

FISCAL YEAR 2009

ALIMENTATION COUCHE-TARD INC.
MANAGEMENT DISCUSSION & ANALYSIS
52-week period ended April 26, 2009

Management's Discussion and Analysis

The purpose of this Management's Discussion and Analysis (MD&A) is, as required by regulators, to explain management's point of view on Alimentation Couche-Tard Inc.'s (Couche-Tard) financial condition and results of operations as well as the performance for fiscal year ended April 26, 2009. More specifically, it aims to let the reader better understand our development strategy, performance in relation to objectives, future expectations and how we address risk and manage our financial resources. This MD&A also provides information to improve the reader's understanding of the consolidated financial statements and related notes. It should therefore be read in conjunction with those documents. By "we", "our", "us" and "the Company", we refer collectively to Couche-Tard and its subsidiaries.

Except where otherwise indicated, all financial information reflected herein is expressed in United States dollars (US dollars) and determined on the basis of Canadian generally accepted accounting principles (Canadian GAAP). We also use measures in this MD&A that do not comply with Canadian GAAP. When such measures are presented, they are defined and the reader is informed. You should read the following MD&A in conjunction with the annual consolidated financial statements and related notes included in Couche-Tard's 2009 Annual Report (2009 annual report), which, along with additional information relating to Couche-Tard, including the latest Annual Information Form, is available on SEDAR at www.sedar.com, on the SEC's website at www.sec.gov and on the Company's website at www.couche-tard.com.

Forward-Looking Statements

This MD&A includes certain statements that are "forward-looking statements" within the meaning of the securities laws of Canada and the United States. Any statement in this MD&A that is not a statement of historical fact may be deemed to be a forward-looking statement. When used in this MD&A, the words "believe", "intend", "expect", "estimate" and other similar expressions are generally intended to identify forward-looking statements. It is important to know that the forward-looking statements in this MD&A describe our expectations as at July 14, 2009, which are not guarantees of future performance of Couche-Tard or its industry, and involve known and unknown risks and uncertainties that may cause Couche-Tard's or the industry's outlook, actual results or performance to be materially different from any future results or performance expressed or implied by such statements. Our actual results could be materially different from our expectations if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. A change affecting an assumption can also have an impact on other interrelated assumptions, which could increase or diminish the effect of the change. As a result, we cannot guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements do not take into account the effect that transactions or special items announced or occurring after the statements are made may have on our business. For example, they do not include the effect of sales of assets, monetizations, mergers, acquisitions, other business combinations or transactions, asset write-downs or other charges announced or occurring after forward-looking statements are made.

Unless otherwise required by applicable securities laws, Couche-Tard disclaims any intention or obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

The foregoing risks and uncertainties include the risks set forth under "Business Risks" as well as other risks detailed from time to time in reports filed by Couche-Tard with securities regulators in Canada and the United States.

Our Business

We are the leader in the Canadian convenience store industry. With respect to our positioning in North America, we are the second-largest independent convenience store operator (whether integrated with a petroleum company or not) in terms of number of stores.

Our network is comprised of 5,443 convenience stores throughout North America, including 3,646 stores with motor fuel dispensing. We are present in 11 North American markets, including eight in the United States covering 34 states and three in Canada covering ten provinces. More than 48,000 people are employed throughout our network and at the service offices.

Our mission is to offer our clients outstanding service by developing a customized and friendly relationship while still finding ways to surprise them on a daily basis. In this regard, we strive to meet the demands and needs of our clientele based on their regional requirements. To do so, we offer consumers food and beverage items, motor fuel and other high-quality products and services designed to meet clients' demands in a clean and welcoming environment. Our positioning in the industry stems primarily from the success of our business model, which is based on a decentralized management structure, an ongoing assessment of best practices and operational expertise that is enhanced by our experience in the various regions of our network. Our positioning is also a result of our focus on in-store merchandise, as well as our continued investments in our IMPACT program and the technological development of our stores.

The convenience store sector is fragmented and in a consolidation phase. Economies of scale are now essential to succeed in this business sector. We are participating in this process through our acquisitions and the market shares we gain when competitors close sites and when we improve our offering and we believe that it is still possible for industry participants with a good financial position such as Couche-Tard to maintain sustained growth, especially in the current difficult economic conditions. However, as for acquisitions, they have to be concluded at reasonable conditions in order to create value for the Company and its shareholders. Therefore, we do not favor store count growth to the detriment of profitability.

2009 Overview

Net earnings amounted to \$253.9 million for fiscal 2009, up 34.1% over fiscal 2008 due to improved motor fuel margins in the United States, recently acquired stores, growth of same-store merchandise sales, increased same-store motor fuel volume in Canada, sound management of operating expenses and a decrease in financial expenses. These positive items were partially offset by difficult economic conditions in some of our markets which contributed to the decrease in our merchandise and service gross margin and to the decrease in same-store motor fuel volume in the United States.

Partnership

In connection with our commercial partnership with Irving Oil which was put in place during the first quarter of fiscal 2009, we have integrated 125 Irving stores in Canada (118 company-operated stores and seven affiliated stores) and 124 in the U.S. during fiscal 2009, bringing the total number of integrated stores under this agreement to 249. In addition, pursuant to this commercial partnership, another 23 Irving stores located in the United States were added. These 23 stores were integrated with our network during the second, third and fourth quarters of fiscal 2009.

Business acquisitions

During fiscal 2009, we made the following business acquisitions:

- Effective April 29, 2008, we acquired 15 company-operated stores from Speedway Superamerica LLC. These stores operate under the Speedway banner in central Illinois, United States;
- Effective July 8, 2008, we acquired 70 company-operated stores from Spirit Energy, LLC. These stores operate under the Convenient Food Mart banner in the St. Louis, Missouri area and the nearby central Illinois area in the United States;
- Effective February 5, 2009, we acquired 13 company-operated stores located in the Province of Quebec, Canada from Exploitation Quali-T inc., a subsidiary of Groupe Therrien.
- Effective February 10, 2009, we acquired seven company-operated stores from Gate Petroleum Company. These stores operate under the Gate banner in the Greensboro and Raleigh regions of North Carolina, United States;
- During the fiscal year, we also acquired two other stores through two distinct transactions.

Franchises

On January 30, 2009, following the sale, by ConocoPhillips Company, of 314 stores they were operating under the Circle K banner pursuant to franchise agreements, we signed, with the buyers, Convenience Retailers LLC and PCF Saleco, LLC, new franchise agreements for the same stores. In addition, on January 26, 2009, we concluded another franchise agreement with Jump Oil Company for the conversion of 45 of their stores operated in Missouri, United States to the Circle K brand.

Share repurchase programs

1) Program effective August 8, 2007, which expired August 7, 2008

During fiscal 2009, under this program, we repurchased 8,800 Class A multiple voting shares at an average cost of Cdn\$10.91 and 1,904,100 Class B subordinate voting shares at an average cost of Cdn\$10.83. On a cumulative basis since the implementation of this program, we have repurchased a total of 2,125,400 Class A multiple voting shares at an average cost of Cdn\$15.04 and 5,949,706 Class B subordinate voting shares at an average cost of Cdn\$15.18.

2) Program effective August 8, 2008, expiring at the latest on August 7, 2009

On August 8, 2008, we implemented a second share repurchase program to repurchase up to 2,693,860 of the 53,877,212 Class A multiple voting shares and up to 14,031,210 of the 140,312,108 Class B subordinate voting shares issued and outstanding as at July 29, 2008 (representing 5.0% of the Class A multiple voting shares issued and outstanding and 10.0% of the Class B subordinate voting shares of the public float, as defined by applicable rules, as at that date, respectively). In accordance with the Toronto Stock Exchange requirements, a maximum daily repurchase of the greater of: 25.0% of the daily trading averages for the six months preceding July 29, 2008 and 1,000 shares can be made. When making such repurchases, the number of Class A multiple voting shares and of Class B subordinate voting shares in circulation is reduced and the proportionate interest of all remaining shareholders in the Company's share capital is increased on a pro rata basis. The share repurchase period will end no later than August 7, 2009. All shares repurchased under the share repurchase program are cancelled upon repurchase.

During fiscal 2009 and since the implementation of this program, we have repurchased a total of 15,300 Class A multiple voting shares at an average cost of Cdn\$13.17 and 7,483,400 Class B subordinate voting shares at an average cost of Cdn\$13.02. Security holders may obtain a copy of the notice filed with the Toronto Stock Exchange, without charge, by contacting the Corporate Secretary of Couche-Tard at 1600, St-Martin Blvd. East, Tower B, 2nd Floor, Laval, Québec, H7G 4S7.

New credit agreements

On June 13, 2008 and March 24, 2009, we entered into two new credit agreements consisting of revolving unsecured credit facilities of a maximum amount of \$310.0 million and \$40.0 million, respectively, with terms and conditions similar to those of the other facility we already had as at April 27, 2008. The terms and conditions of the new facilities are described in Note 16a) of the consolidated financial statements included in the 2009 Annual Report.

Dividends

On July 14, 2009, the Board of Directors approved and declared a quarterly dividend of Cdn\$0.035 per share for the fourth quarter of fiscal 2009 to shareholders on record as at July 23, 2009, and approved its payment for July 30, 2009. These are eligible dividends within the meaning of the *Income Tax Act*.

Corporate credit rating

Effective August 28, 2008, Standard & Poor's credit rating agency raised our long-term corporate credit rating from BB to BB+. The upgrade reflects our resilient operating performance and credit metrics during the current difficult market conditions. As per Standard & Poor's, the revised rating is supported by our strong market position in the North American convenience store segment, the solid performance of our merchandising programs and by management's proven track record of integrating acquisitions.

Outstanding shares and stock options

As at July 10, 2009 Couche-Tard had 53,708,112 Class A multiple voting shares and 131,593,824 Class B subordinate voting shares issued and outstanding. In addition, as at the same date, Couche-Tard had 8,810,823 outstanding stock options for the purchase of Class B subordinate voting shares.

International economic crisis

In view of the current global economic crisis, we are keeping even closer tabs on our risk management strategy, performance and expenditures. As stated in previous communications, some of our markets are affected by the crisis. During fiscal years 2008 and 2009, although our results have remained more than satisfying, we nevertheless felt head winds in the growth of internal merchandise revenues, motor fuel volumes and gross margin. Given the breadth of the financial crisis and widespread belief that the economic situation will not improve before a few months, we will continue to manage prudently, to focus on customer service, invest in our stores and monitor acquisition opportunities. We are confident that our team will make the best of the situation in order to maintain maximum network performance and transform adversity into opportunities.

We believe the Company is well positioned to face this reality for the following reasons:

- 1) Operating activities continue to generate significant net cash flows with \$502.8 million for fiscal year 2009;
- 2) The Company has a solid balance sheet as at April 26, 2009:
 - a) Cash position of \$173.3 million;
 - b) A positive working capital of \$30.0 million;
 - c) Approximately \$600.0 million are available under our credit facilities;
 - d) Borrowed amounts on credit facilities and the unsecured subordinate debt will come to maturity only in fiscal 2013 and fiscal 2014, respectively;
 - e) The Company is respecting all its restrictive covenants;
 - f) The Company's debt ratios and financial expenses coverage ratio are healthy:
 - a. net interest-bearing debt/total capitalization ratio: 0.30:1;
 - b. net interest-bearing debt/EBITDA ratio: 0.98:1;
 - c. EBITDA/financial expenses ratio: 16.24:1.
- 3) We have taken and will continue to take effective measures to preserve cash and sustain performance, while maintaining our future growth perspectives:
 - a) Tight control of capital expenditures;
 - b) Constant monitoring of operating, selling, administrative and general expenses.

Based on our assessment of the current situation, we do not expect liquidities to be an issue over the next 12 months and do not foresee any other short-term problems that may compromise the normal course of business over that same period.

Subsequent event

On May 28, 2009, we closed the acquisition of 43 company-operated stores in Phoenix, Arizona, United States from ExxonMobil Corporation (ExxonMobil). The land and buildings of ten of these sites will be leased. As per the agreement, ExxonMobil also transferred to Couche-Tard the "On the Run" trademark rights in the United States as well as 450 franchised stores operating under this trademark in the United States.

Exchange rate data

We report in US dollars given the predominance of our operations in the United States and our US dollar denominated debt.

The following table sets forth information about exchange rates based upon the Bank of Canada closing rates expressed as US dollars per Cdn\$1.00:

	12-week periods ended		52-week periods ended		
	April 26, 2009	April 27, 2008	April 26, 2009	April 27, 2008	April 29, 2007
Average for period ^(a)	0.8020	0.9947	0.8760	0.9773	0.8789
Period end	0.8267	0.9840	0.8267	0.9840	0.8961

(a) Calculated by taking the average of the closing exchange rates of each day in the applicable period.

As we use the US dollar as our reporting currency, in our consolidated financial statements and in the present document, unless indicated otherwise, results from our Canadian and corporate operations are translated into US dollars using the average rate for the period. Variances and explanations related to variations in the foreign exchange rate and the volatility of the Canadian dollar which we discuss in the present document are therefore related to the translation in US dollars of our Canadian and corporate operations results and do not have a true economic impact on our performance since most of the Company's consolidated revenues and expenses are received or denominated in the functional currency of the markets in which it does business. Accordingly, our sensitivity to variations in foreign exchange rates is economically limited.

Accounting changes

Inventories

On April 28, 2008, we adopted the Canadian Institute of Chartered Accountants (CICA) Handbook Section 3031, "Inventories", which replaces Section 3030 of the same name. The new section provides guidance on the basis and method of measurement of inventories and allows for reversal of previous write downs if an increase in value of these inventories occurs. The Section also establishes new standards on disclosure of accounting policies used, carrying amounts, amounts recognized as an expense, write downs and the amount of any reversal of any write downs. This new standard aligns accounting for inventories under Canadian GAAP with International Financial Reporting Standards (IFRS). The adoption of this new Section had no impact on our consolidated financial results.

Credit risk and the fair value of financial assets and financial liabilities

On January 20, 2009, we adopted retrospectively and without restatement of prior periods financial statements the recommendations of the Emerging Issues Committee (EIC) of the CICA relating to Abstract 173 (EIC-173), "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities". These recommendations provide guidance in determining the fair value of financial assets and financial liabilities, including derivative instruments. EIC-173 stipulates that an entity's own credit risk and the credit risk of the counterparty should be taken into consideration in determining the fair value of these items. The adoption of these new recommendations had no impact on our consolidated financial results.

Income Statement Categories

Merchandise and Service Revenues. In-store merchandise revenues are comprised primarily of the sale of tobacco products, beer/wine, grocery items, candy, snacks, various beverages and fresh food offerings, including quick service restaurants (QSRs). Service revenues include fees from automatic teller machines, sales of calling cards and gift cards, revenues from car washes, the commission on sale of lottery tickets and issuance of money orders, fees for cashing cheques as well as sales of postage stamps and bus tickets. Service revenues also include franchise fees, license fees from affiliates and royalties from franchisees.

Motor Fuel Revenues. We include in our revenues the total dollar amount of motor fuel sales, including any imbedded taxes, if we take ownership of the motor fuel inventory. In the United States, in some instances, we purchase motor fuel and sell it to certain independent store operators at cost plus a mark-up. We record the full value of these revenues (cost plus mark-up) as motor fuel revenues. Where we act as a selling agent for a petroleum distributor, only the commission we have earned is recorded as revenues. Gross profit from motor fuel is derived by deducting the cost of the motor fuel from the motor fuel revenues, except for commission stores where the gross profit is equal to the recorded commission from the sale.

Gross Profit. Gross profit consists mainly of revenues less the cost of goods and motor fuel sold. For in-store merchandise, the cost of inventory is generally determined using the retail method (retail price less a normal margin), and for motor fuel, it is determined using the average cost method.

Operating, Selling, Administrative and General Expenses. The primary components of operating, selling, administrative and general expenses are labour, occupancy costs, electronic payment modes fees, commissions to dealers and overhead and include advertising expenses that are charged to earnings as incurred.

Key performance indicators used by management, which can be found under "Selected Consolidated Financial Information - Other Operating Data", are merchandise and service gross margin, growth of same-store merchandise revenues, motor fuel gross margin and growth of same-store motor fuel volume.

Summary of changes in our stores during the fourth quarter and fiscal year ended April 26, 2009

The following table presents certain information regarding changes in our stores over the 12-week period ended April 26, 2009 (fourth quarter of 2009) and the 52-week period ended the same date (fiscal year 2009):

	12-week period ended April 26, 2009			52-week period ended April 26, 2009		
	Company-operated stores	Affiliated stores	Total	Company-operated stores	Affiliated stores	Total
Number of stores, beginning of period	4,370	1,074	5,444	4,068	1,051	5,119
Acquisitions	21	-	21	107	-	107
Openings / constructions / additions ⁽¹⁾	32	18	50	311	78	389
Closures / withdrawals	(28)	(44)	(72)	(91)	(81)	(172)
Number of stores, end of period	4,395	1,048	5,443	4,395	1,048	5,443

(1) Includes stores added to our network through the partnership agreement with Irving Oil.

During the year, we also implemented our IMPACT program in 211 company-operated stores (81 during the fourth quarter). As a result, 61.0% of our company-operated stores have now been converted to our IMPACT program.

Summary analysis of consolidated results for the fourth quarter of fiscal 2009

The following table highlights certain information regarding our operations for the 12-week periods ended April 26, 2009 and April 27, 2008:

(In millions of US dollars, unless otherwise stated, unaudited)

	12-week period ended	12-week period ended	Change %
	April 26, 2009	April 27, 2008	
Revenues	2,994.0	3,705.8	(19.2)
Operating income	62.4	23.8	162.2
Net earnings	38.0	15.5	145.2
Selected Operating Data:			
Merchandise and service gross margin ⁽¹⁾ :			
Consolidated	33.6%	33.7%	(0.1)
United States	33.6%	33.2%	0.4
Canada	33.8%	34.7%	(0.9)
Growth of same-store merchandise revenues ^{(2) (3)} :			
United States	3.3%	0.1%	
Canada	2.8%	2.2%	
(Decrease) growth of same-store motor fuel volume ⁽³⁾ :			
United States	(4.1%)	0.9%	
Canada	2.2%	5.8%	
Motor fuel gross margin ⁽³⁾ :			
United States (cents per gallon)	11.38	10.02	13.6
Canada (Cdn cents per litre)	5.62	5.25	7.0

(1) Includes other revenues derived from franchise fees, royalties and rebates on some purchases by franchisees and licensees.

(2) Excludes other revenues derived from franchise fees, royalties and rebates on some purchases by franchisees and licensees. Growth in Canada is calculated based on Canadian dollars.

(3) For company-operated stores only.

For the 12-week period ended April 26, 2009, we achieved revenues of \$3.0 billion, compared with \$3.7 billion for the same period in fiscal 2008, a decrease of 19.2% or \$711.8 million. Of this amount, \$903.0 million is due to a lower retail price at the pump compared to the fourth quarter of fiscal 2008 and \$145.8 million is due to the depreciation of the Canadian dollar against its U.S. counterpart. These decreases were partially offset by additional revenues of \$384.0 million generated by acquisitions. We recorded 79.7% of our revenues in the United States, compared with 81.5% in the fourth quarter last fiscal year.

Growth of same-store merchandise revenues in the United States stood at 3.3%, of which 2.7% is due to the positive effect of the federal tax increase on tobacco products during the fourth quarter of 2009 while the remaining increase is due to the ability of our business units to put forward a product mix allowing them to maintain revenues as well as gross margin. As for the Canadian market, the 2.8% increase in same-store merchandise revenues is chiefly due to our merchandising strategy.

Same-store motor fuel volume dropped by 4.1% in the United States and rose 2.2% in Canada. The poor performance in the United States can be explained by the unfavourable economic climate affecting some of our business units. However, the trend shows improvement compared to previous quarters.

During the fourth quarter of fiscal 2009, the merchandise and service gross margin stood at 33.6%, compared with 33.7% in the fourth quarter of fiscal 2008. In the United States, gross margin rose to 33.6% in the fourth quarter of 2009, an increase compared with 33.2% in fiscal 2008, due to the implementation of our Impact conversion program in a growing number of stores, a more favorable product-mix as well as our merchandising strategies. In Canada, the margin fell to 33.8%, from 34.7% in fiscal year 2008. The performance in Canada is mainly the result of a merchandising strategy in tune with market competitiveness and economic conditions within each market as well as a less favourable product. Finally, some recent acquisitions in Canada and the United States posted a lower gross margin than the existing network thereby lowering the overall gross margin. This situation should improve as our integration and improved supply terms strategies are implemented.

Motor fuel gross margin for our company-operated stores in the United States rose 1.36¢ per gallon, from 10.02¢ per gallon in the fourth quarter of fiscal 2008 to 11.38¢ per gallon this quarter. In Canada, the margin rose, reaching Cdn5.62¢ per litre compared with Cdn5.25¢ per litre for the corresponding quarter in fiscal 2008.

Net earnings

We closed the fourth quarter of 2009 with net earnings of \$38.0 million or \$0.20 per share (same per share on a diluted basis), compared with \$15.5 million for the corresponding period of fiscal 2008 (\$0.08 per share on a diluted basis), an increase of \$22.5 million, or 145.2%. The net earnings for the fourth quarter of 2009 chiefly reflects the performance of acquisitions, greater motor fuel gross margins, increased same-store merchandise revenues, growth in same-store motor fuel volume in Canada, sound management of operating expenses and decreased financial expenses. These positive items were partially offset by a decrease of same-store motor fuel volumes in the United States, a weakening Canadian dollar, the slight decline in the merchandise and service consolidated gross margin as well as a higher income tax expenses.

Selected Consolidated Financial Information

The following table highlights certain information regarding our operations for the 52-week periods ended April 26, 2009, April 27, 2008 and April 29, 2007:

(In millions of US dollars, unless otherwise stated)

	52-week periods ended		
	April 26, 2009	April 27, 2008	April 29, 2007
Statement of Operations Data:			
Merchandise and service revenues ⁽¹⁾ :			
United States	3,742.6	3,476.3	3,116.6
Canada	1,673.8	1,724.4	1,500.4
Total merchandise and service revenues	5,416.4	5,200.7	4,617.0
Motor fuel revenues:			
United States	8,865.2	8,891.6	6,514.6
Canada	1,499.5	1,277.7	955.8
Total motor fuel revenues	10,364.7	10,169.3	7,470.4
Total revenues	15,781.1	15,370.0	12,087.4
Merchandise and service gross profit ⁽¹⁾ :			
United States	1,226.2	1,146.5	1,046.9
Canada	574.9	601.1	526.6
Total merchandise and service gross profit	1,801.1	1,747.6	1,573.5
Motor fuel gross profit:			
United States	545.6	393.9	372.1
Canada	89.9	82.0	58.9
Total motor fuel gross profit	635.5	475.9	431.0
Total gross profit	2,436.6	2,223.5	2,004.5
Operating, selling, administrative and general expenses	1,848.8	1,738.9	1,512.4
Depreciation and amortization of property and equipment and other assets	183.0	172.5	133.8
Operating income	404.8	312.1	358.3
Net earnings	253.9	189.3	196.4
Other Operating Data:			
Merchandise and service gross margin ⁽¹⁾ :			
Consolidated	33.3%	33.6%	34.1%
United States	32.8%	33.0%	33.6%
Canada	34.3%	34.9%	35.1%
Growth of same-store merchandise revenues ^{(2) (3)} :			
United States	0.6%	2.5%	3.3%
Canada	2.2%	4.0%	2.6%
Motor fuel gross margin ⁽³⁾ :			
United States (cents per gallon)	17.55	13.58	14.90
Canada (Cdn cents per litre)	4.97	5.08	4.31
Volume of motor fuel sold ⁽⁴⁾ :			
United States (millions of gallons)	3,214.9	3,019.9	2,609.0
Canada (millions of litres)	2,059.0	1,655.0	1,554.5
(Decrease) growth of same-store motor fuel volume ⁽³⁾ :			
United States	(6.4%)	(0.2%)	2.9%
Canada	3.7%	6.3%	4.8%
Per Share Data:			
Basic net earnings per share (dollars per share)	1.31	0.94	0.97
Diluted net earnings per share (dollars per share)	1.29	0.92	0.94
Balance Sheet Data:			
Total assets	3,255.9	3,320.6	3,043.2
Interest-bearing debt	749.2	842.2	870.0
Shareholders' equity	1,326.0	1,253.7	1,145.4
Ratios			
Net interest-bearing debt/total capitalization ⁽⁵⁾	0.30:1	0.33:1	0.39:1
Net interest-bearing debt/EBITDA ⁽⁶⁾	0.98:1	1.29:1	1.48:1

(1) Includes other revenues derived from franchise fees, royalties and rebates on some purchases by franchisees and licensees.

(2) Does not include services and other revenues (as described in footnote 1 above). Growth in Canada is calculated based on Canadian dollars.

(3) For company-operated stores only.

(4) Includes volume of franchisees and dealers.

(5) This ratio is presented for information purposes only and represents a measure of financial condition used especially in financial circles. It represents the following calculation: long-term interest-bearing debt, net of cash and cash equivalents and temporary investments, divided by the addition of shareholders' equity and long-term debt, net of cash and cash equivalents and temporary investments. It does not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public companies.

(6) This ratio is presented for information purposes only and represents a measure of financial condition used especially in financial circles. It represents the following calculation: long-term interest-bearing debt, net of cash and cash equivalents and temporary investments, divided by EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization). It does not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public companies.

Analysis of consolidated results for the fiscal year ended April 26, 2009

Revenues

Our revenues amounted to \$15.8 billion in fiscal 2009, up \$411.1 million, an increase of 2.7%, of which \$1.6 billion was attributable to acquisitions, further complemented by the growth of same-store merchandise revenues in the United States and Canada, as well as the growth in same-store motor fuel volume in Canada. These positive items were partially offset by a drop in same-store motor fuel volumes in the United States, a \$411.0 million decrease in revenues related to the drop in motor fuel retail price as compared to last year, and the \$310.6 million decrease created by the weakening Canadian dollar. The proportion of our business in the United States was 79.9% compared with 80.5% in fiscal 2008.

More specifically, the growth of merchandise and service revenues for fiscal 2009 was \$215.7 million or 4.1%, of which \$335.3 million was generated by acquisitions, partially offset by the \$170.5 million decrease related to the depreciation of the Canadian dollar against its U.S. counterpart. Internal growth, as measured by the growth in same-store merchandise revenues, was 0.6% in the United States and 2.2% in Canada. Growth in the United States is chiefly due to the positive effect of the federal tax increase on tobacco products during the fourth quarter of fiscal 2009, as well as the ability of our business units to put forward a product mix allowing them to maintain revenues as well as gross margin. These growth factors were partially offset by the impact of poor economic conditions in certain U.S. markets. As for the Canadian market, the internal growth is chiefly due to our merchandising strategy.

Motor fuel revenues increased \$195.4 million or 1.9% in fiscal 2009, of which \$1.2 billion or 463.1 million of gallons stems from acquisitions. This increase was partially offset by a \$411.0 million drop in motor fuel revenues due to a lower average retail price at the pump in our U.S. and Canadian company-operated stores, as shown in the following table:

Quarter	1 st	2 nd	3 rd	4 th	Weighted average
52-week period ended April 26, 2009					
United States (US dollars per gallon)	3.91	3.67	2.00	1.95	2.78
Canada (Cdn cents per litre)	122.66	114.37	78.05	78.67	95.63
52-week period ended April 27, 2008					
United States (US dollars per gallon)	2.98	2.73	2.96	3.22	2.97
Canada (Cdn cents per litre)	98.49	92.35	95.92	103.69	97.43

The same-store motor fuel volume fell 6.4% in the United States and rose 3.7% in Canada. In the United States, the decrease is not only due to poor economic conditions affecting some business units but also to the overall decline in consumer demand resulting from the sharp increase in retail prices at the pump during the first half of fiscal 2009. The depreciation of the Canadian dollar against its U.S. counterpart accounts for a decrease in revenues of \$140.1 million.

Gross profit

The merchandise and service gross margin was 33.3% in fiscal 2009, down 0.3% compared with 33.6% in fiscal 2008. In the United States, the gross margin was 32.8%, a slight decrease from 33.0% last fiscal year. In Canada, the margin fell 0.6% to 34.3%. This drop in the consolidated gross margin is due to three factors: 1) some recent acquisitions posted a lower gross margin than the existing network thereby lowering the overall gross margin. This situation should improve as our integration and improved supply terms strategies are implemented; 2) a merchandising strategy in tune with market competitiveness and economic conditions within each market; 3) a normal increase in inventory spoilage resulting from our strategy to boost our offer of fresh products in stores. Once again, we believe this situation will stabilize itself as the new programs reach their maturity.

The motor fuel gross margin for our company-operated stores in the United States increased 3.97¢ per gallon, from 13.58¢ per gallon last year to 17.55¢ per gallon this year. In Canada, the gross margin dropped slightly, reaching Cdn4.97¢ per litre compared with Cdn5.08¢ per litre in fiscal 2008. The motor fuel gross margin of our company-operated stores in the United States as well as the impact of expenses related to electronic payment modes for the last eight quarters, starting with the first quarter of fiscal year ending April 27, 2008, were as follows:

(US cents per gallon)

Quarter	1 st	2 nd	3 rd	4 th	Weighted average
52-week period ended April 26, 2009					
Before deduction of expenses related to electronic payment modes	15.55	24.88	18.21	11.38	17.55
Expenses related to electronic payment modes	5.07	4.94	3.15	3.10	3.96
After deduction of expenses related to electronic payment modes	10.48	19.94	15.06	8.28	13.59
52-week period ended April 27, 2008					
Before deduction of expenses related to electronic payment modes	16.73	13.04	14.38	10.02	13.58
Expenses related to electronic payment modes	4.15	3.82	3.98	4.02	3.99
After deduction of expenses related to electronic payment modes	12.58	9.22	10.40	6.00	9.59

Operating, selling, administrative and general expenses

For fiscal 2009, operating, selling, administrative and general expenses rose by 6.3% compared with fiscal 2008. Expenses increased by 8.0% because of acquisitions while they decreased by 2.9% because of the weakening Canadian dollar and 0.4% because of the decrease in electronic payment modes expenses. The remaining variance of 1.6% is mainly due to a normal increase in operating expenses caused by inflation, partially offset by our management of other controllable expenses.

Earnings before interests, taxes, depreciation and amortization [EBITDA] ¹

EBITDA was \$587.8 million, up 21.3% compared with last year. Acquisitions account for \$19.6 million of this amount.

Depreciation and amortization of property and equipment and other assets

For fiscal year 2009, the depreciation expense increased because of the investments made through acquisitions and the ongoing implementation of the IMPACT program within our network, partially offset by the impact of sale and leaseback transactions completed during fiscal 2008.

Financial expenses

Financial expenses were down \$18.4 million compared with fiscal 2008. This decrease is due to the combined reduction in our average borrowings and interest rates.

Income taxes

The income tax rate for fiscal year 2009 is 31.1% compared to 26.5% for fiscal 2008 which was positively impacted by the reversal of the unusual income tax expense related to Bill 15 in the Province of Québec. Excluding this unusual item, the income tax rate for fiscal year 2008 would have been 30.3%. As for the fiscal 2009 income tax rate, it was negatively affected by a non-recurring income tax expense related to a corporate reorganization undertaken in the second quarter as well as a less advantageous apportionment of taxable income among the various jurisdictions that have different income tax rates. As we previously stated, the benefits of the reorganization should continue to positively impact the income tax rate during the next quarters.

Net earnings

We closed fiscal 2009 with net earnings of \$253.9 million, which equals \$1.31 per share or \$1.29 per share on a diluted basis compared with \$189.3 million last year (\$0.94 per share on a diluted basis), an increase of \$64.6 million or 34.1%.

Financial Position as at April 26, 2009

As shown by our indebtedness ratios included in the “Selected Consolidated Financial Information” section and our net cash from operating activities, our financial position is excellent.

Our total consolidated assets stood at \$3,255.9 million as at April 26, 2009, down \$64.7 million compared with the previous fiscal year, chiefly due to the weakening Canadian dollar against its U.S. counterpart.

Shareholders' equity was \$1,326.0 million as at April 26, 2009, up \$72.3 million resulting mainly from net earnings of \$253.9 million, partially offset by the decrease of \$67.7 million in accumulated other comprehensive income due to exchange rate fluctuations, by the repurchase and cancellation of shares totalling \$94.3 million and \$24.1 million in dividends paid. The net interest-bearing debt to total capitalization ratio stood at 0.30:1 versus 0.33:1 as at April 27, 2008.

Liquidity and Capital Resources

Our principal source of liquidity is net cash provided by operating activities and ours credit facilities. Our principal uses of cash are to finance our capital expenditures, pay dividends, meet debt service requirements and provide for working capital. We expect that cash available from operations together with borrowings available under our revolving unsecured credit facilities as well as potential sale and leaseback transactions will be adequate to meet our liquidity needs in the foreseeable future.

¹ Earnings before interests, taxes, depreciation and amortization is not a performance measure defined by Canadian GAAP, but management, investors and analysts use this measure to evaluate our operating and financial performance. Note that our definition of this measure may differ from the ones used by other companies.

We have three credit agreements consisting of revolving unsecured credit facilities, each having a maximum amount of \$650.0 million, \$310.0 million and \$40.0 million that could be extended each year by an additional year at our request and with the consent of the lenders. The credit facilities will mature September 22, 2012 and are available in the following forms:

- term revolving unsecured operating credits, available i) in Canadian dollars, ii) in US dollars, iii) in the form of Canadian dollars bankers' acceptances, with stamping fees and iv) in the form of standby letters of credit not exceeding \$50.0 million or the equivalent in Canadian dollars, with applicable fees. Depending on the form and the currency of the loan, the amounts borrowed bear interest at variable rates based on the Canadian prime rate, the banker's acceptance rate, the U.S. base rate or the LIBOR rate plus a variable margin; and
- unsecured lines of credit in the maximum amount of \$50.0 million, available in Canadian or US dollars, bearing interest at variable rates based, depending on the form and the currency of the loan, on the Canadian prime rate, the U.S. prime rate or the U.S. base rate plus a variable margin.

Under these credit agreements, we must maintain certain financial ratios and comply with certain restrictive covenants.

As at April 26, 2009, approximately \$600.0 million were available under the terms of the credit agreements and we were in compliance with the restrictive covenants and ratios imposed by the credit agreements at that date.

Derivative financial instruments designated as hedges of the subordinated unsecured debt

During fiscal 2009, two of the interest rate swap agreements we held as at April 27, 2008 were terminated by the counterparties in exchange for the payment of penalties on their part for a total amount of \$9.4 million. Following the termination of these swaps, we discontinued the related hedge accounting and the fair value of these swaps on the balance sheet was reversed as at the termination date. The fair value of the swaps that was allocated to the subordinated unsecured debt is presented as an integral part of it and is amortized using the effective rate method.

Pursuant to the terminations, we now have one interest rate swap agreement with a bank under which we pay interest on \$100.0 million at a rate of LIBOR plus a rate factor of 2.98%. The interest rate is reset every six months over the term of the agreement. The swap agreement, which expires on December 15, 2013, provides that the bank has the right to terminate its arrangement with the payment of a termination fee if terminated before December 15, 2011 and, if terminated after that date, without payment of a termination fee. We formally document and designate each derivative financial instrument as a hedge of our subordinated unsecured debt. We determine that this derivative financial instrument is an effective hedge, at the time of the establishment of the hedge and for the duration of the instrument, since the date to maturity, the reference amount and interest rate of the instrument correspond to all the conditions of the debt.

Selected Consolidated Cash Flow Information

(in millions of US dollars)	52-week period ended	52-week period ended	Change
	April 26, 2009	April 27, 2008	\$
Operating activities			
Cash flows ⁽¹⁾	450.1	359.2	90.9
Other	52.7	0.6	52.1
Net cash provided by operating activities	502.8	359.8	143.0
Investing activities			
Purchase of property and equipment, net of proceeds from the disposal of property and equipment	(222.4)	(259.3)	36.9
Business acquisitions	(80.8)	(70.7)	(10.1)
Proceeds from sale and leaseback transactions	19.8	172.4	(152.6)
Other	(13.2)	(2.8)	(10.4)
Net cash used in investing activities	(296.6)	(160.4)	(136.2)
Financing activities			
Net decrease in long-term debt	(116.5)	(14.3)	(102.2)
Share repurchase	(99.5)	(101.3)	1.8
Cash dividends paid	(24.1)	(25.6)	1.5
Interest rate swap early termination fees received	9.4	-	9.4
Issuance of shares	1.8	4.7	(2.9)
Net cash used in financing activities	(228.9)	(136.5)	(92.4)
Company credit rating			
Standard and Poor's	BB+	BB	
Moody's	Ba1	Ba1	

(1) These cash flows are presented for information purposes only and represent a performance measure used especially in financial circles. They represent cash flows from net earnings, plus depreciation and amortization, loss (gain) on disposal of property and equipment and future income taxes. They do not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public companies.

We also issue surety bonds for a variety of business purposes, including bonds for taxes, lottery sales, wholesale distribution and alcoholic beverage sales. In most cases, a municipality or state governmental agency, as a condition of operating a store in that area, requires the surety bonds.

Off-Balance Sheet Arrangements

In the normal course of business, we finance some of our off-balance sheet activities through operating leases for properties on which we conduct our retail business. Our future commitments are included under "Operating Lease Obligations" in the table above.

Selected Quarterly Financial Information

The Company's 52-week reporting cycle is divided into four quarters of 12 weeks each except for the third quarter, which comprises 16 weeks. When a fiscal year, such as 2006, contains 53 weeks, the fourth quarter comprises 13 weeks. The following is a summary of selected consolidated financial information derived from the Company's unaudited interim consolidated financial statements for each of the eight most recently completed quarters. This information was prepared in accordance with Canadian GAAP and is reported in US dollars.

(In millions of US dollars except for per share data, unaudited)

Quarter Weeks	52 weeks ended April 26, 2009				52 weeks ended April 27, 2008			
	4 th 12 weeks	3 rd 16 weeks	2 nd 12 weeks	1 st 12 weeks	4 th 12 weeks	3 rd 16 weeks	2 nd 12 weeks	1 st 12 weeks
Revenues	2,994.0	3,911.7	4,556.4	4,319.0	3,705.8	4,590.9	3,499.8	3,573.5
Earnings before depreciation and amortization of property and equipment and other assets, financial expenses and income taxes	105.0	168.1	179.7	135.0	63.7	130.6	135.2	155.1
Depreciation and amortization of property and equipment and other assets	42.6	56.4	41.1	42.9	39.9	53.8	41.1	37.7
Operating income	62.4	111.7	138.6	92.1	23.8	76.8	94.1	117.4
Financial expenses	6.8	10.3	9.3	9.8	9.1	16.7	13.8	15.0
Net earnings	38.0	71.1	97.6	47.2	15.5	50.5	54.2	69.1
Net earnings per share								
Basic	\$0.20	\$0.37	\$0.50	\$0.24	\$0.08	\$0.25	\$0.27	\$0.34
Diluted	\$0.20	\$0.36	\$0.49	\$0.24	\$0.08	\$0.24	\$0.26	\$0.33

The influences of the volatility of motor fuel gross margin and seasonality have an impact on the variability of our quarterly net earnings. Given the acquisitions in recent years and higher retail prices at the pump, motor fuel revenues have become a more significant segment of our business and therefore our results are more sensitive to the volatility of motor fuel gross margins. However, the majority of our operating income is still derived from merchandise and service sales.

Analysis of consolidated results for the fiscal year ended April 27, 2008

Our revenues amounted to \$15.4 billion in fiscal 2008, up \$3.3 billion, for an increase of 27.2%, of which \$1.5 billion was attributable to the major acquisitions. The proportion of our business in the United States was 80.5% compared with 79.7% in 2007.

More specifically, the growth of merchandise and service revenues for fiscal 2008 was \$583.7 million or 12.6%, of which \$268.1 million was generated by acquisitions and \$168.5 million was generated by the 11.2% appreciation of the Canadian dollar against its U.S. counterpart. Internal growth, as measured by the growth in same-store merchandise revenues, was 2.5% in the United States and 4.0% in Canada. Growth in the U.S. followed a positive trend despite the economic slowdown in some regions, especially in the southern part of the country. The situation was magnified by a significant rise in retail price at the pump, leaving that much less margin on consumers' personal disposable income for in-store purchases. In the same manner, a tightened application of immigration laws in Arizona noticeably affected sales within the business unit whose stores had a strong concentration of Hispanic consumers. Lastly, in order to maintain and even improve our position, we implemented aggressive promotions in certain customized categories and we continued to implement one of our key success factors: our IMPACT program. As for the Canadian market, we launched promotions throughout fiscal year 2008 towards increasing customer traffic in our stores. In addition, we marketed and promoted products in growing demand, including value brand cigarettes and certain beverages. These initiatives were partially offset by the highly competitive landscape in Central and Eastern Canada and the growing smuggling on tobacco products.

Motor fuel revenues increased \$2.7 billion or 36.1% in fiscal 2008, of which \$1.2 billion stems from a higher average retail price at the pump in our U.S. and Canadian company-operated stores, as shown in the following table:

Quarter	1st	2nd	3rd	4th	Weighted average
52-week period ended April 27, 2008					
United States (US dollars per gallon)	2.98	2.73	2.96	3.22	2.97
Canada (Cdn cents per litre)	98.49	92.35	95.92	103.69	97.43
52-week period ended April 29, 2007					
United States (US dollars per gallon)	2.86	2.61	2.26	2.52	2.52
Canada (Cdn cents per litre)	96.08	89.87	80.27	90.11	88.42

The major acquisitions contributed 412.2 million additional gallons in fiscal 2008, or \$1.2 billion in revenues. The appreciation of the Canadian dollar against its U.S. counterpart was also responsible for \$128.8 million of the increase. The same-store motor fuel volume fell 0.2% in the United States and rose 6.3% in Canada. In the United States, the sluggish growth is mainly due to poor economic conditions in the southern part of the country and to the overall decline in consumer demand resulting from the sharp increase in retail prices at the pump. In addition, some of our competitors in the Great Lakes region launched aggressive promotions in which we did not participate. However, this strategy favourably impacted our margin in this market. In Canada, the growth is mainly due to the thriving economic conditions in Western Canada combined with the popularity of the CAA program in Quebec, and a more focused pricing strategy in Ontario.

Gross profit

The merchandise and service gross margin was 33.6% in fiscal 2008, compared with 34.1% in fiscal 2007. In the United States, the gross margin was 33.0%, down from 33.6% the previous fiscal year. Several U.S. markets facing an unfavourable economic climate implemented customized promotions in order to maintain and even increase the number of customers per store, thereby maintaining volumes but cutting margins. In addition, some acquisitions made in fiscal 2008 and 2007 with discount-based strategies have also compressed the margin. In Canada, the margin fell 0.2% to 34.9%, resulting mainly from aggressive promotions in the milk and cigarettes product segments and from a temporary and unfavourable change in the product mix that both occurred during the fourth quarter, as well as from non-recurring supplier rebates received during fiscal 2007.

The motor fuel gross margin for our company-operated stores in the United States decreased 1.32¢ per gallon, from 14.90¢ per gallon in fiscal 2007 to 13.58¢ per gallon in fiscal 2008. The drop in margin observed in the United States results from marked and successive increases in product costs that our business units were not able to transfer immediately to the consumers because of very competitive market conditions. It should be noted that the drop in the net margin would have been steeper when factoring in expenses related to electronic payment modes. In Canada, the margin rose, reaching Cdn5.08¢ per litre compared with Cdn4.31¢ per litre in fiscal 2007.

The motor fuel gross margin of our company-operated stores in the United States as well as the impact of expenses related to electronic payment modes for the last eight quarters before the end of fiscal 2008 were as follows:

(US cents per gallon)

Quarter	1 st	2 nd	3 rd	4 th	Weighted average
52-week period ended April 27, 2008					
Before deduction of expenses related to electronic payment modes	16.73	13.04	14.38	10.02	13.58
Expenses related to electronic payment modes	4.15	3.82	3.98	4.02	3.99
After deduction of expenses related to electronic payment modes	12.58	9.22	10.40	6.00	9.59
52-week period ended April 29, 2007					
Before deduction of expenses related to electronic payment modes	13.60	20.73	13.19	13.12	14.90
Expenses related to electronic payment modes	3.82	3.77	3.12	3.59	3.52
After deduction of expenses related to electronic payment modes	9.78	16.96	10.07	9.53	11.38

Operating, selling, administrative and general expenses

In fiscal 2008, operating, selling, administrative and general expenses rose by 0.7% as a percentage of merchandise and service revenues compared to fiscal 2007. Excluding expenses related to electronic payment modes which mostly fluctuate with motor fuel sales, operating, selling, administrative and general expenses increased only 0.2% as a percentage of merchandise and service revenues. This increase is mostly driven by the rise in rental charges, the overall increase in labour costs and conversion expenses for certain corporate motor fuel equipment in order to comply with ethanol distribution standards. Finally, the rising popularity of electronic payment modes further contributed to the increase of the related expenses which were already boosted by rising retail prices at the pump and increased motor fuel volume.

Earnings before interests, taxes, depreciation and amortization

EBITDA was \$484.6 million in fiscal 2008, down 1.5% compared with fiscal 2007. Acquisitions account for \$32.6 million of this amount.

Depreciation and amortization of property and equipment and other assets

During fiscal year 2008, the increase in depreciation expense stems primarily from investments made in fiscal 2007 and 2008 through acquisitions and the ongoing implementation of the IMPACT program in our network.

Financial expenses

During fiscal 2008, financial expenses were up \$6.6 million compared with fiscal year 2007. The increase is primarily due to higher average borrowings to finance acquisitions, partially offset by a lower average interest rate.

Income taxes

The income tax rate for fiscal year 2008 is 26.5%, down from the 36.7% posted in fiscal 2007. This significant decrease is due to the reversal, in fiscal 2008, of the unusual income tax expense of \$9.9 million previously recorded in fiscal 2007 following the adoption by the Government of Quebec of Bill 15 in the National Assembly of Quebec. Excluding this item for these two reference years, the income tax expense for fiscal 2008 would have been 30.3% and 33.5% in fiscal 2007. The balance is explained by a change in the breakdown of the earnings before tax between various fiscal jurisdictions.

Net earnings

We closed fiscal 2008 with net earnings of \$189.3 million, which equals \$0.94 per share or \$0.92 per share on a diluted basis, compared with \$196.4 million in fiscal year 2007, a decrease of \$7.1 million or 3.6%.

Internal Controls

We maintain a system of internal controls over financial reporting designed to safeguard assets and ensure that financial information is reliable. We undertake ongoing evaluations of the effectiveness of internal controls over financial reporting and implement control enhancements, when appropriate. As at April 26, 2009, and April 27, 2008, our management and our external auditors reported that these internal controls were effective.

We also maintain a system of disclosure controls and procedures designed to ensure the reliability, completeness and timeliness of the information we disclose in this MD&A and other public disclosure documents, by taking into account materiality. Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in reports filed with securities regulatory agencies is recorded and/or disclosed on a timely basis, as required by law, and is accumulated and communicated to the Company's management, including its Chief Executive Officer and its Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Critical Accounting Policies and Estimates

Estimates. This MD&A is based on Couche-Tard's consolidated financial statements, which have been prepared in accordance with Canadian GAAP. These principles require us to make certain estimates and assumptions that affect our financial position and results of operations as reflected in our financial statements. On an ongoing basis, management reviews its estimates, including those relating to supplier rebates, environmental costs, income taxes, lease accounting and asset retirement obligations based on available information. These estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from the estimates.

Inventory. Our inventory is comprised mainly of products purchased for resale including tobacco products, grocery items, beverages, packaged and fresh food products, other products and services and motor fuel. Inventories are valued at the lesser of cost and net realizable value. Cost of merchandise - distribution centres is determined according to the first-in first-out method, the cost of merchandise - retail is valued based on the retail price less a normal margin and the cost of motor fuel inventory is determined according to the average cost method. Inherent in the determination of margins are certain management judgments and estimates, which could affect ending inventory valuations and results of operations.

Impairment of Long-lived Assets. Property and equipment are tested for impairment should events or circumstances indicate that their book value may not be recoverable, as measured by comparing their net book value to the estimated undiscounted future cash flows generated by their use and eventual disposal. Should the carrying amount of long-lived assets exceed their fair value, an impairment loss in the amount of the excess would be recognized. The variability of these factors depends on a number of conditions, including uncertainty about future events. These factors could cause us to conclude that impairment indicators exist and require that impairment tests be performed, which

could result in determining that the value of certain long-lived assets is impaired, resulting in a write-down of such long-lived assets.

Goodwill, Trademarks and Licences are evaluated for impairment annually, or more often if events or changes in circumstances indicate that the value of certain goodwill, trademarks or licences may be impaired. For the purpose of this impairment test, management uses estimates and assumptions to establish the fair value of its reporting units and intangible assets. If these assumptions and estimates prove to be incorrect, the carrying value of our goodwill, trademarks or licenses may be overstated. Our annual impairment test is performed in the first quarter of each fiscal year.

Environmental Matters. We provide for estimated future site remediation costs to meet government standards for known site contamination when such costs can be reasonably estimated. Estimates of the anticipated future costs for remediation activities at such sites are based on our prior experience with remediation sites and consideration of other factors such as the condition of the site contamination, location of sites and experience with contractors that perform the environmental assessments and remediation work.

In each of the U.S. states in which we operate, except Michigan, Iowa, Florida, Arizona, Texas and Washington State, there is a state fund to cover the cost of certain rehabilitation and removing of motor fuel tanks. These state funds provide insurance for motor fuel facilities operations to cover the cost of cleaning up contamination to the environment caused by the usage of underground motor fuel equipment. Underground motor fuel storage tank registration fees and a motor fuel tax in each of the states finance the trust funds. We pay the registration fees and remit the sales taxes to the states where we are a member of the trust fund. Insurance coverage is different in the various states.

Income Taxes. Future income tax assets and liabilities are recognized for the future income tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective income tax bases. Future income tax assets or liabilities are measured using enacted or substantively enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The calculation of current and future income taxes requires management to make estimates and assumptions and to exercise a certain amount of judgment regarding the financial statement carrying values of assets and liabilities which are subject to accounting estimates inherent in those balances, the interpretation of income tax legislation across various jurisdictions, expectations about future operating results and the timing of reversal of temporary differences and possible audits of tax filings by the regulatory authorities. Management believes it has adequately provided for income taxes based on current available information.

Changes or differences in these estimates or assumptions may result in changes to the current or future income tax balances on the consolidated balance sheets, a charge or credit to income tax expense in the consolidated statement of earnings and may result in cash payments or receipts.

Insurance and Workers' Compensation. We use a combination of insurance, self-insured retention, and self-insurance for a number of risks including workers' compensation (in certain states), property damages, and general liability claims. Accruals for loss incidences are made based on our claims experience and actuarial assumptions followed in the insurance industry. A material revision to our liability could result from a significant change to our claims experience or the actuarial assumptions of our insurers. Actual losses could differ from accrued amounts. Workers' compensation is covered by government-imposed insurance in Canada and by third-party insurance in our United States operations, except in certain states where we are self-insured. With respect to the third-party insurance in the United States, independent actuarial estimates of the aggregate liabilities for claims incurred serve as a basis for our share of workers' compensation losses.

Recently Issued Accounting Standards

Goodwill and Intangible Assets

In February 2008, the CICA issued Handbook Section 3064 "Goodwill and Intangible Assets", replacing Section 3062 "Goodwill and Other Intangible Assets" and Section 3450 "Research and Development Costs". Various changes have been made to other sections of the CICA Handbook for consistency purposes. The new Section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards relating to goodwill are unchanged from the standards included in the previous Section 3062. This section is in narrow convergence with IFRS International Accounting Standard ("IAS") 38 "Intangible Assets".

This new standard is applicable to fiscal years beginning on or after October 1, 2008. We will implement this standard in our first quarter of fiscal year 2010 but we do not believe it will have a material impact on our consolidated financial statements.

International Financial Reporting Standards

In February 2008 the Canadian Accounting Standards Board (AcSB) announced that the use of International Financial Reporting Standards (IFRS) established by International Accounting Standards Board (IASB) will be required for publicly accountable profit-oriented enterprises as of the 2011 year. IFRS will replace Canada's current GAAP for those enterprises. IFRS uses a conceptual framework similar to Canadian GAAP, but there are significant differences on recognition, measurement and presentation. In the period leading up to the changeover, the AcSB is expected to continue to issue accounting standards that are converged with IFRS, thus mitigating the impact of adopting IFRS at the changeover date.

These new standards are applicable to fiscal years beginning on or after January 1, 2011. Companies will be required to provide comparative IFRS information for the previous fiscal year. Starting in the first quarter of our fiscal year 2012, we will publish consolidated financial statements prepared in accordance with IFRS.

We have developed a plan to convert our Consolidated Financial Statements to IFRS. We have a dedicated project manager to lead the conversion to IFRS. We continue to provide training to key employees and are monitoring the impact of the transition on our business practices. A detailed analysis of the differences between IFRS and our accounting policies as well as an assessment of the impact of various alternatives are in progress. Changes in accounting policies are likely and could impact our consolidated financial statements.

Business Combinations, Consolidated Financial Statements and Non-controlling Interest

In January 2009, the CICA issued Handbook Section 1582 "Business Combinations", Section 1601 "Consolidations", and Section 1602 "Non-controlling Interests". These sections replace former Section 1581 "Business Combinations" and Section 1600 "Consolidated Financial Statements". Various changes have been made to other sections of the CICA Handbook for consistency purposes. Section 1582 establishes standards for the recognition, measurement, presentation and disclosure of a business combination, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that direct acquisition costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. The Section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier application is permitted.

Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. These sections are equivalent to the corresponding provisions of IFRS International Accounting Standard ("IAS") 27 "Consolidated and Separate Financial Statements". Section 1601 and Section 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year.

All three sections must be adopted concurrently. We will apply these new sections as of the beginning of the first quarter of our 2012 fiscal year.

Business Risks

Couche-Tard is constantly looking to control and improve its operations. In this perspective, identification and management of risks are key components of such activities. We have identified and assessed key risk factors that could negatively impact the Company's objectives and its ensuing performance.

We manage risks on an ongoing basis and implement a series of measures designed to mitigate key risks described in the above section and their financial impact.

Motor fuel. We are sensitive to the changes in the motor fuel retail price and gross margin. Factors beyond our control such as changing supply terms, motor fuel price fluctuations due, among other things, to general economic conditions, as well as the market's limited ability to absorb motor fuel retail price fluctuations are all factors that could influence the motor fuel retail price and related gross margin. During the 52-week period ending April 26, 2009, motor fuel sales accounted for 66.0% of our total revenue, yet the motor fuel gross margin represented only 26.0% of our overall gross profits. In fiscal 2009, a change of one cent per gallon would have resulted in a change of approximately \$42.0 million in the motor fuel gross profit, with a corresponding impact on net earnings of \$0.10 per share on a diluted basis for company-operated stores. To react as promptly as possible to motor fuel retail price fluctuations, we implemented a price management policy and entered into commercial agreements that guarantee supply consistency to a certain extent.

Electronic payment modes. We are exposed to significant fluctuations in expenses related to electronic payment modes resulting from large increases in motor fuel retail prices particularly in our U.S. markets because the majority of this expense is based on a percentage of the retail prices of motor fuel. For example, based on fiscal 2009, for each ten-cent increase in the retail price of a gallon of motor fuel, the expense associated with electronic payment modes would have increased by approximately \$4.8 million, with a corresponding impact on net earnings of \$0.02 per share on a diluted basis. Trying to mitigate the risk associated with electronic payment modes expenses, the Company joined a group of retailers in the U.S. and Canada whose objective is to prompt legislative authorities to regulate the cost of electronic payment modes. In addition, we regularly analyze other opportunities that would allow us to mitigate the risk associated with expenses related to electronic payment modes.

Seasonality and natural disasters. Weather conditions can have an impact on our revenues as historical purchase patterns indicate that our customers increase their transactions and also purchase higher margin items when weather conditions are favourable. Accordingly, we keep apprised of client needs and maintain an innovative approach to marketing and promotional campaigns. We have operations in the Southeast and Westcoast regions of the United States and although these regions are generally known for their mild weather, these regions are susceptible to severe storms including hurricanes as well as earthquakes in the Westcoast region and other natural disasters.

Economic conditions. Our revenues may be negatively influenced by changes in regional or local economic variables and consumer confidence. Changes in economic conditions could adversely affect consumer spending patterns, travel and tourism in certain of our market areas. While it is not feasible to determine the breadth or length of recessions, we adjust our merchandising strategies to economic conditions and promote constant innovation in commercial practices while maintaining tight control over our expenses and balance sheet.

Tobacco products. Tobacco products represent our largest product category of merchandise and service revenues. For fiscal year ended April 26, 2009, revenues of tobacco products were approximately 40.0% of total merchandise and service revenues. Significant increases in wholesale cigarette costs and a tax increase on tobacco products, as well as current and future legislation and national and local campaigns to discourage smoking in the United States and Canada, may have an adverse effect on the demand for tobacco products, and therefore reduce our revenues and profits in light of the competitive landscape and consumer sensitivity to the price of such products.

In addition, we sell brands of cigarettes that are manufactured to be sold by the Company on an exclusive basis and we could be sued for health problems caused by the use of tobacco products. In fact, various health-related legal actions, proceedings and claims arising out of the sale, distribution, manufacture, development, advertising and marketing of cigarettes have been brought against vendors of tobacco products. Any unfavourable verdict against us in a health-related suit could adversely affect our financial condition and ability to pay interest and principal on our debts. As per accounting standards, we have not established any reserves for the payment of expenses or adverse results related to any potential health-related litigation.

Competition. The industries and geographic areas in which we operate are highly competitive and marked by a constant change in terms of the number and type of retailers offering the products and services found in our stores. We compete with other convenience store chains, independent convenience stores, gas station operators, large and small food retailers, local pharmacies and pharmacies chains. Over the years, we expanded our network by selecting choice locations while developing an expertise in our market niche, namely by investing in our IMPACT program further supported by merchandising strategies tailored to our various markets. These strategies are driven by a diversified selection of proprietary brand products, loyalty programs for clients as well as special focus on customer service in order to secure a competitive advantage. Accordingly, we keep a close eye on competitors, changes in market trends and our market share towards reacting in a timely manner and maintaining our competitive position. We believe the choice location of our stores make it more difficult for new competitors to penetrate our market.

Environment. Our operations are subject to a variety of environmental laws and regulations, including those relating to emissions to the air, discharges into water, releases of hazardous and toxic substances and remediation of contaminated sites. Under various federal, provincial, state and local laws and regulations, we may, as the owner or operator, be liable for the costs of removal or remediation of contamination at our current stores or our former stores, whether or not we knew of, or were responsible for, the presence of such contamination. In this respect, we proactively seek means to limit the environmental impact of our activities and adopt sustainable processes. We regularly monitor our facilities for environmental contamination and take reserves on our financial statements to cover potential environmental remediation and compliance costs, as we consider appropriate.

In each of the U.S. states in which we operate, except Michigan, Iowa, Florida, Arizona, Texas and Washington State, there is a state fund to cover the cost of certain rehabilitation and removing of motor fuel tanks. These state funds provide insurance for motor fuel facilities operations to cover the cost of cleaning up contamination to the environment caused by the usage of underground motor fuel equipment. Underground motor fuel storage tank registration fees and

a motor fuel tax in each of the states finance the trust funds. We pay the registration fees and remit the sales taxes to the states where we are a member of the trust fund. Insurance coverage is different in the various states.

Acquisitions. Acquisitions have been a significant part of our growth strategy. We expect to continue to selectively seek strategic acquisitions in the future. Our ability to consummate and to integrate effectively any future acquisitions on terms that are favourable to us may be limited by the number of attractive acquisition targets, internal demands on our resources and, to the extent necessary, our ability to obtain financing on satisfactory terms for larger acquisitions, if at all. Although we have historically performed a due diligence investigation of the businesses or assets that we acquire and anticipate continuing to do so for future acquisitions, there may be liabilities of the acquired business or assets that we fail or are unable to uncover during our due diligence investigation and for which we, as a successor owner, may be responsible. When feasible, we seek to minimize the impact of these types of potential liabilities by obtaining indemnities and warranties from the seller, which may in some instances be supported by deferring payment of a portion of the purchase price.

Legislative and regulatory requirements. Our business and properties are subject to governmental laws and regulations including, but not limited to, employment laws and regulations, regulations governing the sale of alcohol and tobacco, minimum wage requirements and other laws and regulations such as applicable tax laws and regulations. Any change in the legislation or regulations described above that is adverse to our properties and us could affect our operating and financial performance.

Interest rates. The Company is exposed to interest rate fluctuations associated with changes in the short-term interest rate. We carry a debt, \$481.3 million of which bears interest at floating rates, including \$100.0 million in subordinated unsecured debt under an interest rate swap agreement. By applying interest rates as they were in effect on April 26, 2009 to our current debt, our total interest expense would be approximately \$28.8 million. A one-percentage point increase in interest rates would increase our total annual interest expense by \$4.8 million or \$0.02 per share on a diluted basis. We do not currently use derivative instruments to mitigate this risk. However, we regularly analyze our interest rate exposure. Various scenarios are simulated, including refinancing, the renewal of existing positions, alternative loans and hedges as well as our ability to deal with interest rate fluctuations.

Liquidity. Liquidity risk is the risk that we will encounter difficulties in meeting our obligations associated with financial liabilities and lease commitments. We are exposed to this risk mainly through our long-term debt, accounts payable and accrued expenses and our lease agreements. Our liquidities are provided mainly by cash flows from operating activities, borrowings available under our revolving credit facilities as well as potential sale and leaseback transactions.

On an ongoing basis, we monitor rolling forecasts of our liquidity reserve on the basis of expected cash flows taking into account operating needs, tax situation and capital requirements and ensure that we have sufficient flexibility under our available liquidity resources to meet our obligations. As at April 26, 2009, \$1.0 billion are available under our credit facilities of which \$600.0 million were unused. These credit facilities will mature only in September 2012.

Lawsuits. In the ordinary course of business, Couche-Tard is a defendant in a number of legal proceedings, suits, and claims common to companies engaged in retail business. We mitigate this risk through available insurance coverage, among others. We regularly monitor lawsuits and create reserves, as needed, in our financial results to cover potential estimated cost.

Insurance. We carry comprehensive liability, fire and extended coverage insurance on most of our facilities, with policy specifications and insured limits customarily carried in our industry for similar properties. Some types of losses, such as losses resulting from wars, acts of terrorism, or natural disasters, generally are not insured because they are either uninsurable or not economically practical. To cover the potential cost of this risk, we provide reserves, as needed, in our financial statements for the portion of losses that is uninsured or whose deductible is very high.

Acts of war or terrorism. Acts of war and terrorism could impact general economic conditions and the supply and price of crude oil. Such events could impact our revenues, operating results and financial situation.

Exchange rate. Most of our consolidated revenues and expenses are received or denominated in the functional currency of the markets in which we do business. Accordingly, our sensitivity to variations in foreign exchange rates is economically limited.

We are also exposed to foreign currency risk with respect to a portion of our long-term debt denominated in US dollars. As at April 26, 2009, everything else being equal, a hypothetical strengthening (weakening) of 5.0% of the US dollar against the Canadian dollar would have had a favourable (unfavourable) net impact of \$25.2 million on Other comprehensive income.

Outlook

In the course of the fiscal year 2010, we expect to pursue our investments with caution in order to, amongst other things, deploy our IMPACT program. We believe we may be able to realize acquisitions by seizing opportunities arising from the economic climate and from the attractive access to our credit facilities. In view of current accessibility conditions to capital market and debt, we believe to be in good position to create value. However, we will continue to exercise patience in order to benefit from a fair price in view of current market conditions. We also intend to keep an ongoing focus on supply terms and operating expenses.

Finally, in line with our business model, we intend to continue to focus our resources on the sale of fresh products and on innovation, including the introduction of new products and services, in order to satisfy the needs of our large clientele.

July 14, 2009