

# ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934

www.azliquor.gov  
(602) 542-5141

## NOTIFICATION TO LOCAL GOVERNING BODY

AGENT CHANGE

ACQUISITION OF CONTROL AND AGENT CHANGE

ACQUISITION OF CONTROL

Liquor License No. 09130006 Application accepted by AE

### A.R.S. § 4-203.F

If a person other than those persons originally licensed acquires control over a license or licensee, the person shall file notice of the acquisition with the Director within fifteen business days after such acquisition of control and a list of officers, directors or other controlling persons on a form prescribed by the Director. All officers, directors or other controlling persons shall meet the qualifications for licensure as prescribed by this title. On request, the director shall conduct a preinvestigation prior to the assignment, sale or transfer of control of a license or licensee, the reasonable costs of which, not to exceed one thousand dollars, shall be borne by the applicant. The preinvestigation shall determine whether the qualifications for licensure as prescribed by this title are met. On receipt of notice of an acquisition of control or request of a preinvestigation, the Director shall forward the notice within fifteen days to the local governing body of the city or town, if the licensed premises is in an incorporated area, or the county, if the licensed premises is in an unincorporated area. **The Local Governing Body of the city, town or county may protest the acquisition of control within sixty days based on the capability, reliability and qualification of the person acquiring control.** If the Director does not receive any protests, the Director may protest the acquisition of control or approve the acquisition of control based on the capability, reliability and qualification of the person acquiring control. Any protest shall be set for a hearing before the Board. Any transfer shall be approved or disapproved within one hundred five days of the filing of the notice of acquisition and control. The person who has acquired control of a license or licensee has the burden of an original application at the hearing, and the board shall make its determination pursuant to section 4-202 and this section with respect to capability, reliability and qualification.

ADVENTURE'S FIRST STOP

**MAVERIK**

MAVERIK, INC.  
880 West Center Street  
North Salt Lake, Utah 84054  
(801) 936-5557

9 May 2013

Arizona Department of License and Control  
Attn: Connie Wagner, Deputy Director of Licensing

Dear Ms. Wagner,

I am Maverik, Inc.'s Corporate Secretary and have been asked to explain the ownership structure of Maverik, Inc. Maverik, Inc. is a privately held Wyoming Corporation. During December 2012, FJ Management and affiliates (FJM) entered into various stock transactions with individuals to purchase their stock in Maverik, Inc. The agreements were between FJM and individual shareholders. Maverik, Inc. as a corporation was not involved in any of these transactions.

Prior to these transactions in December 2012, FJM had no ownership in Maverik, Inc. After these transactions, FJM owns 67.5% of Maverik, Inc.

Since these stock transactions were between FJM and individual Maverik, Inc. shareholders, no Maverik, Inc. board meeting minutes were necessary.

Please let me know if you have any questions.

Sincerely,



Spencer C. Hewlett  
Secretary

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## APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box

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

Merrett	Lauren	Kay	<u>09130006</u>
<small>Last</small>	<small>First</small>	<small>Middle</small>	<small>Liquor License #</small>
2.  Corporation  L.L.C.  N/A: Maverik Inc. Corp. File #: F-00144124  
(Exactly as it appears on Articles of Inc. or Articles of Org.)
3. Business Name: Maverik  
(Exactly as it appears on license)
4. Business Address: 1344 N Prescott Country Club Blvd prescott Valley Yavapai 86327  
(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: 736 S Longmore St Chandler AZ 85224  
City State Zip
7. Business Phone: (928) 759-7334 Residence Phone: ( ) unlisted
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
Call	Michael	Val	Pres	673 Parkway Dr	NSL Ut 84054
Call	Bradley	Franz	E.V.P.	477 E 35505	Bountiful Ut 84010
Green	Roger	Val	V.P.	2426 E 505 Layton	Layton Ut 84040
Hewlett	Spencer	Clawson	<i>V.P. Sec/Treas</i>	82 E. Peachtree	Centerville Ut 84010

(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
FJ Management Inc			67.5	1104 Country Hills Dr	Ogden Ut 84403
No other entity or individual owns more than 10%					

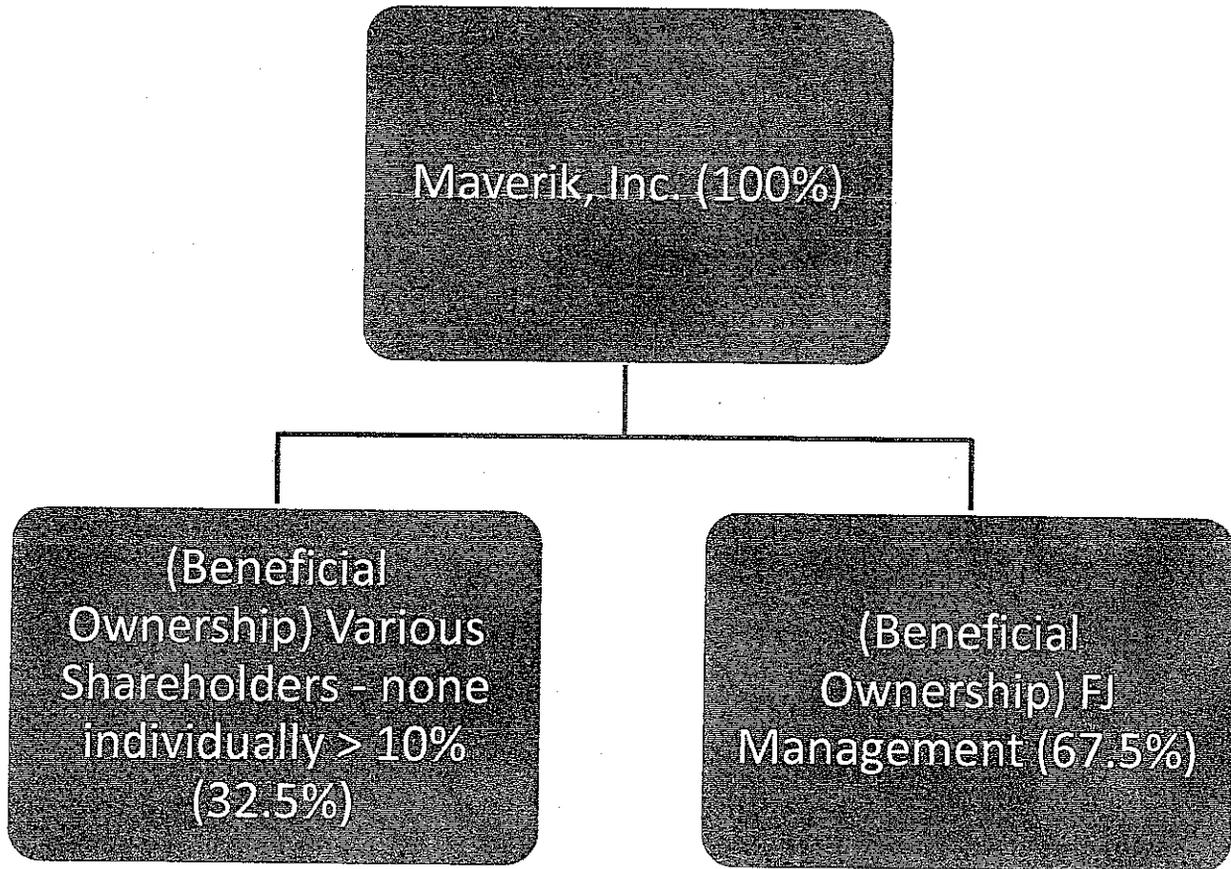
(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

1/7/2013

Disabled individuals requiring special accommodations please call the Department

Date Received	<u>05-17-13</u>
CSR	<u>JB MR AE</u>

Maverik, Inc. – Ownership Structure



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# Maverik, Inc.

February 1, 2013

## Beneficial Ownership

Maverik, Inc. - Ownership		
FJ Management	102,565.970	67.5%
Mike Call	10,920.141	7.2%
Brad Call	6,415.003	4.2%
The Michael V. Call Trust	3,850.000	2.5%
The Brad Call Trust	3,850.000	2.5%
The Spencer C. Hewlett Trust	3,850.000	2.5%
The Lynn Call Trust	3,620.000	2.4%
The Roger Green Trust	3,500.000	2.3%
Roger Green	2,500.000	1.6%
Murray Family Holdings, LLC	2,286.703	1.5%
Spencer Hewlett	2,178.000	1.4%
Shon Call	2,043.262	1.3%
Lynn Call	1,815.789	1.2%
Tim Taylor	1,382.291	0.9%
Doug Foxley	341.958	0.2%
Quinn Gardner	279.000	0.2%
Alvin New	203.969	0.1%
John Hillam	175.000	0.1%
Maurice Minno Trust	87.500	0.1%
Doug Foxley - Lincoln Trust	81.559	0.1%
<b>Total Other Shareholders</b>	<b>49,380.175</b>	<b>32.5%</b>
<b>Total Maverik, Inc. Shares Outstanding</b>	<b>151,946.145</b>	<b>100.0%</b>

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*FJ Management Ownership	
Crystal Maggelet Director / Pres.	47.2%
Thad Call	40.8%
Tamra Call	6.6%
Flying J ESOP	2.7%
Other (27)	2.7%
<b>FJ Management</b>	<b>100.0%</b>

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 (Print full name)

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

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ Year Day Month

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:

Type of new ownership:

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

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

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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, Lauren Kay Merrett, 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.

X \_\_\_\_\_ State of Arizona County of Maricopa The foregoing instrument was acknowledged before me this (Signature of INDIVIDUAL OR AGENT)



\_\_\_\_\_ day of May 2013 Month Year

My commission expires on: \_\_\_\_\_

(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/acquisition of control MUST be submitted with this application. (A.R.S. 4-209.A)