

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
 Phoenix AZ 85007-2934
 www.azliquor.gov
 (602) 542-5141

12 NOV 7 11 49 AM 414

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box

Agent Change
 Complete Sections 1,2,3,4,6
 (See Note 1 on back)

Acquisition of Control
 Complete Sections 1,2, (3,4 if changing Agent), 6
Other Change

Restructure
 Complete Sections 1,2,(3,4 if changing Agent), 5,6
 (See Note 2 on back)

10133078

SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

- Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER)
Bick Jeffery Alan
 Last First Middle
List Attached
 Liquor License #
- Corporation L.L.C. N/A: Kmart Corporation Corp. File #: F00074980
 (Exactly as it appears on Articles of Inc. or Articles of Org.)
- Business Name: See list Attached
- Business Address: List Attached
 (Do not use P.O. Box Number) City COUNTY Zip
- Is the business located within the incorporated limits of the above city or town? Yes No
- Mailing Address: 3333 Beverly Rd. B2-113A Hoffman Estates, IL 60179
 City State Zip
- Business Phone: See Attached List Residence Phone: 847) 286-1140
- Does this transaction involve the sale of any portion of the corporate stock? YES NO N/A If yes, submit a certified copy of minutes.
- Has there been any change of officers? YES NO N/A If yes, submit a certified copy of minutes.

SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section II must submit a personal questionnaire (Form LIC0101) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists need only submit one questionnaire and fingerprint card.

AMENDMENT

- List individual owner or partners or all directors, officers in corp., members in LLC:

Last	First	Middle	Title	Residence Address	City State Zip
D'Ambrosio	Dennis	J	President + CEO	100 Overlook Ln, St. Davids, PA	19081
Phelan	William	K	Sr. Vice President	1450 Teal Ct. Hoffman Estates, IL	60132
Huckins	Scott	E	Vice Pres. Treasurer	3936 E Sahara Blvd, Phoenix, AZ	85038
Meerschaert	Lawrence	J	V.P. Tax; Secretary	4950 Pickford Dr, Troy, MI	48068

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

- List stockholders or controlling members owning 10% or more of Corp/LLC:

Last	First	Middle	% Owned	Residence Address	City State Zip
Kmart Corporation is a wholly owned subsidiary of Kmart Holding Corporation who is wholly owned by Sears Holdings Corporation.					

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

Date Received 12-10-12
 CSR JB

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
Phoenix AZ 85007-2934
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(602) 542-5141

12 SEP 28 Liv. Dept #1040

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box <input type="checkbox"/> Agent Change Complete Sections 1,2,3,4,6 (See Note 1 on back)	<input checked="" type="checkbox"/> Acquisition of Control Complete Sections 1,2, (3,4 if changing Agent), 6 Officer Change	<input type="checkbox"/> Restructure Complete Sections 1,2,(3,4 if changing Agent) ,5,6 (See Note 2 on back)
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10133038

SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

1. Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER)

Meerschaeft Lawrence J List Attached
 Last First Middle Liquor License #

2. Corporation L.L.C. N/A: Kmart Corporation Corp. File #: EQ074980
 (Exactly as it appears on Articles of Inc. or Articles of Org.)

3. Business Name: Kmart / Big Kmart
 (Exactly as it appears on license)

4. Business Address: List Attached
 (Do not use P.O. Box Number) City COUNTY Zip

5. Is the business located within the incorporated limits of the above city or town? Yes No

6. Mailing Address: 3333 Beverly Rd. B2-113A, Hoffman Estates, Ill 60179
 City State Zip

7. Business Phone: (847) 286-1140 Residence Phone: ()

8. Does this transaction involve the sale of any portion of the corporate stock? YES NO N/A If yes, submit a certified copy of minutes.

9. Has there been any change of officers? YES NO N/A If yes, submit a certified copy of minutes.

SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section II must submit a personal questionnaire (Form LIC0101) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists need only submit one questionnaire and fingerprint card.

1. List individual owner or partners or all directors, officers in corp., members in LLC:

Last	First	Middle	Title	Residence Address	City State Zip
D'Ambrosio	Louis	J	President + CEO	100 Overlook Ln.	St. Davids, PA 1908
Phelan	William	K	Sr. Vice President	1450 Teal Ct.	Hoffman Estates, Ill 60179
Huckins	Scott	E	Vice Pres. + Treasurer	3936 E Sahara Blvd.	Phoenix, AZ 85028
Meerschaeft	Lawrence	J	VP Tax; Secretary	4950 Pickford Dr.	Tray, MI 48098

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

2. List stockholders or controlling members owning 10% or more of Corp/LLC:

Last	First	Middle	% Owned	Residence Address	City State Zip
Kmart Corporation is a wholly owned subsidiary of Kmart Holding Corporation who is wholly owned by Sears Holdings Corporation.					

LIC0102 4/2009

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

Disabled individuals requiring special accommodations please call the Department

Date Received 12-10-12
 CSR JB

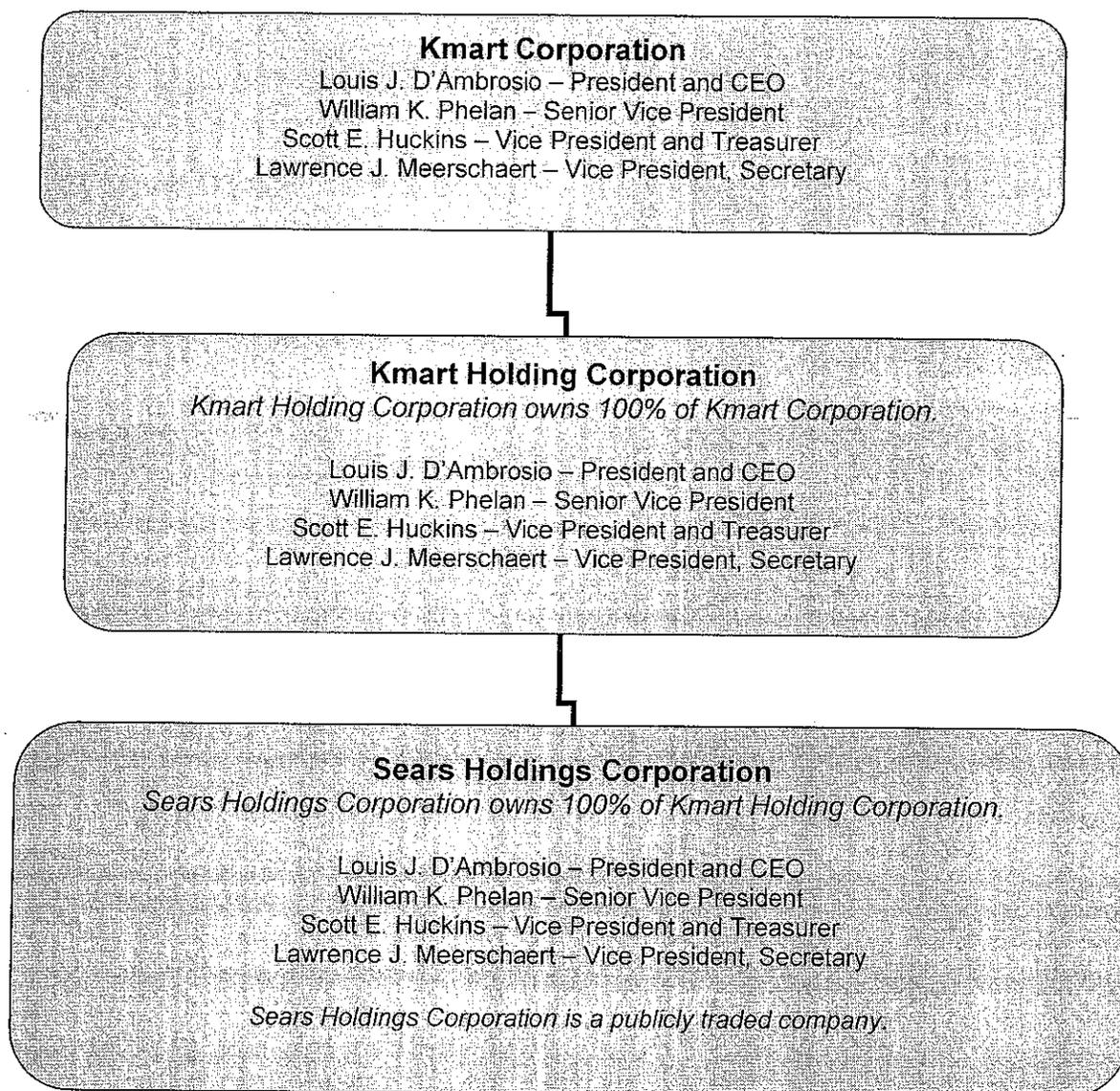
Kmart Corporation
AZ Alcoholic Beverage Licenses

Store	Address	City	State	Zip	Phone	County	License #
3108	3401 W Greenway Rd	Phoenix	AZ	85023-3807	(602)993-8050	Maricopa	10074732 - KMART
3188	2840 E Main St	Mesa	AZ	85213-9377	(480)832-2650	Maricopa	10073346 - KMART
3375	2250 Highway 95 Ste 256	Bullhead City	AZ	86442-6012	(520)763-7878	Mohave	10083033 - BIG KMART *
3628	8701 West McDowell	Tolleson	AZ	85353-9004	(623)936-1284	Maricopa	10074733 - KMART
3695	2011 East Fry Blvd	Sierra Vista	AZ	85635-2708	(602)459-0345	Cochise	10023011 - KMART
3707	1870 McCulloch Blvd	Lake Havasu City	AZ	86403-5744	(520)453-5919	Mohave	10083034 - BIG KMART *
3923	300 West Mariposa Rd	Nogales	AZ	85621-1043	(602)761-4844	Santa Cruz	10123007 - KMART
3924	750 W Deuce of Clubs	Show Low	AZ	85901-5810	(520)537-3537	Navajo	10093035 - KMART
→ 4880	7550 East Hwy 69	Prescott Valley	AZ	86314-2214	(520)772-0017	Yavapai	10133038 - BIG KMART *
4996	7055 East Broadway	Tucson	AZ	85710-2804	(520)546-6565	Pima	09100127 - KMART
7236	6767 West Bell Road	Glendale	AZ	85308-8402	(624)412-2539	Maricopa	10073356 - KMART
7655	1445 South Power Road	Mesa	AZ	85206-3705	(480)985-8448	Maricopa	10073345 - KMART
9101	1214 E Florence Blvd	Casa Grande	AZ	85222-4250	(602)836-3466	Pinal	10113026 - BIG KMART *
9406	10140 N 91st Avenue	Peoria	AZ	85345	(623)486-1830	Maricopa	10074734 - KMART
9528	3340 E Andy Devine Ave	Kingman	AZ	86401-3704	(520)757-3202	Mohave	10083035 - BIG KMART *

12 SEP 28 11:40 AM

Kmart Corporation is wholly owned by Kmart Holding Corporation which is wholly owned by Sears Holdings Corporation. 12/07/11 11:03 AM

On April 5, 2011 Kmart Management Corporation merged into Kmart Holding Corporation. Kmart Holding Corporation is the surviving Corporation. Attached is the Certificate of Merger.



SECTION 3 (COMPLETE THIS SECTION FOR AGENT CHANGE)

1. If the corporation/L.L.C. is owned by another entity, ATTACH AN OWNERSHIP AND DIRECTOR / OFFICER / MEMBER DISCLOSURE for the parent entity. Attach additional sheets as necessary in order to disclose real people.

As an Agent, will you be physically present and operating the licensed premises? [] YES [] NO

If you answered YES, you must provide proof of attendance of a Department approved Liquor Law Training Course within the last five years before your application for Agent can be submitted. If "no" a manager with approved training must be submitted.

SECTION 4 (COMPLETE THIS SECTION FOR AGENT CHANGE)

To be completed by the INDIVIDUAL OR EXISTING AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER:

1. License Number: _____ Date of last renewal: _____

2. Current Licensee or Agent: _____ (Exactly as it appears on license) Last First Middle

I, _____, hereby consent to the agent appointment named herein and agree to immediately assign a new agent in the event of the death, resignation, or discharge of this agent. I also understand that if the background report shows that I, the corporation, or any officer, director, member, or stockholder have been convicted of a felony in the past five (5) years, I will immediately surrender the license to the Arizona Department of Liquor Licenses and Control and hereby waive all rights to appeal such action.

State of _____ County of _____

X _____ (Signature of INDIVIDUAL/ CORPORATE/CLUB OFFICER/MEMBER)

The foregoing instrument was acknowledged before me this

_____ day of _____, _____

My commission expires on: _____

(Signature of NOTARY PUBLIC)

SECTION 5 (COMPLETE THIS SECTION FOR RESTRUCTURE)

Is there more than one licensed premises involved? [] YES [] NO If yes, SEPARATE APPLICATIONS must be filed and fees paid for each license/location.

Type of current ownership:

- [] J.T.W.R.O.S.
[] INDIVIDUAL
[] PARTNERSHIP
[] CORPORATION
[] LIMITED LIABILITY CO.
[] TRUST
[] OTHER Explain _____

Type of new ownership:

- [] J.T.W.R.O.S.
[] INDIVIDUAL
[] PARTNERSHIP
[] CORPORATION
[] LIMITED LIABILITY CO.
[] TRUST
[] OTHER Explain _____

AMENDMENT

SECTION 6 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

To be completed by INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER as listed in Question 1 Section 1:

I, Lawrence Joseph Meerschaefer, hereby declare that I am the APPLICANT filing this application.

have read the application and the contents and all statements are true, correct and complete.

X _____ (Signature of INDIVIDUAL OR AGENT)

State of Illinois County of Cook

The foregoing instrument was acknowledged before me this

7th day of November, 2012

My commission expires on: 7/26/16

Cristal Monahan (Signature of NOTARY PUBLIC)

NOTE 1: The fee for an agent change MUST be submitted with this application: \$100.00 for the first application and \$50.00 for each additional application, not to exceed \$1,000.00. (A.R.S. 4-209.H)

NOTE 2: The \$100.00 fee for restructure MUST be submitted with this application (A.R.S. 4-209.A)



12 NOV 7 11:03 AM '12

SECTION 3 (COMPLETE THIS SECTION FOR AGENT CHANGE)

12 SEP 28 Lyr. Dept #10:40

1. If the corporation/L.L.C. is owned by another entity, ATTACH AN OWNERSHIP AND DIRECTOR / OFFICER / MEMBER DISCLOSURE for the parent entity. Attach additional sheets as necessary in order to disclose real people.

As an Agent, will you be physically present and operating the licensed premises? [] YES [] NO

If you answered YES, you must provide proof of attendance of a Department approved Liquor Law Training Course within the last five years before your application for Agent can be submitted. If "no" a manager with approved training must be submitted.

SECTION 4 (COMPLETE THIS SECTION FOR AGENT CHANGE)

To be completed by the INDIVIDUAL OR EXISTING AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER:

1. License Number: _____ Date of last renewal: _____

2. Current Licensee or Agent: _____ (Exactly as it appears on license) Last First Middle

I, _____, hereby consent to the agent appointment named herein and agree to immediately assign a new agent in the event of the death, resignation, or discharge of this agent. I also understand that if the background report shows that I, the corporation, or any officer, director, member, or stockholder have been convicted of a felony in the past five (5) years, I will immediately surrender the license to the Arizona Department of Liquor Licenses and Control and hereby waive all rights to appeal such action.

State of _____ County of _____

X _____ The foregoing instrument was acknowledged before me this _____ day of _____ Month _____ Year (Signature of INDIVIDUAL/ CORPORATE/CLUB OFFICER/MEMBER)

My commission expires on: _____ (Signature of NOTARY PUBLIC)

SECTION 5 (COMPLETE THIS SECTION FOR RESTRUCTURE)

Is there more than one licensed premises involved? [] YES [] NO If yes, SEPARATE APPLICATIONS must be filed and fees paid for each license/location.

Type of current ownership:

- [] J.T.W.R.O.S. [] INDIVIDUAL [] PARTNERSHIP [] CORPORATION [] LIMITED LIABILITY CO. [] TRUST [] OTHER Explain _____

Type of new ownership:

- [] J.T.W.R.O.S. [] INDIVIDUAL [] PARTNERSHIP [] CORPORATION [] LIMITED LIABILITY CO. [] TRUST [] OTHER Explain _____

SECTION 6 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

To be completed by INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER as listed in Question 1 Section 1:

I, Lawrence J. Moerschaert, hereby declare that I am the APPLICANT filing this application. (Print full name)

have read the application and the contents and all statements are true, correct and complete.

State of Illinois County of Cook

X _____ The foregoing instrument was acknowledged before me this 26 day of September 2012 (Signature of INDIVIDUAL OR AGENT)



Day Month Year (Signature of NOTARY PUBLIC)

My commission expires on: _____

NOTE 1: The fee for an agent change MUST be submitted with this application: \$100.00 for the first application and \$50.00 for each additional application, not to exceed \$1,000.00. (A.R.S. 4-209.H)

NOTE 2: The \$100.00 fee for restructure MUST be submitted with this application (A.R.S. 4-209.A)

OFFICERS AND DIRECTORS OF KWART CORPORATION
 DEPT768TAX B2-113A
 3333 BEVERLY RD, HOFFMAN ESTATES IL 60179
 847-286-1140

NAME	TITLE	ADDRESS	D O B	P O B	SS#	CITIZEN	FELONY
LOUIS J D'AMBROSIO	PRESIDENT AND CHIEF EXECUTIVE OFFICER	100 OVERLOOK LN, SAINT DAVIDS PA 19087		PHILADELPHIA, PA		USA	NONE
WILLIAM K PHELAN	SENIOR VICE PRESIDENT, FINANCE	1450 TEAL COURT, HOFFMAN ESTATES IL 60192		CHICAGO, IL		USA	NONE
SCOTT E HUCKINS	VICE PRESIDENT AND TREASURER	3936 E SAHUARO BLVD, PHOENIX, AZ 85028		BURLINGAME, CA		USA	NONE
LAWRENCE J MEERSCHAERT	VP TAX, SECRETARY AND ASSISTANT TREASURER	4950 PICKFORD DRIVE, TROY MI 48098		DETROIT, MI		USA	NONE

'12 SEP 28 (19. Dept Am10:40)

SEARS HOLDINGS

November 6, 2012

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL
800 W WASHINGTON, 5TH FLOOR
PHOENIX, AZ 85007-2937

12 NOV 7 11:14 PM 414

RE: KMART OFFICER CHANGES (Master File #: F00074980)

We need to update the officers listed on our Master File for Kmart Corporation. Kmart Corporation is a wholly owned subsidiary of Kmart Holding Corporation who is a wholly owned subsidiary of Sears Holdings Corporation.

The current officers for Kmart Corporation, Kmart Holding Corporation and Sears Holdings Corporation are:

Louis J D'Ambrosio – President and Chief Executive Officer
William K Phelan – Senior Vice President, Finance
Scott E Huckins – Vice President and Treasurer
Lawrence J Meerschaert – Vice President Tax, Secretary and Assistant Treasurer

Please remove Charles C Conway, John Ronan, William Bruce Johnson, Julian Charles Day, John Taillon McDonald, Michael James Viola, James Churilla, Alfred Herbert Jasser and Allen Robert Ravas as officers of Kmart Corporation.

Please remove Aylwin Bernard Lewis, Julia Ann Younglove Webb, April Jean Hanes Dowd and Allen Robert Ravas as officers of Sears Holdings Corporation.

If you have any questions or need additional information, you may contact Crystal Meinhardt at (847) 286-6559.

Thank you,



Lawrence J Meerschaert
Sears Holdings Management Corporation
3333 Beverly Road B2-113A
Hoffman Estates, IL 60179
847-286-1140
847-286-4635 (Fax)