

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.

Application accepted by

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



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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,

A handwritten signature in black ink, appearing to read "Spencer C. Hewlett". The signature is written in a cursive, flowing style.

Spencer C. Hewlett
Secretary

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MAY 17 10:41 AM '13

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box

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

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 | 10133215 |
| <small>Last</small> | <small>First</small> | <small>Middle</small> | <small>Liquor License #</small> |

2. Corporation L.L.C. N/A: Maverik Inc. Corp. File #: E-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: 3576 N. GLASSFORD HILL RD. P.O. BOX 1000 SCOTT VALLEY UTAH 84314
(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) 772-1126 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 | V.P. Sec/Treas CFO | 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)

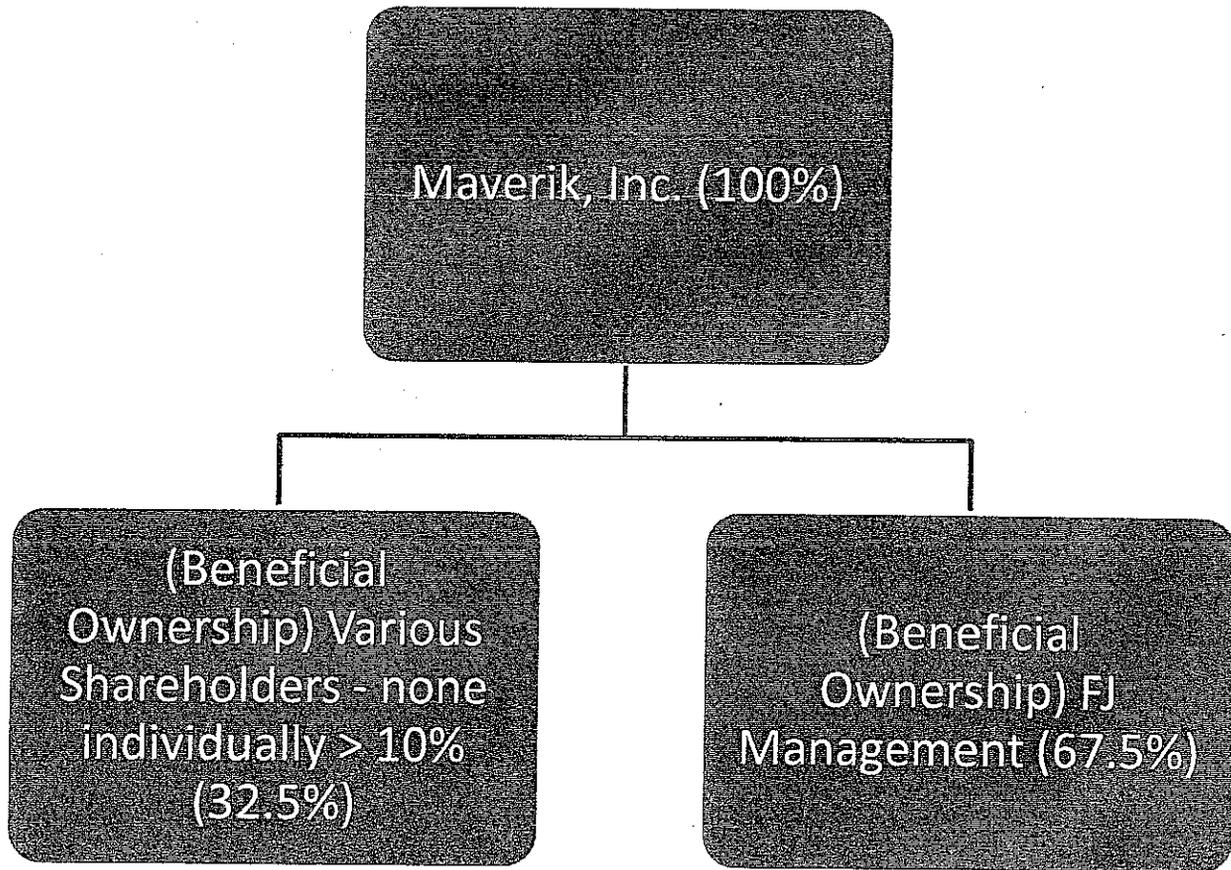
Disabled individuals requiring special accommodations please call the Department

1/7/2013

| | |
|---------------|--------------------|
| Date Received | 5/17 |
| CSR | <i>[Signature]</i> |

Maverik, Inc. – Ownership Structure

13 MAY 17 17. Lic. #14 08



13 MAY 17 11:49. Lic. # 4 08

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 Hiram | 175.000 | 0.1% |
| Maurice Minno Trust | 87.500 | 0.1% |
| Doug Foxley - Lincoln Trust | 81.559 | 0.1% |
| Total Other Shareholders | 49,380.175 | 32.5% |
| Total Maverik, Inc. Shares Outstanding | 151,946.145 | 100.0% |

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

