNANIMOUS: _____

A True Record Attest:

YES: _____ **NO:** _____

ABSTAIN: _____

ABSENT: _____

Nancy Danello
Temporary Town Clerk

Glenn Jones, Clerk
Franklin Town Council

McDERMOTT
QUILTY &
MILLER LLP

28 STATE STREET, SUITE 802
BOSTON, MA 02109

WWW.MQMLLP.COM

October 15th, 2020

Via Federal Express Delivery

Attn: Mr. Jamie Hellen, Town Administrator
355 East Central Street (Third Floor)
Route 140
Franklin, MA 02038

**Re: Application for Multiple Amendments to a §15 Retail Package Store License –
Change of Officers/Directors and Change of Ownership Interest
Shaw's Supermarkets, Inc. d/b/a Shaw's
255 E Central Street, Franklin, MA 02038**

Dear Mr. Hellen:

This office represents Shaw's Supermarkets, Inc. in its application for Multiple Amendments to its §15 Retail Package Store License exercised at its long-existing grocery store located at the above-referenced address. Enclosed please find **one (1) set of originals** of the required application materials and copies of the required supplemental documents regarding the above-referenced matter:

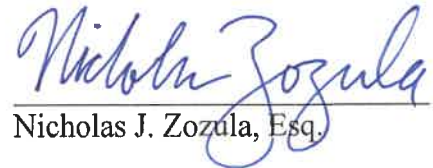
1. Monetary Transmittal Form with ABCC Payment Confirmation;
2. \$500 Payment To Be Made on ViewPoint Portal;
3. ABCC Application for Multiple Amendments;
4. ABCC Applicant's Statement;
5. Business Entity Summary;
6. Articles of Organization;
7. Corporate Vote;
8. Corporate Organizational Chart and List of Corporate Directors/Officers;
9. ABCC CORI Request Forms;
10. ACI 10Q Document;
11. ACI Form 8-A Registration Statement;
12. DOR Certificate of Good Standing;
13. DUA Certificate of Compliance; and
14. Workers Compensation Affidavit Form and Certificate of Compliance.

Attn: Mr. Jamie Hellen, Town Administrator
October 15th, 2020
Page Two of Two

Understanding the current situation with the coronavirus and public hearings, please kindly assign this matter for hearing at the next available hearing date (virtual or otherwise).

Thank you for your attention to and courtesy in this matter. If you have any questions, please do not hesitate to contact me.

Very Truly Yours,



Nicholas J. Zozula, Esq.

NJZ/nh
Enclosures

**MONETARY TRANSMITTAL FORM
WITH ABCC PAYMENT
CONFIRMATION**



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

**RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM
APPLICATION FOR MULTIPLE AMENDMENTS**

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

ECRT CODE: RETA

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

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

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

ENTITY/ LICENSEE NAME

Shaw's Supermarkets, Inc.

ADDRESS

255 East Central Street

CITY/TOWN

Franklin

STATE

MA

ZIP CODE

02038

For the following transactions (Check all that apply):

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

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

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

Massachusetts Alcoholic Beverages Control Commission - Retail


Phone (617) 727-3040

95 Fourth Street, Suite 3, Chelsea, Massachusetts 02150

Payment Confirmation

YOUR PAYMENT HAS PROCESSED AND THIS IS YOUR RECEIPT

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

 Transaction Processed Successfully. INVOICE #: <input type="text"/>		
Description	Applicant, License or Registration Number	Amount
FILING FEES-RETAIL	00033-PK-0430	\$200.00
		\$200.00

Total Convenience Fee: **\$0.35**

Date Paid: **10/14/2020 3:03:59 PM EDT**

Total Amount Paid: **\$200.35**

Payment On Behalf Of

License Number or Business Name:

Fee Type:
FILING FEES-RETAIL

Star Market #3581
255 E Central St
Franklin MA 02038

Billing Information

First Name:
Gary

Last Name:
Morton

Address:
20427 N 27th Ave

City:
Phoenix

State:
AZ

Zip Code:
85038

Email Address:

[Print Receipt](#)

[Make Another Payment](#)

powered by nCourt

**\$500 PAYMENT TO BE MADE THROUGH
VIEWPOINT PORTAL**

ABCC APPLICATION FOR MULTIPLE AMENDMENTS



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

APPLICATION FOR MULTIPLE AMENDMENTS

Please select all of the amendments you are applying for(continued):

☒ **CHANGE OF OFFICERS/DIRECTORS/LLC MANAGERS**

DOR Certificate of Good Standing

DUA Certificate of Compliance

Change of Officers/Directors Application

CORI Authorization Complete one for the proposed manager of record. This form **must** be *notarized with a stamp or raised seal*.

Business Structure Documents

If Sole Proprietor, **Business Certificate**

If partnership, **Partnership Agreement**

If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Vote of the Entity Board

Monetary Transmittal Form

\$200 fee via ABCC website and Payment Receipt

☒ **CHANGE OF OWNERSHIP INTEREST** (e.g. LLC Members, LLP Partners, Trustees etc.)

DOR Certificate of Good Standing

DUA Certificate of Compliance

Change of Officers/Directors Application

Financial Statement

CORI Authorization Complete one for the proposed manager of record. This form **must** be *notarized with a stamp or raised seal*.

Business Structure Documents

If Sole Proprietor, **Business Certificate**

If partnership, **Partnership Agreement**

If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Vote of the Entity Board

Purchase and Sale Agreement

Supporting Financial Records

Advertisement*

Monetary Transmittal Form

\$200 fee via ABCC website and Payment Receipt

☐ **CHANGE OF STOCK INTEREST** (e.g. New Stockholders or Transfer or Issuance of Stock)

DOR Certificate of Good Standing

DUA Certificate of Compliance

Change of Officers/Directors Application

Financial Statement

CORI Authorization Complete one for the proposed manager of record. This form **must** be *notarized with a stamp or raised seal*.

Business Structure Documents

If Sole Proprietor, **Business Certificate**

If partnership, **Partnership Agreement**

If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Vote of the Entity Board

Purchase and Sale Agreement

Supporting Financial Records

Advertisement*

Monetary Transmittal Form

\$200 fee via ABCC website and Payment Receipt

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



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

APPLICATION FOR MULTIPLE AMENDMENTS

1. BUSINESS ENTITY INFORMATION

Entity Name	Municipality	ABCC License Number
Star Markets Company, Inc.	Belmont	

Please provide a narrative overview of the transaction(s) being applied for. On-premises applicants should also provide a description of the intended theme or concept of the business operation. Attach additional pages, if necessary.

The ownership of Albertsons Companies Inc., the parent company of the Licensee and ultimate interest holder, has changed, in that the company has gone public – trading on the NYSE as “ACI”. Additionally, the Licensee has changed their officers/directors. As such, we are filing this multiple amendment application to effectuate the same.

APPLICATION CONTACT

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

Name	Title	Email	Phone
Nicholas Zozula	Attorney		

2. AMENDMENT-Change of License Classification

<input type="checkbox"/> Change of License Category	Last-Approved License Category	
All Alcohol, Wine and Malt, Wine Malt and Cordials	Requested New License Category	
<input type="checkbox"/> Change of License Class	Last-Approved License Class	
Seasonal or Annual	Requested New License Class	
<input type="checkbox"/> Change of License Type*	Last-Approved License Type	
i.e. Restaurant to Club *Certain License Types CANNOT change once issued*	Requested New License Type	

3. AMENDMENT-Change of Business Entity Information

<input type="checkbox"/> Change of Corporate Name	Last-Approved Corporate Name:	
	Requested New Corporate Name:	
<input type="checkbox"/> Change of DBA	Last-Approved DBA:	
	Requested New DBA:	
<input type="checkbox"/> Change of Corporate Structure	Last-Approved Corporate Structure	
LLC, Corporation, Sole Proprietor, etc	Requested New Corporate Structure	

4. AMENDMENT-Pledge Information

<input type="checkbox"/> Pledge of License	To whom is the pledge being made:	
<input type="checkbox"/> Pledge of Inventory		
<input type="checkbox"/> Pledge of Stock		

6. AMENDMENT-Change of Officers, Stock or Ownership Interest

☒ **Change of Officers/Directors** ☒ **Change of Ownership Interest (LLC Managers/LLP Partners, Trustees)** ☐ **Change of Stock (E.g. New Stockholder/ Transfer or Issuance of Stock)**

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

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

Name of Principal	Residential Address	SSN	DOB
Robert Backus			
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
President	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Juliette Pryor			
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Executive VP, General Counsel & Secretary	0%	<input type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Laura A. Donald			
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Group VP Corporate Law & Assistant Sec.	0%	<input type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Gary R. Morton			
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
VP, Treasurer & Assistant Secretary	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Cynthia Garnett			
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Director	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
MA Resident			<input type="radio"/> Yes <input type="radio"/> No

Additional pages attached? ☐ Yes ☒ No

CRIMINAL HISTORY

Has any individual listed in question 6, and applicable attachments, ever been convicted of a State, Federal or Military Crime? If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

MANAGEMENT AGREEMENT

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

☐ Yes ☒ No

6. AMENDMENT-Change of Officers, Stock or Ownership Interest

6B. CURRENT OFFICERS, STOCK OR OWNERSHIP INTEREST

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

Name of Principal	Title/Position	Percentage of Ownership
Name of Principal	Title/Position	Percentage of Ownership
Name of Principal	Title/Position	Percentage of Ownership
Name of Principal	Title/Position	Percentage of Ownership
Name of Principal	Title/Position	Percentage of Ownership
Name of Principal	Title/Position	Percentage of Ownership

6A. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Does any individual or entity identified in question 6, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes ☒ No ☐ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality
See Exhibit A			

6B. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified in question 6, and applicable attachments, ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held? Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality

6C. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question 6A or 6B ever been suspended, revoked or cancelled?

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

Date of Action	Name of License	City	Reason for suspension, revocation or cancellation
10/27/2006		Boston	Sale to a Minor- 1 Day suspension

9. FINANCIAL DISCLOSURE

Required for the following transactions:

- Change of Officers, Stock or Ownership Interest (E.g. New Stockholder/Transfer or Issuance of Stock)
- Change of Premises Information
- Pledge of License, Inventory or Stock

Purchase Price(s):

\$0

SOURCE OF CASH CONTRIBUTION

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

Name of Contributor	Amount of Contribution
N/A	
Total:	\$0

SOURCE OF FINANCING

Please provide signed financing documentation.

Name of Lender	Amount	Type of Financing	Is the lender a licensee pursuant to M.G.L. Ch. 138.
N/A			<input type="radio"/> Yes <input type="radio"/> No
			<input type="radio"/> Yes <input type="radio"/> No
			<input type="radio"/> Yes <input type="radio"/> No
			<input type="radio"/> Yes <input type="radio"/> No

FINANCIAL INFORMATION

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

Public company, so no source of cash or financing. Please see ACI 10Q and Form 8A Registration Statement attached.

Exhibit A
Interest in Other Alcoholic Beverages Licenses

Star Market	§15 Off Premises	699 Mount Auburn St. Cambridge, MA
Star Market	§15 Off Premises	535 Trapelo Road, Belmont, Ma 02478
Shaw's Supermarket	§15 off Premises	53 Huntington Ave, Boston, MA
Shaw's Supermarket	§15 Off Premises	255 East Central St Franklin, MA
Shaw's Supermarket	§15 Off Premises	15 State Road Dartmouth, MA
Shaw's Supermarket	§15 Off Premises	300 New State Hwy Raynham, MA
Star Market	§15 Off Premises	90 Causeway Street Boston, MA 02114
Star Market	§15 Off Premises	1 Boylston Street, Newton, MA

ABCC APPLICANT'S STATEMENT

APPLICANT'S STATEMENT

I, Robert Backus the: ☐ sole proprietor; ☐ partner; ☒ corporate principal; ☐ LLC/LLP manager
Authorized Signatory

of Shaw's Supermarkets, Inc.
Name of the Entity/Corporation

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

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

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

Signature:



Date:

09.22.2020

Title:

President and Director

BUSINESS ENTITY SUMMARY

Corporations Division

Business Entity Summary

ID Number:

[Request certificate](#)[New search](#)Summary for: **SHAW'S SUPERMARKETS, INC.****The exact name of the Domestic Profit Corporation:** SHAW'S SUPERMARKETS, INC.**Merged with SHAW EQUIPMENT CORPORATION on** 02-26-2016**Entity type:** Domestic Profit Corporation**Identification Number:****Date of Organization in Massachusetts:**
07-10-1920**Last date certain:****Current Fiscal Month/Day:** 02/28**Previous Fiscal Month/Day:** 02/28**The location of the Principal Office:**

Address: 750 W CENTER ST

City or town, State, Zip code, WEST BRIDGEWATER, MA 02379 USA
Country:**The name and address of the Registered Agent:**

Name: CT CORPORATION SYSTEM

Address: 155 FEDERAL STREET STE 700

City or town, State, Zip code, BOSTON, MA 02110 USA
Country:**The Officers and Directors of the Corporation:**

Title	Individual Name	Address
PRESIDENT	ROBERT B BACKUS	
TREASURER	GARY R MORTON	
SECRETARY	JULIETTE PRYOR	
EXECUTIVE VICE PRSIDENT	JULIETTE PRYOR	
ASSISTANT SECRETARY	GARY R MORTON	
ASSISTANT SECRETARY	LAURA A DONALD	
VICE PRESIDENT	GARY R MORTON	
GROUP VICE PRESIDENT	LAURA A DONALD	
DIRECTOR	GARY R MORTON	

DIRECTOR	CYNTHIA GARNETT
DIRECTOR	ROBERT B BACKUS

Business entity stock is publicly traded: ☐

The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:

Class of Stock	Par value per share	Total Authorized		Total issued and outstanding
		No. of shares	Total par value	No. of shares
CWP	\$ 1.00	30,000,000	\$ 30000000.00	100

☐ Consent
 ☐ Confidential Data
 ☐ Merger Allowed
 ☐ Manufacturing

Note: Additional information that is not available on this system is located in the Card File.

View filings for this business entity:

ALL FILINGS
 Administrative Dissolution
 Annual Report
 Application For Revival
 Articles of Amendment

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

ARTICLES OF ORGANIZATION

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS: 02108 NO.

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 156B, Section 74

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the restated articles of organization. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, David B. Jenkins
Robert L. Eklund

President and
Clerk of

Shaw's Supermarkets, Inc.
(Name of Corporation)

located at 140 Laurel Street, East Bridgewater, Massachusetts 02333

do hereby certify that the following restatement of the articles of organization of the corporation was adopted

at a meeting held on May 29, 1985, by vote of

9,836,746 shares of Common Stock out of 12,110,524 shares outstanding.

(Class of Stock)

shares of out of shares outstanding, and

(Class of Stock)

shares of out of shares outstanding.

(Class of Stock)

being at least two-thirds of each class of stock outstanding and entitled to vote and of each class or series of stock

adversely affected thereby: -

1. The name by which the corporation shall be known is: -

Shaw's Supermarkets, Inc.

2. The purposes for which the corporation is formed are as follows: -

SEE CONTINUATION SHEET 2A

C ☐
P ☐
M ☐
RA ☐

11
P.C.

Note: If the space provided under any article of restated articles on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring such addition is clearly indicated.

3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue is as follows:

<u>CLASS OF STOCK</u>	<u>WITHOUT PAR VALUE</u>	<u>WITH PAR VALUE</u>	
	<u>NUMBER OF SHARES</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Preferred			
Common		30,000,000	\$1.00 per share

4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges to each class thereof and any series now established:

None

5. The restrictions, if any, imposed by the articles of organization upon the transfer of shares of stock of any class are as follows:

None

6. The powers, if any, for the conduct and regulation of the business and affairs of the corporation, or for limiting, defining, or regulating the powers of the corporation, or of its stockholders, or of any class of stockholders.

CONTINUATION SHEETS 6A through 7

DF
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Correction

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 1.24, 950 CMR 113.12)

- (1) Exact name of corporation: Shaw's Supermarkets, Inc.
- (2) Registered office address: CT Corporation, Systems, 155 Federal Street, Suite 700, Boston, MA 02110
(number, street, city or town, state, zip code)
- (3) Describe the document to be corrected: Statement of Change of Supplemental Information
- (4) Date the document was filed: 02/26/2008
(month, day, year)
- (5) Specify the typographical error, the incorrect statement and the reason it is incorrect, or the manner in which the execution was defective: Larry D. Wahlstrom was unintentionally omitted as a director of the Company.
- (6) Correction of the typographical error, incorrect statement or defective execution: See attached sheet

Signed by: _____

(signature of authorized individual)

- ☐ Incorporator,
☐ Chairman of the board of directors,
☐ President,
☒ Other officer,
☐ Court-appointed fiduciary.

on this 28 day of February, 2008

* or attach a copy of the document to these articles

A TRUE COPY ATTEST

William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

DATE 4/20/11 CLERK JP

Effective as of February 25, 2008, the following are the officers and directors of Shaw's Supermarkets, Inc.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	Larry D. Wahlstrom	750 WEST CENTER STREET WEST BRIDGEWATER, MA 02379 USA	
TREASURER	John F. Boyd	250 PARKCENTER BLVD BOISE, ID 83706 USA	
SECRETARY	John P. Breedlove	11840 VALLEY VIEW RD EDEN PRAIRIE, MN 55344 USA	
ASSISTANT SECRETARY	Rachel V. Friedenberg	11840 VALLEY VIEW RD EDEN PRAIRIE, MN 55344 USA	
DIRECTOR	Tom Vesty	750 WEST CENTER STREET WEST BRIDGEWATER, MA 02379 USA	
Director	William B. Naashan	750 WEST CENTER STREET WEST BRIDGEWATER, MA 02379 USA	
Director	Larry D. Wahlstrom	750 WEST CENTER STREET WEST BRIDGEWATER, MA 02379 USA	

CORPORATE VOTE

CORPORATE VOTE

The Board of Directors or LLC Managers of

Shaw's Supermarkets, Inc.

Entity Name

duly voted to apply to the Licensing Authority of

Franklin

City/Town

Commonwealth of Massachusetts Alcoholic Beverages Control Commission on

September 10, 2020

Date of Meeting

For the following transactions (Check all that apply):

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

"VOTED: To authorize

Robert Backus

Name of Person

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

"VOTED: To appoint

John Miller

Name of Liquor License Manager

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

A true copy attest,

For Corporations ONLY

A true copy attest,

Corporate Officer /LLC Manager Signature

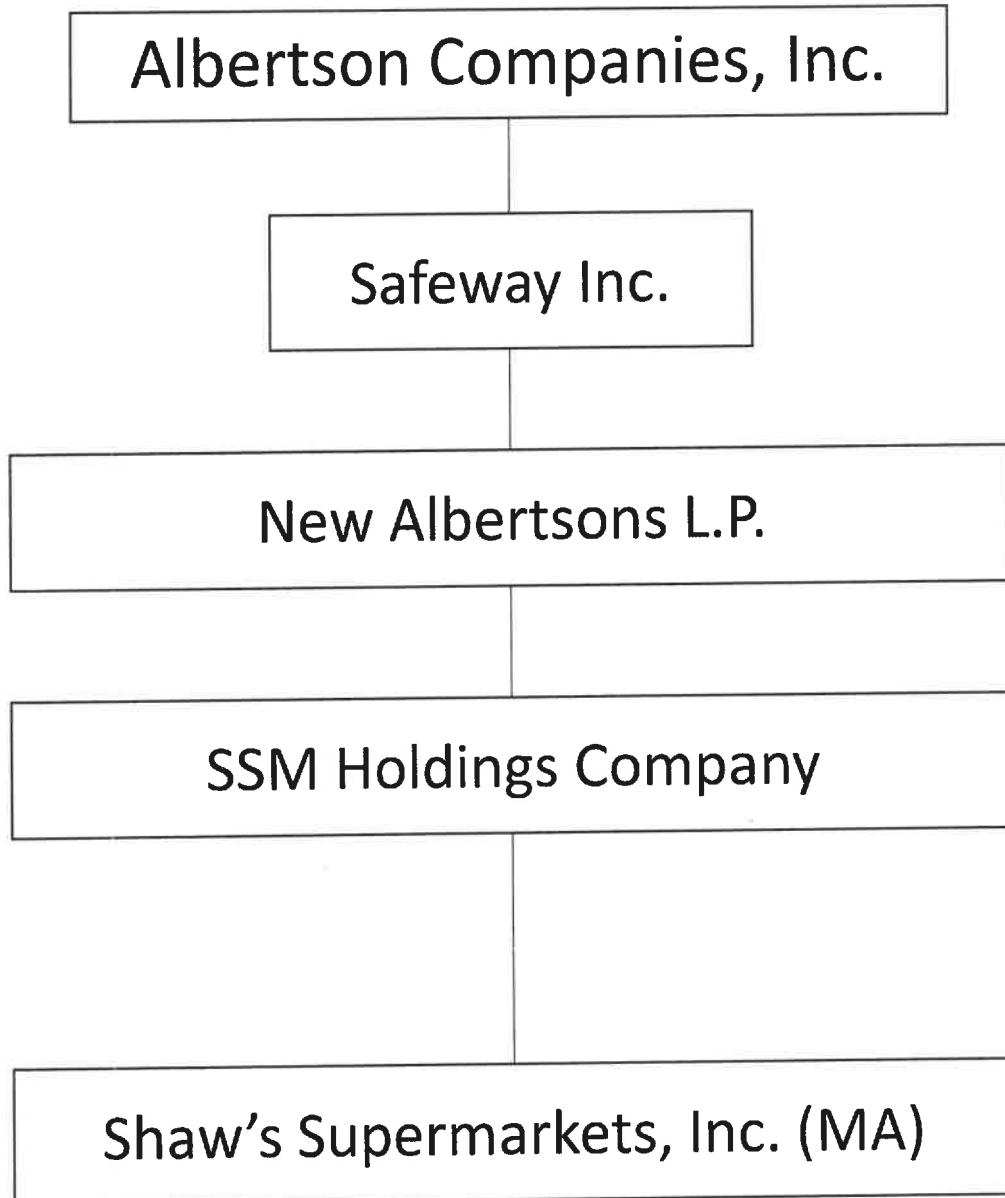
Corporation Clerk's Signature

(Print Name)

(Print Name)

**CORPORATE ORGANIZATIONAL
CHART AND LIST OF CORPORATE
DIRECTORS/OFFICERS**

Shaw's Supermarkets, Inc. Corporate Structure Chart



Shaw's Supermarkets, Inc.

Directors

Cynthia Garnett
Robert Backus
Gary Morton

OFFICERS

Robert Backus
Juliette Pryor

Laura A. Donald

Gary R. Morton

President
Executive Vice President, General
Counsel & Secretary
Group Vice President, Corporate Law
& Assistant Secretary
Vice President, Treasurer & Assistant
Secretary

ABCC CORI REQUEST FORMS



JEAN M. LORIZIO, ESQ.
CHAIRMAN

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

CORI REQUEST FORM

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

ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSEE)	LICENSEE NAME: Shaw's Supermarkets, Inc.	CITY/TOWN: Franklin
--	--	---------------------

APPLICANT INFORMATION

LAST NAME: Backus	FIRST NAME: Robert	MIDDLE NAME: N/A
MAIDEN NAME OR ALIAS (IF APPLICABLE): N/A	PLACE OF BIRTH:	
DATE OF BIRTH:	SSN:	ID THEFT INDEX PIN (IF APPLICABLE):
MOTHER'S MAIDEN NAME:	DRIVER'S LICENSE #:	STATE LIC. ISSUED: Massachusetts
GENDER: MALE	HEIGHT:	WEIGHT:
EYE COLOR: Blue		
CURRENT ADDRESS:		
CITY/TOWN:	STATE: MA	ZIP: 02025
FORMER ADDRESS:		
CITY/TOWN:	STATE: WA	ZIP: 98075

PRINT AND SIGN

PRINTED NAME: Rob Backus	APPLICANT/EMPLOYEE SIGNATURE:
--------------------------	-------------------------------

NOTARY INFORMATION

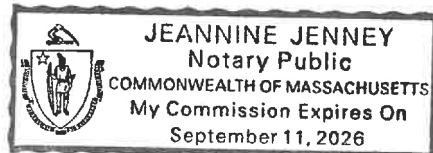
On this 22nd of Sept 2020 before me, the undersigned notary public, personally appeared Rob Backus
(name of document signer), proved to me through satisfactory evidence of identification, which were MA License
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

NOTARY

DIVISION USE ONLY

REQUESTED BY:	
SIGNATURE OF CORI-AUTHORIZED EMPLOYEE	

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





JEAN M. LORIZIO, ESQ.
CHAIRMAN

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

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ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSEE)	LICENSEE NAME: Shaw's Supermarkets, Inc.	CITY/TOWN: Franklin
--	--	---------------------

APPLICANT INFORMATION

LAST NAME: Pryor	FIRST NAME: Juliette	MIDDLE NAME: Williams
MAIDEN NAME OR ALIAS (IF APPLICABLE): N/A	PLACE OF BIRTH:	
DATE OF BIRTH:	SSN:	ID THEFT INDEX PIN (IF APPLICABLE):
MOTHER'S MAIDEN NAME:	DRIVER'S LICENSE #:	STATE LIC. ISSUED: Georgia
GENDER:	HEIGHT:	WEIGHT: EYE COLOR: Brown
CURRENT ADDRESS: 3184 Wood Valley Rd. NW		
CITY/TOWN: Atlanta	STATE: GA	ZIP: 30327
FORMER ADDRESS: N/A		
CITY/TOWN: N/A	STATE: N/A	ZIP: N/A

PRINT AND SIGN

PRINTED NAME: Juliette Pryor	APPLICANT/EMPLOYEE SIGNATURE:
------------------------------	-------------------------------

NOTARY INFORMATION

On this 28th September 2020	before me, the undersigned notary public, personally appeared Juliette Pryor
(name of document signer), proved to me through satisfactory evidence of identification, which were personally known to me	
to be the person whose name is signed on the preceding attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.	
	 NOTARY

DIVISION USE ONLY

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

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



Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114

STEVEN GROSSMAN
TREASURER AND RECEIVER GENERAL

KIM S. GAINSBORO, ESQ.
CHAIRMAN

CORI REQUEST FORM

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

ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSEE)	LICENSEE NAME: Shaw's Supermarkets, Inc.	CITY/TOWN: Franklin
--	--	---------------------

APPLICANT INFORMATION

LAST NAME: Garnett	FIRST NAME: Cynthia	MIDDLE NAME: R	
MAIDEN NAME OR ALIAS (IF APPLICABLE):	PLACE OF BIRTH:		
DATE OF BIRTH:	SSN:	ID THEFT INDEX PIN (IF APPLICABLE): N/A	
MOTHER'S MAIDEN NAME:	DRIVER'S LICENSE #:	STATE LIC. ISSUED: Massachusetts	
GENDER: FEMALE	HEIGHT:	WEIGHT:	EYE COLOR:
CURRENT ADDRESS:			
CITY/TOWN:	STATE: MA	ZIP: 02715	
FORMER ADDRESS:			
CITY/TOWN:	STATE: MA	ZIP: 02780	

PRINT AND SIGN

PRINTED NAME: Cynthia R. Garnett	APPLICANT/EMPLOYEE SIGNATURE: <i>C. Garnett</i>
----------------------------------	---

NOTARY INFORMATION

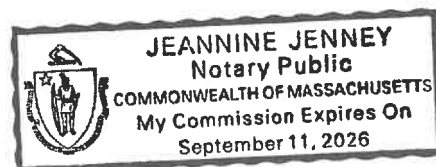
On this 21st day of Sept 2020 before me, the undersigned notary public, personally appeared Cynthia R. Garnett
(name of document signer), proved to me through satisfactory evidence of identification, which were MA license
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

[Signature]
NOTARY

DIVISION USE ONLY

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

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Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114

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TREASURER AND RECEIVER GENERAL

KIM S. GAINSBORO, ESQ.
CHAIRMAN

CORI REQUEST FORM

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ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSEE)	LICENSEE NAME: Shaw's Supermarkets, Inc.	CITY/TOWN: Franklin
--	--	---------------------

APPLICANT INFORMATION

LAST NAME: Morton	FIRST NAME: Gary	MIDDLE NAME: Ray
MAIDEN NAME OR ALIAS (IF APPLICABLE): N/A	PLACE OF BIRTH:	
DATE OF BIRTH:	SSN:	ID THEFT INDEX PIN (IF APPLICABLE):
MOTHER'S MAIDEN NAME:	DRIVER'S LICENSE #:	STATE LIC. ISSUED:
GENDER: MALE	HEIGHT:	WEIGHT:
EYE COLOR:		
CURRENT ADDRESS:		
CITY/TOWN:	STATE: ID	ZIP: 83705
FORMER ADDRESS:		
CITY/TOWN:	STATE: ID	ZIP: 83713

PRINT AND SIGN

PRINTED NAME: Gary R. Morton	APPLICANT/EMPLOYEE SIGNATURE:
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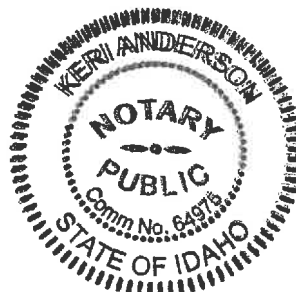
NOTARY INFORMATION

On this 9/24/2020	before me, the undersigned notary public, personally appeared Gary R. Morton
(name of document signer), proved to me through satisfactory evidence of identification, which were Known to me	
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.	
 NOTARY	

DIVISION USE ONLY

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

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Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114

STEVEN GROSSMAN
TREASURER AND RECEIVER GENERAL

CORI REQUEST FORM

KIM S. GAINSBORO, ESQ.
CHAIRMAN

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ABCC LICENSE INFORMATION

ABCC NUMBER: (IF EXISTING LICENSEE)	LICENSEE NAME: Shaw's Supermarkets, Inc.	CITY/TOWN: Franklin
--	--	---------------------

APPLICANT INFORMATION

LAST NAME: Donald	FIRST NAME: Laura	MIDDLE NAME: Andrea
MAIDEN NAME OR ALIAS (IF APPLICABLE):	PLACE OF BIRTH:	
DATE OF BIRTH:	SSN:	ID THEFT INDEX PIN (IF APPLICABLE): N/A
MOTHER'S MAIDEN NAME:	DRIVER'S LICENSE #:	STATE LIC. ISSUED: Idaho
GENDER: FEMALE	HEIGHT: 5' 10"	WEIGHT: 150
EYE COLOR:		
CURRENT ADDRESS:		
CITY/TOWN: I	STATE: ID	ZIP: 83716
FORMER ADDRESS:		
CITY/TOWN:	STATE: CA	ZIP: 94595

PRINT AND SIGN

PRINTED NAME: Laura Andrea Donald	APPLICANT/EMPLOYEE SIGNATURE:
-----------------------------------	-------------------------------

NOTARY INFORMATION

On this 23rd day of Sept 2020	before me, the undersigned notary public, personally appeared Laura Andrea Donald
(name of document signer), proved to me through satisfactory evidence of identification, which were known to me	
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.	
	 NOTARY

DIVISION USE ONLY

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

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ACI 10Q DOCUMENT

Section 1: 10-Q (10-Q)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **June 20, 2020**
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number:



Albertsons Companies, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

250 Parkcenter Blvd.

Boise, Idaho 83706

(Address of principal executive offices and zip code)

(208) 395-6200

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.01 par value	ACI	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ Yes ☒ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Albertsons Companies, Inc. and Subsidiaries

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PART I - FINANCIAL INFORMATION
Item 1 - Condensed Consolidated Financial Statements (unaudited)

Albertsons Companies, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in millions, except share data)
(unaudited)

	June 20, 2020	February 29, 2020
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,022.2	\$ 470.7
Receivables, net	530.0	525.3
Inventories, net	4,271.6	4,352.5
Other current assets	309.0	382.8
Total current assets	7,132.8	5,731.3
Property and equipment, net	9,103.7	9,211.9
Operating lease right-of-use assets	5,771.8	5,867.4
Intangible assets, net	2,085.5	2,087.2
Goodwill	1,183.3	1,183.3
Other assets	710.7	654.0
TOTAL ASSETS	\$ 25,987.8	\$ 24,735.1
LIABILITIES		
Current liabilities		
Accounts payable	\$ 3,399.8	\$ 2,891.1
Accrued salaries and wages	1,308.2	1,126.0
Current maturities of long-term debt and finance lease obligations	219.1	221.4
Current maturities of operating lease obligations	567.7	563.1
Other current liabilities	1,255.5	1,102.7
Total current liabilities	6,750.3	5,904.3
Long-term debt and finance lease obligations	8,484.5	8,493.3
Long-term operating lease obligations	5,398.3	5,402.8
Deferred income taxes	561.5	613.8
Other long-term liabilities	1,999.2	2,042.8
Commitments and contingencies		
Series A convertible preferred stock, \$0.01 par value; 1,750,000 shares authorized, 340,000 shares issued and outstanding as of June 20, 2020 and no shares authorized, issued and outstanding as of February 29, 2020	310.7	—
Series A-1 convertible preferred stock, \$0.01 par value; 1,410,000 shares authorized, issued and outstanding as of June 20, 2020 and no shares authorized, issued and outstanding as of February 29, 2020	1,288.4	—
STOCKHOLDERS' EQUITY		
Undesignated preferred stock, \$0.01 par value; 96,840,000 shares authorized, no shares issued as of June 20, 2020 and 30,000,000 shares authorized, no shares issued and outstanding as of February 29, 2020	—	—
Class A common stock, \$0.01 par value; 1,000,000,000 shares authorized, 584,310,110 and 582,997,251 shares issued as of June 20, 2020 and February 29, 2020, respectively	5.8	5.8
Class A-1 convertible common stock, \$0.01 par value; 150,000,000 shares authorized, no shares issued as of June 20, 2020 and no shares authorized and issued as of February 29, 2020	—	—
Additional paid-in capital	1,837.1	1,824.3
Treasury stock, at cost. 105,283,357 shares held as of June 20, 2020 and 3,671,621 shares held as of February 29, 2020	(1,705.8)	(25.8)
Accumulated other comprehensive loss	(116.8)	(118.5)
Retained earnings	1,174.6	592.3
Total stockholders' equity	1,194.9	2,278.1

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY**\$ 25,987.8 \$ 24,735.1**

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Albertsons Companies, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations and Comprehensive Income
(in millions, except per share data)
(unaudited)

	16 weeks ended	
	June 20, 2020	June 15, 2019
Net sales and other revenue	\$ 22,751.6	\$ 18,738.4
Cost of sales	15,980.1	13,498.8
Gross profit	6,771.5	5,239.6
Selling and administrative expenses	5,769.4	4,946.6
Loss (gain) on property dispositions and impairment losses, net	30.3	(28.5)
Operating income	971.8	321.5
Interest expense, net	180.6	225.2
Loss on debt extinguishment	—	42.7
Other expense (income), net	3.1	(11.1)
Income before income taxes	788.1	64.7
Income tax expense	201.9	15.7
Net income	\$ 586.2	\$ 49.0
Other comprehensive income (loss), net of tax		
Loss on interest rate swaps	—	(27.0)
Recognition of pension gain	0.8	23.4
Other	0.9	1.7
Other comprehensive income (loss)	\$ 1.7	\$ (1.9)
Comprehensive income	\$ 587.9	\$ 47.1
Net income per Class A common share		
Basic net income per Class A common share	\$ 1.03	\$ 0.08
Diluted net income per Class A common share	1.00	0.08
Weighted average Class A common shares outstanding		
Basic	568.0	579.2
Diluted	583.7	579.4

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Albertsons Companies, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(in millions)
(unaudited)

	16 weeks ended	
	June 20, 2020	June 15, 2019
Cash flows from operating activities:		
Net income	\$ 586.2	\$ 49.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss (gain) on property dispositions and impairment losses, net	30.3	(28.5)
Depreciation and amortization	460.1	515.9
Operating lease right-of-use assets amortization	176.4	162.7
LIFO expense	13.1	10.5
Deferred income tax	(51.2)	2.8
Contributions to pension and post-retirement benefit plans, net of (income) expense	(63.5)	(8.1)
Loss on interest rate swaps and commodity hedges, net	24.5	0.3
Loss on debt extinguishment	—	42.7
Equity-based compensation expense	19.0	11.1
Other	(1.8)	3.6
Changes in operating assets and liabilities:		
Receivables, net	(4.7)	88.7
Inventories, net	67.8	(63.0)
Accounts payable, accrued salaries and wages and other accrued liabilities	733.1	141.4
Operating lease liabilities	(98.7)	(151.7)
Self-insurance assets and liabilities	24.1	12.2
Other operating assets and liabilities	177.2	13.1
Net cash provided by operating activities	2,091.9	802.7
Cash flows from investing activities:		
Payments for property, equipment and intangibles, including payments for lease buyouts	(402.3)	(362.1)
Proceeds from sale of assets	6.7	73.4
Other	(3.8)	(5.3)
Net cash used in investing activities	(399.4)	(294.0)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	2,000.0	—
Payments on long-term borrowings	(2,001.4)	(722.5)
Payments of obligations under finance leases	(14.1)	(27.7)
Proceeds from convertible preferred stock	1,680.0	—
Third party issuance costs on convertible preferred stock	(80.9)	—
Treasury stock purchase, at cost	(1,680.0)	—
Other	(10.5)	(12.5)
Net cash used in financing activities	(106.9)	(762.7)
Net increase (decrease) in cash and cash equivalents and restricted cash	1,585.6	(254.0)
Cash and cash equivalents and restricted cash at beginning of period	478.9	967.7
Cash and cash equivalents and restricted cash at end of period	\$ 2,064.5	\$ 713.7

Albertsons Companies, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(in millions, except share data)
(unaudited)

	Class A Common Stock		Additional paid in capital	Treasury Stock		Accumulated other comprehensive (loss) income	Retained earnings	Total stockholders' equity
	Shares	Amount		Shares	Amount			
Balance as of February 29, 2020	582,997,251	\$ 5.8	\$ 1,824.3	3,671,621	\$ (25.8)	\$ (118.5)	\$ 592.3	\$ 2,278.1
Issuance of common stock to Company's parents	1,312,859	—	—	—	—	—	—	—
Equity-based compensation	—	—	19.0	—	—	—	—	19.0
Employee tax withholding on vesting of phantom units	—	—	(6.2)	—	—	—	—	(6.2)
Repurchase of common stock	—	—	—	101,611,736	(1,680.0)	—	—	(1,680.0)
Dividends accrued on convertible preferred stock	—	—	—	—	—	—	(3.9)	(3.9)
Net income	—	—	—	—	—	—	586.2	586.2
Other comprehensive income, net of tax	—	—	—	—	—	1.7	—	1.7
Balance as of June 20, 2020	584,310,110	\$ 5.8	\$ 1,837.1	105,283,357	\$ (1,705.8)	\$ (116.8)	\$ 1,174.6	\$ 1,194.9

	Class A Common Stock		Additional paid in capital	Treasury Stock		Accumulated other comprehensive income	Retained earnings (accumulated deficit)	Total stockholders' equity
	Shares	Amount		Shares	Amount			
Balance as of February 23, 2019	579,443,146	\$ 5.8	\$ 1,811.2	3,671,621	\$ (25.8)	\$ 91.3	\$ (431.8)	\$ 1,450.7
Equity-based compensation	—	—	11.1	—	—	—	—	11.1
Employee tax withholding on vesting of phantom units	—	—	(12.1)	—	—	—	—	(12.1)
Adoption of new accounting standards, net of tax	—	—	—	—	—	16.6	558.0	574.6
Net income	—	—	—	—	—	—	49.0	49.0
Other comprehensive loss, net of tax	—	—	—	—	—	(18.5)	—	(18.5)
Other activity	—	—	(0.1)	—	—	—	(0.3)	(0.4)
Balance as of June 15, 2019	579,443,146	\$ 5.8	\$ 1,810.1	3,671,621	\$ (25.8)	\$ 89.4	\$ 174.9	\$ 2,054.4

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**ACI FORM 8-A REGISTRATION
STATEMENT**

Section 1: 8-A12B (8-A12B)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Albertsons Companies, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

47-4376911
(I.R.S. Employer
Identification No.)

250 Parkcenter Blvd. Boise, ID
(Address of Principal Executive Offices)

83706
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Class A common stock, par value \$0.01 per share	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-236956

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Securities to be Registered.

The class of securities to be registered hereby is the Class A common stock, par value \$0.01 per share (the "Common Stock") of Albertsons Companies, Inc. (the "Registrant").

A description of the Common Stock is set forth under the heading "Description of Capital Stock—Common Stock" in a prospectus relating to the offering of shares of Common Stock constituting part of the Registrant's Registration Statement on Form S-1 (No. 333-236956) relating to the Common Stock, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and such description shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Under the Instruction as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant other than the Common Stock are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Albertsons Companies, Inc.

By: /s/ Juliette W. Pryor

Name: Juliette W. Pryor

Title: Executive Vice President, General Counsel & Secretary

Date: June 26, 2020

(Back To Top)

DOR CERTIFICATE OF GOOD STANDING

DUA CERTIFICATE OF COMPLIANCE



Charles D. Baker
GOVERNOR
Karyn E. Polito
LT. GOVERNOR

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



268532525

Rosalin Acosta
SECRETARY
Richard A. Jeffers
DIRECTOR

SHAW'S SUPERMARKETS, INC.
Attn: ATTN: PAYROLL
P.O. BOX 600
EAST BRIDGEWATER, MA 02333

EAN:
September 30, 2020

Certificate Id:41417

The Department of Unemployment Assistance certifies that as of 9/30/2020 ,SHAW'S SUPERMARKETS, INC. is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance

**WORKERS COMPENSATION
AFFIDAVIT FORM AND CERTIFICATE
OF COMPLIANCE**



CERTIFICATE OF COMPLIANCE WITH STATE LAWS

Pursuant to M.G.L. Chapter 62C, Sec 49A, and M.G.L. Ch. 151A, Section 19A, the undersigned acting on behalf on the License Holder, certifies under the penalty of perjury that, to the best of the undersign's knowledge and belief, the License Holder is in compliance with all laws of the Commonwealth of Massachusetts relating to taxes, reporting of employees and contractors, and withholding and remitting child support*.

** Signature of Individual or Corporate License Holder (Mandatory)

FIN: _____

*** License Holder's Social Security Number/or Federal Identification Number

By: Robert Backus, President Shaw's Supermarkets, Inc.

Date: 09.22.2020

Corporate Officer
(Mandatory, if applicable)

*The provision in the Attestation of relating to child support applies only when the License Holder is an individual.

**Approval of or a renewal of a license will not be granted unless this certification clause is signed by the applicant. For all corporations, a certified copy of the vote of the Board of Directors must be provided.

*** Your social security number will be furnished to the Massachusetts Department of Revenue to determine whether you have met tax filing or tax payment obligations. Providers who fail to correct their non-filing or delinquency will not have a license or other agreement issued, renewed or extended. This request is made under the authority of Massachusetts General Laws, Chapter 62C, section 49A.



The Commonwealth of Massachusetts
Department of Industrial Accidents
1 Congress Street, Suite 100
Boston, MA 02114-2017
www.mass.gov/dia

Workers' Compensation Insurance Affidavit: General Businesses.
TO BE FILED WITH THE PERMITTING AUTHORITY.

Applicant Information

Please Print Legibly

Business/Organization Name: Shaw's Supermarkets, Inc. d/b/a Shaw's

Address: 255 East Central Street

City/State/Zip: Franklin, MA 02038

Phone #: _____

Are you an employer? Check the appropriate box:

1. ☒ I am an employer with _____ employees (full and/or part-time).*
2. ☐ I am a sole proprietor or partnership and have no employees working for me in any capacity.
[No workers' comp. insurance required]
3. ☐ We are a corporation and its officers have exercised their right of exemption per c. 152, §1(4), and we have no employees. [No workers' comp. insurance required]**
4. ☐ We are a non-profit organization, staffed by volunteers, with no employees. [No workers' comp. insurance req.]

Business Type (required):

5. ☒ Retail
6. ☐ Restaurant/Bar/Eating Establishment
7. ☐ Office and/or Sales (incl. real estate, auto, etc.)
8. ☐ Non-profit
9. ☐ Entertainment
10. ☐ Manufacturing
11. ☐ Health Care
12. ☐ Other _____

*Any applicant that checks box #1 must also fill out the section below showing their workers' compensation policy information.

**If the corporate officers have exempted themselves, but the corporation has other employees, a workers' compensation policy is required and such an organization should check box #1.

I am an employer that is providing workers' compensation insurance for my employees. Below is the policy information.

Insurance Company Name: ACE American Insurance Company

Insurer's Address: _____

City/State/Zip: Philadelphia, PA 1

Policy # or Self-ins. Lic. # _____ Expiration Date: 8/1/21

Attach a copy of the workers' compensation policy declaration page (showing the policy number and expiration date).

Failure to secure coverage as required under Section 25A of MGL c. 152 can lead to the imposition of criminal penalties of a fine up to \$1,500.00 and/or one-year imprisonment, as well as civil penalties in the form of a STOP WORK ORDER and a fine of up to \$250.00 a day against the violator. Be advised that a copy of this statement may be forwarded to the Office of Investigations of the DIA for insurance coverage verification.

I do hereby certify, under the pains and penalties of perjury that the information provided above is true and correct.

Signature: Justin Bunton
 990834819AEF46F...

Date: 09-15-2020 | 09:00:19 PDT

Phone #: _____

Official use only. Do not write in this area, to be completed by city or town official.

City or Town: _____ Permit/License # _____

Issuing Authority (circle one):

1. Board of Health 2. Building Department 3. City/Town Clerk 4. Licensing Board 5. Selectmen's Office
 6. Other _____

Contact Person: _____ Phone #: _____

Information and Instructions

Massachusetts General Laws chapter 152 requires all employers to provide workers' compensation for their employees. Pursuant to this statute, an **employee** is defined as "...every person in the service of another under any contract of hire, express or implied, oral or written."

An **employer** is defined as "an individual, partnership, association, corporation or other legal entity, or any two or more of the foregoing engaged in a joint enterprise, and including the legal representatives of a deceased employer, or the receiver or trustee of an individual, partnership, association or other legal entity, employing employees. However, the owner of a dwelling house having not more than three apartments and who resides therein, or the occupant of the dwelling house of another who employs persons to do maintenance, construction or repair work on such dwelling house or on the grounds or building appurtenant thereto shall not because of such employment be deemed to be an employer."

MGL chapter 152, §25C(6) also states that **"every state or local licensing agency shall withhold the issuance or renewal of a license or permit to operate a business or to construct buildings in the commonwealth for any applicant who has not produced acceptable evidence of compliance with the insurance coverage required."** Additionally, MGL chapter 152, §25C(7) states "Neither the commonwealth nor any of its political subdivisions shall enter into any contract for the performance of public work until acceptable evidence of compliance with the insurance requirements of this chapter have been presented to the contracting authority."

Applicants

Please fill out the workers' compensation affidavit completely, by checking the boxes that apply to your situation and, if necessary, supply your insurance company's name, address and phone number along with a certificate of insurance. Limited Liability Companies (LLC) or Limited Liability Partnerships (LLP) with no employees other than the members or partners, are not required to carry workers' compensation insurance. If an LLC or LLP does have employees, a policy is required. Be advised that this affidavit may be submitted to the Department of Industrial Accidents for confirmation of insurance coverage. **Also be sure to sign and date the affidavit.** The affidavit should be returned to the city or town that the application for the permit or license is being requested, **not** the Department of Industrial Accidents. Should you have any questions regarding the law or if you are required to obtain a workers' compensation policy, please call the Department at the number listed below. Self-insured companies should enter their self-insurance license number on the appropriate line.

City or Town Officials

Please be sure that the affidavit is complete and printed legibly. The Department has provided a space at the bottom of the affidavit for you to fill out in the event the Office of Investigations has to contact you regarding the applicant. Please be sure to fill in the permit/license number which will be used as a reference number. In addition, an applicant that must submit multiple permit/license applications in any given year, need only submit one affidavit indicating current policy information (if necessary). A copy of the affidavit that has been officially stamped or marked by the city or town may be provided to the applicant as proof that a valid affidavit is on file for future permits or licenses. A new affidavit must be filled out each year. Where a home owner or citizen is obtaining a license or permit not related to any business or commercial venture (i.e. a dog license or permit to burn leaves etc.) said person is NOT required to complete this affidavit.

The Department's address, telephone and fax number:

The Commonwealth of Massachusetts
Department of Industrial Accidents
1 Congress Street
Boston, MA 02114-2017
Tel. # 617-727-4900 ext. 7406 or 1-877-MASSAFE
Fax # 617-727-7749
www.mass.gov/dia