



LICENSE TRANSACTIONS

Shaw's Supermarkets, Inc.
255 E. Central Street

This is an application by Shaw's Supermarkets, Inc. for a change of Manager from James M. Burns to William M. Nasif and a change of beneficial interest from Patrick Sampson, Thomas Vesey, Justin Dye, Michael Bessent and Barbra Nunziato, Officers, to Gary Morton, Robert Gordon, Paul Gossett and Laura Donald, Officers.

This application was returned to us by the ABCC for reconsideration because the Applicant took too long to respond to the ABCC's requests. The current paperwork should be approved.

Motion to approve the request by Shaw's Supermarkets, Inc. for a change of manager to William M. Nasif and a change of beneficial interest to Gary Morton, Robert Gordon, Paul Gossett and Laura Donald, Officers.

DATED: _____, 2018

VOTED:

UNANIMOUS _____

YES _____ **NO** _____

ABSTAIN _____

ABSENT _____

A True Record Attest:

Teresa M. Burr
Town Clerk

Glenn Jones, Clerk
Franklin Town Council

RECOMMENDATION OF THE INVESTIGATOR

Licensee:

Shaw's Supermarkets, Inc.

City / Town

FRANKLIN

Chose Transaction

Change Manager

Chose Transaction

Change in Beneficial Interest

Chose Transaction

Other

I have reviewed the Application and recommend:

RETURN NO ACTION

CORI CHECK COMPLETE:

No Criminal Record Found

See CORI that indicates criminal history

Investigator Comments

Return no action. This application is missing quite a bit of information. The form is not filled out correctly. Made several contacts with the contact person, Marty Fredericks, attempting to fix this situation. My last contact with her was that she was going to have an attorney contact me. I have not heard from anyone for about two weeks. I think they should redo the application at the local board and resubmit for reconsideration.

ALCOHOLIC BEVERAGES
CONTROL COMMISSION

2018 APR 10 AM 9:15

RECEIVED

Investigator John Carey

Date

4/10/18



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

ADDRESS

CITY/TOWN STATE ZIP CODE

TRANSACTION TYPE (Please check all relevant transactions):

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> Alteration of Licensed Premises | <input type="checkbox"/> Cordials/Liqueurs Permit | <input checked="" type="checkbox"/> New Officer/Director | <input 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 checked="" type="checkbox"/> Change of Manager | <input type="checkbox"/> New License | <input type="checkbox"/> Seasonal to Annual | |
| <input type="checkbox"/> Other <input type="text"/> | | | |

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

For Reconsideration

LOCAL LICENSING AUTHORITY REVIEW RECORD

043000033

Franklin

10/03/2017

ABCC License Number

City/Town

Date Filed with LLA

TRANSACTION TYPE (Please check all relevant transactions):

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

APPLICANT INFORMATION

Name of Licensee D/B/A

ADDRESS: CITY/TOWN: STATE ID ZIP CODE

Manager

Type (i.e. restaurant, package store) Class (Annual or Seasonal) Category (i.e. Wines and Malts / All Alcohol)

Granted under Special Legislation? Yes No

If Yes, Chapter of the Acts of (year)

LOCAL LICENSING AUTHORITY DECISION

Please indicate the decision of the Local Licensing Authority:

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

MON-SAT:
8:00AM-11:00PM, SUN:
10:00AM-11:00PM

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

Please add any additional remarks or conditions here:

Check here if you are attaching additional documentation

The Local Licensing Authorities By:

Glenn Jones
Clerk
Franklin Town Council

Date APPROVED by LLA

Alcoholic Beverages Control Commission
Ralph Sacramone
Executive Director



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

APPLICATION FOR MULTIPLE AMENDMENTS

Please complete Name of Licensee and Application Contact sections completely, leaving no fields blank.

NAME OF LICENSEE (Business Contact)	Shaw's Supermarket, Inc.		
ABCC License Number	043000033	City/Town of Licensee	Franklin

APPLICATION CONTACT

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

First Name: Marty Middle: J. Last Name: Frederick

Title: Employee Primary Phone: 208-6858413

Email: marty.frederick@supervalu.com

AMENDMENT OPTIONS

Please check off all of the amendments for which you are applying below. You will only be required to complete the sections of this amendment application that correspond to the amendments you check. Next to each amendment is the page that you will find the necessary application questions to complete. Please see the instructions page for additional required documents based on transaction.

If there are **ANY** financial considerations for the transactions for which you are applying, you must complete the financial section on page 2 of this application.

- Change in Business Contact Information - Page 2
 This is only to change a mailing or business address (corporate headquarters, NOT premises address), phone number or email.
- Change of Manager - Page 3
- Alteration of Premises / Change of Location - Page 4
- Change of Beneficial Interest / Transfer or Issuance of Stock - Page 5
- Pledge of Collateral (License, Inventory, Beneficial Interest) - Page 6
- Change of Corporate Name - Page 6
- Change of DBA - Page 6
- Change of Corporate Structure (i.e. Corporation to LLC, Sole Proprietor to LLC) - Page 6
- Change of Category (i.e. Wine and Malts to All Alcohol) - Page 6
- Change of Class (i.e. Seasonal to Annual) - Page 6
- Change of Type (i.e. Restaurant to General on Premises) - Page 6

APPLICATION FOR MULTIPLE AMENDMENTS

FINANCIAL INFORMATION

Complete this section if there are financial consideration for any of the amendments for which you are applying.

Associated Costs

A. Purchase Price for Building/Land	<input type="text"/>
B. Purchase Price for any Business Assets	<input type="text"/>
C. Costs of Renovations/Construction	<input type="text"/>
D. Purchase Price of Inventory	<input type="text"/>
E. Initial Start-Up Costs	<input type="text"/>
F. Other (Please specify)	<input type="text"/>
G. Total Cost (Add lines A-F)	<input type="text"/>

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).

You are required to provide all documents relating to financing and/or loans you receive for this transaction

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

Source of Cash Investment

Name of Contributor	Amount of Contribution
Total:	<input type="text"/>

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:	<input type="text"/>		

BUSINESS CONTACT

Complete this section ONLY if there are changes to the Licensee phone number, business address (corporate headquarters), or mailing address. If you are changing your premises location, you must also complete the premises section on page 4.

Primary Phone: Fax Number:

Alternative Phone: Email:

Business Address (Corporate Headquarters)

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Mailing Address

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

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

APPLICATION FOR MULTIPLE AMENDMENTS

MANAGER CONTACT

Complete this section if you are requesting a change of manager.

The Manager Contact 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

Do you have direct, indirect, or financial interest in this license? 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:

If yes, percentage of interest

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

Officer Sole Proprietor
 Stockholder LLC Manager
 LLC Member Director
 Partner Landlord
 Contractual Revenue Sharing
 Management Agreement 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
1990-2016	Various Positions	Stop & Shop	1385 Hancock St Quincy	1-800-767-7772
1990-1996	Pt clerk	"	"	"
1996-2005	Department Head	"	"	"
2005-2013	Asst Store Mgr	"	"	"
2013-2016	Store Mgr	"	"	"

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



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

CORI REQUEST FORM

DEBORAH B. GOLDBERG
TREASURER AND RECEIVER GENERAL

JEAN M. LORIZIO, ESQ.
CHAIRMAN

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

ABCC LICENSE INFORMATION

ABCC NUMBER: 043000033 LICENSEE NAME: Shaw's Supermarkets, Inc. CITY/TOWN: Boise, Id.

APPLICANT INFORMATION

LAST NAME: Nasif FIRST NAME: William MIDDLE NAME: Michael
 MAIDEN NAME OR ALIAS (IF APPLICABLE): _____ PLACE OF BIRTH: Milford MA
 DATE OF BIRTH: 07/05/1972 SSN: 022681436 ID THEFT INDEX PIN (IF APPLICABLE): _____
 MOTHER'S MAIDEN NAME: Maheer DRIVER'S LICENSE #: S84650970 STATE LIC. ISSUED: MA
 GENDER: MALE HEIGHT: 6 1 WEIGHT: 240 EYE COLOR: Blue
 CURRENT ADDRESS: 71 North street
 CITY/TOWN: Bellingham STATE: MA ZIP: 02019
 FORMER ADDRESS: 14 Trinity Drive
 CITY/TOWN: Milford STATE: MA ZIP: 01757

PRINT AND SIGN

PRINTED NAME: William M Nasif APPLICANT/EMPLOYEE SIGNATURE: [Signature]

NOTARY INFORMATION

On this Sep 12 2017 before me, the undersigned notary public, personally appeared William M Nasif
 (name of document signer), proved to me through satisfactory evidence of identification, which were MA lic
 to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.
[Signature]
 NOTARY

KAREN PENDLETON
NOTARY PUBLIC
MY COMMISSION EXPIRES
MAY 17 2018

DIVISION USE ONLY

REQUESTED BY: _____
 SIGNATURE OF CORI AUTHORIZED EMPLOYEE: _____
The DCII Identify Theft Index PIN Number is to be completed by those applicants that have been issued an Identify Theft PIN Number by the DCII. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. ALL CORI request forms that include this field are required to be submitted to the DCII via mail or by fax to (617) 650-4634.



350 E. Parkcenter Blvd
Boise, Idaho 83706-3340

September 26, 2017

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

Regarding: ABCC #043000033

To whom it may concern:

Please change the manager at our Shaws store located at 255 E Central Street,
Franklin, MA from James M. Burns to William M. Nasif effective immediately.

Thank you,

Gary R. Morton
Vice President, Treasurer & Assistant Secretary
Shaw's Supermarkets, Inc.

Commonwealth of Massachusetts

Town of Milford

March 18, 1999

This is to certify that the records in the office of the Town Clerk show that William Michael Hoop child of Robert M. Hoop & Elizabeth was born on the 5th day of July 1972 in Milford

ATTEST

James O. Bird
Town Clerk

APPLICANT'S STATEMENT

I, Marty Frederick the: sole proprietor; partner; corporate principal; LLC/LLP member
Authorized Signatory

of Shaw's Supermarkets, Inc. hereby submit this application for Change of Manager
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: [Handwritten Signature]

Date: 9-18-17

Title: Tax Associate



250 E. Parkcenter Blvd.
Boise, Idaho 83706-3940

March 27, 2018

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

Regarding: ABCC license #043000033

Our corporation voted to change the officers at our Shaw's Supermarket store located at 255 E Central Street, Franklin, MA. Please change Patrick Sampson, Thomas Vesey, Justin Dye, Michael Bessent and Barbra Nunziato to Gary Morton, Robert Gordon, Paul Gossett and Laura Donald effective immediately. The Secretary of State has been updated.

Thank you,

A handwritten signature in black ink, appearing to read "G. Morton", written over a white background.

Gary R. Morton
Vice President, Treasurer & Assistant Secretary
Shaw's Supermarkets, Inc.

ACME

Jewel-Osco

shaw's

star
markets

APPLICATION FOR MULTIPLE AMENDMENTS

CHANGE IN BENEFICIAL INTEREST / TRANSFER or ISSUANCE OF STOCK

CURRENT OWNERSHIP (Before Change in Beneficial Interest)

Please list all individuals or entities with a direct or indirect, beneficial or financial interest in this license. This pertains to the current licensee (before change in beneficial interest occurs).

Name	Title / Position	% Owned	Other Beneficial Interest
Patrick Sampson	Officer	0	
Thomas Vesey	Officer	0	
Justin Dye	Officer	0	
Michael Bessent	Officer	0	
Barbara Nunziato	Officer	0	

PROPOSED OWNERSHIP (After Change in Beneficial Interest)

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
Gary Morton	Officer	0	
Robert Gordon	Officer	0	
Paul Gossett	Officer	0	
Laura Donald	Officer	0	

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 First Name Middle Name Last Name Suffix

Title: Social Security Number Date of Birth

Primary Phone: Email:

Mobile Phone: Fax Number

Alternative Phone:

Business Address

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Mailing Address

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

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Types of Interest (select all that apply)

- Contractual
- Director
- Landlord
- LLC Manager
- LLC Member
- Management Agreement
- Officer
- Partner
- Revenue Sharing
- Sole Proprietor
- Stockholder
- 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.

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
N/A	

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
N/A	<input checked="" type="checkbox"/>		
	<input checked="" type="checkbox"/>		
	<input checked="" type="checkbox"/>		
	<input checked="" type="checkbox"/>		
	<input checked="" type="checkbox"/>		
	<input checked="" type="checkbox"/>		

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
N/A			

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
N/A				

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 First Name Middle Name Last Name Suffix

Title: Social Security Number Date of Birth

Primary Phone: Email:

Mobile Phone: Fax Number

Alternative Phone:

Business Address

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Mailing Address

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

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

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
Shaw's Supermarkets, Inc.	04-1123420

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
Shaw's Supermarket #7420	\$15 Off Premises	89081-PK-1012	300 New State Highway, Raynham
Shaw's Supmarket #7619	\$15 Off Premises	89086-PK-0266	15 State Road, Dartmouth
Shaw's Supermarket #7602	\$15 Off Premises	LB-101983	53 Huntington Ave, Boston

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
N/A			

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
N/A				

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 First Name Middle Name Last Name Suffix

Title: Social Security Number Date of Birth

Primary Phone: Email:

Mobile Phone: Fax Number

Alternative Phone:

Business Address

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Mailing Address

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

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Types of Interest (select all that apply)

- Contractual Director Landlord LLC Manager
- LLC Member Management Agreement Officer
- Partner Revenue Sharing Sole Proprietor Stockholder 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
Shaw's Supermarkets, Inc.	04-1123420

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
Shaw's Supermarket #7420	\$15 Off Premises	89081-PK-1012	300 New State Highway, Raynham
Shaw's Supmarket #7619	\$15 Off Premises	89086-PK-0266	15 State Road, Dartmouth
Shaw's Supermarket #7602	\$15 Off Premises	LB-101983	53 Huntington Ave, Boston

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
N/A			

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
N/A				

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 First Name Middle Name Last Name Suffix

Title: Social Security Number Date of Birth

Primary Phone: Email:

Mobile Phone: Fax Number

Alternative Phone:

Business Address

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Mailing Address

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

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

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
Shaw's Supermarkets, Inc.	04-1123420

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
Shaw's Supermarket #7420	\$15 Off Premises	89081-PK-1012	300 New State Highway, Raynham
Shaw's Supmarket #7619	\$15 Off Premises	89086-PK-0266	15 State Road, Dartmouth
Shaw's Supermarket #7602	\$15 Off Premises	LB-101983	53 Huntington Ave, Boston

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
N/A			

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
N/A				

APPLICANT'S STATEMENT

I, Marty Frederick the: sole proprietor; partner; corporate principal; LLC/LLP member
Authorized Signatory

of Shaw's Supermarkets, Inc., hereby submit this application for Change of Beneficial Interest
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:

Marty Frederick

Date:

3/27/2018

Title:

Tax/License Specialist



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

December 28, 2001

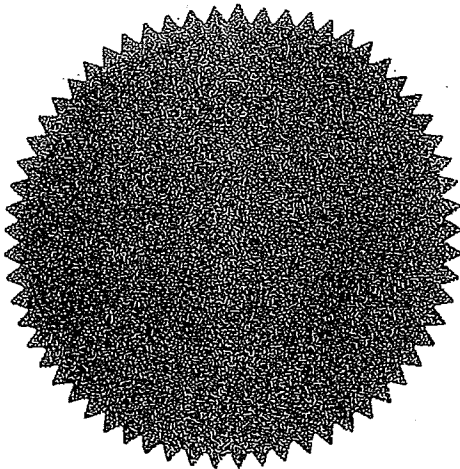
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

SHAW'S SUPERMARKETS, INC.

is a domestic corporation organized on **July 10, 1920**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.



STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that according to the records of this office

SHAW'S SUPERMARKETS, INC.

a corporation formed under the laws of the State of Massachusetts

was filed for record in this office on September 1, 1995.

I further certify that the corporation has perpetual duration, that its most recent annual report is on file, and that articles of dissolution have not been filed.

January 3, 2002

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*

A handwritten signature in cursive script, appearing to read "Deborah L. Markowitz".

*Deborah L. Markowitz
Secretary of State*



#31 - \$150.
#23 - \$500.
#36 - 75.
#8725.

The Commonwealth of Massachusetts

JM
Examiner

MICHAEL JOSEPH CONNOLLY
Secretary of State
ONE ASHBURTON PLACE, BOSTON, MASS: 02108

FEDERAL IDENTIFICATION
NO. 04-1123420

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 156C, Section 74

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

We, David B. Jenkins
Robert L. Eklund

President and Secretary and
Clerk/Treasurer of

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

located at 140 Laurel Street, East Bridgewater, Massachusetts, 02333.

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on May 29, 1985, by vote of 36,046 shares of Common Stock out of 10,110,524 shares outstanding, (Class of Stock) shares of (Class of Stock) out of shares outstanding, and shares of (Class of Stock) out of shares outstanding,

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

- The name by which the corporation shall be known is: -
Shaw's Supermarkets, Inc.
- The purposes for which the corporation is formed are as follows: -

SEE CONTINUATION SHEET 2A

C
P
M
RA

11
P.C.

Note: If the space provided under any article 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 which the corporation is authorized to issue is as follows:

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

4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges 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. The provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its officers, or stockholders, or of any class of stockholders.

SEE RESTITUTION SHEETS 6A through 7

CONTINUATION SHEET 2A

To maintain markets for the purchase, sale and delivery of meats, poultry, game, fish, and all kinds of food supplies.

To carry on a meat, provision, grocery and general mercantile business, and particularly to purchase, sell and generally deal in groceries, game, fish, poultry, meats, provisions and general merchandise, and to carry on the above business and do the above things, both at wholesale and at retail, as owners, commission merchants, factors, agents, brokers, dealers and in every other capacity whatsoever; to lease, purchase, acquire, hold, erect, equip, operate and maintain buildings, stores, cold storage and other warehouses and such other real and personal property as the laws of the Commonwealth of Massachusetts permit and as the Corporation may think necessary or convenient for the purposes of its business, to purchase, acquire, sell or otherwise dispose of good will, rights, property and assets of all kinds, and generally to carry on any other business which may seem to the Corporation capable of being conveniently carried on in connection with any of the above purposes or calculated directly or indirectly to enhance the value of, or render profitable any of the Corporation's business, property, or rights so far as the same shall be permitted by the laws of the Commonwealth of Massachusetts.

To acquire by purchase and subscription, or otherwise, to hold for investment or otherwise, to use and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of, any stock, bonds, or other securities or evidences of indebtedness of any corporation, whether of the Commonwealth of Massachusetts, or of any other state, territory, or country, and while owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote upon any stock so acquired; to aid in any manner any corporation whose stock, bonds or other obligations are held or in any manner guaranteed by the corporation, and to do any other acts or things for the preservation, protection, improvement, or enhancement of the value of any such stock, bonds, or other obligations, or to do any other acts or things designed for such purpose.

To be a partner in any partnership and to do any and all things and to exercise any and all powers which a partner or a partnership or a natural person could do and exercise as principal, agent, partner, contractor or otherwise in furtherance of these purposes, as now or hereafter may be authorized by the laws governing business corporations.

CONTINUATION SHEET 6A

1. The board of directors is authorized and empowered from time to time, in its discretion, to make, amend or repeal the by-laws, in part or in whole, except with respect to any provision thereof which by law or the by-laws requires action by the stockholders.

2. The board of directors shall have full power and authority to determine the terms and manner of issue, including, but not limited to, the consideration therefor, and to issue or cause the issue of all shares of capital stock of the Corporation now or from time to time hereafter authorized.

3. Meetings of stockholders may be held outside the Commonwealth of Massachusetts at such location within the United States as the board of directors may determine. The books of the Corporation may be kept (subject to any provision contained in the statutes) at such place or places within the Commonwealth of Massachusetts as may be designated from time to time by the board of directors or in the by-laws of the Corporation. Election of directors need not be by ballot unless so requested by any stockholder entitled to vote thereon.

4. Each director and each officer elected by the stockholders (including persons elected by directors to fill vacancies in the Board of Directors or in any such offices), and each former director or officer, and the heirs, executors, administrators and assigns of each of them, shall be indemnified by the Corporation against all costs and expenses, including fees and disbursements of counsel and the cost of settlements (other than amounts paid to the Corporation itself) reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding, civil or criminal, in which he may be involved by reason of his being or having been an officer or a director of the Corporation, or by reason of his serving or having served at its request with respect to any employee benefit plan, or by reason of any action alleged to have been taken or omitted by him as a director or an officer of the Corporation, or by reason of his serving or having served at its request with respect to any employee benefit plan.

Officers elected by the directors but who are not directors, or persons serving at its request with respect to any employee benefit plan, and employees and other agents of the Corporation (including persons who serve at its request as directors or officers of another organization) and each such former officer,

person serving with respect to any employee benefit plan, employee and agent, and the heirs, executors, administrators and assigns of each of them, may be indemnified by the Corporation to whatever extent authorized by the Board of Directors.

No indemnification shall be provided to any person, or to his heirs, executor, administrator or assigns, with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

The Corporation may pay the expenses incurred by a director, officer, employee or person serving with respect to an employee benefit plan in defending any such action, suit or proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification as provided in this Article 6, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

Without limiting the generality of the foregoing, no director or officer of the Corporation shall be liable to any person on account of any action undertaken by him as such director or officer in reliance in good faith upon information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented, or (2) counsel, public accountants or other persons as to matters which the director or officer reasonably believes to be within such person's professional or expert competence, or (3) in the case of a director, a duly constituted committee of the board of directors upon which he does not serve, as to matters within its delegated authority, which committee the director reasonably believes to merit confidence.

The foregoing indemnification shall not be exclusive of any other rights or indemnification for which any such director, officer, employee or agent may be entitled.

The board of directors may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, employee or other agent of the Corporation, or is or was serving at the request of the Corporation with respect to

any employee benefit plan or as a director, officer, trustee, employee or other agent of another corporation of which the Corporation is or was a stockholder or creditor, against any liability incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

5. The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of the Corporation individually or any individual having any interest in any concern which is a stockholder of the Corporation, or any concern in which any of such directors, officers, stockholders or individuals has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of the Corporation, and

- (1) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) no such director, officer, stockholder or individual shall be liable to account to the Corporation for any profit or benefit realized through any such contract, transaction or act; and
- (3) any such director of the Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

provided, however, that any contract, transaction or act in which any director or officer of the Corporation is so interested individually or as a director, officer, trustee or member of any concern which is not a subsidiary or affiliate of the Corporation, or in which any directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern which is not a subsidiary or affiliate of the Corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested, to whom the nature of such interest has been disclosed and who have made any findings required by law;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern;

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than the Corporation; and

the phrase "subsidiary or affiliate" meaning a concern in which a majority of the directors, trustees, partners or controlling persons is elected or appointed by the directors of the Corporation, or is constituted of the directors or officers of the Corporation.

To the extent permitted by law, the authorizing or ratifying vote of the holders of a majority of the shares of each class of the capital stock of the Corporation outstanding and entitled to vote for directors at any annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or act of the Corporation, or of the board of directors or any committee thereof, with regard to all stockholders of the Corporation, whether or not of record at the time of such vote, and with regard to all creditors and other claimants under the Corporation; provided, however, that

- A. with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers or stockholders of the Corporation have an interest, the nature of such contracts, transactions or acts and the interest of any director, officer or stockholder therein shall be summarized in the notice of any such annual or special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting;
- B. the stockholders so voting shall have made any findings required by law;
- C. stockholders so interested may vote at any such meeting except to the extent otherwise provided by law; and
- D. any failure of the stockholders to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors, officers or employees of its or their right to proceed with such contract, transaction or act.

No contract, transaction or act shall be voided by reason of any provision of this paragraph 5 which would be valid but for such provision or provisions.

6. In furtherance, and not in limitation, of the purposes enumerated in Article 2 hereof, the Corporation shall have all the powers conferred by the laws of The Commonwealth of Massachusetts, provided that no such power shall be exercised in a manner inconsistent with the Business Corporation Law or any other applicable provision of Massachusetts law.

7. Except as may be otherwise provided herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of organization in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

8. No stockholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the Corporation, and a vote of the directors refusing permission to make such examination and setting forth that in the opinion of the directors such examination would be adverse to the interests of the Corporation shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to such reasonable regulations as the directors may establish in regard thereto.

9. The directors may specify the manner in which the accounts of the Corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share of its capital stock with par value issued by it over such par value shall be paid-in surplus. The board of directors may allocate to capital stock less than all of the consideration for any share of its capital stock without par value issued by it, in which case the balance of such consideration shall be paid-in surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.

10. The purchase or other acquisition or retention by the Corporation of shares of its own capital stock shall not be deemed a reduction of its capital stock. Upon any reduction of capital or capital stock, no stockholder shall have any right to demand any distribution from the Corporation, except as and to the extent that the stockholders shall have provided at the time of authorizing such reduction.

11. The Corporation may carry on business operations or activities through a wholly or partly owned subsidiary and may be a partner in any business enterprise which it would have power to conduct by itself.

12. The directors of the Corporation shall be divided into three classes, Class A, Class B and Class C. Each class shall consist of one-third of the number of directors and the members of each such class shall be elected to hold office (except for the initial Class A and Class B directors) until the annual meeting of the stockholders occurring in the third calendar year following the calendar year in which they are elected.

Article 6 is hereby amended to add a new paragraph 13. to provide as follows:

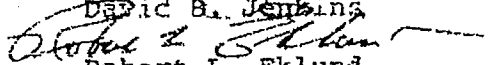
13. No Director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except, in addition to any and all other requirements for such liability, (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) to the extent provided under Section Sixty One or Sixty Two of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction for which such director derived an improper personal benefit. Neither the amendment nor repeal of this paragraph nor the adoption of any provision of these Articles of Organization inconsistent with this paragraph shall reduce or eliminate the effect of this paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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

3rd day of June, in the year 19 87


David B. Jenkins


Robert L. Eklund

President ~~XXXXXX~~

Clerk ~~XXXXXX~~

*We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles Article 3 & Article 6 (Sections 2 to 11)

("If there are no such amendments, state "None".)

Briefly describe amendments in space below:

- Section 2 (authorizes Board of Directors to issue stock)
- Section 3 (location of shareholder meetings outside the Commonwealth; location of books and records; election of Directors by ballot)
- Section 4 (indemnification of Directors, officers and others; standard of care of Directors and officers; purchase of insurance)
- Section 5 (dealings of Directors, officers or shareholders with the Corporation)
- Section 6 (additional powers of the Corporation)
- Section 7 (amendments of Articles of Organization)
- Section 8 (examination of books and records by stockholders)
- Section 9 (manner of keeping accounts and payment of dividends)
- Section 10 (reduction of stock)
- section 11 (conducting business through subsidiaries or partnerships)

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

Eighth

day of

July

in the year 19 96

David J. Lewis
.....
Robert C. Johnson
.....

President/Vice President

Sec. / Assistant Sec.

39312

1312

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B, Section 74)

I hereby approve the within restated articles of organization and, the filing fee in the amount of \$ 8,725.00 having been paid, said articles are deemed to have been filed with me this 22nd day of July, 1986.

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 11/10/86 CLERK CO

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO:
W. Lee H. Dunham, Esq.
Sullivan & Worcester
One Post Office Square
Boston, MA 02109
Telephone 338-2869

Copy Mailed

030-75



Examiner

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. 04-1123420

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.

We, David B. Jenkins, President/Vice President, and
Robert L. Eklund, Clerk/Assistant Clerk of

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

located at 140 Laurel Street, East Bridgewater, MA 02333

Name
Approved

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on June 3, 1987, by vote of

10,615,047 shares of Common out of 12,143,271 shares outstanding,
(Class of Stock)
shares of _____ out of _____ shares outstanding, and
(Class of Stock)
shares of _____ out of _____ shares outstanding,
(Class of Stock)

being at least a ~~majority~~ two-thirds of each class outstanding and entitled to vote thereon and

CROSS OUT
INAPPLICABLE
CLAUSE

two-thirds of each class outstanding and entitled to vote thereon and of each class or series of stock whose rights are adversely affected thereby.

C
P
M

For amendments adopted pursuant to Chapter 156B Section 70

For amendments adopted pursuant to Chapter 156B Section 71

Note: If the space provided under any Amendment or item on this form is insufficient, addition shall be set forth on separate 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.

17371

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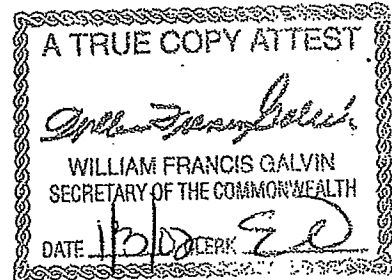
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THE COMMONWEALTH OF MASSACHUSETTS

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 5th day of June, 1987.



Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO: W. Lee H. Dunham, Esq.
Sullivan & Worcester
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Boston, MA 02109
Telephone 338-2869