

Arizona Department of Liquor Licenses and Control
800 West Washington, 5th Floor
Phoenix, Arizona 85007
www.azliquor.gov
602-542-5141

APPLICATION FOR LIQUOR LICENSE
TYPE OR PRINT WITH BLACK INK

Notice: Effective Nov. 1, 1997, All Owners, Agents, Partners, Stockholders, Officers, or Managers actively involved in the day to day operations of the business must attend a Department approved liquor law training course or provide proof of attendance within the last five years. See page 5 of the Liquor Licensing requirements.

SECTION 1 This application is for a:

- MORE THAN ONE LICENSE
INTERIM PERMIT Complete Section 5
NEW LICENSE Complete Sections 2, 3, 4, 13, 14, 15, 16
PERSON TRANSFER (Bars & Liquor Stores ONLY) Complete Sections 2, 3, 4, 11, 13, 15, 16
LOCATION TRANSFER (Bars and Liquor Stores ONLY) Complete Sections 2, 3, 4, 12, 13, 15, 16
PROBATE/WILL ASSIGNMENT/DIVORCE DECREE Complete Sections 2, 3, 4, 9, 13, 16 (fee not required)
GOVERNMENT Complete Sections 2, 3, 4, 10, 13, 15, 16

SECTION 2 Type of ownership:

- J.T.W.R.O.S. Complete Section 6
INDIVIDUAL Complete Section 6
PARTNERSHIP Complete Section 6
CORPORATION Complete Section 7
LIMITED LIABILITY CO. Complete Section 7
CLUB Complete Section 8
GOVERNMENT Complete Section 10
TRUST Complete Section 6
OTHER (Explain)

SECTION 3 Type of license and fees LICENSE #(s): 09130001

1. Type of License(s): Liquor Store (Series 9)

2. Total fees attached: \$

Department Use Only

APPLICATION FEE AND INTERIM PERMIT FEES (IF APPLICABLE) ARE NOT REFUNDABLE.
The fees allowed under A.R.S. 44-6852 will be charged for all dishonored checks.

SECTION 4 Applicant

1. Owner/Agent's Name: Mr. Paul Patrick Joseph
(Insert one name ONLY to appear on license) Last First Middle

2. Corp./Partnership/L.L.C.: Haggen Opco South, LLC B1054444
(Exactly as it appears on Articles of Inc. or Articles of Org.)

3. Business Name: Haggen B1007310
(Exactly as it appears on the exterior of premises)

4. Principal Street Location 7450 E Highway 69 Prescott Valley Yavapai 86314
(Do not use PO Box Number) City County Zip

5. Business Phone: 928-775-2212 Daytime Phone: 602-382-6359 Email: S02223.groc@HaggenFoods.com

6. Is the business located within the incorporated limits of the above city or town? YES NO

7. Mailing Address: 2211 Rimland Drive, Bellingham, WA 98226
City State Zip

8. Price paid for license only bar, beer and wine, or liquor store: Type Liq. Sto. \$ Type \$

DEPARTMENT USE ONLY

Fees: \$100.00 Application Interim Permit Site Inspection \$22.00 Finger Prints \$ 122.00
TOTAL OF ALL FEES

Is Arizona Statement of Citizenship & Alien Status For State Benefits complete? YES NO

Accepted by: AP Date: 5-27-15 Lic. # 09130001

SECTION 5 Interim Permit:

1. If you intend to operate business when your application is pending you will need an Interim Permit pursuant to A.R.S. 4-203.01.
2. There **MUST** be a valid license of the same type you are applying for currently issued to the location.
3. Enter the license number currently at the location. 09130001
4. Is the license currently in use? YES NO If no, how long has it been out of use? _____

ATTACH THE LICENSE CURRENTLY ISSUED AT THE LOCATION TO THIS APPLICATION.

I, Nicholas Carl Guttilla, declare that I am the CURRENT OWNER, AGENT, CLUB MEMBER, PARTNER, MEMBER, STOCKHOLDER, OR LICENSEE (circle the title which applies) of the stated license and location.

X [Signature] State of Arizona County of Maricopa
(Signature)

The foregoing instrument was acknowledged before me this

My commission expires on: _____



25th day of February, 2015
Day Month Year

[Signature]
(Signature of NOTARY PUBLIC)

SECTION 6 Individual or Partnership Owners:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

1. Individual:

| Last | First | Middle | % Owned | Mailing Address | City State Zip |
|------|-------|--------|---------|-----------------|----------------|
| | | | | | |

Partnership Name: (Only the first partner listed will appear on license) _____

| General-Limited | Last | First | Middle | % Owned | Mailing Address | City State Zip |
|--------------------------|------|-------|--------|---------|-----------------|----------------|
| <input type="checkbox"/> | | | | | | |
| <input type="checkbox"/> | | | | | | |
| <input type="checkbox"/> | | | | | | |
| <input type="checkbox"/> | | | | | | |

) Y R A S S E C E N F I T

2. Is any person, other than the above, going to share in the profits/losses of the business? YES NO
If Yes, give name, current address and telephone number of the person(s). Use additional sheets if necessary.

| Last | First | Middle | Mailing Address | City, State, Zip | Telephone# |
|------|-------|--------|-----------------|------------------|------------|
| | | | | | |
| | | | | | |

SECTION 7 Corporation/Limited Liability Co.:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

- CORPORATION *Complete questions 1, 2, 3, 5, 6, 7, and 8.*
- L.L.C. *Complete 1, 2, 4, 5, 6, 7, and 8.*

1. Name of Corporation/L.L.C.: Haggen Opco South, LLC
(Exactly as it appears on Articles of Incorporation or Articles of Organization)
2. Date Incorporated/Organized: 12/02/2014 State where Incorporated/Organized: Delaware
3. AZ Corporation Commission File No.: _____ Date authorized to do business in AZ: _____
4. AZ L.L.C. File No: R-19Z1194-4 Date authorized to do business in AZ: 12/17/2014
5. Is Corp./L.L.C. Non-profit? YES NO
6. List all directors, officers and members in Corporation/L.L.C.:

| Last | First | Middle | Title | Mailing Address | City | State | Zip |
|--------------|-------|--------|-------|-----------------|------|-------|-----|
| See Attached | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

(ATTACH ADDITIONAL SHEET IF NECESSARY)

7. List stockholders who are controlling persons or who own 10% or more:

| Last | First | Middle | % Owned | Mailing Address | City | State | Zip |
|--------------|-------|--------|---------|-----------------|------|-------|-----|
| See Attached | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

(ATTACH ADDITIONAL SHEET IF NECESSARY)

8. If the corporation/L.L.C. is owned by another entity, attach a percentage of ownership chart, and a director/officer/member disclosure for the parent entity. Attach additional sheets as needed in order to disclose personal identities of all owners.

SECTION 8 Club Applicants:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

1. Name of Club: _____ Date Chartered: _____
(Exactly as it appears on Club Charter or Bylaws) (Attach a copy of Club Charter or Bylaws)
2. Is club non-profit? YES NO
3. List officer and directors:

| Last | First | Middle | Title | Mailing Address | City | State | Zip |
|------|-------|--------|-------|-----------------|------|-------|-----|
| | | | | | | | |
| | | | | | | | |
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| | | | | | | | |

(ATTACH ADDITIONAL SHEET IF NECESSARY)

Comvest Haggan Holdings III, LLC
(Continued on Prior Page)

Comvest Haggan Holdings IV, LLC
(Continued on Prior Page)

21%

79%

Haggan Holdings, LLC
Members: Comvest Haggan Holdings III, LLC (21%), Comvest Haggan Holdings IV, LLC (79%)

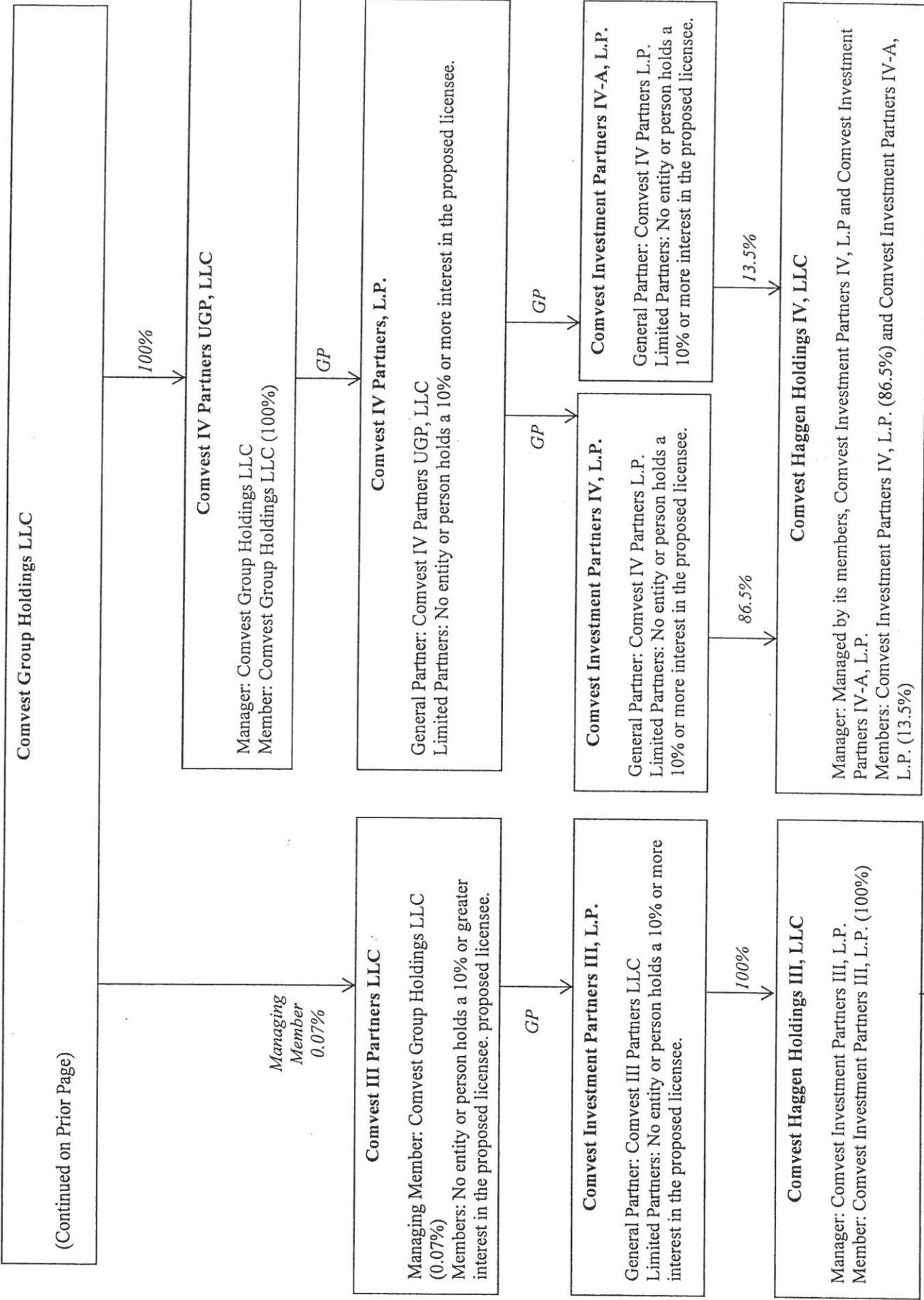
100%

Haggan Operations Holdings, LLC (formerly known as Haggan Acquisition II, LLC)
Manager: Haggan Holdings, LLC
Member: Haggan Holdings LLC (100%)

100%

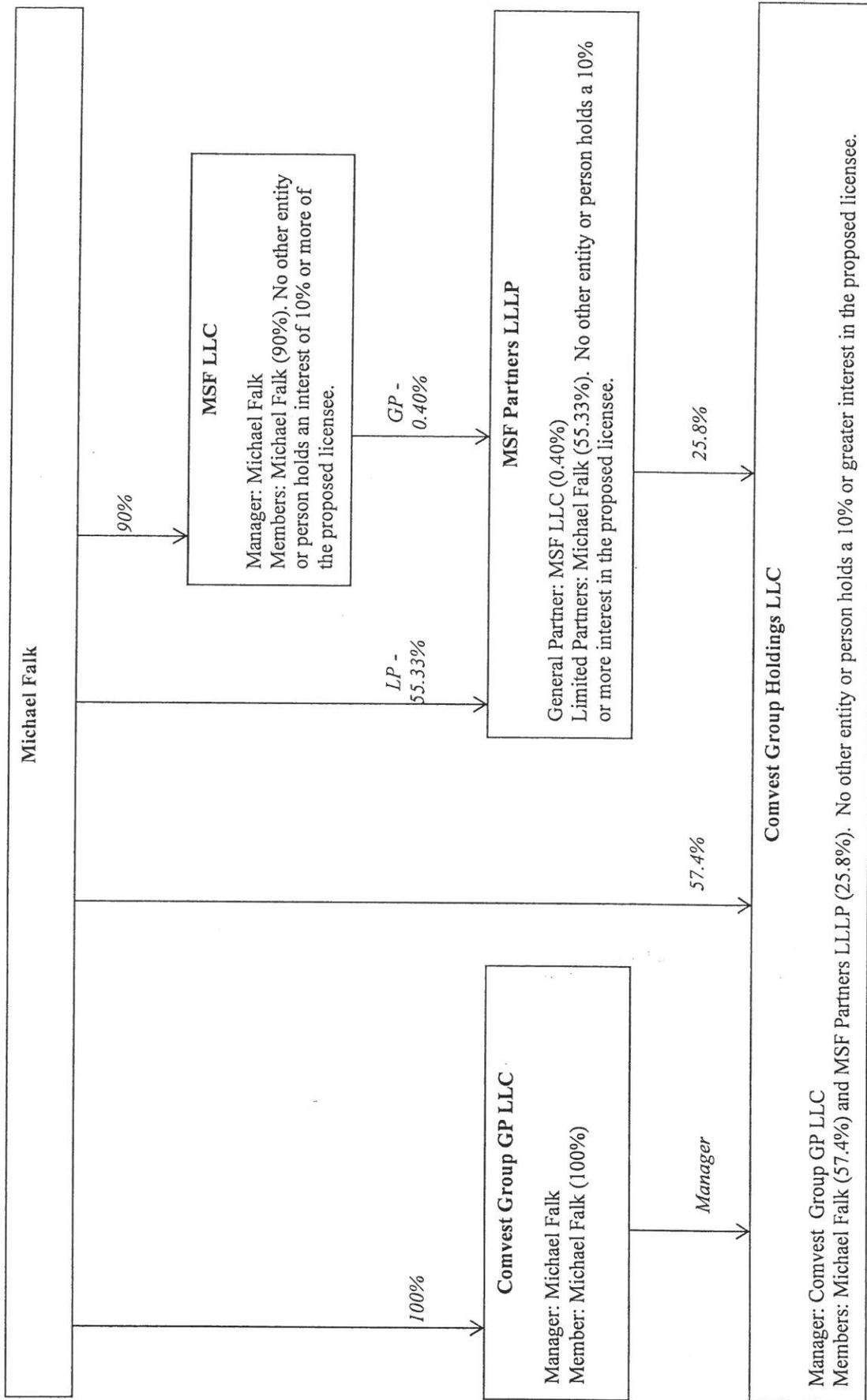
Haggan Opco South, LLC
(the Proposed Licensee)
Manager: Haggan Operations Holdings, LLC
Member: Haggan Operations Holdings, LLC (100%)

2



(Continued on Prior Page)

HAGGEN ENTITY STRUCTURE



SECTION 9 Probate, Will Assignment or Divorce Decree of an existing Bar or Liquor Store License:

- 1. Current Licensee's Name: _____
(Exactly as it appears on license) Last First Middle
- 2. Assignee's Name: _____
Last First Middle
- 3. License Type: _____ License Number: _____ Date of Last Renewal: _____
- 4. ATTACH TO THIS APPLICATION A CERTIFIED COPY OF THE WILL, PROBATE DISTRIBUTION INSTRUMENT, OR DIVORCE DECREE THAT SPECIFICALLY DISTRIBUTES THE LIQUOR LICENSE TO THE ASSIGNEE TO THIS APPLICATION.

SECTION 10 Government: (for cities, towns, or counties only)

- 1. Governmental Entity: _____
- 2. Person/designee: _____
Last First Middle Contact Phone Number

A SEPARATE LICENSE MUST BE OBTAINED FOR EACH PREMISES FROM WHICH SPIRITUOUS LIQUOR IS SERVED.

SECTION 11 Person to Person Transfer:

Questions to be completed by CURRENT LICENSEE (Bars and Liquor Stores ONLY-Series 06,07, and 09).

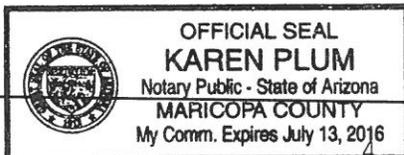
- 1. Current Licensee's Name: Guttilla Nicholas Carl Entity: Agent
(Exactly as it appears on license) Last First Middle (Indiv., Agent, etc.)
- 2. Corporation/L.L.C. Name: Albertsons LLC
(Exactly as it appears on license)
- 3. Current Business Name: Albertsons #965
(Exactly as it appears on license)
- 4. Physical Street Location of Business: Street 7450 E Highway 69
City, State, Zip Prescott Valley, AZ 86314
- 5. License Type: 09 License Number: 09130001
- 6. If more than one license to be transferred: License Type: _____ License Number: _____
- 7. Current Mailing Address: Street PO Box 20
(Other than business) City, State, Zip Boise, ID 83726
- 8. Have all creditors, lien holders, interest holders, etc. been notified of this transfer? YES NO
- 9. Does the applicant intend to operate the business while this application is pending? YES NO If yes, complete Section 5 of this application, attach fee, and current license to this application.

10. I, Nicholas Carl Guttilla , hereby authorize the department to process this application to transfer the privilege of the license to the applicant, provided that all terms and conditions of sale are met. Based on the fulfillment of these conditions, I certify that the applicant now owns or will own the property rights of the license by the date of issue.

I, Nicholas Carl Guttilla , declare that I am the CURRENT OWNER, AGENT, MEMBER, PARTNER STOCKHOLDER, or LICENSEE of the stated license. I have read the above Section 11 and confirm that all statements are true, correct, and complete.

Nicholas Carl Guttilla
(Signature of CURRENT LICENSEE)

My commission expires on: _____



State of Arizona County of Maricopa
The foregoing instrument was acknowledged before me this
25 February 2015
Day Month Year
Karen Plum
(Signature of NOTARY PUBLIC)
0996-002(203629)

SECTION 12 Location to Location Transfer: (Bars and Liquor Stores ONLY)

APPLICANTS CANNOT OPERATE UNDER A LOCATION TRANSFER UNTIL IT IS APPROVED BY THE STATE

1. Current Business: Name _____
(Exactly as it appears on license) Address _____
2. New Business: Name _____
(Physical Street Location) Address _____
3. License Type: _____ License Number: _____
4. If more than one license to be transferred: License Type: _____ License Number: _____
5. What date do you plan to move? _____ What date do you plan to open? _____

SECTION 13 Questions for all in-state applicants excluding those applying for government, hotel/motel, and restaurant licenses (series 5, 11, and 12):

A.R.S. § 4-207 (A) and (B) state that no retailer's license shall be issued for any premises which are at the time the license application is received by the director, within three hundred (300) horizontal feet of a church, within three hundred (300) horizontal feet of a public or private school building with kindergarten programs or grades one (1) through (12) or within three hundred (300) horizontal feet of a fenced recreational area adjacent to such school building. The above paragraph DOES NOT apply to:

- a) Restaurant license (§ 4-205.02)
- b) Hotel/motel license (§ 4-205.01)
- c) Government license (§ 4-205.03)
- d) Fenced playing area of a golf course (§ 4-207 (B)(5))

1. Distance to nearest school: 700 ft. Name of school Liberty Traditional School
Address 3300 Lake Valley Road, Prescott Valley, AZ 86314
City, State, Zip

2. Distance to nearest church: 1,800 ft. Name of church Kingdom Hall Church
Address 6933 Pleasant View Road, Prescott Valley, AZ 86314
City, State, Zip

3. I am the: Lessee Sublessee Owner Purchaser (of premises)

4. If the premises is leased give lessors: Name _____
Address _____
City, State, Zip

4a. Monthly rental/lease rate \$ _____ What is the remaining length of the lease ___ yrs. ___ mos.

4b. What is the penalty if the lease is not fulfilled? \$ _____ or other _____
(give details - attach additional sheet if necessary)

5. What is the total **business** indebtedness for this license/location excluding the lease? \$ A Line of Credit
Please list lenders you owe money to.

| Last | First | Middle | Amount Owed | Mailing Address | City State | Zip |
|----------|-------|--------|------------------|--|------------|-----|
| PNC Bank | | | A Line of Credit | 4720 Piedmont Row Drive, Charlotte, NC 28210 | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

(ATTACH ADDITIONAL SHEET IF NECESSARY)

6. What type of business will this license be used for (be specific)? Retail Grocery

SECTION 13 - continued

7. Has a license or a transfer license for the premises on this application been denied by the state within the past one (1) year?

YES NO If yes, attach explanation.

8. Does any spirituous liquor manufacturer, wholesaler, or employee have any interest in your business? YES NO

9. Is the premises currently licensed with a liquor license? YES NO If yes, give license number and licensee's name:

License # 09130001 (exactly as it appears on license) Name ~~Albertson's #965~~ Nicholas Carl Gutthila

SECTION 14 Restaurant or hotel/motel license applicants:

1. Is there an existing restaurant or hotel/motel liquor license at the proposed location? YES NO
If yes, give the name of licensee, Agent or a company name:

_____ and license #: _____

Last First Middle

2. If the answer to Question 1 is YES, you may qualify for an Interim Permit to operate while your application is pending; consult A.R.S. § 4-203.01; and complete SECTION 5 of this application.

3. All restaurant and hotel/motel applicants must complete a Restaurant Operation Plan (Form LIC0114) provided by the Department of Liquor Licenses and Control.

4. As stated in A.R.S. § 4-205.02.G.2, a restaurant is an establishment which derives at least 40 percent of its gross revenue from the sale of food. Gross revenue is the revenue derived from all sales of food and spirituous liquor on the licensed premises. By applying for this hotel/motel restaurant license, I certify that I understand that I must maintain a minimum of 40 percent food sales based on these definitions and have included the Restaurant Hotel/Motel Records Required for Audit (form LIC 1013) with this application.

applicant's signature

As stated in A.R.S. § 4-205.02 (B), I understand it is my responsibility to contact the Department of Liquor Licenses and Control to schedule an inspection when all tables and chairs are on site, kitchen equipment, and, if applicable, patio barriers are in place on the licensed premises. With the exception of the patio barriers, these items are not required to be properly installed for this inspection. Failure to schedule an inspection will delay issuance of the license. If you are not ready for your inspection 90 days after filing your application, please request an extension in writing, specify why the extension is necessary and the new inspection date you are requesting. To schedule your site inspection visit www.azliquor.gov and click on the "Information" tab.

applicant's initials

SECTION 15 Diagram of Premises: (Blueprints not accepted, diagram must be on this form)

1. Check ALL boxes that apply to your business:

Entrances/Exits Liquor storage areas Patio: Contiguous
 Service windows Drive-in windows Non Contiguous

2. Is your licensed premises currently closed due to construction, renovation, or redesign? YES NO
If yes, what is your estimated opening date? _____

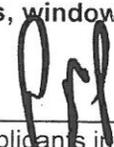
month/day/year

3. Restaurants and hotel/motel applicants are required to draw a detailed floor plan of the kitchen and dining areas including the locations of all kitchen equipment and dining furniture. Diagram paper is provided on page 7.

4. The diagram (a detailed floor plan) you provide is required to disclose only the area(s) where spirituous liquor is to be sold, served, consumed, dispensed, possessed, or stored on the premises unless it is a restaurant (see #3 above).

5. Provide the square footage or outside dimensions of the licensed premises. Please do not include non-licensed premises, such as parking lots, living quarters, etc.

As stated in A.R.S. § 4-207.01(B), I understand it is my responsibility to notify the Department of Liquor Licenses and Control when there are changes to boundaries, entrances, exits, added or deleted doors, windows or service windows, or increase or decrease to the square footage after submitting this initial drawing.



applicant's initials

4. In this diagram please show only the area where spirituous liquor is to be sold, served, consumed, dispensed, possessed or stored. It must show all entrances, exits, interior walls, bars, bar stools, hi-top tables, dining tables, dining chairs, the kitchen, dance floor, stage, and game room. Do not include parking lots, living quarters, etc. When completing diagram, North is up ↑.

If a legible copy of a rendering or drawing of your diagram of premises is attached to this application, please write the words "diagram attached" in box provided below.

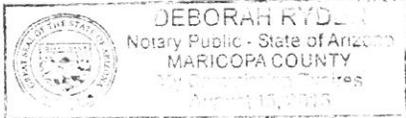
Diagram attached.

SECTION 16 Signature Block

I, Patrick J. Paul^{oseph}, hereby declare that I am the OWNER (AGENT) filing this application as stated in Section 4, Question 1. I have read this application and verify all statements to be true, correct and complete.

X *Patrick J. Paul*
(signature of applicant listed in Section 4, Question 1)

State of ARIZONA County of MARICOPA

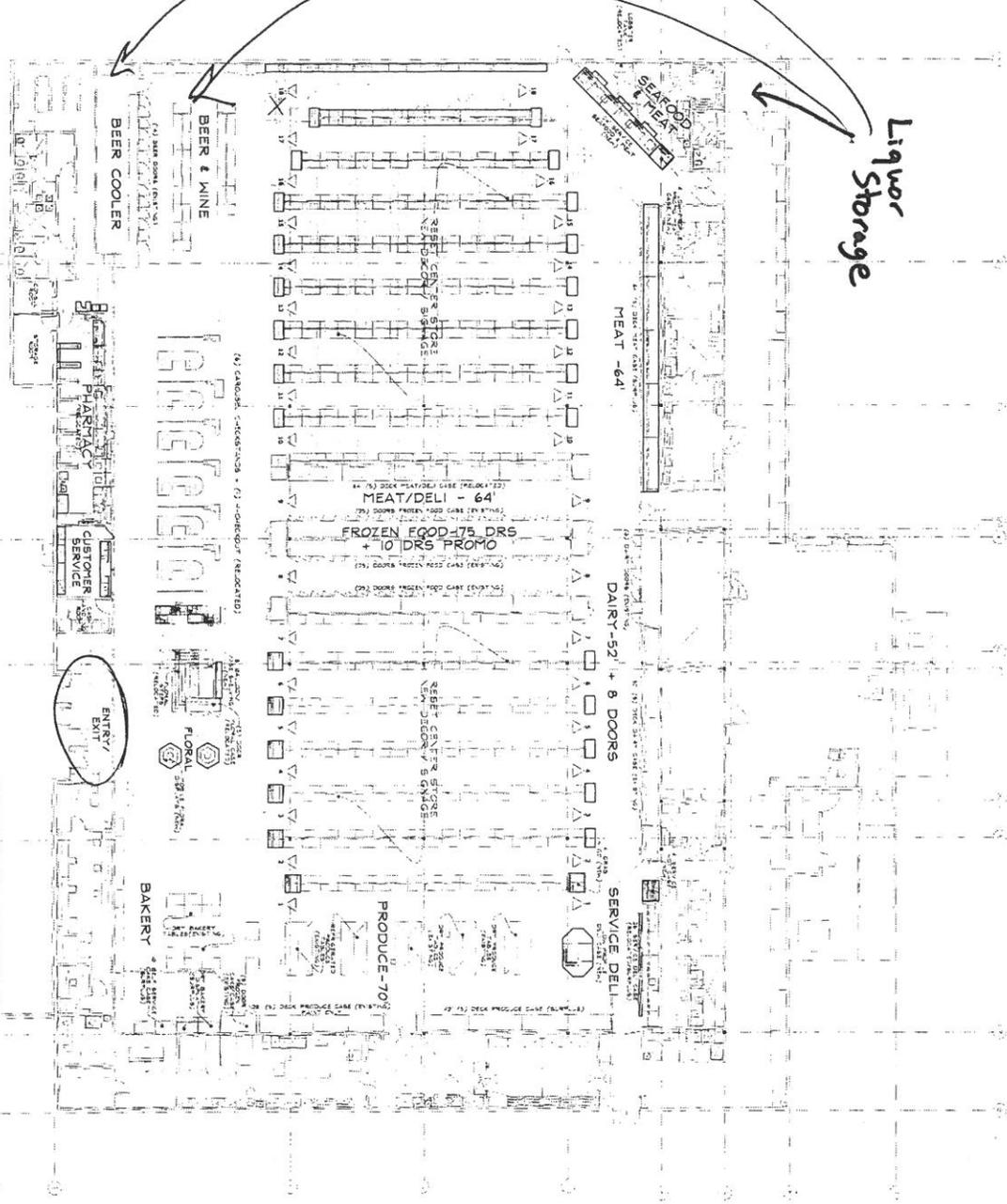


The foregoing instrument was acknowledged before me this

27TH of APRIL, 2015
Day Month Year

Deborah Ryden
signature of NOTARY PUBLIC

My commission expires on : _____
Day Month Year



FIELD VERIFY ALL CONDITIONS PRIOR TO INSTALLATION OF EQUIPMENT

41,085 square feet

| | | |
|---|-------------------------|----------------|
| <p>#965 - "ALBERTSONS LLC" 7450 EAST HIGHWAY 69 PRESCOTT VALLEY, AZ 86314 (REMODEL)</p> | | <p>SYMBOLS</p> |
| <p>965</p> | <p>SUPERVALU</p> | |
| <p>F-1</p> | <p>965</p> | <p>SYMBOLS</p> |