

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

Filing Date: **1994-03-01**
SEC Accession No. **0000950109-94-000330**

([HTML Version](#) on secdatabase.com)

FILER

DAIRY MART CONVENIENCE STORES INC

CIK: **721675** | IRS No.: **042497894** | State of Incorpor.: **DE** | Fiscal Year End: **0131**
Type: **POS AM** | Act: **33** | File No.: **033-70610** | Film No.: **94513757**
SIC: **5412** Convenience stores

Business Address
*ONE VISION DRIVE
ENFIELD CT 06082
2037414444*

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 28, 1994.

REGISTRATION NO. 33-70610

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-2

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DAIRY MART CONVENIENCE STORES, INC.
AND OTHER REGISTRANTS
(SEE TABLE OF OTHER REGISTRANTS BELOW)
(EXACT NAME OF EACH REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

04-2497894
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

ONE VISION DRIVE
ENFIELD, CONNECTICUT 06082
(203) 741-4444
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF THE REGISTRANTS' PRINCIPAL EXECUTIVE OFFICES)

FRANK COLACCINO
PRESIDENT AND CHIEF EXECUTIVE OFFICER
DAIRY MART CONVENIENCE STORES, INC.
ONE VISION DRIVE
ENFIELD, CT 06082
(203) 741-4444
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)
WITH COPIES TO:

STANFORD N. GOLDMAN, JR.
SCHATZ & SCHATZ, RIBICOFF & KOTKIN
90 STATE HOUSE SQUARE
HARTFORD, CT 06103
(203) 522-3234

WILLIAM F. SCHWITTER
DORSEY & WHITNEY
350 PARK AVENUE
NEW YORK, NY 10022
(212) 415-9200

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If the Registrants elect to deliver their latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item

11(a) (1) of this Form, check the following box. []

THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

OTHER REGISTRANTS

<TABLE>

<CAPTION>

EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER	STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION	I. R. S. EMPLOYER IDENTIFICATION NUMBER
<S>	<C>	<C>
Dairy Mart East, Inc.	Rhode Island	04-2741427
Dairy Mart Farms, Inc.	Connecticut	06-0937127
Dairy Mart, Inc.	Massachusetts	04-2235065
CONNA Corporation	Kentucky	61-0960167
The Lawson Company	Delaware	36-2998715
D.M. Insurance Limited	Bermuda	98-0122232
LMC, Inc.	Ohio	34-1225236
SNG of Southern Minnesota, Inc.	Ohio	31-0744171
The Lawson Milk Company	Ohio	34-0352180
Golden Stores, Inc.	Ohio	34-1256236
Lakeside Wholesale, Inc.	Ohio	34-1338109
Quik Shops, Inc.	Ohio	34-1126799
Open Pantry Properties, Inc.	Ohio	34-0898645
Remote Services, Inc.	Kentucky	61-0667027
Convenient Industries of America, Inc.	Kentucky	61-0567766
Oscar Ewing, Inc.	Kentucky	61-0187240
Convenient Gasoline, Inc.	New York	61-0667027
Jackson County Grocery Co., Inc.	Indiana	35-1460917
Greenwell Grocery Co., Inc.	Indiana	61-0999843
CIA Food Marts, Inc.	New York	62-0941344
Food Merchandisers, Incorporated	North Carolina	56-0889198
Dairy Mart Convenience Stores of Ohio, Inc.	Ohio	34-1606435

The purpose of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-2 (File No. 33-70610) is to file as Exhibit 5.1 the form of opinion of Schatz & Schatz, Ribicoff & Kotkin and as Exhibit 23.2 the consent of Schatz & Schatz, Ribicoff & Kotkin which is included in Exhibit 5.1.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following are the estimated expenses of the issuance and distribution of the Notes being registered, a portion of which will be paid by the Underwriter:

<TABLE>

<S>	<C>
Securities and Exchange Commission registration fee.....	\$ 25,000
Printing, postage, and mailing.....	150,000
Legal fees and expenses.....	275,000
Rating agencies' fees.....	40,000
Accounting fees and expenses.....	150,000
Blue sky fees and expenses (including counsel fees).....	40,000
NASD.....	8,500
Trustee, transfer agent and registrar fees.....	15,000
Miscellaneous.....	10,000

Total.....	\$713,500
	=====

</TABLE>

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of the State of Delaware ("DGCL") provides that a corporation has the power to indemnify its officers and directors against the expenses, including attorney's fees, judgments, fines or settlement amounts, actually and reasonably incurred by them in connection with the defense of any action by reason of being or have been directors or officers, if such person shall have acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, except that if such action shall be in the right of the corporation, no such indemnification shall be provided as to any claim, issue or matter as to which such person shall have been judged to have been liable to the corporation unless and to the extent that the Court of Chancery of the State of Delaware, or another court in which the suit was brought, shall determine upon application that, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity. The Company's certificate of incorporation provides for indemnification of its directors and officers to the fullest extent permitted by the DGCL.

As permitted by Section 102 of the DGCL, the Company's certificate of incorporation provides that no director shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director other than: (i) for breaches of the director's duty of loyalty to the Company or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the unlawful payment of dividends or unlawful stock purchases or redemptions under Section 174 of the DGCL; and (iv) for any transaction from which the director derived an improper personal benefit.

The Company has purchased a liability insurance policy which insures: (i) the Company, under certain circumstances, in the event it indemnifies a director or officer of the Company or the subsidiary pursuant to the foregoing provisions of the certificate of incorporation or by-laws of the Company or otherwise; and

(ii) directors and officers, under certain circumstances, against liability and costs (including the cost of defending any action) incurred by directors or officers in their capacity as such.

ITEM 16. EXHIBITS.

The exhibits set forth on the Exhibit Index on page E-1 of this Registration Statement are filed as part of this Registration Statement.

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ITEM 17. UNDERTAKINGS.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned Registrant hereby undertakes:

1. That for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

2. For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

II-2

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28TH DAY OF FEBRUARY, 1994.

Dairy Mart Convenience Stores, Inc.

/s/ FRANK COLACCINO

By _____

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

<TABLE>

<CAPTION>

SIGNATURE -----	TITLE -----	DATE -----
<S> /s/ Frank Colaccino ----- Frank Colaccino	<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> February 28, 1994
/s/ GREGORY G. LANDRY ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ FRANK W. BARRETT ----- Frank W. Barrett	Director	February 28, 1994
/s/ MITCHELL J. KUPPERMAN ----- Mitchell J. Kupperman	Director	February 28, 1994
----- Theodore W. Leed	Director	February 28, 1994
----- Charles Nirenberg	Director	February 28, 1994
/s/ ROBERT B. STEIN, JR. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

II-3

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Dairy Mart East, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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<S> /s/ Frank Colaccino ----- Frank Colaccino	<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> February 28, 1994
/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

II-4

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Dairy Mart Farms, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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SIGNATURE -----	TITLE -----	DATE -----
<S> /s/ Frank Colaccino ----- Frank Colaccino	<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> February 28, 1994
/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

II-5

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Dairy Mart, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

II-6

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

CONNA Corporation

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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<S> /s/ Frank Colaccino -----	<C> President, Chief Executive Officer and Director (Principal	<C> February 28, 1994

/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

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II-7

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

The Lawson Company

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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<S> /s/ Frank Colaccino ----- Frank Colaccino	<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> February 28, 1994
/s/ Gregory G. Landry -----	Executive Vice President, Chief Financial Officer, and Director	February 28, 1994

/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

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II-8

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

D.M. Insurance Limited

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- 	Director	February 28, 1994

Mitchell J. Kupperman

/s/ Robert B. Stein, Jr.

Director

February 28, 1994

Robert B. Stein, Jr.

</TABLE>

II-9

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

LMC, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. -----	Director	February 28, 1994

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SNG of Southern Minnesota, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

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The Lawson Milk Company

By /s/ Frank Colaccino

 Frank Colaccino
 President and Chief Executive
 Officer

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/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
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STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Golden Stores, Inc.

By /s/ Frank Colaccino

 Frank Colaccino
 President and Chief Executive
 Officer

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/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

II-13

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PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Lakeside Wholesale, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

II-14

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Quik Shops, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

II-15

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Open Pantry Properties, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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<CAPTION>

SIGNATURE

TITLE

DATE

<S>

/s/ Frank Colaccino

Frank Colaccino

<C>

President, Chief Executive Officer
and Director (Principal
Executive Officer)

<C>

February 28, 1994

/s/ Gregory G. Landry

Gregory G. Landry

Executive Vice President, Chief
Financial Officer, and Director
(Principal Financial and
Accounting Officer)

February 28, 1994

/s/ Mitchell J. Kupperman

Mitchell J. Kupperman

Director

February 28, 1994

/s/ Robert B. Stein, Jr.

Robert B. Stein, Jr.

Director

February 28, 1994

</TABLE>

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Remote Services, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

<TABLE>

<CAPTION>

SIGNATURE

TITLE

DATE

<S>

/s/ Frank Colaccino

<C>

President, Chief Executive Officer
and Director (Principal

<C>

February 28, 1994

/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Convenient Industries of America, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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<S> /s/ Frank Colaccino ----- Frank Colaccino	<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> February 28, 1994
/s/ Gregory G. Landry -----	Executive Vice President, Chief Financial Officer, and Director	February 28, 1994

Gregory G. Landry

(Principal Financial and
Accounting Officer)

/s/ Mitchell J. Kupperman

Director

February 28, 1994

Mitchell J. Kupperman

/s/ Robert B. Stein, Jr.

Director

February 28, 1994

Robert B. Stein, Jr.

</TABLE>

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Oscar Ewing, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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----- Frank Colaccino		
/s/ Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
----- Gregory G. Landry		
/s/ Mitchell J. Kupperman	Director	February 28, 1994

Mitchell J. Kupperman

/s/ Robert B. Stein, Jr.

Director

February 28, 1994

Robert B. Stein, Jr.

</TABLE>

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Convenient Gasoline, Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr.	Director	February 28, 1994

Robert B. Stein, Jr.

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Jackson County Grocery Co., Inc.

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

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/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

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Greenwell Grocery Co., Inc.

By /s/ Frank Colaccino

 Frank Colaccino
 President and Chief Executive
 Officer

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/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

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CIA Food Marts, Inc.

By /s/ Frank Colaccino

 Frank Colaccino
 President and Chief Executive
 Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ENFIELD, STATE OF CONNECTICUT, ON THIS 28th DAY OF FEBRUARY, 1994

Food Merchandisers, Incorporated

By /s/ Frank Colaccino

Frank Colaccino
President and Chief Executive
Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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/s/ Gregory G. Landry ----- Gregory G. Landry	Executive Vice President, Chief Financial Officer, and Director (Principal Financial and Accounting Officer)	February 28, 1994
/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

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Dairy Mart Convenience Stores of Ohio,
Inc.

By /s/ Frank Colaccino

 Frank Colaccino
 President and Chief Executive
 Officer

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/s/ Mitchell J. Kupperman ----- Mitchell J. Kupperman	Director	February 28, 1994
/s/ Robert B. Stein, Jr. ----- Robert B. Stein, Jr.	Director	February 28, 1994

</TABLE>

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EXHIBIT INDEX

<TABLE>
 <CAPTION>

EXHIBIT NO. -----	DESCRIPTION OF DOCUMENT -----	SEQUENTIAL PAGE NUMBER -----
<C> * 1	<S> Form of Underwriting Agreement among the Company, the Guarantors, and the Underwriter.	<C>
* 4.1	Form of Indenture dated as of March 3, 1994, among the Company, the Guarantors and Society National Bank, as trustee, relating to the 10 1/4% Senior Subordinated Notes due 2004 being registered.	
* 4.2	Form of 10 1/4% Senior Subordinated Note due 2004 and form of Notation of Guarantee (included in Exhibit 4.1).	

- 5.1 Opinion of Schatz & Schatz, Ribicoff & Kotkin as to the validity of the Notes and Guarantees being registered.
- * 10.1 Credit Agreement dated as of January 9, 1991, among the Company, Manufacturers Hanover Trust Company (predecessor to Chemical Bank) and other financial institutions ("Existing Credit Agreement") was filed as Exhibit 10.5 to the Company's Form 10-K for the fiscal year ended February 2, 1991, and is incorporated herein by reference. The First Amendment dated as of May 10, 1991 and the Second Amendment and Waiver dated as of February 6, 1992, both of which amended the Existing Credit Agreement, were filed as Exhibit 10.1 to the Company's Form 10-K for the fiscal year ended February 1, 1992, and are incorporated herein by reference. The Third Amendment dated as of December 11, 1992 and the Fourth Amendment dated as of April 29, 1993, both of which further amended the Existing Credit Agreement, were filed as Exhibit 10.1 to the Company's Form 10-K for the fiscal year ended January 30, 1993, and are incorporated herein by reference. The Fifth Amendment dated as of January 31, 1994, further amending the Existing Credit Agreement, is included as Exhibit 10.1 hereto.
- * 10.2 Amended and Restated 1985 Incentive Stock Option Plan. Form of Incentive Stock Option Agreement was filed as part of Exhibit 10.4 to the Company's annual report on Form 10-K for the fiscal year ended January 30, 1988, and is incorporated herein by reference.
- * 10.3 1983 Incentive Stock Option Plan and form of Incentive Stock Option Agreement thereunder were filed as Exhibits 4.1 and 4.2, respectively, to the Company's Registration Statement on Form S-8 (File No. 33-8209) filed on August 26, 1986, and are incorporated herein by reference.
- * 10.4 1990 Stock Option Plan and forms of qualified and non-qualified stock option agreements thereunder were filed as Exhibit 10.4 to the Company's Form 10-K for the fiscal year ended February 2, 1991, and are incorporated herein by reference.
- * 10.5 Employment Agreement between the Company and Charles Nirenberg, dated December 5, 1991, was filed as Exhibit 10.5 to the Company's Form 10-K for the fiscal year ended February 1, 1992, and is incorporated herein by reference.
- * 12 Statement concerning computation of ratios of earnings to fixed charges.
- * 23.1 Consent of Arthur Andersen & Co.
- 23.2 Consent of Schatz & Schatz, Ribicoff & Kotkin (included in Exhibit 5.1).
- * 25 Statement of eligibility and qualification of Society National Bank as Trustee on Form T-1.

</TABLE>

- - - - -

* Previously filed

February 28, 1994

Board of Directors
Dairy Mart Convenience Stores, Inc.
One Vision Drive
Enfield, Connecticut 06082

Gentlemen:

We have acted as counsel to you in connection with the proposed issuance by Dairy Mart Convenience Stores, Inc., a Delaware corporation (the "Company") of \$75,000,000 aggregate principal amount of 10 1/4% Senior Subordinated Notes Due 2004 (the "Notes"), pursuant to the terms of an indenture (the "Indenture") among the Company, Society National Bank, as trustee (the "Trustee") and certain direct and indirect subsidiaries of the Company referred to below. We have also acted as counsel to certain direct and indirect subsidiary corporations of the Company set forth on Exhibit A hereto which will guarantee the obligations of the Company under the Indenture (each such subsidiary corporation being referred to individually as a "Guarantor" and collectively as the "Guarantors," and the guarantee of each Guarantor being referred to as a "Guarantee" and collectively as the "Guarantees"). In connection with the offer and sale of the Notes and the Guarantees, the Company and the Guarantors have filed a registration statement on Form S-2 (together with all amendments thereto, the "Registration Statement") with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended.

As counsel to the Company and each of the Guarantors, and for the purposes hereof, we have reviewed the following: (i) the amended and restated certificate of incorporation of the Company, and the certificates of incorporation of each of the Guarantors, in each case as amended and as currently in effect; (ii) the by-laws of the Company and each of the Guarantors, in each case as amended and as currently in effect; (iii) the minutes of the meetings of the respective Boards of Directors and any authorized committees of each of the Company and the Guarantors relating to the Company's proposed issuance of the Notes and the Guarantees of

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the Guarantors; (iv) the proposed form of Indenture as filed as an exhibit to the Registration Statement; (v) the underwriting agreement (the "Underwriting

Agreement") among the Company, the Guarantors and Bear, Stearns & Co. Inc (the "Underwriter"), pursuant to which the Underwriter will purchase the Notes; and (vi) such other documents as we have deemed it necessary in order to express the opinions contained herein.

Based upon the foregoing, it is our opinion that:

When the Notes and the related Guarantees have been sold by the Company pursuant to the Underwriting Agreement, and the Notes and the Guarantees (substantially in the form filed as an exhibit to the Indenture) have been duly executed by the Company (with respect to the Notes) and by the Guarantors (with respect to the Guarantees), authenticated by the Trustee and delivered to the Underwriter for delivery at the agreed price, the Notes will have been duly and validly authorized and issued as binding obligations of the Company, and the Guarantees will have been duly and validly authorized and issued as binding obligations of the Guarantors.

We are attorneys licensed to practice law in the State Of Connecticut. The opinions expressed herein are limited to the laws of the United States of America, the laws of the State of Connecticut and the General Corporation Law of the State of Delaware. We express no opinion as to the effect or applicability of the laws of any other jurisdiction except to the extent set forth below. Further, we note that the Indenture is stated to be governed by the laws of the State of New York. To the extent that the laws of the State of New York govern the matters as to which the opinions expressed herein are rendered, you may rely upon our opinions as opinions with respect to the laws of the State of New York only to the extent that such laws are construed or applied with the same effect as the substantive laws of the State of Connecticut. We express no opinion as to whether the laws of the State of New York are the same as the laws of the State of Connecticut.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name in the prospectus under the caption "Certain Legal Matters."

Very truly yours,

Schatz & Schatz, Ribicoff & Kotkin

EXHIBIT A

GUARANTORS

Dairy Mart East, Inc.

Dairy Mart, Inc.

The Lawson Company

LMC, Inc.

The Lawson Milk Company

Lakeside Wholesale, Inc.

Open Pantry Properties, Inc.

Convenient Industries of
America, Inc.

Convenient Gasoline, Inc.

Greenwell Grocery Co., Inc.

Food Merchandisers,
Incorporated

Dairy Mart Farms, Inc.

CONNA Corporation

D.M. Insurance Limited

SNG of Southern Minnesota, Inc.

Golden Stores, Inc.

Quik Shops, Inc.

Remote Services, Inc.

Oscar Ewing, Inc.

Jackson County Grocery Co.,
Inc.

CIA Food Marts, Inc.

Dairy Mart Convenience Stores
of Ohio, Inc.