



JENNIFER M. GRANHOLM
GOVERNOR

NIDA R. SAMONA
CHAIRPERSON

STATE OF MICHIGAN
LIQUOR CONTROL COMMISSION
DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
STANLEY "SKIP" PRUSS, DIRECTOR

October 27, 2009

2009 OCT 29 PM 12:14

Wal-Mart Stores East, Limited Partnership
a/k/a Wal-Mart Stores East, LP (A Delaware Limited Partnership)
C/O Sandra M. Cotter
201 Townsend Street, Suite 900
Lansing, MI 48933

REQUEST ID: 490232

Dear Licensee:

This is with reference to your request to transfer ownership of escrowed 2009 Specially Designated Distributor license with Sunday Sales Permit, only, from Whole Foods Market Group, Inc. (A Delaware Corporation); and to transfer location from 4052 Rochester, Troy, Oakland County, to be held in conjunction with existing Specially Designated Merchant licensed business with two (2) Direct Connections and two (2) Licensing Agreements, located at 2001 W. Maple, Troy, Oakland County.

A timely request for an appeal hearing was received on behalf of the applicant and, prior to the hearing being held, a letter was submitted to the Commission by Stephen Ormond, legal counsel on behalf of 7-Eleven, Inc., withdrawing opposition to the applicant's request. Enclosed is a copy of the Administrative Order that was issued on October 22, 2009, reversing the denial order of July 22, 2009 and approving your request to transfer ownership of escrowed 2009 Specially Designated Distributor license, only, with Sunday Sales Permit from Whole Foods Market Group, Inc. (A Delaware Corporation); and to transfer location from 4052 Rochester, Troy, Oakland County, to be held in conjunction with existing Specially Designated Merchant licensed business with two (2) Direct Connections and two (2) Licensing Agreements, located at 2001 W. Maple, Troy, Oakland County.

When the establishment is ready for final inspection, please notify the following by letter or telephone:
Troy Police Department, 500 West Big Beaver, Troy, MI, 48084 – (248) 524-3474

Upon receipt of all items requested on the attached check sheet, further action will be taken on your request.

Very truly yours,

MICHIGAN LIQUOR CONTROL COMMISSION

Sharon Martin, Acting Director
Licensing Division

cw
Enclosure

cc: Whole Foods Market Group, Inc. (A Delaware Corporation) w/encl
MLCC – Farmington District Office w/encl
Troy Police Department w/encl
City of Troy w/encl
Stephen Ormond, Attorney for 7-Eleven, Inc. w/encl

DELEG is an equal opportunity employer/program.
Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

STATE OF MICHIGAN
DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
LIQUOR CONTROL COMMISSION

Wal-Mart Stores East, Limited Partnership
a/k/a Wal-Mart Stores East, LP (A Delaware Limited Partnership)
2001 W. Maple
Troy, Michigan 48084

Oakland County
Request ID #490232

ADMINISTRATIVE ORDER

The Michigan Liquor Control Commission, (hereinafter "Commission"), has before it a request from Wal-Mart Stores East, Limited Partnership, a/k/a Wal-Mart Stores East, LP (A Delaware Limited Partnership), (hereinafter "applicant"), to transfer ownership of escrowed 2009 Specially Designated Distributor ("SDD") license with Sunday Sales Permit, only, from Whole Foods Market Group, Inc. (A Delaware Corporation); and to transfer location from 4052 Rochester, Troy, Oakland County, to 2001 W. Maple, Troy, Oakland County, to be held in conjunction with existing Specially Designated Merchant ("SDM") license with Two (2) Direct Connection Permits and Licensing Agreements (Two) at that location.

Commission Rule 436.1133 provides, in pertinent part, as follows: "An application for a new specially designated distributor license or for the transfer of location of existing specially designated distributor license shall not be approved by the commission if there is an existing specially designated distributor license located within 2,640 feet of the proposed site. ... This rule may be waived by the commission for 1 of the following reasons: (a) If the existing specially designated distributor has purchased less than \$10,000.00 in spirits from the commission during the last full calendar year. (b) If the existing specially designated distributor has a B-hotel or A-hotel license. (c) If the proposed location and the existing specially designated distributor's licensed establishment are separated by a major thoroughfare of not less than 4 lanes traffic. (d) If the proposed licensed establishment is located in a neighborhood shopping center which does not have an existing specially designated distributor's licensed establishment and if the proposed licensed establishment is located not less than 1,000 feet from any existing specially designated distributor's licensed establishment. ... (e) If an existing specially designated distributor licensee is located within 2,640 feet of 1 or more existing specially designated distributor licensees and requests a transfer of location, which location is within 2,640 feet of the same existing specially designated distributor licensee or licensees, upon a showing of good cause by the licensee who is requesting the transfer of location."

Commission Rule 436.1001(k) provides as follows: " 'Major thoroughfare' means a street or highway which is primarily for through traffic and which has not less than 4 lanes of

major thoroughfares as defined in Commission Rule 436.1001(k); supra; those being Crooks and Maple.

Relative to the instant request, the Commission concludes that the applicant's request fits within the standards for the granting of a waiver of Commission Rule 436.1133; supra; that the requested waiver found under Commission Rule 436.1133(c); supra; should be granted; that its order of July 22, 2009 should be reversed; and that the licensing request of the applicant should, be approved.

Therefore, it is the Order of the Commission that its denial order of July 22, 2009, be rescinded; that the permissible waiver of Commission Rule 436.1133; supra; under subsection "c" be granted; and that the request of Wal-Mart Stores East, Limited Partnership, a/k/a Wal-Mart Stores East, LP (A Delaware Limited Partnership) to transfer ownership of escrowed 2009 Specially Designated Distributor license with Sunday Sales Permit, only, from Whole Foods Market Group, Inc. (A Delaware Corporation); and to transfer location from 4052 Rochester, Troy, Oakland County, to 2001 W. Maple, Troy, Oakland County, to be held in conjunction with existing Specially Designated Merchant license with Two (2) Direct Connection Permits and Licensing Agreements (Two) at that location, be approved, with the proviso that in the event the subject SDD license has not been transferred and placed into active operation by April 30, 2010, all rights to the license will terminate on April 30, 2010, pending compliance with the provisions of Commission Rule 436.1107.

And approved, subject to a Final Inspection to be conducted by the Troy Police Department.

And approved with the proviso that within 12 months from issuance of the SDD license to Wal-Mart Stores East, Limited Partnership at this subject location: Documentary proof is provided to the Commission to demonstrate that all managers and all employees involved in the sale of alcoholic beverages have successfully completed a server training program acceptable to the Michigan Liquor Control Commission; and approved with the proviso that the Wal-Mart Stores East, Limited Partnership keep proof of completion of the aforementioned required acceptable server training of all managers and all employees at the subject licensed location premises at all times and with the proviso that all managers and all employees involved in the sale of alcoholic beverages at the subject location maintain active certification of successful completion of a server training program acceptable to the Michigan Liquor Control Commission; and approved with the proviso that all new managers and all new employees involved in the sale of alcoholic beverages on the subject licensed premises successfully complete a server training program acceptable to the Michigan Liquor Control Commission within 60 days of the date of employment and be included in the proof of completion of server training maintained on the licensed premises at all times.

traffic, excluding any lanes that are used primarily for turning purposes and any lanes in which parking is allowed at any time.”

The customary survey and investigation conducted by the Commission's Enforcement Division relative to this request reflects that there are two (2) existing SDD licensed outlets located within 2,640 feet of the applicant's proposed SDD licensed establishment: 7-Eleven, Inc. holds an SDD license 1,574 feet away at 1650 Crooks, Troy, Oakland County, and is separated from the applicant by Crooks and by Maple; and Hollywood Super Market, Inc. holds an SDD license 2,126 feet away at 2670 W. Maple, Troy, Oakland County, and is separated from the applicant by Maple. The investigation further reveals that both Crooks and Maple are identified as major thoroughfares as defined in Commission Rule 436.1001(k); supra; inasmuch as both consist of not less than four (4) lanes for through traffic and the applicant has submitted a written request for a waiver of Commission Rule 436.1133; supra; under subsection “c” relative to both existing SDD licensed outlets.

Letters of notification were released to the aforementioned existing SDD licensed outlets notifying them of the applicant's request and a letter objecting to the applicant's request was submitted to the Commission by Elaine Pohl, legal counsel on behalf of 7-Eleven, Inc.

Therefore, at a meeting held on July 22, 2009 the Commission denied the applicant's request pursuant to Commission Rule 436.1133; supra; inasmuch as there are existing SDD licensees located within 2,640 feet of the applicant's proposed location.

A timely request for a hearing in this matter relative to the Commission's denial of the subject SDD license was received from legal counsel on behalf of the applicant and prior to the hearing being held a letter was submitted to the Commission on September 16, 2009 by Stephen Ormond, legal counsel on behalf of 7-Eleven, Inc., withdrawing opposition to the applicant's request.

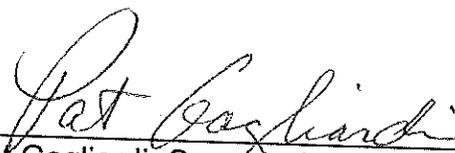
Thus, in arriving at its decision in this matter, the Commission has considered the application file and investigative reports relative to this request and withdrawal of objection submitted on behalf of 7-Eleven, Inc. which said objection served as the basis of the Commission's denial of the applicant's request.

Based upon such review, the Commission finds that the determination made through the survey and investigation conducted by its Enforcement Division indicates that the applicant's proposed SDD location is within 2,640 feet of two (2) existing SDD licensed outlets: 7-Eleven, Inc. and Hollywood Super Market, Inc. The Commission also finds that the applicant's site does qualify for a waiver of the 2,640-foot proximity restriction of Commission Rule 436.1133; supra; under the exception found in subsection “c” relative to both aforementioned existing SDD outlets based upon the existence of a separation by

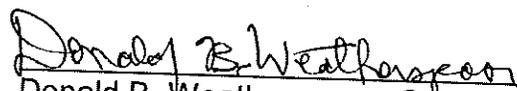
Further, it is the Order of the Commission that failure to provide documentary proof within 12 months from issuance of the SDD license to Wal-Mart Stores East, Limited Partnership at this location that all managers and all employees involved in the sale of alcoholic beverages on the licensed premises have successfully completed a server training program acceptable to the Michigan Liquor Control Commission shall result in the licensee being charged with failure to comply with this Order which may result in fines, suspension and/or revocation of the SDD and SDM licenses issued.

Dated: October 22, 2009

Nida R. Samona, Chairperson



Pat Gagliardi, Commissioner



Donald B. Weatherspoon, Commissioner