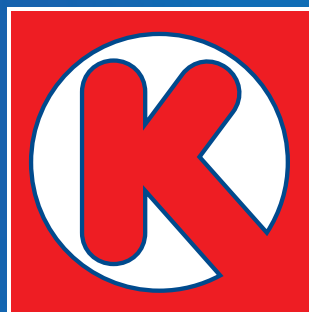


International Master License Program



CIRCLE K FRANCHISE
International Franchise Program

Welcome



Thank you for your interest in the Circle K International Franchise Program. We offer Circle K International Master Franchise Program opportunities outside of the United States to help build your convenience store business by providing customers with a unique shopping experience. Recognizing the needs of today's busy consumers, Circle K brings convenience along with quality products to the marketplace. By acknowledging that international market needs vary by country and region, Circle K has been able to successfully tailor its brand strategy to address differing cultural identities in the many marketplaces where Circle K stores are operated.

The Circle K Franchise Program offers a comprehensive business system, extensive training and effective promotional tools. Its heritage brand and efficient business system, is, in fact, the Circle K advantage.

We invite you to read through these materials and begin the process to obtain a Master Franchise License to grow the Circle K brand. Circle K is your convenience option if you are looking for a recognized global brand, effective business system, and ongoing support structure for your business.

Circle K Advantages

For nearly 60 years, customers have come to recognize the convenience and quality associated with the Circle K brand. What began in 1951 with the purchase of three Kay's Food Stores in El Paso, Texas, has become one of the world's largest retail chains of company-operated convenience stores.

There are many advantages to franchising with Circle K. First and foremost is the long-standing heritage of the Circle K brand. For over half a century customers have identified the Circle K brand with convenience. Our strong business management systems foster market share and provide potential for growth. Circle K offers strong franchisee support including established marketing, merchandising and promotional programs and is ultimately customer-focused to help build a loyal customer base.



WE UTILIZE OUR
EXTENSIVE RETAIL
KNOWLEDGE TO
HELP YOU SUCCEED



Customer Confidence



Loyalty is based on familiarity and trust. Customers view Circle K, with its bright red logo, as a brand on which they can rely for their convenience needs. Circle K stores are known worldwide for their quality products and great customer service.

The Circle K standard serves as the foundation for established proprietary brands including Polar Pop®, Froster frozen drinks, Take Away Cafe food items and Circle K Premium Coffee varieties. Superior proprietary brands tap into consumer needs and provide products that drive customers into Circle K stores. In addition, Master Licensees offer quality-branded products popular with the customers in their region. From pastries to hot drinks, Circle K is a destination for consumers with varied tastes all over the world.

When you become a Circle K Master Licensee, you are joining a company that delivers a winning combination of marketing, operations and systems to grow your business. Our program allows you to operate your own business with easy access to the expertise of nearly 60 years of retailing experience and an extensive global network.

Marketing & Merchandising

Our established marketing and promotional efforts can be attributed to several factors: our knowledge of the consumer and our ability to bring it all together with programs that drive store traffic, create customer loyalty and help generate sales. We have years of valuable experience attracting customers with our products and services and encouraging them to shop Circle K for their convenience items.

Circle K also utilizes an innovative, departmentalized merchandising format to enhance its product offerings throughout the store. With this, we have reinvented our convenience store business by creating a unique and unified product presentation throughout the stores.

Alternatively, Circle K's IMPACT (Innovation-Marketing-People-Alimentation Couche-Tard) Store Program allows Licensees to design "themed" stores using upscale elements to visually enhance the store experience for its customers. Impact stores can reflect the community, a natural attraction or a popular location such as a university or a sporting venue. Raising the ambiance level for the customer through a bright online games display, a colorful area for modern food service or a well-defined front sales counter is the focus of the themed store.





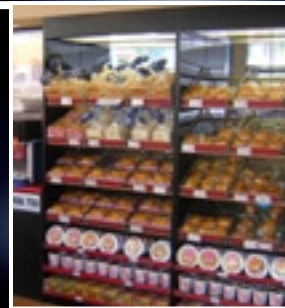
WE UNDERSTAND
HOW CONSUMERS
THINK, LIVE,
WORK AND SHOP

Business Support

From your initial site selection and training, to ongoing operational support and business systems, Circle K offers a wide range of tools and services in support of your operations.

Training for International Licensees is offered by a skilled educator with in-depth knowledge of Circle K. In addition, a proprietary Circle K website for International Licensees provides updated marketing information.

Circle K Franchise utilizes its retail experience to bring innovative ideas and programs that can be molded to fit the operational needs in the international marketplace. Store design, including assistance with floorplans, is one of the Circle K programs that can be accessed. We can also put you in touch with established international suppliers.



WE WORK **K HARD
BEHIND THE
SCENES TO DRIVE
STORE SALES**





Global Presence



We recognize that international market needs vary. Circle K has been able to successfully adapt our brand strategy to address the different cultural identities in the many marketplaces in which we compete.

Outside the United States there are approx 1,500 Circle K stores implementing the latest ideas in retailing; from in-store bakeries in Hong Kong to fast food innovations in Indonesia; from sleek store designs in Macau and Dubai to small storefronts located on the bustling streets of Ho Chi Minh City. Along the beachfronts of Bali and on the island of Guam, Licensees are capitalizing on the Circle K brand.

At Circle K, we are committed to building long-term value for our International Licensees by operating a proven convenience retailing system in the world, through advanced store operations, marketing, real estate, information systems and human resources management.

China: Hong Kong, South China & Macau



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China: Hong Kong, South China & Macau

Circle K Convenience Stores (HK) Ltd., located in Hong Kong, has been an International Licensee since 1985 and will celebrate its 25th anniversary in the fall of 2010. Li & Fung, the original Licensee, owns a substantial portion of the Circle K operation known as Convenience Retail Asia (CRA). Formed in 2001, this public company is listed on the Hong Kong Growth Enterprise Exchange (GEM), and currently operates Circle K stores in Hong Kong with Circle K Sub-Licensees located in Southern China and Macau. Li & Fung is a premier multi-national, Hong Kong-based company with three distinct businesses: export sourcing services, distribution and logistics retailing. Li & Fung was founded in 1906 in Guangzhou, China and operates over 80 offices in over 40 economies.

Circle K Southern China opened its first store in 2002 and has Circle K stores in the cities of Guangzhou and Shenzhen.

Macau Industrial Limitada (MIL) is the Sub-Licensee operating Circle K stores in Macau and the bordering Chinese city of Zhuhai, in the West Pearl River Delta region of Guangdong Province.





Guam



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Guam

Southern Pacific Petroleum Corporation (SPPC), the operator of Circle K stores on the island of Guam, has been a Master Licensee since March 2001. SPPC, the largest LPG supplier in Micronesia and Guam, manages lubricant, bunkering, and fuel terminal operations.

Guam is the largest and southern-most island of the Mariana chain of islands and is also the largest island in Micronesia. The total population of the island is under 250,000 local residents and it has two major military bases: Anderson Air Force Base and Guam Naval Base. Tourism is the number one industry followed by the U.S. military.

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Republic of Indonesia



Republic of Indonesia

PT. CircleKa Indonesia Utama, based in the capitol city of Jakarta, holds the Master License for the Republic of Indonesia and has been a Licensee since 1986. PT. CircleKa Indonesia Utama is a subsidiary of Pronasindo Group, a portfolio of companies that operates convenience retail outlets, restaurants, consumer goods distribution and food manufacturing facilities. The company operates Circle K stores in six major business cities within the Indonesian archipelago, predominantly in Java and Bali Island.

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Vietnam



Vietnam

GR Vietnam International Limited (GRVI) has been a Master Licensee since April 2008. The group is a Hong Kong-based company founded in 1946 that partnered with the largest rice milling and export company in Vietnam. Circle K became the first international convenience store company to enter the Vietnamese market. GRVI opened its first Circle K stores in Ho Chi Minh City in December 2008, with plans to expand to other cities in Vietnam.

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Mexico



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Mexico

Commercializador Circulo CCK, S.A. DE C.V. (CKMX), based in Mexico City, holds the Circle K Master License for Mexico and has been a Licensee since 2005. The parent company of our Master Licensee is KALTEX, established and founded in 1925 and recognized as the leader in the textile market in Latin America and around the world. Additionally, KALTEX is also in the retail sector with over 20 “upscale” retail stores with the following brands:

- Home Fashion
- Pepe Jeans of London
- Marithe’ Francios Girbaud
- French Connection
- KALTEX Outlets

Circle K Mexico has a complete food service offering specializing in snacks and meal replacement supported by a food preparation facility and distribution center. Circle K Mexico operates over 100 Circle K stores in Mexico City and Puebla. Additionally, sub-franchised sites are located in Puerto Penasco, San Luis Rio Colorado, Mexicali, Tijuana and Senorita.

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United Arab Emirates (UAE)

ESAC Limited LLC, an off-shore company registered at the Jebel Ali Free Zone, Dubai, UAE, signed a Master License Agreement on March 4, 2010. Through its 24-Seven LLC they currently operate fourteen 24-Seven branded stores that will be converted to the Circle K brand. Circle K will be the first international convenience store chain to enter the market. ESAC Limited has future development rights in other nearby Arabian Gulf countries.

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Applying for the **Circle K** Master License Franchise Program

For more information, contact us at 1-800-813-7677 or at circlek.com

Complete a Confidentiality Agreement
Submit the Memorandum of Understanding
Qualification Process Begins

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CIRCLE K FRANCHISE

P.O. Box 52085, Phoenix, AZ 85072-2085

Phone 602.728.8000 or 800.813.7677

Web circlek.com

Email franchise@circlek.com

800.813.7677 or circlek.com