## ALIMENTATION COUCHE-TARD ANNOUNCES ITS RESULTS FOR THE FOURTH QUARTER AND FISCAL 2011

- Fiscal year 2011 net earnings are up 22.2%. Excluding fees of $7.0 million after income taxes related to Couche-Tard's public tender offer to acquire Casey's shares recorded during fiscal 2011 and the gain from the disposal of Casey's shares as well as the reversal of provisions, both recorded during fiscal 2010, fiscal 2011 net earnings are up $89.2 million or 31.0%, an increase of $0.47 per share on a diluted basis.

**Quarter:**

- Fourth quarter of fiscal 2010 net earnings had benefited from non-recurring items including a gain of $11.4 million, net of taxes, from the disposal of Casey's shares and the reversal of provisions totalling $3.6 million, net of taxes. Excluding these items, net earnings of the fourth quarter of fiscal 2011 are up $10.2 million or 19.0%, an increase of $0.05 per share on a diluted basis.
- Same-store merchandise sales up 3.6% in the United States and down 2.1% in Canada.
- Consolidated merchandise and service gross margin as a percentage of sales up 0.6% at 33.6%.
- Same-store motor fuel volume up 0.3% in the United States and 1.8% in Canada.
- Motor fuel gross margin in the United States at 14.24¢ per gallon, down 0.18¢ per gallon but up 1.28¢ per gallon for fiscal 2011.
- 25% increase in quarterly dividend.
- Repurchase of 3,000 Class A multiple voting shares and 332,400 Class B subordinate voting shares.
- Standard & Poor's improves its outlook for Couche-Tard, increasing its credit rating to BBB-.

**TSX: ATD.A, ATD.B**

**Laval, Québec, July 12, 2011 –** For its fourth quarter, Alimentation Couche-Tard Inc. announces net earnings of $64.0 million, down $4.8 million or 7.0% from the comparable period of last fiscal year. However, net earnings for the fourth quarter of fiscal 2010 had benefited from non-recurring items including a gain of $11.4 million, net of tax, from the disposal of Casey's shares and the reversal of provisions totalling $3.6 million, net of taxes. Excluding these items, net earnings of the fourth quarter of fiscal 2011 are up $10.2 million or 19.0%, mainly attributable to the growth of merchandise and service sales and related margin in the United States, the growth in same-store motor fuel volume in Canada and the United States, the strengthening of the Canadian dollar, Couche-Tard's sound management of its expenses, the decrease in financial expenses as well as a lower income tax rate. These factors that contributed to the growth in net earnings were partially offset by the slight decrease in U.S. motor fuel gross margin combined with the steep increase in electronic payment modes expense generated by the higher average motor fuel retail price.

"I am very satisfied with the results for the fourth quarter and fiscal 2011. However, we remain cautious as in recent years. The level of unemployment and household indebtedness as well as rising motor fuel prices are negative factors globally and affect the resources available to consumers in general. Their confidence in the short term seems to be affected, but the medium and long term perspectives remain positive. It is also noteworthy that adverse weather conditions in several of our markets have also been a negative factor as for many other retailers. Hopefully for everyone, weather will improve for the remaining of the summer season!", declared Alain Bouchard, President and Chief Executive Officer. "I am also happy to report the quarterly dividend increase which reflects the quality of our financial performance and our ongoing willingness to share our success with our shareholders while preserving our ability and the financial flexibility to continue to create value" he concluded.

As for Raymond Paré, Vice-President and Chief Financial Officer, he indicated: "We continue to create value as we have been able to do for several years, despite obstacles and challenges we encountered. To do so, we have been successfully combining our targeted investments to our organic growth, the latter coming, amongst other things, from increased sales, including fresh products, from the improvement in our supply and from the on-going improvement of our efficiency, not forgetting also the optimization of our capital structure allowing us to reduce financial expenses. Moreover, the recently announced Exxon sites acquisition reflects our ability to complete targeted acquisitions to add value. We remain very active on this front while maintaining our discipline. With respect to motor fuel margins net of expenses related to electronic payment modes, they appear to be relatively stable over a longer period, demonstrating that we are able to absorb these cost increases by managing the gross margin. Again, this shows that we should avoid drawing conclusions about the trend in motor fuel margin over a too short period, especially in situations of extreme volatility. Finally, it is also important to note that Standard & Poor's has recognized the quality of our balance sheet and of our financial performance by increasing once again our credit rating to BBB-". Mr Paré concluded: We look forward to fiscal 2012 during which we intend to continue our joint efforts to maximize our performance despite the various challenges that will certainly cross our road".

## Highlights of the Fourth Quarter of Fiscal 2011

### Changes in the Store Network

The following table presents certain information regarding changes in Couche-Tard's stores network over the 12 and 52-week periods ended April 24, 2011:

| | 12-week period ended April 24, 2011 | | | 52-week period ended April 24, 2011 | | |
|---|---|---|---|---|---|---|
| | **Company-operated stores** | **Affiliated stores** | **Total** | **Company-operated stores** | **Affiliated stores** | **Total** |
| Number of stores, beginning of period | 4,403 | 1,471 | 5,874 | 4,408 | 1,470 | 5,878 |
| Acquisitions | 7 | - | 7 | 47 | - | 47 |
| Openings / constructions / additions | 9 | 12 | 21 | 35 | 112 | 147 |
| Closures / disposals / withdrawals | (18) | (89) | (107) | (89) | (188) | (277) |
| Number of stores, end of period | 4,401 | 1,394 | 5,795 | 4,401 | 1,394 | 5,795 |

### Acquisitions and construction of new stores

During the fourth quarter of fiscal 2011, Couche-Tard acquired seven company-operated stores through six distinct transactions. As for fiscal 2011, Couche-Tard acquired a total of 47 company-operated stores.

In addition, the Corporation built nine new stores during the 12-week period ended April 24, 2011 and 35 during fiscal 2011.

*Transactions subsequent to the end of fiscal 2011*

In May 2011, Couche-Tard acquired 11 company-operated stores located in Ontario, Manitoba, Saskatchewan, Alberta and British-Columbia, Canada from Shell Canada Products. The Corporation owns the land and buildings for seven sites and leases these same assets for four sites.

In May 2011, Couche-Tard acquired five company-operated stores operating under the Gas City banner of which, one is located in Arizona and four in the Chicago area, United States. The Corporation owns the land and buildings for three of these sites and leases the others.

In June 2011, Couche-Tard signed an agreement with Exxon Mobil for 322 stores and a motor fuel supply agreement for another 65 stores. All stores are operated in Southern California, United States. Assuming the closing of the transaction, out of the 322 stores, 72 would be operated by the Corporation while 250 would be operated by independent operators. The Corporation would own the real estate for up to 202 of the sites while the balance would be leased. The transaction is anticipated to close in stages between the fourth quarter of calendar year 2011 and the second quarter of calendar year 2012 and is subject to standard regulatory approvals and closing conditions.

In June 2011, Couche-Tard signed an agreement to acquire 26 company-operated stores operating in the mid-Atlantic states of the United States. Assuming the closing of the transaction which is scheduled before the end of the summer season, the Corporation would own the real estate for 25 sites while it would lease the other one. The transaction is subject to standard regulatory approvals and closing conditions.

Internal available cash and the credit facilities were or will be used for these acquisitions.

**Raise of corporate credit rating**

On April 4, 2011, Standard & Poor's raised Couche-Tard's corporate credit rating from BB+ to BBB-. By doing so, the credit rating of the Corporation went from the "Speculative Grade" category to the "Investment Grade" category, reflecting, according to Standard & Poor's, Couche-Tard's strong market position, the quality of its financial results, the efficiency of its operations and its moderate use of debt.

**Share repurchase program**

During the 12-week period ended April 24, 2011, under its share repurchase program, Couche-Tard repurchased 3,000 Class A multiple voting shares at a weighted average cost of CA$26.80 and 332,400 Class B subordinate voting shares at a weighted average cost of CA$26.69. During fiscal 2011, Couche-Tard repurchased 12,000 Class A multiple voting shares at a weighted average cost of CA$25.32 and 2,768,300 Class B subordinate voting shares at a weighted average cost of CA$25.08.

**Dividends**

During its July 12, 2011 meeting, considering Couche-Tard's good results and strong balance sheet, the Corporation's Board of Directors (the "Board") decided it was appropriate to amend the quarterly dividend by increasing it by CA$0.0125 per share, which thereby corresponds to CA$0.0625 per share.

On the same date, the Board declared a quarterly dividend of CA$0.0625 per share for the fourth quarter of fiscal 2011 to shareholders on record as at July 21, 2011 and approved its payment for July 29, 2011. This is an eligible dividend within the meaning of the *Income Tax Act* of Canada.

**Exchange Rate Data**

The Corporation's US dollar reporting provides more relevant information given the predominance of its operations in the United States and its debt largely dominated in US dollars.

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

| | 12-week periods ended | | 52-week periods ended | |
|---|---|---|---|---|
| | **April 24, 2011** | April 25, 2010 | **April 24, 2011** | April 25, 2010 |
| Average for period (1) | **1.0240** | 0.9718 | **0.9861** | 0.9296 |
| Period end | **1.0485** | 1.0009 | **1.0485** | 1.0009 |

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

Considering the Corporation uses the US dollar as its reporting currency, in its consolidated financial statements and in the present document, unless indicated otherwise, results from its 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 are discussed in the present document are therefore related to the translation in US dollars of the Corporation’s Canadian and corporate operations results and do not have a true economic impact on its performance since most of the Corporation’s consolidated revenues and expenses are received or denominated in the functional currency of the markets in which it does business. Accordingly, the sensitivity of the Corporation’s results to variations in foreign exchange rates is economically limited.

## Selected Consolidated Financial Information

The following table highlights certain information regarding Couche-Tard's operations for the 12 and 52-week periods ended April 24, 2011 and April 25, 2010:

| (In millions of US dollars, unless otherwise stated) | 12-week periods ended | | | 52-week periods ended | | |
|---|---|---|---|---|---|---|
| | **April 24, 2011** | April 25, 2010 | Variation % | **April 24, 2011** | April 25, 2010 | Variation % |
| **Statement of Operations Data:** | | | | | | |
| Merchandise and service revenues [(1)]: | | | | | | |
| United States | **963.2** | 924.7 | 4.2 | **4,171.8** | 3,986.0 | 4.7 |
| Canada | **447.8** | 434.0 | 3.2 | **2,050.0** | 1,895.5 | 8.2 |
| Total merchandise and service revenues | **1,411.0** | 1,358.7 | 3.8 | **6,221.8** | 5,881.5 | 5.8 |
| Motor fuel revenues: | | | | | | |
| United States | **2,875.5** | 2,228.3 | 29.0 | **10,595.8** | 8,819.8 | 20.1 |
| Canada | **554.6** | 416.5 | 33.2 | **2,148.3** | 1,738.3 | 23.6 |
| Total motor fuel revenues | **3,430.1** | 2,644.8 | 29.7 | **12,744.1** | 10,558.1 | 20.7 |
| **Total revenues** | **4,841.1** | 4,003.5 | 20.9 | **18,965.9** | 16,439.6 | 15.4 |
| Merchandise and service gross profit [(1)]: | | | | | | |
| United States | **322.9** | 305.3 | 5.8 | **1,381.7** | 1,308.1 | 5.6 |
| Canada | **150.6** | 143.0 | 5.3 | **702.9** | 638.3 | 10.1 |
| Total merchandise and service gross profit | **473.5** | 448.3 | 5.6 | **2,084.6** | 1,946.4 | 7.1 |
| Motor fuel gross profit: | | | | | | |
| United States | **118.1** | 115.3 | 2.4 | **564.9** | 488.7 | 15.6 |
| Canada | **29.2** | 25.2 | 15.9 | **135.7** | 118.2 | 14.8 |
| Total motor fuel gross profit | **147.3** | 140.5 | 4.8 | **700.6** | 606.9 | 15.4 |
| **Total gross profit** | **620.8** | 588.8 | 5.4 | **2,785.2** | 2,553.3 | 9.1 |
| Operating, selling, administrative and general expenses | **484.5** | 438.3 | 10.5 | **2,050.4** | 1,906.7 | 7.5 |
| Depreciation and amortization of property and equipment and other assets | **51.5** | 49.4 | 4.3 | **216.3** | 204.5 | 5.8 |
| **Operating income** | **84.8** | 101.1 | (16.1) | **518.5** | 442.1 | 17.3 |
| **Net earnings** | **64.0** | 68.8 | (7.0) | **370.1** | 302.9 | 22.2 |
| **Other Operating Data:** | | | | | | |
| Merchandise and service gross margin [(1)]: | | | | | | |
| Consolidated | **33.6%** | 33.0% | 0.6 | **33.5%** | 33.1% | 0.4 |
| United States | **33.5%** | 33.0% | 0.5 | **33.1%** | 32.8% | 0.3 |
| Canada | **33.6%** | 32.9% | 0.7 | **34.3%** | 33.7% | 0.6 |
| Growth (decrease) of same-store merchandise revenues [(2)] [(3)]: | | | | | | |
| United States | **3.6%** | 3.2% | | **4.2%** | 2.9% | |
| Canada | **(2.1%)** | 6.9% | | **1.8%** | 4.8% | |
| Motor fuel gross margin [(3)]: | | | | | | |
| United States (cents per gallon): | **14.24** | 14.42 | (1.2) | **15.79** | 14.51 | 8.8 |
| Canada (CA cents per litre) | **5.01** | 4.85 | 3.3 | **5.38** | 5.31 | 1.3 |
| Volume of motor fuel sold [(4)]: | | | | | | |
| United States (millions of gallons) | **841.1** | 828.4 | 1.5 | **3,649.1** | 3,484.8 | 4.7 |
| Canada (millions of litres) | **568.6** | 534.5 | 6.4 | **2,565.4** | 2,395.5 | 7.1 |
| Growth (decrease)of same-store motor fuel volume [(3)]: | | | | | | |
| United States | **0.3%** | (0.7%) | | **0.7%** | 1.0% | |
| Canada | **1.8%** | 4.2% | | **3.9%** | 3.0% | |
| **Per Share Data:** | | | | | | |
| Basic net earnings per share (dollars per share) | **0.35** | 0.37 | (5.4) | **2.00** | 1.64 | 22.0 |
| Diluted net earnings per share (dollars per share) | **0.34** | 0.37 | (8.1) | **1.97** | 1.60 | 23.1 |

| | **April 24, 2011** | April 25, 2010 | Variation $ |
|---|---|---|---|
| **Balance Sheet Data:** | | | |
| Total assets | **3,999.6** | 3,696.7 | 302.9 |
| Interest-bearing debt | **526.4** | 741.2 | (214.8) |
| Shareholders' equity | **1,936.1** | 1,614.3 | 321.8 |
| **Indebtedness Ratios:** | | | |
| Net interest-bearing debt/total capitalization [(5)] | **0.10: 1** | 0.24: 1 | |
| Net interest-bearing debt/EBITDA [(6)] | **0.28: 1** | 0.80: 1 | |
| Adjusted net interest bearing debt/EBITDAR [(7)] | **2.10: 1** | 2.81: 1 | |
| **Returns:** | | | |
| Return on equity [(8)] | **20.8%** | | |
| Return on capital employed [(9)] | **17.9%** | | |

(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 corporations.
(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 corporations.
(7) 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 plus the product of eight times rent expense, net of cash and cash equivalents and temporary investments, divided by EBITDAR (Earnings Before Interest, Tax, Depreciation, Amortization and Rent expense). It does not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public corporations.
(8) This ratio is presented for information purposes only and represents a measure of performance used especially in financial circles. It represents the following calculation: fiscal year's net earnings divided by average shareholdes' equity for the same period. It does not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public corporations.
(9) This ratio is presented for information purposes only and represents a measure of performance used especially in financial circles. It represents the following calculation: fiscal year's earning before income taxes and interests divided by average capital employed for the same period. Capital employed represents total assets less short-term liabilities. It does not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public corporations.

## Operating Results

**Revenues** amounted to $4.8 billion in the fourth quarter of fiscal 2011, up $837.6 million, an increase of 20.9%, mainly attributable to an increase in motor fuel sales arising from the higher average retail prices at the pump and from the rise in motor fuel volume sold in the United States and Canada, to the stronger Canadian dollar as well as to the growth of same-store merchandise sales in the United States.

For fiscal 2011, revenues grew by $2.5 billion, an increase of 15.4% compared to fiscal 2010 for reasons similar to those mentioned for the quarter.

More specifically, the growth of **merchandise and service revenues** for the fourth quarter of fiscal 2011 was $52.3 million or 3.8%, of which approximately $23.0 million was generated by a stronger Canadian dollar. On the internal growth side, same-store merchandise revenues grew 3.6% in the United States while they decreased by 2.1% in Canada. For the Canadian and U.S. markets, variation in same-store merchandise sales is attributable to Couche-Tard's merchandising strategies, to the economic conditions in each of its market as well as to the investments the Corporation made to enhance service and the offering of products in its stores. Couche-Tard sees some slowdown on the part of consumers, likely due to rising motor fuel prices, unemployment level remaining high in the United States, pressure on personal disposable income and the level of household indebtedness. Canadian consumers who had not suffered as much during the last financial crisis now seem to change their consumption habits as Americans did, by looking for products that will help them save money. In addition, during the fourth quarter of fiscal 2011, adverse weather conditions had a negative impact on merchandise and service sales in many of Couche-Tard's markets as it did for many other retailers. However, Couche-Tard seems to hold up well in comparison to other retailers and it maintains its attention on balancing in-store traffic and margin level as well as on its market share as always.

For fiscal 2011, merchandise and service revenues rose by $340.3 million, a 5.8% increase compared to the previous fiscal year for reasons similar to those of the fourth quarter, including an increase in same-store merchandise revenues of 4.2% in the United States and 1.8% in Canada.

**Motor fuel revenues** increased by $785.3 million or 29.7% in the fourth quarter of fiscal 2011, of which $65.0 million stems from additional volume due to a growing number of sites offering motor fuel, including acquisitions, and approximately $22.0 million were generated by the appreciation of the Canadian dollar against its U.S. counterpart. Same-store motor fuel volume grew by 0.3% in the United States and 1.8% in Canada. The higher average retail price of motor fuel generated an increase in revenues of approximately $648.0 million as shown in the following table, starting with the first quarter of the fiscal year ended April 25, 2010:

| Quarter | 1st | 2nd | 3rd | **4th** | Weighted average |
|---|---|---|---|---|---|
| 52-week period ended April 24, 2011 | | | | | |
| United States (US dollars per gallon) | 2.72 | 2.67 | 2.89 | **3.44** | 2.93 |
| Canada (CA cents per litre) | 91.46 | 90.47 | 97.76 | **108.53** | 96.91 |
| 52-week period ended April 25, 2010 | | | | | |
| United States (US dollars per gallon) | 2.41 | 2.48 | 2.59 | **2.71** | 2.55 |
| Canada (CA cents per litre) | 88.80 | 89.24 | 90.00 | **92.36** | 90.07 |

For fiscal 2011, motor fuel revenues increased by $2.2 billion or 20.7% of which $463.0 million stems from additional volume due to a growing number of sites offering motor fuel, including acquisitions, and approximately $106.0 million were generated by the appreciation of the Canadian dollar against its U.S. counterpart. Same-store motor fuel volume grew by 0.7% in the United States and 3.9% in Canada. The higher average retail price of motor fuel generated an increase in revenues of approximately $1.4 billion.

The consolidated **merchandise and service gross margin** was 33.6% in the fourth quarter of fiscal 2011, up 0.6% compared with the same quarter of fiscal 2010. In the United States, the gross margin was 33.5% while it was 33.6% in Canada, a 0.5% and 0.7% increase, respectively. These increases reflect a more favorable product-mix, the improvements Couche-Tard brought to its supply terms as well as its merchandising strategy in tune with market competitiveness and economic conditions within each of its markets.

For fiscal 2011, the consolidated merchandise and service gross margin was 33.5%. More specifically, it was 33.1% in the United States, an increase of 0.3%, and 34.3% in Canada, an increase of 0.6%.

In the fourth quarter of fiscal 2011, the **motor fuel gross margin** for Couche-Tard's company-operated stores in the United States decreased by 0.18¢ per gallon, from 14.42¢ per gallon last year to 14.24¢ per gallon this year. However, when taking into account expenses related to electronic payment modes, net margin per gallon decreased by 0.91¢, a shortfall of more than $7.0 million. In Canada, the gross margin increased to CA5.01¢ per litre compared with CA4.85¢ per litre for the fourth quarter of fiscal 2010. The motor fuel gross margin of 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 ended April 25, 2010, were as follows:

(US cents per gallon)

| Quarter | 1st | 2nd | 3rd | **4th** | Weighted average |
|---|---|---|---|---|---|
| 52-week period ended April 24, 2011 | | | | | |
| Before deduction of expenses related to electronic payment modes | 19.12 | 17.12 | 13.38 | **14.24** | 15.79 |
| Expenses related to electronic payment modes | 4.17 | 4.17 | 4.36 | **4.87** | 4.39 |
| After deduction of expenses related to electronic payment modes | 14.95 | 12.95 | 9.02 | **9.37** | 11.40 |
| 52-week period ended April 25, 2010 | | | | | |
| Before deduction of expenses related to electronic payment modes | 15.43 | 15.78 | 12.88 | **14.42** | 14.51 |
| Expenses related to electronic payment modes | 3.56 | 3.79 | 3.85 | **4.14** | 3.83 |
| After deduction of expenses related to electronic payment modes | 11.87 | 11.99 | 9.03 | **10.28** | 10.68 |

For fiscal 2011, the motor fuel margin, net of expenses related to electronic payment modes for Couche-Tard's company-operated stores in the United States increased by 0.72¢ per gallon, from 10.68¢ per gallon last fiscal year to 11.40¢ per gallon this fiscal year. Once again, it is possible to see that the net motor fuel margins tend to be comparable on an annual basis and are less volatile than we might be inclined to imagine. In Canada, the gross margin is up very slightly, reaching CA5.38¢ per litre compared with CA5.31¢ per litre for fiscal 2010.

For the fourth quarter of fiscal 2011, **operating, selling, administrative and general expenses** rose by 10.5% compared with the fourth quarter of fiscal 2010. These expenses increased by 2.1% because of the increase in electronic payment modes expenses, by 1.6% because of the stronger Canadian dollar and by 0.9% because of acquisitions. In addition, during the fourth quarter of fiscal 2010, the gain from disposal of Casey's shares as well as the non-recurring reversal of provisions had been recorded against expenses, which explains a variation in expenses of 4.3%. Excluding all of these items, expenses increased by only 1.6% which reflects the increase in hours worked in stores in order to support the increase in merchandise and service sales, minimum wage increases in certain regions as well as the normal increase in expenses caused by inflation. Moreover, excluding expenses related to electronic payment modes for both comparable periods as well as the gain from disposal of Casey's shares and the non-recurring reversal of provisions, both recorded in the fourth quarter of fiscal 2010, expenses in proportion to merchandise and services sales represented 30.5% of sales during the fourth quarter of fiscal 2011, same as for the fourth quarter of fiscal 2010.

For fiscal 2011, operating, selling, administrative and general expenses rose by 7.5% compared with fiscal 2010. These expenses increased by 1.8% because of the stronger Canadian dollar, by 1.7% because of the increase in electronic payment modes expenses and by 0.8% because of acquisitions.

In addition, during fiscal 2011, following the non-renewal of its public tender offer for the acquisition of Casey's, Couche-Tard recorded to earnings related fees that had previously been deferred, which represents an increase of 0.5%. As for the gain from disposal of Casey's shares and the non-recurring reversal of provisions, both recorded in fiscal 2010, they account for a variation of 1.0% in expenses. Excluding all of these items, expenses increased by only 1.7% for reasons similar to those mentioned for the fourth quarter. Moreover, excluding fees related to Casey's for fiscal 2011, the gain from disposal of Casey's shares and the non-recurring reversal of provisions for fiscal 2010, as well as expenses related to electronic payment modes for both comparable periods, expenses in proportion to merchandise and services sales represented 29.4% of sales during fiscal 2011, compared to 29.8% during fiscal 2010.

This performance reflects Couche-Tard's constant efforts to find ways to improve its efficiency while making certain that it maintains the quality of the service it offers its clients. The Corporation's decentralized business model as well as its organizational culture are clearly factors allowing it to be one of the most efficient operators of its industry.

During the fourth quarter of fiscal 2011, **EBITDA** decreased by 9.4% compared to the corresponding period of the previous fiscal year, reaching $136.3 million. Excluding the gain from disposal of Casey's shares as well as the non-recurring reversal of provisions from the fourth quarter of fiscal 2010 EBITDA, fourth quarter of fiscal year 2011 EBITDA would have increased by $4.5 million or 3.4%. EBITDA reached $734.8 million during fiscal 2011, an increase of 13.6%. Excluding non-recurring items from fiscal year 2010 EBITDA, that is the gain from disposal of Casey's shares as well as the reversal of provisions and excluding fees related to Couche-Tard's public tender offer to acquire Casey's shares from fiscal 2011 EBITDA, the increase in EBITDA would have been $116.4 million or 18.5%. Acquisitions contributed $0.8 million to EBITDA during the fourth quarter and $4.6 million during fiscal 2011.

It should be noted that EBITDA is not a performance measure defined by Canadian GAAP, but the Corporation, investors and analysts use this measure to evaluate the Corporation's financial and operating performance. Note that the Corporation's definition of this measure may differ from the one used by other public corporations:

| (in millions of US dollars) | 12-week periods ended | | 52-week periods ended | |
|---|---|---|---|---|
| | **April 24, 2011** | April 25, 2010 | **April 24, 2011** | April 25, 2010 |
| Net earnings, as reported | **64.0** | 68.8 | **370.1** | 302.9 |
| Add: | | | | |
| Income taxes | **18.8** | 24.9 | **122.1** | 109.3 |
| Financial expenses | **2.0** | 7.4 | **26.3** | 29.9 |
| Depreciation and amortization of property and equipment and other assets | **51.5** | 49.4 | **216.3** | 204.5 |
| EBITDA | **136.3** | 150.5 | **734.8** | 646.6 |

For the fourth quarter and fiscal 2011, the **depreciation expense** increased due to the investments the Corporation made through acquisitions, replacement of equipment, the addition of new stores and the ongoing improvement of its network.

For the fourth quarter of fiscal 2011, **financial expenses** decreased by $5.4 million compared with the fourth quarter of fiscal 2010 while they decreased by $3.6 million during fiscal 2011. These decreases stem from a lower average interest rate following, amongst other things, the early redemption by Couche-Tard of its subordinated unsecured debt of $350.0 million during the third quarter of fiscal 2010 as well as the decrease in Couche-Tard's indebtedness. It also has to be noted that the decrease in financial expenses generated by the lower average interest rate more than offset the non-recurring net charge of $3.0 million recorded in the third quarter of fiscal 2011 following the early redemption.

The **income tax rate** for the fourth quarter of fiscal 2011 is 22.7% compared to a rate of 26.6% for the corresponding quarter of fiscal 2010. As for fiscal 2011, the income tax rate was 24.8% compared to a rate of 26.5% for fiscal 2010.

Couche-Tard closed the fourth quarter of fiscal 2011 with **net earnings** of $64.0 million, which equals $0.35 per share ($0.34 per share on a diluted basis), compared to $68.8 million the previous fiscal year ($0.37 per share on a diluted basis), a decrease of $4.8 million or 7.0%. The stronger Canadian dollar had a favorable impact of approximately $1.0 million on net earnings. Excluding the gain from disposal of Casey's shares as well as the non-recurring reversal of provisions recorded to net earnings of the fourth quarter of fiscal 2010, net earnings of the fourth quarter of fiscal 2011 are up $10.2 million or 19.0%, an increase of $0.05 per share on a diluted basis.

For fiscal 2011, net earnings were $370.1 million, which equals $2.00 per share ($1.97 per share on a diluted basis), compared to $302.9 million the previous fiscal year ($1.60 per share on a diluted basis), an increase of $67.2 million or 22.2%. The stronger Canadian dollar had a favorable impact of approximately $8.0 million on net earnings. Excluding the gain from disposal of Casey's shares as well as the non-recurring reversal of provisions from fiscal 2010 earnings and excluding fees related to the public tender offer to acquire Casey's shares from fiscal 2011 earnings, the increase in fiscal 2011 net earnings would have been $89.2 million or 31.0%, an increase of $0.47 per share on a diluted basis.

**Liquidity and Capital Resources**

Couche-Tard's sources of liquidity remain unchanged compared with the fiscal year ended April 25, 2010. For further information, please refer to its 2010 Annual Report.

With respect to the early redemption of the subordinated unsecured debt, capital expenditures, acquisitions and share repurchases Couche-Tard carried out during fiscal 2011, they were financed using its available cash and its credit facilities. The Corporation expects that its cash available from operations together with borrowings available under its revolving unsecured credit facilities will meet its liquidity needs in the foreseeable future.

Couche-Tard's credit facilities have not changed with respect to their terms of use since April 25, 2010. As at April 24, 2011, $486.0 million of the Corporation's term revolving unsecured operating credits had been used. As at the same date, the weighted average effective interest rate was 0.75%. In addition, standby letters of credit in the amount of CA$0.6 million and $29.4 million were outstanding as at April 24, 2011. Thus, at the same date, Couche-Tard had access to more than $800 million through its available cash and credit agreements.

## Selected Consolidated Cash Flow Information

| (In millions of US dollars) | 12-week periods ended | | | 52-week periods ended | | |
|---|---|---|---|---|---|---|
| | **April 24, 2011** | April 25, 2010 | Variation $ | **April 24, 2011** | April 25, 2010 | Variation $ |
| **Operating activities** | | | | | | |
| Cash flows(1) | **134.3** | 109.7 | 24.6 | **604.3** | 504.0 | 100.3 |
| Other | **97.0** | 166.4 | (69.4) | **14.6** | (13.2) | 27.8 |
| Net cash provided by operating activities | **231.3** | 276.1 | (44.8) | **618.9** | 490.8 | 128.1 |
| **Investing activities** | | | | | | |
| Purchase of property and equipment and other assets, net of proceeds from the disposal of property and equipment | **(77.6)** | (88.7) | 11.1 | **(202.5)** | (202.4) | (0.1) |
| Disposal of an investment in publicly-traded securities | **-** | 75.9 | (75.9) | **-** | 75.9 | (75.9) |
| Investment in publicly-traded securities | **-** | (8.5) | 8.5 | **-** | (62.0) | 62.0 |
| Business acquisitions | **(3.7)** | (44.2) | 40.5 | **(38.5)** | (156.1) | 117.6 |
| Proceeds from sale and leaseback transactions | **-** | 0.5 | (0.5) | **5.1** | 11.1 | (6.0) |
| Net cash used in investing activities | **(81.3)** | (65.0) | (16.3) | **(235.9)** | (333.5) | 97.6 |
| **Financing activities** | | | | | | |
| Early redemption of the subordinated unsecured debt | **-** | - | - | **(332.6)** | - | (332.6) |
| (Decrease) increase in other long-term borrowings | **(2.2)** | (126.9) | 124.7 | **132.7** | (46.7) | 179.4 |
| Share repurchase | **(8.9)** | - | (8.9) | **(69.1)** | (56.4) | (12.7) |
| Amount received following early termination of an interest rate swap agreement | **-** | - | - | **-** | 2.5 | (2.5) |
| Cash dividends paid | **(9.4)** | (7.1) | (2.3) | **(32.8)** | (25.1) | (7.7) |
| Issuance of shares | **1.4** | 0.2 | 1.2 | **11.4** | 2.5 | 8.9 |
| Net cash used in financing activities | **(19.1)** | (133.8) | 114.7 | **(290.4)** | (123.2) | (167.2) |
| **Corporation credit rating** | | | | | | |
| Standard and Poor's | **BBB-** | BB+ | | **BBB-** | BB+ | |

1. These cash flows are presented for information purposes only and represent a performance measure used especially in financial circles. They represent net earnings plus depreciation and amortization, loss on disposal of assets (less gains on disposal of assets) 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 corporations.

### Operating activities

During the fourth quarter of fiscal 2011, net cash from operation of Couche-Tard stores reached $231.3 million, a decrease of $44.8 million over the fourth quarter of fiscal 2010, mainly because of changes in non-cash working capital, including the increase in credit and debit card receivable resulting from the higher average motor fuel retail price. As for fiscal 2011, net cash from operation of Couche-Tard stores reached $618.9 million, up $128.1 million compared to fiscal 2010, chiefly from higher net earnings.

### Investing activities

During the fourth quarter of fiscal 2011, Couche-Tard's investing activities were primarily for the acquisition of seven company-operated stores for a total amount of $3.7 million and for capital expenditures for a total amount of $77.6 million. During fiscal 2011, Couche-Tard acquired 47 stores for a total amount of $38.5 million and disbursed a total of $202.5 million for capital expenditures. Capital expenditures were primarily for the replacement of equipment in some stores to enhance the offering of products and services, the addition of new stores as well as the ongoing improvement of the Corporation's network.

### Financing activities

During the fourth quarter of fiscal 2011, the decrease in long-term borrowings amounted to $2.2 million while the Corporation paid $9.4 million in dividends and repurchased its shares for a total amount of $8.9 million.

During fiscal 2011, Couche-Tard proceeded to the early redemption of its subordinated unsecured debt amounting to $332.6 million. Other long-term borrowings increased $132.7 million to, amongst other things, pay for part of the redemption of the subordinated unsecured debt. Finally, the Corporation paid $69.1 million under its share repurchase program and $32.8 million in dividends.

## Financial Position as at April 24, 2011

As shown by its indebtedness ratios included in the "Selected Consolidated Financial Information" section and its net cash provided by operating activities, Couche-Tard's financial position is excellent.

Its total consolidated assets amounted to $4.0 billion as at April 24, 2011, an increase of $302.9 million over the balance as at April 25, 2010. This increase stems primarily from the following items:

- The increase in cash arising from cash flows provided by operating activities;
- The increase in credit and debit card receivable resulting from the higher average motor fuel retail price;
- The increase in motor fuel inventory resulting from the increase in product cost;
- The generalized increase in assets from the strengthening of the Canadian dollar.

During fiscal 2011, Couche-Tard recorded a return on capital employed of 18.0%[1].

Shareholders' equity amounted to $1.9 billion as at April 24, 2011, up $321.8 million compared to the balance as at April 25, 2010, mainly reflecting fiscal 2011 net earnings and the increase in accumulated other comprehensive income following the strengthening of the Canadian dollar, partially offset by dividends declared and share repurchases. During fiscal 2011, Couche-Tard recorded a return on equity of 20.8%[2].

## Selected Quarterly Financial Information (Unaudited)

| (In millions of US dollars except for per share data, unaudited) | 52-week period ended April 24, 2011 | | | | 52-week period ended April 25, 2010 | | | |
|---|---|---|---|---|---|---|---|---|
| Quarter | **4th** | 3rd | 2nd | 1st | 4th | 3rd | 2nd | 1st |
| Weeks | **12 weeks** | 16 weeks | 12 weeks | 12 weeks | 12 weeks | 16 weeks | 12 weeks | 12 weeks |
| **Revenues** | **4,841.1** | 5,611.2 | 4,240.7 | 4,272.9 | 4,003.5 | 4,935.2 | 3,825.8 | 3,675.1 |
| Income before depreciation and amortization of property and equipment and other assets, financial expenses and income taxes | **136.3** | 169.1 | 199.7 | 229.7 | 150.5 | 141.3 | 176.4 | 178.4 |
| Depreciation and amortization of property and equipment and other assets | **51.5** | 67.0 | 49.8 | 48.0 | 49.4 | 63.2 | 46.9 | 45.0 |
| Operating income | **84.8** | 102.1 | 149.9 | 181.7 | 101.1 | 78.1 | 129.5 | 133.4 |
| Financial expenses | **2.0** | 10.0 | 7.4 | 6.9 | 7.4 | 8.6 | 7.0 | 6.9 |
| **Net earnings** | **64.0** | 71.0 | 105.6 | 129.5 | 68.8 | 54.8 | 88.2 | 91.1 |
| **Net earnings per share** | | | | | | | | |
| Basic | **$0.35** | $0.38 | $0.57 | $0.70 | $0.37 | $0.30 | $0.48 | $0.49 |
| Diluted | **$0.34** | $0.38 | $0.56 | $0.69 | $0.37 | $0.29 | $0.47 | $0.48 |

[1] This ratio is presented for information purposes only and represents a measure of performance used especially in financial circles. It represents the following calculation: fiscal years' earning before income taxes and interests divided by average capital employed for the same period. Capital employed represents total assets less short-term liabilities. It does not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public corporations.

[2] This ratio is presented for information purposes only and represents a measure of performance used especially in financial circles. It represents the following calculation: fiscal year's net earnings divided by average shareholders' equity for the same period. It does not have a standardized meaning prescribed by Canadian GAAP and therefore may not be comparable to similar measures presented by other public corporations.

## Outlook

During fiscal 2012, Couche-Tard expects to pursue its investments with caution in order to, amongst other things, improve its network. Given the economic climate and its attractive access to capital, Couche-Tard believes to be well-positioned to realize acquisitions and create value. However, Couche-Tard will continue to exercise patience in order to benefit from a fair price in view of current market conditions. The Corporation also intends to keep an ongoing focus on its sales, supply terms and operating expenses.

Finally, in line with its business model, Couche-Tard intends to continue to focus its 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 its large clientele.

## Profile

Alimentation Couche-Tard Inc. is the leader in the Canadian convenience store industry. In North America, Couche-Tard is the largest independent convenience store operator (whether integrated with a petroleum Corporation or not) in terms of number of company-operated stores. As of April 24, 2011, Couche-Tard had a network of 5,795 convenience stores, 4,128 of which include motor fuel dispensing. The network consists of 13 business units, including nine in the United States covering 42 states and the District of Columbia, and four in Canada covering all ten provinces. More than 53,000 people are employed throughout Couche-Tard's retail convenience network and service centers.

## Source

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The statements set forth in this press release, which describes Couche-Tard's objectives, projections, estimates, expectations or forecasts, may constitute forward-looking statements within the meaning of securities legislation. Positive or negative verbs such as "plan", "evaluate", "estimate", "believe" and other related expressions are used to identify such statements. Couche-Tard would like to point out that, by their very nature, forward-looking statements involve risks and uncertainties such that its results, or the measures it adopts, could differ materially from those indicated or underlying these statements, or could have an impact on the degree of realization of a particular projection. Major factors that may lead to a material difference between Couche-Tard's actual results and the projections or expectations set forth in the forward-looking statements include the effects of the integration of acquired businesses and the ability to achieve projected synergies, fluctuations in margins on motor fuel sales, competition in the convenience store and retail motor fuel industries, exchange rate variations, and such other risks as described in detail from time to time in the reports filed by Couche-Tard with securities authorities in Canada and the United States. Unless otherwise required by applicable securities laws, Couche-Tard disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking information in this release is based on information available as of the date of the release.

## Webcast on July 12, 2011 at 3:30 P.M. (EST)

Couche-Tard invites analysts known to the Corporation to send their two questions in advance to its management, before 1:30 P.M. (EST) on July 12, 2011.

Financial analysts and investors who wish to listen to the webcast on Couche-Tard's results which will take place online on July 12, 2011 at 3:30 P.M. (EST) can do so by accessing the Corporation's website at www.couche-tard.com/corporate and by clicking on the corporate presentations link of the investor relations section. For those who will not be able to listen to the live presentation, the recording of the webcast will be available on the Corporation's website for a period of 90 days.

**CONSOLIDATED STATEMENTS OF EARNINGS**
(in millions of US dollars, except per share amounts, unaudited)

| For the periods ended | 12 weeks April 24, 2011 | 12 weeks April 25, 2010 | 52 weeks April 24, 2011 | 52 weeks April 25, 2010 |
|---|---|---|---|---|
| | **$** | $ | **$** | $ |
| **Revenues** | **4,841.1** | 4,003.5 | **18,965.9** | 16,439.6 |
| Cost of sales (excluding depreciation and amortization of property and equipment and other assets as shown separately below) | **4,220.3** | 3,414.7 | **16,180.7** | 13,886.3 |
| **Gross profit** | **620.8** | 588.8 | **2,785.2** | 2,553.3 |
| Operating, selling, administrative and general expenses | **484.5** | 438.3 | **2,050.4** | 1,906.7 |
| Depreciation and amortization of property and equipment and other assets | **51.5** | 49.4 | **216.3** | 204.5 |
| | **536.0** | 487.7 | **2,266.7** | 2,111.2 |
| Operating income | **84.8** | 101.1 | **518.5** | 442.1 |
| Net financial expenses | **2.0** | 7.4 | **26.3** | 29.9 |
| Earnings before income taxes | **82.8** | 93.7 | **492.2** | 412.2 |
| Income taxes | **18.8** | 24.9 | **122.1** | 109.3 |
| **Net earnings** | **64.0** | 68.8 | **370.1** | 302.9 |
| Net earnings per share (Note 4) | | | | |
| Basic | **0.35** | 0.37 | **2.00** | 1.64 |
| Diluted | **0.34** | 0.37 | **1.97** | 1.60 |
| Weighted average number of shares (in thousands) | **183,344** | 183,644 | **184,637** | 184,236 |
| Weighted average number of shares – diluted (in thousands) | **186,877** | 188,318 | **188,149** | 188,742 |
| Number of shares outstanding at end of period (in thousands) | **183,594** | 183,649 | **183,594** | 183,649 |

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**
(in millions of US dollars, unaudited)

| For the periods ended | 12 weeks April 24, 2011 | 12 weeks April 25, 2010 | 52 weeks April 24, 2011 | 52 weeks April 25, 2010 |
|---|---|---|---|---|
| | **$** | $ | **$** | $ |
| **Net earnings** | **64.0** | 68.8 | **370.1** | 302.9 |
| **Other comprehensive income** | | | | |
| Changes in cumulative translation adjustments (1) | **39.2** | 17.5 | **40.0** | 62.0 |
| Change in fair value of a financial instrument designated as a cash flow hedge (2) | **(0.3)** | (0.2) | **2.0** | 0.6 |
| Gain realized on a financial instrument designated as a cash flow hedge transferred to earnings (3) | **(0.2)** | - | **(1.3)** | (0.2) |
| Change in fair value of an available-for-sale investment (4) | **-** | 12.3 | **-** | 11.4 |
| Gain realized on disposal of an available-for-sale investment transferred to earnings (5) | **-** | (11.4) | **-** | (11.4) |
| Other comprehensive income | **38.7** | 18.2 | **40.7** | 62.4 |
| **Comprehensive income** | **102.7** | 87.0 | **410.8** | 365.3 |

(1) For the 12 and 52-week periods ended April 24, 2011, these amounts include a gain of $21.1 and $17.2, respectively (net of income taxes of $3.1 and $2.5, respectively). For the 12 and 52-week periods ended April 25, 2010, these amounts include a gain of $35.3 and $113.3, respectively (net of income taxes of $5.3 and $17.0, respectively). These gains arise from the translation of US dollar denominated long-term debt designated as a foreign exchange hedge of the Corporation's net investment in its foreign self-sustaining operations.

(2) For the 12 and 52-week periods ended April 24, 2011, these amounts are net of income taxes of $0.1 and $0.6, respectively. For the 12 and 52-week periods ended April 25, 2010, these amounts are net of income taxes of $0.1 and $0.2, respectively.

(3) For the 12 and 52-week periods ended April 24, 2011, these amounts are net of income taxes of $0.1 and $0.4, respectively. For the 52-week period ended April 25, 2010, this amount is net of income taxes of $0.1.

(4) For the 12 and 52-week periods ended April 25, 2010, these amounts are net of income taxes of $2.7 and $2.5, respectively.

(5) For the 12 and 52-week periods ended April 25, 2010, these amounts are net of income taxes of $2.5.

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**
(in millions of US dollars, unaudited)

| For the 52-week period ended | | | | | **April 24, 2011** |
|---|---|---|---|---|---|
| | **Capital stock** | **Contributed surplus** | **Retained earnings** | **Accumulated other comprehensive income(1)** | **Shareholders' equity** |
| | **$** | **$** | **$** | **$** | **$** |
| **Balance, beginning of period** | **319.5** | **18.8** | **1,167.0** | **109.0** | **1,614.3** |
| Comprehensive income: | | | | | |
| Net earnings | | | **370.1** | | **370.1** |
| Change in cumulative translation adjustments | | | | **40.0** | **40.0** |
| Change in fair value of a financial instrument designated as a cash flow hedge (net of income taxes of $0.6) | | | | **2.0** | **2.0** |
| Gain realized on a financial instrument designated as a cash flow hedge transferred to earnings (net of income taxes of $0.4) | | | | **(1.3)** | **(1.3)** |
| Comprehensive income | | | | | **410.8** |
| Dividends | | | **(32.8)** | | **(32.8)** |
| Stock option-based compensation expense (note 6) | | **1.5** | | | **1.5** |
| Fair value of stock options exercised | **2.2** | **(2.2)** | | | **-** |
| Cash received upon exercise of stock options | **11.4** | | | | **11.4** |
| Repurchase and cancellation of shares | **(9.3)** | | | | **(9.3)** |
| Excess of acquisition cost over book value of Class A multiple voting shares and Class B subordinate voting shares repurchased and cancelled | | | **(59.8)** | | **(59.8)** |
| **Balance, end of period** | **323.8** | **18.1** | **1,444.5** | **149.7** | **1,936.1** |

(1) The end of period balance is comprised of cumulative translation adjustments in the amount of $148.6 and of the cumulative change in fair value of a financial instrument designated as a cash flow hedge in the amount of $1.1 (net of income taxes of $0.4).

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**
(in millions of US dollars, unaudited)

| For the 52-week period ended | | | | | April 25, 2010 |
|---|---|---|---|---|---|
| | Capital stock | Contributed surplus | Retained earnings | Accumulated other comprehensive income[1] | Shareholders' equity |
| | $ | $ | $ | $ | $ |
| **Balance, beginning of period** | 329.1 | 17.7 | 932.6 | 46.6 | 1,326.0 |
| Comprehensive income: | | | | | |
| Net earnings | | | 302.9 | | 302.9 |
| Change in cumulative translation adjustments | | | | 62.0 | 62.0 |
| Change in fair value of a financial instrument designated as a cash flow hedge (net of income taxes of $0.2) | | | | 0.6 | 0.6 |
| Gain realized on a financial instrument designated as a cash flow hedge transferred to earnings (net of income taxes of $0.1) | | | | (0.2) | (0.2) |
| Change in fair value of an available-for-sale investment (net of income taxes of $2.5) | | | | 11.4 | 11.4 |
| Gain realized on disposal of an available-for-sale investment transferred to earnings (net of income taxes of $2.5) | | | | (11.4) | (11.4) |
| Comprehensive income | | | | | 365.3 |
| Dividends | | | (25.1) | | (25.1) |
| Stock-based compensation expense (note 6) | | 2.0 | | | 2.0 |
| Fair value of stock options exercised | 0.9 | (0.9) | | | - |
| Cash received upon exercise of stock options | 2.5 | | | | 2.5 |
| Repurchase and cancellation of shares | (13.0) | | | | (13.0) |
| Excess of acquisition cost over book value of Class A multiple voting shares and Class B subordinate voting shares repurchased and cancelled | | | (43.4) | | (43.4) |
| **Balance, end of period** | 319.5 | 18.8 | 1,167.0 | 109.0 | 1,614.3 |

(1) The end of period balance is comprised of cumulative translation adjustments in the amount of $108.6 and of the cumulative change in fair value of a financial instrument designated as a cash flow hedge in the amount of $0.4 (net of income taxes of $0.2).

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**
(in millions of US dollars, unaudited)

| For the periods ended | 12 weeks April 24, 2011 | 12 weeks April 25, 2010 | 52 weeks April 24, 2011 | 52 weeks April 25, 2010 |
|---|---|---|---|---|
| | **$** | $ | **$** | $ |
| **Operating activities** | | | | |
| Net earnings | **64.0** | 68.8 | **370.1** | 302.9 |
| Adjustments to reconcile net earnings to net cash provided by operating activities | | | | |
| Depreciation and amortization of property and equipment and other assets, net of amortization of deferred credits | **45.2** | 41.6 | **191.1** | 176.4 |
| Future income taxes | **22.9** | 14.1 | **58.8** | 40.2 |
| Deemed interest on repayment of subordinated unsecured debt (note 9) | **-** | - | **(17.4)** | - |
| Gain on early redemption of subordinated unsecured debt (note 9) | **-** | - | **(1.4)** | - |
| Loss (gain) on disposal of property and equipment and other assets | **2.2** | (14.8) | **3.1** | (15.5) |
| Deferred credits | **(0.7)** | 1.8 | **(1.2)** | 11.9 |
| Other | **6.4** | 5.0 | **24.5** | 19.8 |
| Changes in non-cash working capital | **91.3** | 159.6 | **(8.7)** | (44.9) |
| **Net cash provided by operating activities** | **231.3** | 276.1 | **618.9** | 490.8 |
| **Investing activities** | | | | |
| Purchase of property and equipment and other assets | **(87.9)** | (95.6) | **(224.8)** | (230.9) |
| Proceeds from disposal of property and equipment and other assets | **10.3** | 6.9 | **22.3** | 28.5 |
| Business acquisitions (Note 3) | **(3.7)** | (44.2) | **(38.5)** | (156.1) |
| Proceeds from sale and leaseback transactions | **-** | 0.5 | **5.1** | 11.1 |
| Disposal of an investment in publicly-traded securities | **-** | 75.9 | **-** | 75.9 |
| Investment in publicly-traded securities | **-** | (8.5) | **-** | (62.0) |
| **Net cash used in investing activities** | **(81.3)** | (65.0) | **(235.9)** | (333.5) |
| **Financing activities** | | | | |
| Cash dividends paid | **(9.4)** | (7.1) | **(32.8)** | (25.1) |
| Repurchase of Class A multiple voting shares and Class B subordinate voting shares | **(8.9)** | - | **(69.1)** | (56.4) |
| Net (decrease) increase in other long-term debt | **(2.2)** | (126.9) | **132.7** | (46.7) |
| Issuance of shares | **1.4** | 0.2 | **11.4** | 2.5 |
| Early redemption of subordinated unsecured debt (note 9) | **-** | - | **(332.6)** | - |
| Interest rate swap early termination fees received | **-** | - | **-** | 2.5 |
| **Net cash used in financing activities** | **(19.1)** | (133.8) | **(290.4)** | (123.2) |
| Effect of exchange rate fluctuations on cash and cash equivalents | **4.7** | 5.3 | **6.9** | 13.5 |
| **Net increase in cash and cash equivalents** | **135.6** | 82.6 | **99.5** | 47.6 |
| Cash and cash equivalents, beginning of period | **184.8** | 138.3 | **220.9** | 173.3 |
| Cash and cash equivalents, end of period | **320.4** | 220.9 | **320.4** | 220.9 |
| **Supplemental information:** | | | | |
| Interest paid | **1.9** | 1.9 | **33.6** | 29.4 |
| Income taxes paid | **15.7** | 13.8 | **93.0** | 111.3 |

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED BALANCE SHEETS**
(in millions of US dollars)

| | **As at April 24, 2011 (unaudited)** | As at April 25, 2010 |
|---|---|---|
| | **$** | $ |
| **Assets** | | |
| Current assets | | |
| Cash and cash equivalents | **320.4** | 220.9 |
| Accounts receivable | **356.1** | 286.2 |
| Inventories | **530.7** | 474.1 |
| Prepaid expenses | **21.3** | 20.2 |
| Income taxes receivable | **26.6** | 4.7 |
| Future income taxes | **33.9** | 24.9 |
| | **1,289.0** | 1,031.1 |
| Property and equipment | **2,002.8** | 1,980.5 |
| Goodwill | **442.5** | 426.5 |
| Intangible assets | **188.6** | 188.2 |
| Deferred charges | **7.4** | 9.4 |
| Other assets | **59.5** | 55.8 |
| Future income taxes | **9.8** | 5.3 |
| | **3,999.6** | 3,696.7 |
| **Liabilities** | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | **994.5** | 872.9 |
| Future income taxes | **21.2** | 5.6 |
| Current portion of long-term debt | **4.6** | 4.4 |
| | **1,020.3** | 882.9 |
| Long-term debt (note 9) | **521.8** | 736.8 |
| Deferred credits and other liabilities | **299.0** | 285.8 |
| Future income taxes | **222.4** | 176.9 |
| | **2,063.5** | 2,082.4 |
| **Shareholders' equity** | | |
| Capital stock | **323.8** | 319.5 |
| Contributed surplus | **18.1** | 18.8 |
| Retained earnings | **1,444.5** | 1,167.0 |
| Accumulated other comprehensive income | **149.7** | 109.0 |
| | **1,936.1** | 1,614.3 |
| | **3,999.6** | 3,696.7 |

The accompanying notes are an integral part of the consolidated financial statements.

(in millions of US dollars, except per share and stock option data, unaudited)

## 1. CONSOLIDATED FINANCIAL STATEMENTS PRESENTATION

The unaudited interim consolidated financial statements have been prepared by the Corporation in accordance with Canadian generally accepted accounting principles (Canadian GAAP) and have not been subject to a review engagement by the Corporation's external auditors. These consolidated financial statements were prepared in accordance with the same accounting policies and methods as the audited annual consolidated financial statements for the fiscal year ended April 25, 2010. The unaudited interim consolidated financial statements do not include all the information for complete financial statements and should be read in conjunction with the audited annual consolidated financial statements and notes thereto included in the Corporation's 2010 Annual Report (the 2010 Annual Report). The results of operations for the interim period presented do not necessarily reflect results expected for the full year. The Corporation's business follows a seasonal pattern. The busiest period is the first half of each fiscal year, which includes summer's sales.

## 2. RECENTLY ISSUED ACCOUNTING STANDARDS NOT YET IMPLEMENTED

On February 13, 2008, the Accounting Standards Board ("AcSB") issued a news release confirming that publicly accountable enterprises will be required to apply International Financial Reporting Standards ("IFRS") in 2011. The Corporation will therefore adopt IFRS on April 25, 2011.

Since the Corporation will adopt IFRS on April 25, 2011, new Canadian GAAP standards that will be effective on or after that date are not disclosed as future accounting changes because they will never be applied by the Corporation.

## 3. BUSINESS ACQUISITIONS

- On September 9, 2010, the Corporation acquired ten company-operated stores from Compac Food Stores Inc. Nine of the stores are located in the greater Mobile, Alabama area and one is located in Pensacola, Florida. The Corporation owns all buildings while it leases the land for four stores and owns the other six.
- On September 30, 2010, the Corporation acquired 12 company-operated stores located in central Indiana from Crystal Flash Petroleum, LLC. The Corporation owns the land and building for one site, leases those same assets for ten sites and owns the building and leases the land for one site.
- For the 52-week period ended April 24, 2011, the Corporation also acquired 25 other stores through 21 distinct transactions. The Corporation owns the land and buildings for 15 sites while it leases both these assets for the other ten sites.

These acquisitions were settled for a total cash consideration of $38.5, including direct acquisition costs. The allocations of the purchase price of the acquisitions were established based on available information and on the basis of evaluations and assumptions management believes to be reasonable. The allocations are based on the estimated fair values on the dates of acquisition:

| | $ |
|---|---|
| Tangible assets acquired | |
| Inventories | **2.5** |
| Property and equipment | **29.7** |
| Other assets | **0.2** |
| Total tangible assets | **32.4** |
| Liabilities assumed | |
| Accounts payable and accrued liabilities | **0.3** |
| Deferred credits and other liabilities | **1.0** |
| Total liabilities | **1.3** |
| Net tangible assets acquired | **31.1** |
| Goodwill | **7.4** |
| Total consideration paid, including direct acquisition costs | **38.5** |

The Corporation expects that approximately $1.7 of the goodwill related to these transactions will be deductible for tax purposes.

## 4. NET EARNINGS PER SHARE

| | **12-week period ended April 24, 2011** | | | 12-week period ended April 25, 2010 | | |
|---|---|---|---|---|---|---|
| | **Net earnings** | **Weighted average number of shares (in thousands)** | **Net earnings per share** | Net earnings | Weighted average number of shares (in thousands) | Net earnings per share |
| | **$** | | **$** | $ | | $ |
| Basic net earnings attributable to Class A and B shareholders | **64.0** | **183,344** | **0.35** | 68.8 | 183,644 | 0.37 |
| Dilutive effect of stock options | | **3,533** | **(0.01)** | | 4,674 | - |
| Diluted net earnings available for Class A and B shareholders | **64.0** | **186,877** | **0.34** | 68.8 | 188,318 | 0.37 |

| | **52-week period ended April 24, 2011** | | | 52-week period ended April 25, 2010 | | |
|---|---|---|---|---|---|---|
| | **Net earnings** | **Weighted average number of shares (in thousands)** | **Net earnings per share** | Net earnings | Weighted average number of shares (in thousands) | Net earnings per share |
| | **$** | | **$** | $ | | $ |
| Basic net earnings attributable to Class A and B shareholders | **370.1** | **184,637** | **2.00** | 302.9 | 184,236 | 1.64 |
| Dilutive effect of stock options | | **3,512** | **(0.03)** | | 4,506 | (0.04) |
| Diluted net earnings available for Class A and B shareholders | **370.1** | **188,149** | **1.97** | 302.9 | 188,742 | 1.60 |

When they have a dilutive effect, stock options must be excluded from the calculation of the diluted net earnings per share. No stock options were excluded for the 12-week period ended April 24, 2011 (465,355 stock options for the 52-week period ended April 24, 2011). There are 967,775 stocks options excluded from the calculation for the 12-week period ended April 25, 2010 (1,138,627 stock options for the 52-week period ended April 25, 2010).

## 5. CAPITAL STOCK

As at April 24, 2011, the Corporation has 53,694,712 (53,706,712 as at April 25, 2010) issued and outstanding Class A multiple voting shares each comprising ten votes per share and 129,899,045 (129,942,597 as at April 25, 2010) outstanding Class B subordinate voting shares each comprising one vote per share.

On October 25, 2010, the Corporation implemented a new share repurchase program which allows it to repurchase up to 2,685,335 of the 53,706,712 Class A multiple voting shares and up to 11,621,801 of the 116,218,014 Class B subordinate voting shares issued and outstanding as at October 20, 2010 (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 at that date, respectively, as defined by applicable rules). 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 Corporation's share capital is increased on a pro rata basis. The share repurchase period will end no later than October 24, 2011.

For the 12-week period ended April 24, 2011, pursuant this program, the Corporation repurchased 3,000 Class A multiple voting shares at an average cost of Cdn$26.80 and 332,400 Class B subordinate voting shares at an average cost of Cdn$26.69. For the 52-week period ended April 24, 2011, pursuant this program, the Corporation repurchased 12,000 Class A multiple voting shares at an average cost of Cdn$25.32 and 2,768,300 Class B subordinate voting shares at an average cost of Cdn$25.08.

All shares repurchased under the share repurchase programs are cancelled upon repurchase.

## 6. STOCK-BASED COMPENSATION AND OTHER STOCK-BASED PAYMENTS

*Stock Options*

As at April 24, 2011, 5,957,180 stock options for the purchase of Class B subordinate voting shares are outstanding (8,697,098 as at April 25, 2010). These stock options can be gradually exercised at various dates until April 23, 2020, at an exercise price varying from CA$4.03 to CA$25.71. No stock options were granted and a total of 2,724,444 stock options were exercised at an average price of Cnd$4.24 for the 52-week period ended April 24, 2011.

For the 12 and 52-week periods ended April 24, 2011, the stock-based compensation costs amount to $0.2 and $1.5, respectively. For the 12 and 52-week corresponding periods ended April 25, 2010, the stock-based compensation costs amount to $0.6 and $2.0, respectively.

A description of the Corporation's stock option plan is included in Note 21 of the consolidated financial statements presented in the 2010 Annual Report.

*Phantom Stock Units*

For the 12-week period ended April 24, 2011, the Corporation granted 5,735 Phantom Stock units (the "PSU"), cancelled 13,054 PSUs and paid 1,082 PSUs (no PSUs granted, cancelled or paid for the 12-week period ended April 25, 2010). For the 52-week period ended April 24, 2011, the Corporation granted a total of 192,799 PSUs while it cancelled 13,054 PSUs and paid 1,082 PSUs (194,277 PSUs granted, 5,323 PSUs cancelled and no PSUs paid for the 52-week period ended April 25, 2010). Compensation costs for the 12 and 52-week periods ended April 24, 2011 amount to $0.5 and $1.9, respectively ($0.2 and $0.8 for the 12 and 52-week periods ended April 25, 2010, respectively). As at April 24, 2011, 367,617 PSUs were outstanding (188,954 as at April 25, 2010) and a $5.0 obligation related to the PSU Plan is recorded in deferred credits and other liabilities on the consolidated balance sheet ($1.1 as at April 25, 2010).

To manage the current and forecasted risk related to changes in the fair market value of the PSUs granted by the Corporation, the latter has entered into financial arrangements with an investment grade financial institution. The financial arrangements include a total return swap with an underlying representing Class B shares (the "Instrument"). The Instrument is recorded at fair market value on the consolidated balance sheet under other assets. The financial arrangements are adjusted as needed to reflect new awards and/or settlements of PSUs. The Corporation has documented and identified a portion of the Instrument as a cash flow hedge of the anticipated cash settlement transaction related to the granted PSUs. As at April 24, 2011, the fair value of the Instrument was $3.9 ($0.9 as at April 25, 2010).

## 7. EMPLOYEE FUTURE BENEFITS

For the 12 and 52-week periods ended April 24, 2011, the Corporation's total net pension expense included in its consolidated statement of earnings amounts to $2.9 and $10.7, respectively. For the corresponding 12 and 52-week periods ended April 25, 2010, the expense is $3.3 and $9.7, respectively. The Corporation's pension plans are described in Note 22 of the consolidated financial statements presented in the 2010 Annual Report.

(in millions of US dollars, except per share and stock option data, unaudited)

## 8. SEGMENTED INFORMATION

The Corporation operates convenience stores in the United States and in Canada. It essentially operates in one reportable segment, the sale of goods for immediate consumption and motor fuel through corporate stores or franchise operations. It operates a convenience store chain under several banners, including Couche-Tard, Mac's and Circle K. Revenues from outside sources mainly fall into two categories: merchandise and services and motor fuel.

The following table provides the information on the principal revenue classes as well as geographic information:

| | **12-week period ended April 24, 2011** | | | 12-week period ended April 25, 2010 | | |
|---|---|---|---|---|---|---|
| | **United States** | **Canada** | **Total** | United States | Canada | Total |
| | **$** | **$** | **$** | $ | $ | $ |
| **External customer revenues [(a)]** | | | | | | |
| Merchandise and services | **963.2** | **447.8** | **1,411.0** | 924.7 | 434.0 | 1,358.7 |
| Motor fuel | **2,875.5** | **554.6** | **3,430.1** | 2,228.3 | 416.5 | 2,644.8 |
| | **3,838.7** | **1,002.4** | **4,841.1** | 3,153.0 | 850.5 | 4,003.5 |
| **Gross Profit** | | | | | | |
| Merchandise and services | **322.9** | **150.6** | **473.5** | 305.3 | 143.0 | 448.3 |
| Motor fuel | **118.1** | **29.2** | **147.3** | 115.3 | 25.2 | 140.5 |
| | **441.0** | **179.8** | **620.8** | 420.6 | 168.2 | 588.8 |
| **Property and equipment and goodwill [(a)]** | **1,868.9** | **576.4** | **2,445.3** | 1,877.9 | 529.1 | 2,407.0 |

| | **52-week period ended April 24, 2011** | | | 52-week period ended April 25, 2010 | | |
|---|---|---|---|---|---|---|
| | **United States** | **Canada** | **Total** | United States | Canada | Total |
| | **$** | **$** | **$** | $ | $ | $ |
| **External customer revenues [(a)]** | | | | | | |
| Merchandise and services | **4,171.8** | **2,050.0** | **6,221.8** | 3,986.0 | 1,895.5 | 5,881.5 |
| Motor fuel | **10,595.8** | **2,148.3** | **12,744.1** | 8,819.8 | 1,738.3 | 10,558.1 |
| | **14,767.6** | **4,198.3** | **18,965.9** | 12,805.8 | 3,633.8 | 16,439.6 |
| **Gross Profit** | | | | | | |
| Merchandise and services | **1,381.7** | **702.9** | **2,084.6** | 1,308.1 | 638.3 | 1,946.4 |
| Motor fuel | **564.9** | **135.7** | **700.6** | 488.7 | 118.2 | 606.9 |
| | **1,946.6** | **838.6** | **2,785.2** | 1,796.8 | 756.5 | 2,553.3 |

(a) Geographic areas are determined according to where the Corporation generates operating income (where the sale takes place) and according to the location of the property and equipment and goodwill.

## 9. LONG-TERM DEBT

On December 15, 2010, the Corporation proceeded to the early redemption of its Subordinated Unsecured Debt (the "debt") at a price of 101.25% of the principal amount. The total amount disbursed for the redemption was $354.4, consisting of the nominal value of $350.0 plus the premium of $4.4. At time of redemption, the debt had a book value of $351.4. Therefore, a pre-tax negative net impact of $3.0 was recorded to earnings for the 16-week period ended January 30, 2011. This negative net impact is comprised of the $4.4 premium paid, net of a $1.4 gain which represents the difference between the debt's book value of $351.4 and the nominal value of $350.0. The debt of a nominal amount of $350.0 was originally maturing December 15, 2013 and was bearing interest at a nominal rate of 7.5% (effective rate of 7.35%). The debt agreement was imposing restrictions on certain transactions.

As for the consolidated cash flows presentation, as per CICA Handbook EIC-47, the total amount disbursed of $354.4 is divided in three distinct amounts:

1. a premium of $4.4 paid for the early redemption. This amount is included in operating activities;
2. an amount of $17.4 which represents financing fees paid at the issuance of the debt during fiscal year 2004. This amount is presented as Deemed interest on repayment of long-term debt under operating activities; and
3. an amount of $332.6, which represents the net amount received at the issuance of the debt during fiscal year 2004, that is the nominal value of $350.0 less financing fees of $17.4. The amount of $332.6 is presented in financing activities.

### 10. SUBSEQUENT EVENTS

In May 2011, the Corporation acquired 11 company-operated stores located in Ontario, Manitoba, Saskatchewan, Alberta and British-Columbia, Canada from Shell Canada Products. The Corporation owns the land and buildings for seven sites and leases these same assets for four sites.

In May 2010, the Corporation acquired five company-operated stores operating under the Gas City banner of which, one is located in Arizona and four in the Chicago area, United States. The Corporation owns the land and buildings for three of these sites and leases the others.

In June 2011, the Corporation signed an agreement with Exxon Mobil for 322 stores and a motor fuel supply agreement for another 65 stores. All stores are operated in Southern California, United States. Assuming the closing of the transaction, out of the 322 stores, 72 would be operated by the Corporation while 250 would be operated by independent operators. The Corporation would own the real estate for up to 202 of the sites while the balance would be leased. The transaction is anticipated to close in stages between the fourth quarter of calendar year 2011 and the second quarter of calendar year 2012 and is subject to standard regulatory approvals and closing conditions.

In June 2011, the Corporation signed an agreement to acquire 26 company-operated stores operating in the mid-Atlantic states of the United States. Assuming the closing of the transaction which is scheduled before the end of the summer season, the Corporation would own the real estate for 25 sites while it would lease the other one. The transaction is subject to standard regulatory approvals and closing conditions.