



License Transactions:

Applicant: Mormax Corporation d/b/a BJ's Wholesale Club

The applicant is seeking a Transfer of License from Brunelli Industries, Inc., d/b/a Anne's Country Market with the Manager to be Gerard A. Charbonneau.

Lease between BJ's Wholesale Club and NDNE Corporate Drive LLC (Landlord) is available in the office for viewing.

All Departments have signed off on this application.

Motion to approve the request by Mormax Corporation for a Transfer of License from Brunelli Industries, Inc. dba Anne's Country Market with the Manager to be Gerard A. Charbonneau.

DATED: _____, 2017

VOTED:

UNANIMOUS _____

YES _____ NO _____

ABSTAIN _____

ABSENT _____

A True Record Attest:

Teresa M. Burr
Town Clerk

Judith Pond Pfeffer, Clerk
Franklin Town Council



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission

☐ For Reconsideration

LOCAL LICENSING AUTHORITY REVIEW RECORD

ABCC License Number

Franklin

02/06/2017

Date Filed with LLA

TRANSACTION TYPE (Please check all relevant transactions):

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

APPLICANT INFORMATION

Name of Licensee Mormax Corporation

D/B/A BJ's Wholesale Club

ADDRESS: 25 Research Drive

CITY/TOWN: Westborough

STATE

MA

ZIP CODE 01581

Manager Gerard A. Charbonneau

Granted under Special Legislation? Yes ☐ No ☒

If Yes, Chapter

of the Acts of (year)

\$15 Supermarket

Annual

Wines and Malt Beverages

Type

(i.e. restaurant, package store)

Class

(Annual or Seasonal)

Category

(i.e. Wines and Malts / All Alcohol)

LOCAL LICENSING AUTHORITY DECISION

Please indicate the decision of the Local Licensing Authority:

Approves this Application

Please indicate what days and hours the licensee will sell alcohol:

Mon - Sat 8:00 AM - 10:00 PM
Sun: 10:00 AM - 8:00 PM

If Approving With Modifications, please indicate below what changes the LLA is making:

Please indicate if the LLA is downgrading the License Category (approving only Wines and Malts if applicant applied for All Alcohol):

Changes to the Premises Description

Patio/Deck/Outdoor Area
Total Square Footage

Seating Capacity

Indoor Area
Total Square Footage

Number of Entrances

Number of Exits

Floor Number	Square Footage	Number of Rooms

Abutters Notified: Yes ☐ No ☒

Date of Abutter Notification

Date of Advertisement

2/13/2017

Please add any additional remarks or conditions here:

☐ Check here if you are attaching additional documentation

The Local Licensing Authorities By:

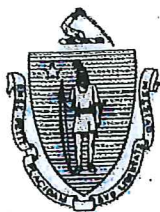
Alcoholic Beverages Control Commission
Ralph Sacramone
Executive Director

Judith Pond Pfeffer
Clerk,

Franklin Town Council

03/01/2017

Date APPROVED by LLA



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc

APPLICATION FOR A RETAIL ALCOHOLIC BEVERAGES LICENSE

RECEIVED

FEB 06 2017

TOWN ADMINISTRATOR
TOWN OF FRANKLIN

The following documentation is required as a part of your retail license application.

ABCC investigators reserve the right to request additional documents as a part of their investigation.

- ☐ **Monetary Transmittal Form** with \$200 fee
You can **PAY ONLINE** or include a \$200 check made out to the ABCC
- ☐ Retail Application (this packet)
- ☐ Beneficial Interest - Individual Form
For any individual with direct or indirect interest in the proposed licensee
- ☐ Beneficial Interest - Organization Form
For any organization with direct or indirect interest in the proposed licensee

For the manager of record AND any individual with direct or indirect interest in the proposed licensee. This form must be notarized with a stamp*

- ☐ Proof of Citizenship for proposed manager of record
Passport, US Birth Certificate, Naturalization Papers, Voter Registration
- ☐ Vote of the Corporate Board
A corporate vote to apply for a new / transfer of license and a corporate vote to appointing the manager of record, signed by an authorized signatory for the proposed licensed entity
- ☐ Business Structure Documents
If Proposed Licensee is applying as:
 - A Corporation or LLC - **Articles of Organization** from the Secretary of the Commonwealth
 - A Partnership - **Partnership Agreement**
 - Sole Proprietor - **Business Certificate**
- ☐ Purchase and Sale Documentation
Required if this application is for the transfer of an existing retail alcoholic beverages license
- ☐ Supporting Financial Documents
Documentation supporting any loans or financing, including pledge documents, if applicable
- ☐ Floor Plan
Detailed Floor Plan showing square footage, entrances and exits and rooms

Signed by proposed licensee and landlord. If lease is contingent upon receiving this license, a copy of the unsigned lease along with a letter of intent to lease, signed by licensee and landlord

* Excludes Officers and Directors of Non-Profit Clubs



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc

Print Form

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM

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

ECRT CODE: RETA

CHECK PAYABLE TO ABCC OR COMMONWEALTH OF MA: \$200.00

(CHECK MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL)

CHECK NUMBER

IF USED EPAY, CONFIRMATION NUMBER

A.B.C.C. LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

LICENSEE NAME

Mormax Corporation dba BJ's Wholesale Club

ADDRESS

25 Research Drive

CITY/TOWN

Westborough

STATE

MA

ZIP CODE

01581

TRANSACTION TYPE (Please check all relevant transactions):

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> Alteration of Licensed Premises | <input type="checkbox"/> Cordials/Liqueurs Permit | <input type="checkbox"/> New Officer/Director | <input checked="" type="checkbox"/> Transfer of License |
| <input type="checkbox"/> Change Corporate Name | <input type="checkbox"/> Issuance of Stock | <input type="checkbox"/> New Stockholder | <input type="checkbox"/> Transfer of Stock |
| <input type="checkbox"/> Change of License Type | <input type="checkbox"/> Management/Operating Agreement | <input type="checkbox"/> Pledge of Stock | <input type="checkbox"/> Wine & Malt to All Alcohol |
| <input type="checkbox"/> Change of Location | <input type="checkbox"/> More than (3) \$15 | <input type="checkbox"/> Pledge of License | <input type="checkbox"/> 6-Day to 7-Day License |
| <input type="checkbox"/> Change of Manager | <input type="checkbox"/> New License | <input type="checkbox"/> Seasonal to Annual | |
| <input type="checkbox"/> Other | | | |

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

ALCOHOLIC BEVERAGES CONTROL COMMISSION
P. O. BOX 3396
BOSTON, MA 02241-3396



**The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc**

APPLICATION FOR A RETAIL ALCOHOLIC BEVERAGES LICENSE

Please complete this entire application, leaving no fields blank. If field does not apply to your situation, please write N/A.

1. NAME OF PROPOSED LICENSEE (Business Contact)

Mormax Corporation

*This is the corporation or LLC which will hold the license, **not** the individual submitting this application. If you are applying for this license as a sole proprietor, not an LLC, corporation or other legal entity, you may enter your personal name here.*

2. RETAIL APPLICATION INFORMATION

There are two ways to obtain an alcoholic beverages license in the Commonwealth of Massachusetts, either by obtaining an existing license through a transfer or by applying for a new license.

Are you applying for a new license ☐ New ☒ Transfer
or the transfer of an existing license?

If applying for a new license, are you applying for this license pursuant to special legislation?

☐ Yes ☐ No

Chapter

Acts of

If transferring, please indicate the current ABCC license number you are seeking to obtain:

00039-PK-0430

If transferring, by what method is the license being transferred?

Purchase

3. LICENSE INFORMATION / QUOTA CHECK

City/Town

Franklin

On/Off-Premises

Off-Premises

TYPE

\$15 Supermarket

CATEGORY

Wines and Malt Beverages

CLASS

Annual

4. APPLICATION CONTACT

The application contact is required and is the person who will be contacted with any questions regarding this application.

First Name: Brigitte

Middle:

Last Name: Eichner

Title: Authorized Representative

Primary Phone: 774-512-7829

Email: beichner@bjs.com

5. OWNERSHIP Please list all individuals or entities with a direct or indirect, beneficial or financial interest in this license.

An individual or entity has a direct beneficial interest in a license when the individual or entity owns or controls any part of the license. For example, if John Smith owns Smith LLC, a licensee, John Smith has a direct beneficial interest in the license.

An individual or entity has an indirect beneficial interest if the individual or entity has 1) any ownership interest in the license through an intermediary, no matter how removed from direct ownership, 2) any form of control over part of a license no matter how attenuated, or 3) otherwise benefits in any way from the license's operation. For Example, Jane Doe owns Doe Holding Company Inc., which is a shareholder of Doe LLC, the license holder. Jane Doe has an indirect interest in the license.

- A. All individuals listed below are required to complete a [Beneficial Interest Contact - Individual](#) form.
B. All entities listed below are required to complete a [Beneficial Interest Contact - Organization](#) form.
C. Any individual with any ownership in this license and/or the proposed manager of record must complete a [CORI Release Form](#).

Name	Title / Position	% Owned	Other Beneficial Interest
Christopher Baldwin, President BJ's	Officer	0%	
Robert Eddy, President Mormax	Officer	0%	

For additional space, please use next page

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

5. OWNERSHIP (continued)

Name	Title / Position	% Owned	Other Beneficial Interest
Arlene Feldman, Secretary Mormax	Officer	0%	
Graham Luce, Secretary BJ's	Officer	0%	
Kristyn Sugrue, VP BJ's	Officer	0%	
BJ's Wholesale Club, Inc. (BJ's)	Stockholder	100% of Mormax	
Beacon Holding Inc. (Beacon)	Stockholder	100% of BJ's	

6. PREMISES INFORMATION

Please enter the address where the alcoholic beverages are sold.

Premises Address

Street Number: Street Name: Unit:

City/Town: State: Zip Code:

Country:

Description of Premises

Please provide a complete description of the premises, including the number of floors, number of rooms on each floor, any outdoor areas to be included in the licensed area, and total square footage.

Floor Number	Square Footage	Number of Rooms
1	108,503	1 main room, building
		includes non-public
		receiving, meat, deli and
		bakery prep, tire bay and
		office mezzanine

Patio/Deck/Outdoor Area Total Square Footage

Indoor Area Total Square Footage

Number of Entrances

Number of Exits

Proposed Seating Capacity

Proposed Occupancy

Occupancy of Premises

Please complete all fields in this section. Documentation showing proof of legal occupancy of the premises is required.

Please indicate by what right the applicant has to occupy the premises

Landlord Name

Landlord Phone

Landlord Address

Lease Beginning Term

Lease Ending Term

Rent per Month

Rent per Year

If leasing or renting the premises, a signed copy of the lease is required.

If the lease is contingent on the approval of this license, and a signed lease is not available, a copy of the unsigned lease and a letter of intent to lease, signed by the applicant and the landlord, is required.

Please indicate if the terms of the lease include payments based on the sale of alcohol: ☐ Yes ☒ No

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

7. BUSINESS CONTACT

The Business Contact is the proposed licensee. If you are applying as a Sole Proprietor (the license will be held by an individual, not a business), you should use your own name as the entity name.

** Please see last page of application for required documents based on Legal Structure **

Entity Name:	Mormax Corporation	FEIN:	
DBA:	BJ's Wholesale Club	Fax Number:	508-986-7153
Primary Phone:	774-512-7400	Email:	LegalNotices@bjs.com
Alternative Phone:	774-512-5845	Legal Structure of Entity	Corporation

Business Address (Corporate Headquarters) ☐ Check here if your Business Address is the same as your Premises Address

Street Number:	25	Street Name:	Research Drive
City/Town:	Westborough	State:	MA
Zip Code:	01581	Country:	USA

Mailing Address ☐ Check here if your Mailing Address is the same as your Premises Address

Street Number:	25	Street Name:	Research Drive
City/Town:	Westborough	State:	MA
Zip Code:	01581	Country:	USA

Is the Entity a Massachusetts Corporation?	<input checked="" type="radio"/> Yes <input type="radio"/> No	If no, is the Entity registered to do business in Massachusetts?	<input type="radio"/> Yes <input type="radio"/> No
		If no, state of incorporation	

Other Beneficial Interest

Does the proposed licensee have a beneficial interest in any other Massachusetts Alcoholic Beverages Licenses? ☒ Yes ☐ No *If yes, please complete the following table.*

Name of License	Type of License	License Number	Premises Address
Mormax Corporation	\$15 Off Premises	00091-PK-1244	Attleboro
Mormax Corporation	\$15 Off Premises	00103-PK-0220	Chicopee
Mormax Corporation	\$15 Off Premises	02680-RS-0266	Dartmouth
Mormax Corporation	\$15 Off Premises	00033-PK-0274	Dedham
Mormax Corporation	\$15 Off Premises	00051-PK-0902	Northborough
Mormax Corporation	\$15 Off Premises	00041-PK-1244	Stoughton

Prior Disciplinary Action:

Has any alcoholic beverages license owned by the proposed licensee ever been disciplined for an alcohol related violation?

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

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

8. MANAGER CONTACT

The Manager Contact is required and is the individual who will have day-to-day, operational control over the liquor license.

Salutation First Name Middle Name Last Name Suffix

Social Security Number Date of Birth

Primary Phone: Email:

Mobile Phone: Place of Employment

Alternative Phone: Fax Number

Citizenship / Residency / Background Information of Proposed Manager

Are you a U.S. Citizen? ☒ Yes ☐ No

Have you ever been convicted of a state, federal, or military crime? ☐ Yes ☒ No
 If yes, attach an affidavit that lists your convictions with an explanation for each

Have you ever been Manager of Record of a license to sell alcoholic beverages? ☐ Yes ☒ No

If yes, please list the licenses for which you are the current or proposed manager:

Do you have direct, indirect, or financial interest in this license? ☐ Yes ☒ No

If yes, percentage of interest

If yes, please indicate type of Interest (check all that apply):

<input type="checkbox"/> Officer	<input type="checkbox"/> Sole Proprietor
<input type="checkbox"/> Stockholder	<input type="checkbox"/> LLC Manager
<input type="checkbox"/> LLC Member	<input type="checkbox"/> Director
<input type="checkbox"/> Partner	<input type="checkbox"/> Landlord
<input type="checkbox"/> Contractual	<input type="checkbox"/> Revenue Sharing
<input type="checkbox"/> Management Agreement	<input type="checkbox"/> Other

Please indicate how many hours per week you intend to be on the licensed premises

Employment Information of Proposed Manager

Please provide your employment history for the *past 10 years*

Date(s)	Position	Employer	Address	Phone
06/29/2000-present	Manager	BJ's Wholesale Club, Inc.	25 Research Drive, Westborough, MA	774-512-7400

Prior Disciplinary Action of Proposed Manager

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

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



BJ's Wholesale Club, Inc.

25 Research Drive P.O. Box 5230 Westborough, MA 01581-5230 (774) 512-7400

Manager of Record Experience

Jay Charbonneau has been a valued employee of BJ's Wholesale Club for many years. During his more than thirty years of service as Operations Manager for our Stoughton location Jay was responsible for ensuring that all the cashiers were TIPS trained and that all sales of alcohol were proper in accordance with that training. Jay monitored all tasting events and was responsible for receiving, stocking and replenishment of the liquor shop in Stoughton.

BJ's has every confidence that Jay will take excellent care of BJ's Members and ensure that alcohol sales will not be made to minors. Jay's commitment to the well-being of today's youth is demonstrated by his elected position as the chairman of the Pawtucket School Committee.

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

9. FINANCIAL INFORMATION

Please provide information about associated costs of this license.

Associated Costs

A. Purchase Price for Building/Land	N/A
B. Purchase Price for any Business Assets	\$120,000.00
C. Costs of Renovations/Construction	\$10,000.00
D. Purchase Price of Inventory	\$20,000.00
E. Initial Start-Up Costs	
F. Other (Please specify)	
G. Total Cost (Add lines A-F)	\$150,000.00

Please note, the total amount of **Cash Investment** (top right table) plus the total amount of **Financing** (bottom right table) must be equal to or greater than the **Total Cost** (line G above).

Please provide information about the sources of cash and/or financing for this transaction

Source of Cash Investment

Name of Contributor	Amount of Contribution
Mormax Corporate Funds	\$150,000.00
Total:	

Source of Financing

Name of Lender	Amount	Does the lender hold an interest in any MA alcoholic beverages licenses?	If yes, please provide ABCC license number of lender
Total:			

10. PLEDGE INFORMATION

Are you seeking approval for a pledge? ☐ Yes ☒ No

Please indicate what you are seeking to pledge (check all that apply)

☐ License ☐ Stock / Beneficial Interest ☐ Inventory

To whom is the pledge is being made:

Does the lender have a beneficial interest in this license? ☐ Yes ☐ No

Does the lease require a pledge of this license? ☐ Yes ☒ No

APPLICANT'S STATEMENT

I, Arlene C. Feldman the: ☐ sole proprietor; ☐ partner; ☒ corporate principal; ☐ LLC/LLP member
Authorized Signatory

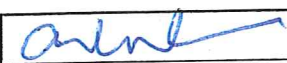
of Mormax Corporation, hereby submit this application for Package wine and malt beverage permit
Name of the Entity/Corporation Transaction(s) you are applying for

(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 statement 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 does not violate any requirement of the ABCC or other state law or local ordinances;
- (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 Application information 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.

Signature:



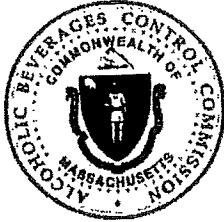
Arlene C. Feldman/Secretary

Date:

2/3/2017

Title:

Secretary, Mormax Corporation



The Commonwealth of Massachusetts
Department of the State Treasurer
Alcoholic Beverages Control Commission
Boston, Massachusetts 02114

Deborah B. Goldberg
Treasurer and Receiver General

Kim J. Gainsboro, Esq.
Chairman

MEMORANDUM FOR FILE

APPLICANT'S REQUEST FOR EXEMPTION
FROM DISCLOSURE REQUIRED UNDER § 15A

MORMAX CORP. D/B/A BJ'S WHOLESALE CLUB
460 STATE ROAD
DARTMOUTH, MA 02747
LICENSE#: NEW

Commissioners: McNally and Lashway;
Investigator: Nick Velez
Counsel for Applicant: Graham Luce, General Counsel, Sr. V.P.

In July of 2016, an application for a new license for a § 15 retail package store wines and malt beverages license for Mormax Corporation d/b/a BJ's Wholesale Club ("Mormax") was submitted to the Alcoholic Beverages Control Commission (the "Commission").

Mormax Corporation ownership structure changed in 2011 (from public to private) with its acquisition of BJ's Wholesale Club, Inc. from public shareholders. This ownership structure was approved by the Commission in 2012, and on this date, remains unchanged from the Commission's original 2012 approval.

OWNERSHIP STRUCTURE OF MORMAX CORPORATION

Mormax Corporation is a wholly (100%) owned direct subsidiary of BJ's Wholesale Club, Inc.;

BJ's Wholesale Club is a wholly (100%) owned direct subsidiary of Beacon Holding Inc.; Beacon Holding Inc., is predominantly owned (99%) by two private equity owners:

- a. CVC Fund V, L.P. ("CVC Funds") which are managed by CVC Capital Partners Advisory (U.S.) Inc. which is an investment advisor registered with the SEC;
- b. Leonard Green & Partners, L.P. ("LGP Funds"), is a Delaware Limited Partnership. LGP is registered with the SEC as an investment advisor.

Each of these private equity fund owners hold equivalent aggregate ownership stakes in Beacon Holding Inc.

- c. The remaining less than one percent (>1%) of the securities of Beacon Holdings, Inc. is held by members of management and Mormax Board of directors, and none of these individuals holds five (5%) percent or more of the securities of Beacon Holdings, Inc.

CVC Funds: investors consist of over 150 (one hundred and fifty) institutional investors such as pension funds, endowments and sovereign wealth funds, with in the aggregate significantly more than one thousand (1000) beneficiaries or individual interest holders, no individual investor in the CVC Funds owns ten (10%) percent or more of CVC Funds. Therefore, no individual investor in CVC Funds owns a five (5%) or greater interest in Beacon Holding, Inc.

The individuals at CVC Funds with direct involvement with in the CVC Funds' Investment in Beacon Holding, Inc. are those individuals on the Board of Directors of Beacon Holding, Inc. are:

1. Christopher Stadler - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
2. Cameron Breitner - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
3. Kenneth Hammond - information is already on file and previously approved by the Commission for the 2012 change in ownership structure.

Leonard Green & Partners, L.P. ("LGP Funds"): the investors consist of numerous institutional investors such as pension funds, endowments, and sovereign wealth funds, with in the aggregate more than one thousand (1000) beneficiaries or individual interest holders; no individual investor in the LGP Funds owns ten (10%) percent or more of LGP Funds.

Therefore, no individual investor in LGP Funds owns a five (5%) or greater interest in Beacon Holding, Inc.

The individuals at LGP Funds with direct involvement with in the LGP Funds' Investment in Beacon Holding, Inc. are those individuals on the Board of Directors of Beacon Holding, Inc. are:

4. Kristopher Galashan - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
5. Jonathan Seiffer - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
6. Jonathan Sokoloff - information is already on file and previously approved by the Commission for the 2012 change in ownership structure.

Operational Control: No person associated with CVC Funds or LGP Funds exercises any operational control of Mormax Corporation. Other than the members of Beacon Holding Inc.'s Board or Directors (whose personal information is on file with Commission) no person associated with the CVC Funds or the LGP Funds has any operational control of Beacon Holding, Inc.

Request for Relief/Exemption of Disclosure: Mormax Corporation requests relief from further disclosure of the ownership of Beacon Holdings, Inc. because no individual owns five (5%) percent or more of the ownership interests in Beacon Holdings, Inc. It would impractical, if not impossible, for Mormax Corporation to obtain and disclose further information regarding the individual owners of the CVC Funds or the LGP Funds because:

- (i) it would create a massive hardship to obtain the names of all individual interest holders as there would be substantially more than 1000 (one thousand) such individuals;
- (ii) no individual owns five (5%) percent or more of the ownership interests in Beacon Holding Inc.;
- (iii) it would be impossible to obtain and disclose further information.

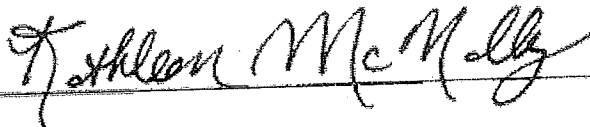
DISCUSSION

When an applicant seeks an exemption from disclosure of entities or individuals with a beneficial interest in a license, the Commission will consider several factors, including but not limited to: (1) the hardship on the Applicant to disclose all individuals and/or entities with a beneficial interest; (2) how many individuals and/or entities the Applicant is seeking to have exempted; (3) whether the individuals and/or entities seeking an exemption would have only a *de minimus* ownership interest; and (4) whether the individuals and/or entities would have control over the operation of the licensed establishment.

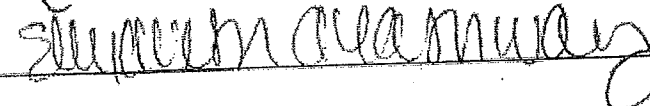
The factors in this application weigh in favor of granting an exemption to the PIF and CORI form requirements. These investors would only have *de minimus* ownership in Beacon Holding, Inc. of less than 5% ownership, see, e.g., Johnson v. Martignetti, 374 Mass. 784, 789 (1978) ("[t]he logical, reasonable inference is that a holding of more than 10% of the voting stock of an establishment owning a liquor license would tend to support an inference that there was a "direct or indirect" interest under c. 138's statutory scheme"); Number Three Lounge, Inc. v. Alcoholic Beverages Control Comm'n, 7 Mass. App. Ct. 301, 312 (1979) ("[b]ecause of this the licensing authorities have the legitimate right to expect full disclosure of holdings in the nature of *substantial* indirect as well as direct beneficial interests in an entity which seeks to own a license") (emphasis supplied); and none would have any operational control over the licensed establishment.

The Commission has voted on this date, August 26, 2016, to grant an exemption to the disclosure and CORI form requirement and to approve Mormax Corporation's application to proceed through the normal process.

Kathleen McNally, Commissioner



Elizabeth Lashway, Commissioner



Dated: August 26, 2016

cc: Graham Luce, Esq.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

Salutation	Mr.	First Name	Christopher	Middle Name	J.	Last Name	Baldwin	Suffix	
Title:	Member of the Board of Entity		Social Security Number				Date of Birth		
Primary Phone:			Email:		LegalNotices@bjs.com				
Mobile Phone:			Fax Number		774-512-5576				
Alternative Phone:									

Business Address

Street Number:	25	Street Name:	Research Drive; Attn: Licensing	
City/Town:	Westborough	State:	MA	
Zip Code:	01581	Country:	USA	

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number:	25	Street Name:	Research Drive; Attn: Licensing	
City/Town:	Westborough	State:	MA	
Zip Code:	01581	Country:	USA	

Types of Interest (select all that apply)

<input type="checkbox"/> Contractual	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Landlord	<input type="checkbox"/> LLC Manager
<input type="checkbox"/> LLC Member	<input type="checkbox"/> Management Agreement	<input checked="" type="checkbox"/> Officer	
<input type="checkbox"/> Partner	<input type="checkbox"/> Revenue Sharing	<input type="checkbox"/> Sole Proprietor	<input type="checkbox"/> Stockholder
			<input type="checkbox"/> Other

Citizenship / Residency Information

Are you a U.S. Citizen?	<input checked="" type="radio"/> Yes <input type="radio"/> No	Are you a Massachusetts Resident?	<input type="radio"/> Yes <input checked="" type="radio"/> No
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Criminal History

Have you ever been convicted of a state, federal, or military crime?	<input type="radio"/> Yes <input checked="" type="radio"/> No	If yes, please provide an affidavit explaining the charges.
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ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct ☐ Direct ☒ Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN
President, BJ's Wholesale Club, Inc.	04-3306747
President, Beacon Holding Inc.	45-2936287

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	022000106	650 Memorial Dr., Chicopee, MA 01020
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	027400033	688 Providence Hwy, Dedham, MA 02026
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	026602680	460 State Rd., Dartmouth, MA 02747
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	005000091	287 Washington St., S. Attleboro, MA 02703
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

Relationship to You	ABCC License Number	Type of Interest (choose primary function)	Percentage of Interest

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

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

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

Salutation	<input type="text" value="Mr."/>	First Name	<input type="text" value="Robert"/>	Middle Name	<input type="text" value="W."/>	Last Name	<input type="text" value="Eddy"/>	Suffix	<input type="text"/>
Title:	<input type="text" value="Member of the Board of Entity"/>		Social Security Number		<input type="text" value=""/>		Date of Birth		
Primary Phone:	<input type="text" value="7"/>		Email:		<input type="text" value="LegalNotices@bjs.com"/>				
Mobile Phone:	<input type="text"/>		Fax Number		<input type="text" value="774-512-5576"/>				
Alternative Phone:	<input type="text"/>								

Business Address

Street Number:	<input type="text" value="25"/>	Street Name:	<input type="text" value="Research Drive, Attn: Licensing"/>
City/Town:	<input type="text" value="Westborough"/>	State:	<input type="text" value="MA"/>
Zip Code:	<input type="text" value="01581"/>	Country:	<input type="text" value="USA"/>

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number:	<input type="text" value="25"/>	Street Name:	<input type="text" value="Research Drive, Attn: Licensing"/>
City/Town:	<input type="text" value="Westborough"/>	State:	<input type="text" value="MA"/>
Zip Code:	<input type="text" value="01581"/>	Country:	<input type="text" value="USA"/>

Types of Interest (select all that apply)

<input type="checkbox"/> Contractual	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Landlord	<input type="checkbox"/> LLC Manager
<input type="checkbox"/> LLC Member	<input type="checkbox"/> Management Agreement	<input checked="" type="checkbox"/> Officer	
<input type="checkbox"/> Partner	<input type="checkbox"/> Revenue Sharing	<input type="checkbox"/> Sole Proprietor	<input type="checkbox"/> Stockholder
			<input type="checkbox"/> Other

Citizenship / Residency Information

Are you a U.S. Citizen?	<input checked="" type="radio"/> Yes <input type="radio"/> No	Are you a Massachusetts Resident?	<input type="radio"/> Yes <input checked="" type="radio"/> No
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Criminal History

Have you ever been convicted of a state, federal, or military crime? ☐ Yes ☒ No

If yes, please provide an affidavit explaining the charges.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct ☐ Direct ☒ Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN
Treasurer, Beacon Holding Inc.	45-2936287
EVP, BJ's Wholesale Club, Inc.	04-3306747
President and Director, Mormax Corp.	04-2806199

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	022000106	650 Memorial Dr., Chicopee, MA 01020
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	027400033	688 Providence Hwy, Dedham, MA 02026
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	026602680	460 State Rd., Dartmouth, MA 02747
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	005000091	287 Washington St., S. Attleboro, MA 02703
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

Relationship to You	ABCC License Number	Type of Interest (choose primary function)	Percentage of Interest

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

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

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

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An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

Salutation	Ms.	First Name	Arlene	Middle Name	C	Last Name	Feldman	Suffix	
Title:	Other		Social Security Number				Date of Birth		
Primary Phone:			Email:		LegalNotices@bjs.com				
Mobile Phone:			Fax Number		774-512-5576				
Alternative Phone:									

Business Address

Street Number:	25	Street Name:	Research Drive; Attn: Licensing	
City/Town:	Westborough	State:	MA	
Zip Code:	01581	Country:	USA	

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number:	25	Street Name:	Research Drive, Attn: Licensing	
City/Town:	Westborough	State:	MA	
Zip Code:	01581	Country:	USA	

Types of Interest (select all that apply)

<input type="checkbox"/> Contractual	<input type="checkbox"/> Director	<input type="checkbox"/> Landlord	<input type="checkbox"/> LLC Manager
<input type="checkbox"/> LLC Member	<input type="checkbox"/> Management Agreement	<input checked="" type="checkbox"/> Officer	
<input type="checkbox"/> Partner	<input type="checkbox"/> Revenue Sharing	<input type="checkbox"/> Sole Proprietor	<input type="checkbox"/> Stockholder
			<input type="checkbox"/> Other

Citizenship / Residency Information

Are you a U.S. Citizen? ☒ Yes ☐ No

Are you a Massachusetts Resident? ☒ Yes ☐ No

Criminal History

Have you ever been convicted of a state, federal, or military crime? ☐ Yes ☒ No

If yes, please provide an affidavit explaining the charges.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct ☐ Direct ☒ Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN
Assistant Secretary, BJ's Wholesale Club, Inc.	04-3306747
Secretary, Mormax Corp.	04-2806199

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	022000106	650 Memorial Dr., Chicopee, MA 01020
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	027400033	688 Providence Hwy, Dedham, MA 02026
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	026602680	460 State Rd., Dartmouth, MA 02747
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	005000091	287 Washington St., S. Attleboro, MA 02703
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

Relationship to You	ABCC License Number	Type of Interest (choose primary function)	Percentage of Interest

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

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

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

Salutation	<input type="text" value="Mr."/>	First Name	<input type="text" value="Graham"/>	Middle Name	<input type="text" value="N."/>	Last Name	<input type="text" value="Luce"/>	Suffix	<input type="text"/>
Title:	<input type="text" value="Other"/>		Social Security Number		<input type="text"/>		Date of Birth		<input type="text"/>
Primary Phone:	<input type="text"/>		Email:		<input type="text" value="LegalNotices@bjs.com"/>				
Mobile Phone:	<input type="text"/>		Fax Number		<input type="text" value="774-512-5576"/>				
Alternative Phone:	<input type="text"/>								

Business Address

Street Number:	<input type="text" value="25"/>	Street Name:	<input type="text" value="Research Drive, Attn: Licensing"/>
City/Town:	<input type="text" value="Westborough"/>	State:	<input type="text" value="MA"/>
Zip Code:	<input type="text" value="01581"/>	Country:	<input type="text" value="USA"/>

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number:	<input type="text" value="25"/>	Street Name:	<input type="text" value="Research Drive, Attn: Licensing"/>
City/Town:	<input type="text" value="Westborough"/>	State:	<input type="text" value="MA"/>
Zip Code:	<input type="text" value="01581"/>	Country:	<input type="text" value="USA"/>

Types of Interest (select all that apply)

<input type="checkbox"/> Contractual	<input type="checkbox"/> Director	<input type="checkbox"/> Landlord	<input type="checkbox"/> LLC Manager
<input type="checkbox"/> LLC Member	<input type="checkbox"/> Management Agreement	<input checked="" type="checkbox"/> Officer	
<input type="checkbox"/> Partner	<input type="checkbox"/> Revenue Sharing	<input type="checkbox"/> Sole Proprietor	<input type="checkbox"/> Stockholder
			<input type="checkbox"/> Other

Citizenship / Residency Information

Are you a U.S. Citizen?	<input checked="" type="radio"/> Yes <input type="radio"/> No	Are you a Massachusetts Resident?	<input checked="" type="radio"/> Yes <input type="radio"/> No
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Criminal History

Have you ever been convicted of a state, federal, or military crime? ☐ Yes ☒ No

If yes, please provide an affidavit explaining the charges.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct ☐ Direct ☒ Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN
Secretary, BJ's Wholesale Club, Inc.	04-3306747
Secretary, Beacon Holding Inc.	45-2936287

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	022000106	650 Memorial Dr., Chicopee, MA 01020
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	027400033	688 Providence Hwy, Dedham, MA 02026
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	026602680	460 State Rd., Dartmouth, MA 02747
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	005000091	287 Washington St., S. Attleboro, MA 02703
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

Relationship to You	ABCC License Number	Type of Interest (choose primary function)	Percentage of Interest

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

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

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

Salutation	Ms.	First Name	Kristyn	Middle Name	M.	Last Name	Sugrue	Suffix	
Title:	Other	Social Security Number				Date of Birth			
Primary Phone:			Email:	LegalNotices@bjs.com					
Mobile Phone:			Fax Number	774-512-5576					
Alternative Phone:									

Business Address

Street Number:	25	Street Name:	Research Drive, Attn: Licensing		
City/Town:	Westborough	State:	MA		
Zip Code:	01581	Country:	USA		

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number:	25	Street Name:	Research Drive, Attn: Licensing		
City/Town:	Westborough	State:	MA		
Zip Code:	01581	Country:	USA		

Types of Interest (select all that apply)

<input type="checkbox"/> Contractual	<input type="checkbox"/> Director	<input type="checkbox"/> Landlord	<input type="checkbox"/> LLC Manager
<input type="checkbox"/> LLC Member	<input type="checkbox"/> Management Agreement	<input checked="" type="checkbox"/> Officer	
<input type="checkbox"/> Partner	<input type="checkbox"/> Revenue Sharing	<input type="checkbox"/> Sole Proprietor	<input type="checkbox"/> Stockholder
			<input type="checkbox"/> Other

Citizenship / Residency Information

Are you a U.S. Citizen? ☒ Yes ☐ No

Are you a Massachusetts Resident? ☒ Yes ☐ No

Criminal History

Have you ever been convicted of a state, federal, or military crime? ☐ Yes ☒ No

If yes, please provide an affidavit explaining the charges.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct ☐ Direct ☒ Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN
Vice President, BJ's Wholesale Club, Inc.	04-3306747

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	022000106	650 Memorial Dr., Chicopee, MA 01020
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	027400033	688 Providence Hwy, Dedham, MA 02026
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	026602680	460 State Rd., Dartmouth, MA 02747
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	005000091	287 Washington St., S. Attleboro, MA 02703
Mormax Corp. dba BJ's Wholesale	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

Relationship to You	ABCC License Number	Type of Interest (choose primary function)	Percentage of Interest

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

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

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGE LICENSE

BENEFICIAL INTEREST - Organization

Please complete a Beneficial Interest - Organization sheet for all organization(s) who have a direct or indirect beneficial interest, with or without ownership, in this license.

Example:

ABC Inc. is applying for a liquor license. ABC Inc. is 100% owned by XYZ Inc., which is 100% owned by 123 Inc. XYZ Inc. is considered to have a direct beneficial interest in the proposed licensee (ABC Inc.) and 123 Inc. is considered to have indirect beneficial interest in the proposed licensee (ABC Inc.). Both XYZ Inc. and 123 Inc. should complete a Beneficial Interest - Organization Form.

Entity Name: Mormax Corp.

FEIN: 04-2806199

Primary Phone: 774-512-7400

Fax Number: 774-512-5576

Alternative Phone: 774-512-5845

Email: LegalNotices@bjs.com

Business Address

Street Number: 25

Street Name: Research Drive, Attn: Licensing

City/Town: Westborough

State: MA

Zip Code: 01581

Country: USA

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number: 25

Street Name: Research Drive, Attn: Licensing

City/Town: Westborough

State: MA

Zip Code: 01581

Country: USA

Publicly Traded

Is this organization publicly traded? ☐ Yes ☒ No

Ownership / Interest

Using the definition above, does this organization hold a direct or indirect interest in the proposed licensee? ☒ Direct ☐ Indirect

If this organization holds a direct beneficial interest in the proposed licensee, please list the % of interest it holds.

100%

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table on the next page.







Ownership / Interest

If this organization holds an indirect interest in the proposed licensee, please list the organization(s) it holds a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest this entity has in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp dba BJ's Wholesale 	\$15 Off Premises	022000106	650 Memorial Drive, Chicopee, MA 01020
Mormax Corp dba BJ's Wholesale 	\$15 Off Premises	027400033	688 Providence Highway, Dedham, MA 02026
Mormax Corp dba BJ's Wholesale 	\$15 Off Premises	026602680	460 State Road, Dartmouth, MA 02747
Mormax Corp dba BJ's Wholesale 	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
Mormax Corp dba BJ's Wholesale 	\$15 Off Premises	005000091	287 Washington St., S. Attleboro, MA 02703
Mormax Corp dba BJ's Wholesale 	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Prior Disciplinary Action

Has this entity ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action?
If yes, please complete the following:

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

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGE LICENSE

BENEFICIAL INTEREST - Organization

Please complete a Beneficial Interest - Organization sheet for all organization(s) who have a direct or indirect beneficial interest, with or without ownership, in this license.

Example:

ABC Inc. is applying for a liquor license. ABC Inc. is 100% owned by XYZ Inc., which is 100% owned by 123 Inc. XYZ Inc. is considered to have a direct beneficial interest in the proposed licensee (ABC Inc.) and 123 Inc. is considered to have indirect beneficial interest in the proposed licensee (ABC Inc.). Both XYZ Inc. and 123 Inc. should complete a Beneficial Interest - Organization Form.

Entity Name:	BJ's Wholesale Club, Inc.	FEIN:	04-3306747
Primary Phone:	774-512-7400	Fax Number:	774-512-5576
Alternative Phone:	774-512-5845	Email:	LegalNotices@bjs.com

Business Address

Street Number:	25	Street Name:	Research Drive, Attn: Licensing
City/Town:	Westborough	State:	MA
Zip Code:	01581	Country:	USA

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number:	25	Street Name:	Research Drive, Attn: Licensing
City/Town:	Westborough	State:	MA
Zip Code:	01581	Country:	USA

Publicly Traded

Is this organization publicly traded? ☐ Yes ☒ No

Ownership / Interest

Using the definition above, does this organization hold a direct or indirect interest in the proposed licensee? ☐ Direct ☒ Indirect

If this organization holds a direct beneficial interest in the proposed licensee, please list the % of interest it holds.

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table on the next page.

Ownership / Interest

If this organization holds an indirect interest in the proposed licensee, please list the organization(s) it holds a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN
Mormax Corp.	04-2806199

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest this entity has in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	022000106	650 Memorial Drive, Chicopee, MA 01020
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	027400033	688 Providence Highway, Dedham, MA 02026
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	026602680	460 State Road, Dartmouth, MA 02747
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	005000091	287 Washington Street, S. Attleboro, MA 02703
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Prior Disciplinary Action

Has this entity ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action?
If yes, please complete the following:

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

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGE LICENSE

BENEFICIAL INTEREST - Organization

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Example:

ABC Inc. is applying for a liquor license. ABC Inc. is 100% owned by XYZ Inc., which is 100% owned by 123 Inc. XYZ Inc. is considered to have a direct beneficial interest in the proposed licensee (ABC Inc.) and 123 Inc. is considered to have indirect beneficial interest in the proposed licensee (ABC Inc.). Both XYZ Inc. and 123 Inc. should complete a Beneficial Interest - Organization Form.

Entity Name:	Beacon Holding Inc.	FEIN:	45-2936287
Primary Phone:	774-512-7400	Fax Number:	774-512-5576
Alternative Phone:	774-512-5845	Email:	LegalNotices@bjs.com

Business Address

Street Number:	25	Street Name:	Research Drive, Attn: Licensing
City/Town:	Westborough	State:	MA
Zip Code:	01581	Country:	USA

Mailing Address

☒ Check here if your Mailing Address is the same as your Business Address

Street Number:	25	Street Name:	Research Drive, Attn: Licensing
City/Town:	Westborough	State:	MA
Zip Code:	01581	Country:	USA

Publicly Traded

Is this organization publicly traded? ☐ Yes ☒ No

Ownership / Interest

Using the definition above, does this organization hold a direct or indirect interest in the proposed licensee? ☐ Direct ☒ Indirect

If this organization holds a direct beneficial interest in the proposed licensee, please list the % of interest it holds.

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table on the next page.

Ownership / Interest

If this organization holds an indirect interest in the proposed licensee, please list the organization(s) it holds a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

Name of Beneficial Interest - Organization	FEIN
BJ's Wholesale Club, Inc.	04-3306747

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest this entity has in any other Massachusetts Alcoholic Beverages License(s).

Name of License	Type of License	License Number	Premises Address
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	022000106	650 Memorial Drive, Chicopee, MA 01020
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	027400033	688 Providence Highway, Dedham, MA 02026
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	026602680	460 State Road, Dartmouth, MA 02747
Mormax Corp dba BJ's Wholesale	\$15 Off Premises	090200051	6102 Shops Way, Northborough, MA 01532
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Mormax Corp dba BJ's Wholesale	\$15 Off Premises	124400041	901 Technology Center Dr., Stoughton, MA 02702

Prior Disciplinary Action

Has this entity ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

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

assistance.



Cut this wallet card out

Voter Information Card

Voter

GERARD A CHARBONNEAU

Effective Date: 5/3/2008

Party Privilege Date: 5/3/2008

Voter ID :

Precinct : 2619

DOB:

Congress : 1

Ward/Council

02

District:

RI Senate : 08

61

RI Rep :

For questions, please call your local Board of Canvassers
at 401-722-1637

ORGAN DONOR

DRIVER LICENSE
Class: 10 License No. [REDACTED]
Birthdate: [REDACTED] Expires: 02-04-2020

100

Expires 02-04-2020

111

Issue Date



02-18-2015

Endozermeten:



Mormax Corporation

Written Consent of Director

October 14, 2016

I, Robert W. Eddy, being the sole Director of Mormax Corporation, (the "Company") hereby consent to and adopt the following resolutions in writing and without a meeting:

RESOLVED: That application be made to the Board of Selectmen of the Town of Franklin, under the General Laws of the Commonwealth of Massachusetts, Chapter 138, for the transfer of ABCC License Number 043000039 to Mormax Corporation and that the premises located at 100 Corporate Drive, Franklin, Massachusetts (the "Premises"), to be licensed for the retail sale of wine and malt beverages, not to be drunk on the Premises.

RESOLVED: That Gerald Charbonneau be appointed Manager of the licensed Premises and shall have vested in him full authority and control of the Premises and location for which the license to sell wine and malt beverages is applicable and of the conduct of all business therein relative to alcoholic beverages as the licensee itself would in any way have and exercise if it were a natural person living in the Commonwealth.

RESOLVED: That the officers of the Company be, and each of them acting alone hereby is, authorized to execute all such instruments and to do all such other acts as may be necessary or appropriate to execute the foregoing resolutions.

Executed as of the date first set forth above.

DIRECTOR:



Robert W. Eddy



William Francis Galvin
Secretary of the Commonwealth of Massachusetts

Corporations Division

Business Entity Summary

ID Number: 042806199

[Request certificate](#)

[New search](#)

Summary for: **MORMAX CORPORATION**

The exact name of the Domestic Profit Corporation: MORMAX CORPORATION		
The name was changed from: Z-MART WHOLESALE CLUB, INC. on 01-27-1988		
Entity type: Domestic Profit Corporation		
Identification Number: 042806199		Old ID Number: 000200292
Date of Organization in Massachusetts: 11-16-1983		
Last date certain:		
Current Fiscal Month/Day: 01/31		Previous Fiscal Month/Day: 01/31
The location of the Principal Office:		
Address: 25 RESEARCH DRIVE		
City or town, State, Zip code, WESTBOROUGH, MA 01581 USA		
Country:		
The name and address of the Registered Agent:		
Name: CT CORPORATION SYSTEM		
Address: 155 FEDERAL ST., SUITE 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 W. EDDY	25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA
TREASURER	ROBERT W. EDDY	25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA
SECRETARY	ARLENE C. FELDMAN	25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA
DIRECTOR	ROBERT W. EDDY	25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA
Business entity stock is publicly traded: <input type="checkbox"/>		

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	300,000	\$ 300000.00	5,000



Consent

Confidential
DataMerger
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
Articles of Certificate of Incorporation

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Carole Crawford

 201 Devonshire Street
 Boston, Ma. 02110

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

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

Z-MART Wholesale Club, Inc.

2. The purpose for which the corporation is formed is as follows:

A. To engage in a merchandising business, at wholesale level, retail level, or both; to operate distribution centers, warehouses, stores and offices.

B. To carry on any business permitted to be carried on by a corporation incorporated under Massachusetts General Laws, Chapter 156B, whether or not related to the activities described in Subdivision A immediately above.

C. To be a partner in any business enterprise which the corporation would have power to conduct by itself.

C ☐
 P ☐
 M ☐
 R A. ☐

83-320028

Note: If the space provided under any article or item 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 each such addition is clearly indicated.

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

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$.....
Common		300,000	\$1.00	\$300,000

*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 as 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. Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Meetings of the stockholders for the Corporation may be held anywhere in the United States. The By-Laws of this Corporation may provide that the Directors may make, amend or repeal the By-Laws in whole or in part, to the extent permitted by law.

"If there are no provisions state "None".

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
- a. The post office address of the initial principal office of the corporation of Massachusetts is:
770 Cochituate Road, Framingham, MA 01701
- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Mervyn Weich	Framingham, Ma. 01701	770 Cochituate Road Framingham, MA 01701
Treasurer: Arthur F. Loewy	Framingham, Ma. 01701	770 Cochituate Road Framingham, Ma. 01701
Clerk: Newton A. Lane	Newton, Ma. 02159	201 Devonshire Street Boston, Ma. 02110
Directors: Maurice Segall	Boston, Ma. 02146	770 Cochituate Road Framingham, Ma. 01701
Stanley H. Feldberg	Wellesley, Ma. 02181	770 Cochituate Road Framingham, Ma. 01701
Sumner L. Feldberg	Newton, Ma. 02167	770 Cochituate Road Framingham, Ma. 01701

- c. The date initially adopted on which the corporation's fiscal year ends is:
The last Saturday in January
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:
The first Tuesday in June
- e. The name and business address of the resident agent, if any, of the corporation is:
None

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization
 this 16th day of November 19 83

Carl Crawford

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

SECRETARY OF THE
COMMONWEALTH

1983 NOV 16 AM 11:37 THE COMMONWEALTH OF MASSACHUSETTS
CORPORATION DIVISION

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$150.⁰⁰ having been paid, said articles are deemed to have been filed with me this 16th day of November 1983

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO:

Robert S. Burstein, Esquire
Lane & Altman
201 Devonshire Street
Boston, Ma. 02110

Telephone 357-5200

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

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The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. 04-2806199

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

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

I, Charles Whittle

~~President~~/Vice President, and
Clerk/~~XXXXXX~~ of

Z-MART Wholesale Club, Inc.

(Name of Corporation)

located at One Mercer Road, Natick, MA 01760

msm
Name
Approved

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted by Consent of the Sole Stockholder dated January 21, 1988, by vote of

5,000 shares of Common out of 5,000 shares outstanding,
(Class of Stock)

~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~
(Class of Stock)

~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~
(Class of Stock)

all of the stock
being ~~XXXXXX~~ outstanding and entitled to vote thereon:

CROSS OUT

INAPPLICABLE

CLAUSE

Article 1 of said Articles, which currently provides that the name of the corporation shall be "Z-MART Wholesale Club, Inc.," is hereby amended to read in its entirety as follows:

C ☒
P ☐
M ☐

"1. The name by which the corporation shall be known is:
Mormax Corporation."

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment or item 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 Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

4-1-1

CONSENT TO USE OF NAME

Mormax Corporation, a corporation
organized under the laws of the State of Illinois, hereby consents to
the organization-qualification of Mormax Corporation
in the State of Massachusetts

IN WITNESS WHEREOF, the said Mormax Corporation (an Illinois
corporation) has caused this consent to be executed by its Vice president
and attested under its corporate seal by its _____ secretary, this 21st day of
January 19 88

Mormax Corporation

By

Charles Whittle
Charles Whittle, Vice President

Attest:

Charles Whittle
Charles Whittle, Secretary

(SEAL)

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

21st day of January

, in the year 19 88

..... Charles Whittle

Charles Whittle

~~President~~ Vice President

..... Charles Whittle

Charles Whittle

Clerk / ~~Assistant Clerk~~

00121
SECRETARY OF THE
COMMONWEALTH

1988 JAN 27 AM 11:05

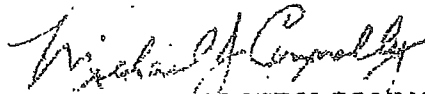
CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 75.00
having been paid, said articles are deemed to have
been filed with me this 27th
day of January 1988.


MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

C T CORPORATION SYSTEM

2 Oliver Street

Boston, Massachusetts 02109

Telephone (617) 482-4420

Copy Mailed

LIQUOR LICENSE TRANSFER AGREEMENT

SELLER:

BRUNELLI INDUSTRIES, INC.
Doing business as Anne's Country Market
451 W. Central St.
Franklin, MA 02038

BUYER:

Mormax Corp.
25 Research Drive
Westborough, MA 01581

SELLER'S

PREMISES:

Anne's Country Market
451 W. Central St.
Franklin, MA 02038

BUYER'S

PREMISES:

BJ's Wholesale Club
100 Corporate Drive
Franklin, MA 02038

LICENSE:

Wines and Malt Beverages Off-Premises License ("LICENSE")
ABCC # 043000039, a copy of which is attached hereto as EXHIBIT A

1. AGREEMENT TO EFFECT TRANSFER:

Effective as of the Closing Date (as defined herein below), SELLER hereby agrees to cause the transfer and issuance to BUYER, and BUYER hereby agrees to pay for and accept transfer of, the LICENSE, for exercise at BUYER'S PREMISES.

a. SELLER and BUYER (hereinafter, together, the "PARTIES") shall cooperate in obtaining the transfer of the LICENSE from SELLER to BUYER and from SELLER'S PREMISES to BUYER'S PREMISES, provided that all filing or transfer fees, costs and expenses assessed or imposed by the ABCC (as defined below) or the LLA (as defined below) and associated with such transfer shall be borne solely by the BUYER. For the avoidance of doubt, BUYER shall not pay or otherwise be deemed financially responsible for (a) any taxes assessed against SELLER or related to the LICENSE to the extent such taxes apply to a time period prior to the Closing Date (as defined below), (b) costs or expenses incurred by SELLER with respect to legal, financial or other advisors to SELLER, and (c) any other fees, costs or expenses associated with SELLER's operations. For purposes of this Agreement, the term "BUYER" shall include any person or entity nominated by BUYER to be transferee of the LICENSE from SELLER.

b. As soon as practicable following execution of this Agreement by both PARTIES, BUYER shall prepare and file with the local licensing authorities ("LLA") a transfer application ("APPLICATION") on forms provided by the Massachusetts Alcoholic Beverages Control Commission ("ABCC") and the LLA, and the BUYER shall exercise commercially reasonable diligence in acquiring the necessary approvals for the transfer as contemplated by this Agreement. SELLER shall sign the transfer petition

and provide a Tax Certificate of Good Standing issued by the Massachusetts Department of Revenue, and thereafter BUYER shall, at its own expense, pursue the transfer of the LICENSE to BUYER for exercise at the BUYER'S PREMISES.

c. Notwithstanding any provision in this Agreement or any other writing to the contrary, BUYER shall obtain no rights to any assets of SELLER other than the LICENSE, and in inventory to be transferred subject to Section 2.g, below (the "INVENTORY"), and BUYER is not assuming any liability or obligation of SELLER, SELLER's stockholders or members or any affiliate of SELLER (or any predecessor owner of all or part of the SELLER's business or assets), whether or not such liabilities relate to the LICENSE and/or the INVENTORY. The parties hereby acknowledge and agree that all such liabilities and obligations shall be retained by and remain obligations and liabilities of SELLER, and/or SELLER's stockholders or members or affiliates, as applicable. The provisions of this subsection shall survive the termination of this Agreement and/or the Closing.

d. SELLER and BUYER each agree to execute and deliver, or cause to be executed and delivered, such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in connection with the APPLICATION and in order to consummate and implement expeditiously the transactions contemplated by this Agreement and to vest in BUYER good and marketable rights in and to the LICENSE, for exercise on BUYER'S PREMISES, and the INVENTORY. SELLER shall cooperate with BUYER and provide BUYER with all information or documents requested by the LLA and the ABCC in connection with the APPLICATION (or any APPEAL) in connection with transfer of the LICENSE from SELLER to BUYER for exercise at the BUYER Premises, and transfer of the INVENTORY.

2. TRANSFER CONSIDERATION:

a. As full consideration for the transfer of the LICENSE from SELLER to BUYER, for exercise at BUYER'S PREMISES, BUYER shall pay SELLER the total consideration set forth hereinbelow, payable at the times set forth herein:

Deposit due upon	\$ 12,000.00
signing of this Agreement:	
<u>Additional Due At Closing:</u>	<u>\$ 108,000.00</u>
Total Consideration:	\$ 120,000.00 (subject to Closing adjustments as further described below)

The Total Consideration set forth above ("TRANSFER CONSIDERATION") at Closing shall be payable in immediately available funds (including payment in cash, cashier's check or wire transfer).

b. As an adjustment to the TRANSFER CONSIDERATION, BUYER shall pay SELLER the amount of any prepaid annual LICENSE fee for the LICENSE paid by

SELLER prior to Closing and which benefits the BUYER, and the INVENTORY CONSIDERATION as set forth in Section 2.g, below.

c. BUYER and SELLER may agree that some or all of the TRANSFER CONSIDERATION may be used by BUYER at or before Closing to pay third parties on behalf of SELLER, including but not necessarily limited to alcoholic beverages wholesalers, the Massachusetts Department of Revenue and/or the Internal Revenue Service. In the event that any such pre-Closing payments are made, an appropriate adjustment shall be made at Closing by reducing the TRANSFER CONSIDERATION payable directly to SELLER by a corresponding amount. In the event that pre-Closing payments are made by BUYER to third-parties on SELLER's behalf, and this Agreement is terminated for any reason without the LICENSE being issued to BUYER (or BUYER's nominee), then SELLER shall promptly reimburse BUYER in the full amount of said pre-Closing payments.

d. SELLER AND BUYER each represent and warrant that it did not deal with any broker in connection with this Agreement, and that it does not owe any broker fee to any broker in connection with this Agreement, and that it is not aware of any broker who has claimed or may have the right to claim a fee from it in connection with this Agreement. SELLER and BUYER shall indemnify, hold harmless and defend each other against any costs, claims, liabilities or expenses, including reasonable attorneys' fees and costs, arising out of any breach of the representations and warranties contained in this paragraph, which obligation shall survive the Closing or, if the Closing does not occur, the termination of this Agreement.

e. Intentionally omitted.

f. SELLER and BUYER acknowledge and agree that the Deposit(s) shall be held in escrow by Cornetta, Ficco & Simmler, P.C. as Escrow Agent in an interest-bearing escrow account. At the CLOSING, the Escrow Agent shall account for the Deposit. In the event that the CLOSING does not occur, for any reason not attributed in whole to the breach of the BUYER'S obligations as set forth in this Agreement, all Deposits shall be returned to the BUYER upon request and this Agreement shall be null and void. If there is any dispute as to whom Escrow Agent is to deliver the Deposit, Escrow Agent shall continue to hold the Deposit until the parties' rights are finally determined by agreement or in appropriate action or proceeding or until a court orders Escrow Agent to deposit the payment with it. If Escrow Agent does not receive proper written authorization from SELLER and BUYER, or if an action or proceeding to determine SELLER's and BUYER's rights is not begun or diligently prosecuted, Escrow Agent is under no obligation to bring an action or proceeding in Court. Escrow Agent assumes no liability except that of a stakeholder. Escrow Agent's duties are purely ministerial and are limited to those specifically set out in this Agreement. Escrow Agent shall incur no liability to anyone except for willful misconduct or gross negligence so long as Escrow Agent acts in good faith. SELLER and BUYER release Escrow Agent from any act done or omitted in good faith in the performance of Escrow Agent's duties. The parties hereto acknowledge that the Escrow Agent is counsel for the SELLER, and may continue to act as such counsel notwithstanding any dispute or litigation arising with respect to the Escrow Funds or the duties of the Escrow Agent.

g. Wine and malt beverages ("Alcoholic Beverages") held by SELLER at time of Closing shall be purchased from SELLER by BUYER, at a price in addition to and as an adjustment to the TRANSFER CONSIDERATION set forth above (the "INVENTORY CONSIDERATION"), subject to the following conditions (such purchased inventory of Alcoholic Beverages to herein be referenced as the "INVENTORY"):

- (i) No (A) wine contained in bottle sizes smaller than 750 ML or (B) malt beverages in bottle or can sizes smaller than 12 oz. shall be purchased as INVENTORY; and
- (ii) All INVENTORY must be new goods, in good saleable condition, in full closed cases with respect to malt beverages or in full cases (closed, whenever possible) with respect to wine, and of a brand/type/size sold by BUYER in another of its licensed package stores in Massachusetts within the past six (6) months prior to Closing. Such INVENTORY must also be currently listed as available for purchase by licensed retailers from a Massachusetts wholesaler within the same six (6) months period prior to Closing. SELLER will deliver INVENTORY in boxes (unopened, whenever possible) per a list provided by BUYER; and
- (iii) The INVENTORY CONSIDERATION shall equal the laid-in cost of the INVENTORY to the SELLER, as evidenced by invoice(s) from wholesalers showing the purchase of the INVENTORY; and
- (iv) To the extent that conditions in this Section 2.g, above, have been met, the INVENTORY CONSIDERATION to be paid by BUYER shall not exceed TWENTY THOUSAND Dollars (\$20,000.00). Notwithstanding anything in the foregoing provisions of this Section 2.g to the contrary, BUYER will pay up to Four Thousand Dollars (\$4,000.00) of the INVENTORY CONSIDERATION for INVENTORY consisting of wine that meets the conditions of Section 2.g other than with respect to the fact that such INVENTORY is not in full case quantities.

3. CLOSING:

The closing ("CLOSING") shall take place at the offices of BUYER at 25 Research Drive, Westborough, MA or at such other place as the parties may agree upon. The CLOSING shall take place within five (5) business days after notification from the LLA and/or the ABCC that the LICENSE transfer has been fully approved and that the LICENSE in the name of BUYER (or BUYER's nominee), for exercise at BUYER's PREMISES, is available for issuance upon the payment of any requisite fee(s) due to or assessed by the ABCC or LLA by the BUYER.

- a. The following shall occur at the CLOSING:

i. SELLER shall deliver to BUYER evidence reasonably satisfactory to BUYER confirming the payment of any and all outstanding bills owed to liquor wholesalers attributable to the LICENSE at the SELLER'S PREMISES, which shall be satisfied by the SELLER presenting to the BUYER a clearance letter from the M&S Service Bureau (or similar entity/agency) stating that the LICENSE is not posted on the credit delinquency list kept pursuant to M.G.L. c. 138 §25 as of the date of the CLOSING;

ii. BUYER shall deliver the TRANSFER CONSIDERATION to SELLER in accordance with, and adjusted pursuant to, the terms and conditions set forth herein;

iii. SELLER shall deliver to BUYER such bills of sale, assignments and other good and sufficient instruments of conveyance and assignment as shall be reasonably necessary or appropriate to vest in BUYER all possible right, title and interest in the LICENSE and the INVENTORY under applicable law, free and clear of any claim, lien, pledge, option, charge, security interest or encumbrance of any nature whatsoever (collectively, "ENCUMBRANCES"). Specifically, SELLER shall deliver to BUYER, or cause the delivery to BUYER of, a bill of sale and general assignment to the LICENSE in the form attached hereto as Exhibit B.

iv. SELLER shall execute and deliver all such instruments, documents and certificates as may be reasonably requested by BUYER that are necessary, appropriate or desirable for the consummation at the CLOSING of the transactions contemplated by this Agreement.

b. If the LLA, ABCC or any other applicable agency votes to deny or otherwise does not approve the transfer application, the BUYER may at its option elect to either terminate this Agreement forthwith, whereupon the Deposit shall be promptly returned to the BUYER and SELLER shall have no further recourse, or to file an appeal pursuant to M.G.L. ch. 138 § 67 with the ABCC and, if thereafter necessary or appropriate, pursue transfer further with the LLA and/or in Court (hereinafter, collectively and individually, "APPEAL"). During the pendency of any such APPEAL, the period for CLOSING set forth in Section 6.a shall be automatically extended; provided that, at any point during such APPEAL, BUYER may, in its sole discretion, dismiss the APPEAL and, in that event, this AGREEMENT shall terminate without any further action by either PARTY, whereupon the Deposit shall be promptly returned to the BUYER and SELLER shall have no further recourse.

c. Notwithstanding any contrary provisions contained herein, despite commercially reasonable diligent efforts exercised by the BUYER to pursue the requisite approval of the transfer of License, should the Closing anticipated by this Agreement not occur within 365 days from the execution of this Agreement by both parties, then at the election of either BUYER or SELLER, upon written notice to the other, this agreement may be terminated whereupon the Deposit shall be promptly returned to the BUYER and both PARTIES shall have no further recourse.

d. **BUYER'S DEFAULT.** If, upon (x) SELLER'S performance of the closing actions set forth in Section 3.a.i, 3.a.iii and 3.a.iv, (y) SELLER's compliance with its covenants under Section 5, and (z) the satisfaction of the conditions to closing set forth in Section 6.a, the BUYER shall fail to fulfill the BUYER's obligations with respect to the Closing as set forth herein (a "BUYER CLOSING DEFAULT"), the deposit in the amount of TWELVE THOUSAND and 00/100 (\$12,000.00) DOLLARS made hereunder by the BUYER shall be delivered to the SELLER as liquidated damages and this shall be the SELLER's sole remedy at law or in equity, and the Escrow Agent holding such deposit shall forthwith deliver said sum to the SELLER, with no further recourse to the parties hereto. The BUYER and SELLER each further agree that the anticipated damages from a BUYER CLOSING DEFAULT may be difficult to ascertain and that the deposit bears a reasonable relationship to the damages that the SELLER would suffer in the event of a BUYER CLOSING DEFAULT; and that the BUYER shall not object to the amount of liquidated damages in any action arising due to a BUYER CLOSING DEFAULT under this Agreement. The provisions of this paragraph shall survive the delivery of the Bill of Sale and may be introduced in evidence in any such action.

4. REPRESENTATIONS AND WARRANTIES

A. SELLER hereby represents and warrants to BUYER that:

a. SELLER, having full legal capacity to do so, has duly executed and delivered this Agreement and this Agreement constitutes the legal, valid and binding obligation of SELLER, enforceable against SELLER in accordance with its terms.

b. The execution, delivery and performance by SELLER of this Agreement does not and will not (i) contravene or conflict with the corporate charter or bylaws of SELLER, or any other agreement, instrument, judgment, decree, statute or regulation to which SELLER is subject, (ii) constitute a default under or give rise to any right of termination, cancellation or acceleration of any right or obligation of SELLER under any provision of any agreement, contract or other instrument by which the LICENSE is or may be bound, or (iii) result in the creation or imposition of any lien on the LICENSE.

c. The LICENSE is, and immediately prior to Closing will be, a current and validly issued Wine and Malt Beverages Off-Premises LICENSE free from all ENCUMBRANCES.

d. To the best of the SELLER'S actual knowledge, there is no action, suit, investigation or proceeding (or any basis therefor) pending against or threatened against SELLER or affecting the LICENSE before any court or arbitrator or any governmental body, agency or official that in any manner challenges or seeks to prevent, enjoin, alter or materially delay the transactions contemplated hereby or would, if determined or resolved adversely, otherwise materially diminish BUYER's use and enjoyment of the LICENSE.

e. SELLER is not in violation of, has not violated, and to the best of SELLER's actual knowledge, is not under investigation with respect to, and has not been threatened to be charged with or given notice of any violation of, any law, rule, ordinance

or regulation, or judgment, order or decree entered by any court, arbitrator or governmental authority, domestic or foreign, applicable to the LICENSE.

f. Any amounts due and owing by SELLER to any alcoholic beverages wholesalers, the Massachusetts Department of Revenue and/or the Internal Revenue Service shall have been fully paid and discharged as of the Closing.

g. It is expressly understood and agreed that SELLER shall be liable for, and shall indemnify, defend and hold harmless BUYER and its affiliates and their respective partners, members, managers, directors, officers, employees and agents from and against, any and all obligations, claims, losses, damages, liabilities and expenses arising out of (a) events, contractual obligations, acts, or omissions of SELLER or SELLER's affiliates, in connection with SELLER's rights to the LICENSE arising or accruing prior to the Closing Date and (b) any breach of the representations and warranties contained in Section 4.A of this Agreement. The provisions of this subparagraph shall survive the CLOSING or the earlier termination of this Agreement, for a period of one hundred twenty (120) days following the CLOSING.

B. BUYER hereby represents and warrants to SELLER that:

a. BUYER, having full legal capacity to do so, has duly executed and delivered this Agreement and this Agreement constitutes the legal, valid and binding obligation of BUYER, enforceable against BUYER in accordance with its terms.

b. The execution, delivery and performance by BUYER of this Agreement does not and will not contravene or conflict with the organizational documents applicable to BUYER or any other agreement, instrument, judgment, decree, statute or regulation to which BUYER is subject.

5. COVENANTS

a. From the date hereof until the CLOSING or earlier termination of this Agreement, whichever comes first, SELLER will not (i) further mortgage, pledge, sell, offer to sell, sublicense or offer to sublicense, transfer or offer to transfer, the LICENSE or, other than in the ordinary course of business, the INVENTORY; (ii) take, or agree in writing or otherwise to take, any action that would subject the LICENSE or the INVENTORY to any ENCUMBRANCES or make any of the representations or warranties of SELLER contained in this Agreement untrue or incorrect or would result in any of the conditions set forth in this Agreement not being satisfied (including, but not limited to, failing to timely renew the LICENSE during any licensing renewal period), or (iii) agree, whether in writing or otherwise, to do any of the foregoing.

b. SELLER and BUYER shall cooperate with one another (a) in determining whether any action by or in respect of, or filing with, any governmental body, agency, official or authority is required, or any actions, consents, approvals or waivers are required to be obtained from parties to any material contracts, in connection with the consummation of the transactions contemplated by this Agreement, and (b) in taking such actions or making any such filings, furnishing information required in connection therewith and seeking timely to obtain any such actions, consents, approvals or waivers.

c. The PARTIES agree to consult and obtain the other's prior written consent before issuing any press release or making any public statement with respect to this Agreement or the transactions contemplated hereby, except as may be required by applicable law, and will not issue any such press release or make any such public statement prior to such consultation and consent. Except for any such statements, and the filing of this Agreement as part of the transfer application, the PARTIES shall keep the existence and terms of this Agreement strictly confidential.

6. CONDITIONS TO CLOSING

The PARTIES' obligation to consummate the transactions contemplated by this Agreement is subject to the satisfaction of the following conditions on or before the CLOSING date:

a. Approval for the transfer of the LICENSE (including any INVENTORY to be transferred) to BUYER for exercise at the BUYER'S PREMISES shall have been obtained. Should such approval not be obtained within five (5) months of execution of this Agreement, BUYER may, at BUYER's discretion, at any point thereafter terminate this Agreement by notice given to SELLER, whereupon the Deposit shall be promptly returned to the BUYER and SELLER shall have no further recourse. BUYER's decision not to terminate shall be conditioned upon BUYER's continuing to pursue the transfer application (and/or any associated APPEAL) in good faith.

b. On and as of the CLOSING date, the representations and warranties of SELLER set forth herein shall be true and correct in all material respects with the same force and effect as though such representations and warranties had been made on and as of such CLOSING Date; and on the CLOSING Date SELLER shall upon request execute and deliver a certificate to such effect.

c. On and as of the CLOSING Date, the representations and warranties of BUYER set forth herein shall be true and correct in all material respects with the same force and effect as though such representations and warranties had been made on and as of such CLOSING Date; and on the CLOSING Date BUYER shall upon request execute and deliver a certificate to such effect.

7. MISCELLANEOUS

a. Each party will be liable for its own costs and expenses incurred in connection with the negotiation, preparation, execution and performance of this Agreement.

b. All amendments or waivers of any provisions of this Agreement may be made only pursuant to a written instrument executed by the PARTIES or their successors and assigns.

c. All covenants and agreements in this Agreement contained by or on behalf of either of the PARTIES shall bind and inure to the benefit of the respective successors and assigns of SELLER and BUYER.

d. This Agreement is being delivered and is intended to be performed in the Commonwealth of Massachusetts, and shall be construed and enforced in accordance with, and the rights of the PARTIES shall be governed by, the laws of the Commonwealth of Massachusetts.

e. The descriptive headings of the several paragraphs of this Agreement are inserted for convenience only and do not constitute a part of this Agreement.

f. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement to produce or account for more than one such counterpart. In addition, facsimile or electronic (scanned) copies of originals shall be sufficient proof of this Agreement.

g. This Agreement constitutes the entire agreement between the PARTIES with respect to the subject matter hereof and supersedes all prior agreements, understandings and negotiations, both written and oral, between the PARTIES with respect to the subject matter of this Agreement. No representation, inducement, promise, understanding, condition or warranty not set forth herein has been made or relied upon by either party hereto. Neither this Agreement, nor any provision hereof, is intended to confer upon any person other than the PARTIES hereto any rights or remedies hereunder.

h. All notices, demands or other communications given under this Agreement shall be in writing, and shall be delivered by hand, certified or registered mail return receipt requested, email, or via national overnight delivery service to the addresses of the PARTIES set forth below, with copies to their listed attorneys and representatives.

SELLER:

BRUNELLI INDUSTRIES, INC.
d/b/a Anne's Country Market
451 W. Central St.
Franklin, MA 02038

BUYER:

Mormax Corp.
c/o Graham Luce, Esq.
EVP and General Counsel
BJ's Wholesale Club
25 Research Drive
Westborough, MA 01581
legalnotices@bjs.com

SELLER'S

ATTORNEY:

Richard R. Cornetta, Jr.
CORNETTA, FICCO & SIMMLER, P.C.
4 West Street
Franklin, MA 02038
Richard@cornettalaw.com

ADD'L

NOTICEES:

None.

ADD'L

NOTICEES:

Ms. Bonnie Volpe
VP/DMM Beverage/Personal
Care/Pet
25 Research Drive
Westborough MA 01581
(774) 512-6721
bvolpe@bjs.com

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement as of October 7, 2016.

MORMAX CORP.

By: 

Name: Robert W. Eddy
Its: President

BRUNELLI INDUSTRIES, INC.

By: _____

Name:
Its:

SELLER'S

ATTORNEY:

Richard R. Cornetta, Jr.
CORNETTA, FICCO & SIMMLER, P.C.
4 West Street
Franklin, MA 02038
Richard@cornettalaw.com

ADD'L

NOTICEES:

None.

ADD'L

NOTICEES:

Ms. Bonnie Volpe
VP/DMM Beverage/Personal
Care/Pet
25 Research Drive
Westborough MA 01581
(774) 512-6721
bvolpe@bjs.com

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement as of October 7, 2016.

MORMAX CORP.

BRUNELLI INDUSTRIES, INC.

By: _____

Name:

Its:

By: 

Name:

Its:

mark A. Brunelli
President/Treasurer

EXHIBIT A

THE LICENSE

[copy to be attached hereto]

**LICENSE
ALCOHOLIC BEVERAGES**

THE LICENSING BOARD OF

**The Town of Franklin
MASSACHUSETTS
HEREBY GRANTS A**

Retail Package Goods-Wines & Malt

**License to Expose, Keep for Sale, and to Sell
Wines and Malt Beverages**

Not To Be Consumed On the Premises

To Brunelli Industries, Inc., dba. Anne's Market, 451 WEST CENTRAL ST.,
Manager: Mark A. Brunelli

on the following described premises:

One story building, located on Rte 140 with a cellar to be used for storage.
Entrance and exit at 451 West Central Street and one in back leading to parking
lot.

This license is granted and accepted upon the express condition that the license shall, in all respects, conform to all the provisions of the Liquor Control Act, Chapter 138 of the General Laws, as amended, and any rules or regulations made thereunder by the licensing authorities. This license expires on Saturday, December 31, 2016 unless earlier suspended, cancelled or revoked.

IN TESTIMONY WHEREOF, the undersigned have hereunto affixed their official signatures on Tuesday, December 01, 2015

The Hours during which Alcoholic
Beverages may be sold are

Mon- Wed: 8:00am - 11:00 pm
Thur-Sat: 8:00am - 11:00 pm
Sunday: No sales prior to 10 am, after
11pm or 11:30 p.m. on Sunday
immediately preceding a legal holiday.


Judith Pond Pfeiffer
Clerk, Franklin Town Council

LICENSING BOARD

THIS LICENSE SHALL BE DISPLAYED ON THE PREMISES IN A CONSPICUOUS POSITION WHERE IT CAN EASILY BE READ

EXHIBIT B

FORM OF BILL OF SALE AND GENERAL ASSIGNMENT

BILL OF SALE AND GENERAL ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, this ____ day of _____ 2016, that BRUNELLI INDUSTRIES, INC., d/b/a ANNE'S COUNTRY MARKET ("SELLER"), in consideration of One Hundred Twenty Thousand Dollars (\$120,000.00) paid by Mormax Corp., a duly organized Massachusetts corporation with a usual place of business at 25 Research Drive, Westborough, Massachusetts ("BUYER"), the receipt and sufficiency of which are hereby acknowledged, does hereby transfer, convey, sell, assign and deliver to BUYER, and its successors and assigns, all of SELLER's right, title and interest in and to the LICENSE and INVENTORY (as such terms are defined in that certain Liquor License Transfer Agreement dated October 7, 2016, by and between BUYER and SELLER and incorporated herein by reference (the "Agreement")). The LICENSE is a Wine and Malt Beverages Off-Premises (Package Store) LICENSE, previously covering premises at 451 W. Central St., Franklin, Massachusetts (the "SELLER'S PREMISES"), and now covering premises at 100 Corporate Drive, Franklin, Massachusetts.

SELLER hereby represents and warrants to BUYER that this Bill of Sale is sufficient to transfer and convey all possible right, title, and interest in the LICENSE and INVENTORY to BUYER under applicable law, free and clear of any claim, lien, pledge, option, charge, security interest, or encumbrance of any nature whatsoever (collectively "Encumbrances"). Without limiting the generality of the foregoing, SELLER hereby represents and warrants to BUYER that:

1. There are no outstanding bills owed to liquor wholesalers attributable to the LICENSE or INVENTORY;
2. There are no outstanding UCC filings affecting the LICENSE or INVENTORY on record;
3. There are no existing or pending bankruptcy proceedings affecting the LICENSE, INVENTORY or SELLER;
4. There are no existing assignments, sublicenses or other agreements regarding the LICENSE or INVENTORY which provide or may provide for its use, sale or management by anyone other than BUYER from and after the date hereof;
5. There are no outstanding taxes affecting the LICENSE or INVENTORY, including but not limited to meals, alcohol, federal, state, and local taxes; and
6. There are no outstanding taxes owed by SELLER to any federal, state, or local governmental authority.

TO HAVE AND TO HOLD, all and singular, the aforesaid LICENSE and INVENTORY and all appurtenances thereto unto BUYER and its successors and assigns for its and their own use forever.

AND, FURTHER, SELLER hereby covenants, represents, warrants and agrees that, at the request of BUYER, and without further consideration, SELLER will, to the extent required from time to time from and after the date hereof, execute and deliver such further reasonable instruments of transfer and assignment and take such further action as BUYER may reasonably request to evidence or consummate the sale contemplated hereby and to vest in BUYER all possible title to the LICENSE and INVENTORY free and clear of all Encumbrances.

This Bill of Sale and General Assignment shall be binding upon SELLER and its successors and assigns.

This Bill of Sale and General Assignment shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts without giving effect to the conflicts of law principles thereof, except that if it is necessary in any other jurisdiction to have the law of such other jurisdiction govern this Bill of Sale and General Assignment in order for this Bill of Sale and General Assignment to be effective in any respect, then the laws of such other jurisdiction shall govern this Bill of Sale and General Assignment to such extent.

IN WITNESS WHEREOF, SELLER has executed this Bill of Sale and General Assignment, as of the ____ day of _____, 2016.

WITNESS:

BRUNELLI INDUSTRIES, INC.

By: _____

Name:

Its:

Bank of America
Merrill Lynch

P.O. Box 15284
Wilmington, DE 19850

100308

0 493 177 611 0

MORMAX CORPORATION
CASH MANAGEMENT C2
25 RESEARCH DR
WESTBOROUGH, MA 01581-3680

Customer service information

Customer service: 1.888.400.9009

bankofamerica.com

Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Your Full Analysis Business Checking

for August 27, 2016 to September 30, 2016

MORMAX CORPORATION

Account summary

Beginning balance on August 27, 2016	\$500,000.00
Deposits and other credits	0.00
Withdrawals and other debits	-0.00
Checks	-0.00
Service fees	-0.00
Ending balance on September 30, 2016	\$500,000.00

Account number: (

of deposits/credits: 0

of withdrawals/debits: 0

of days in cycle: 30

Average ledger balance: \$500,000.00



Daily ledger balances

Date	Balance (\$)
08/27	500,000.00

100358

Bank of America
Merrill Lynch

P.O. Box 15284
Wilmington, DE 19850



MORMAX CORPORATION
CASH MANAGEMENT C2
25 RESEARCH DR
WESTBOROUGH, MA 01581-3680

Customer service information

Customer service: 1.888.400.9009

bankofamerica.com

Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Your Full Analysis Business Checking

for July 30, 2016 to August 26, 2016

MORMAX CORPORATION

Account summary

Beginning balance on July 30, 2016	\$500,000.00
Deposits and other credits	0.00
Withdrawals and other debits	-0.00
Checks	-0.00
Service fees	-0.00
Ending balance on August 26, 2016	\$500,000.00

Account number:

of deposits/credits: 0

of withdrawals/debits: 0

of days in cycle: 28

Average ledger balance: \$500,000.00



Daily ledger balances

Date	Balance (\$)
07/30	500,000.00

**Bank of America
Merrill Lynch**

P.O. Box 15284
Wilmington, DE 19850

MORMAX CORPORATION
CASH MANAGEMENT C2
25 RESEARCH DR
WESTBOROUGH, MA 01581-3680

Customer service information

Customer service: 1.888.400.9009

bankofamerica.com

Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Your Full Analysis Business Checking

for July 2, 2016 to July 29, 2016 ✓

MORMAX CORPORATION

Account summary

Beginning balance on July 2, 2016	\$500,000.00
Deposits and other credits	0.00
Withdrawals and other debits	-0.00
Checks	-0.00
Service fees	-0.00
Ending balance on July 29, 2016	\$500,000.00

Account number:

of deposits/credits: 0

of withdrawals/debits: 0

of days in cycle: 31

Average ledger balance: \$500,000.00

Daily ledger balances

Date	Balance (\$)
07/02	500,000.00

✓ To help you **BALANCE YOUR CHECKING ACCOUNT**, print a copy of the "How to Balance Your Bank of America Merrill Lynch Account" page by visiting CashPro® University at cashproonline.bankofamerica.com.

