

Pima County Clerk of the Board

Julie Castañeda

Melissa Manriquez
Deputy Clerk

Administration Division
130 W. Congress, 5th Floor
Tucson, AZ 85701
Phone: (520) 724-8449 • Fax: (520) 222-0448

Document and Micrographics Mgt. Division
1640 East Benson Highway
Tucson, Arizona 85714
Phone: (520) 351-8454 • Fax: (520) 791-6666

September 25, 2017

Robert Coleman Sprouse
Giant Store No. 652
1250 W. Washington Street No. 101
Tempe, AZ 85281

RE: Application for Agent Change/Acquisition of Control/Restructure
Arizona Liquor License No.: 10103742
Giant Store No. 652

Dear Mr. Sprouse:

Notice is hereby given that the Pima County Board of Supervisors will hold a hearing in reference to the above application. Please be advised that the hearing has been scheduled for Tuesday, October 17, 2017, at 9:00 a.m. or thereafter, to be held at the following location:

Pima County Administration Building
Board of Supervisors Hearing Room
130 West Congress, 1st Floor
Tucson, Arizona 85701

If you have any questions pertaining to this hearing, please contact this office at (520)724-8449.

Sincerely,

A handwritten signature in black ink, appearing to read "Julie Castañeda", is written over a horizontal line.

Julie Castañeda
Clerk of the Board



Pima County Clerk of the Board

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TO: Pima County Sheriff's Department
Investigative Support Unit

FROM: Alina Bárcenas *AKS*
Administrative Support Specialist Senior

DATE: September 18, 2017

RE: Sheriff's Report - Application for Agent Change/Acquisition of Control/
Restructure

Attached is the application of:

Robert Coleman Sprouse
d.b.a. Giant Store No. 652
6890 N. Sandario Road
Tucson, AZ 85743

Arizona Liquor License No. 10103742

SHERIFF'S REPORT

DATE: 09/23/17

Is there any reason this application should not be recommended for approval?

Nothing Noted

[Signature]
Investigative Support Unit Supervisor

When completed, please return to cob_mail@pima.gov.

SEP 25 17 14:08:01 PC CLK OF BD
AKS



17-23-0103

State of Arizona
Department of Liquor Licenses and Control
800 W. Washington 5th Floor
Phoenix, AZ 85007
(602) 542-5141

| | |
|-----------------------|---------|
| DLIC USE ONLY | |
| Date Processed: | 9/8/17 |
| CSR: | D |
| 60 th Day: | 11/7/17 |

APPLICATION FOR AGENT CHANGE – ACQUISITION OF CONTROL – RESTRUCTURE

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)

SECTION 1

Check the appropriate boxes

| | | |
|--|---|---|
| <input type="checkbox"/> Agent Change Complete Sections 1,2,3,4,5 & 7 | <input type="checkbox"/> Acquisition of Control Complete Sections 1,2, 3 & 7 | <input type="checkbox"/> Restructure Complete Sections 1,2,3,6 & 7 |
|--|---|---|

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

1. Name: (EXISTING AGENT OR NEW AGENT) Spouse Robert Coleman 10103742
Last First Middle Liquor License #

2. Owner Name: Corp File #: (If applicable)

3. Business Name: Email:
(Exactly as it appears on Liquor License)

4. Business Location Address: (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. Does the Business location address have a street address for a City or Town but is actually in the boundaries of another City, Town or Tribal Reservation? ☐ Yes ☐ No If Yes, what City, Town or Tribal Reservation is this Business located in:

7. Mailing Address: City State Zip

8. Business Phone: Daytime Contact Phone 602-286-1922

9. Does this transaction involve the sale of any portion of the percentage of ownership or corporate stock? ☐ Yes ☐ No If yes, submit a certified copy of minutes.

10. Has there been any change of Controlling Persons? ☐ Yes ☐ No if yes, submit a copy of the minutes, amended articles of organization and/or amended operating agreement showing change

SECTION 3 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each new person listed in section III must submit a questionnaire (form LIC0101) and a Department approved amendment, of which may be obtained at the Department of Liquor. A Controlling Person already disclosed to the Department is not required to submit a questionnaire and amendment.

1. List all Controlling Persons to be disclosed, current and new.

| New | Last | First | Middle | Title | Address | City | State | Zip |
|--------------------------|------|-------|--------|-------|---------|------|-------|-----|
| <input type="checkbox"/> | | | | | | | | |
| <input type="checkbox"/> | | | | | | | | |
| <input type="checkbox"/> | | | | | | | | |
| <input type="checkbox"/> | | | | | | | | |

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

2. List stockholders, percentage owners and/or Controlling Members owning 10% or more

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

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

If the ownership is owned by another entity, ATTACH AN OWNERSHIP FLOWCHART SHOWING THE OFFICERS, MEMBERS, CONTROLLING PERSON AND 10% OR MORE OWNERS FOR THE ENTITIES. Attach additional sheets as necessary in order to disclose all persons.



17-23-0103

State of Arizona
Department of Liquor Licenses and Control
800 W. Washington 5th Floor
Phoenix, AZ 85007
(602) 542-5141

17 AUG 31 Ltr. Dept AM 3 25

DLIC USE ONLY

| | |
|-----------------------|---------|
| Date Processed: | 9/8/17 |
| CSR: | D |
| 60 th Day: | 11/7/17 |

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

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)

SECTION 1

Check the appropriate boxes

| | | |
|--|--|---|
| <input type="checkbox"/> Agent Change Complete Sections 1,2,3,4,5 & 7 | <input checked="" type="checkbox"/> Acquisition of Control Complete Sections 1,2, 3 & 7 | <input type="checkbox"/> Restructure Complete Sections 1,2,3,6 & 7 |
|--|--|---|

SECTION 2

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

- Name: Sprouse Robert Coleman 10103742
(EXISTING AGENT OR NEW AGENT) Last First Middle Liquor License #
- Owner Name: Western Refining Retail LLC Corp File #: R1954747-6
(Exactly as it appears on Liquor License) (If applicable)
- Business Name: Giant Store #652 Email: NONE
(Exactly as it appears on Liquor License)
- Business Location Address: 6890 N. Sandario Rd, Tucson, Pima County, AZ 85743
(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
- Does the Business location address have a street address for a City or Town but is actually in the boundaries of another City, Town or Tribal Reservation? ☐ Yes ☒ No If Yes, what City, Town or Tribal Reservation is this Business located in: N/A
- Mailing Address: 1250 W. Washington Street, #101, Tempe, AZ 85281
City State Zip
- Business Phone: 520-616-7544 Daytime Contact Phone 520-616-7544
- Does this transaction involve the sale of any portion of the percentage of ownership or corporate stock? ☒ Yes ☐ No If yes, submit a certified copy of minutes.
- Has there been any change of Controlling Persons? ☒ Yes ☐ No If yes, submit a copy of the minutes, amended articles of organization and/or amended operating agreement showing change

SECTION 3

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

Each new person listed in section III must submit a questionnaire (form LIC0101) and a Department approved fingerprint card which may be obtained at the Department of Liquor. A Controlling Person already disclosed to the Department is not required to submit a questionnaire.

1. List all Controlling Persons to be disclosed, current and new.

| New | Last | First | Middle | Title | Address | City | State | Zip |
|-------------------------------------|-------------|--------|--------|-----------|---------------------|-------------|-------|-------|
| <input checked="" type="checkbox"/> | Duffy | Carina | Eckard | Dir/Pres | 212 Fleetwood Drive | San Antonio | TX | 78232 |
| <input checked="" type="checkbox"/> | Meltzer | Brooks | Alan | Dir/Secy | 13 Camden Oaks | San Antonio | TX | 78248 |
| <input checked="" type="checkbox"/> | Wilkerson | Alan | Ray | Dir/VP | 14 Stone Hill Court | San Antonio | TX | 78258 |
| <input checked="" type="checkbox"/> | Whittington | Derek | Lawson | Treasurer | 2034 Oak Dew | San Antonio | TX | 78232 |

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY) SEE ATTACHED

2. List stockholders, percentage owners and/or Controlling Members owning 10% or more

| New | Last | First | Middle | % Owned | Address | City | State | Zip |
|--------------------------|------------------|-----------|--------|---------|---------------------------------|-------|-------|-------|
| <input type="checkbox"/> | Western Refining | Southwest | Inc. | 100% | 1250 W. Washington Street, #101 | Tempe | AZ | 85281 |
| <input type="checkbox"/> | | | | | | | | |
| <input type="checkbox"/> | | | | | | | | |
| <input type="checkbox"/> | | | | | | | | |

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY) SEE ATTACHED

If the ownership is owned by another entity, ATTACH AN OWNERSHIP FLOWCHART SHOWING THE OFFICERS, MEMBERS, CONTROLLING PERSON AND 10% OR MORE OWNERS FOR THE ENTITIES. Attach additional sheets as necessary in order to disclose all persons.

SEP 18 17 AM 11:44 PC CLK OF BD

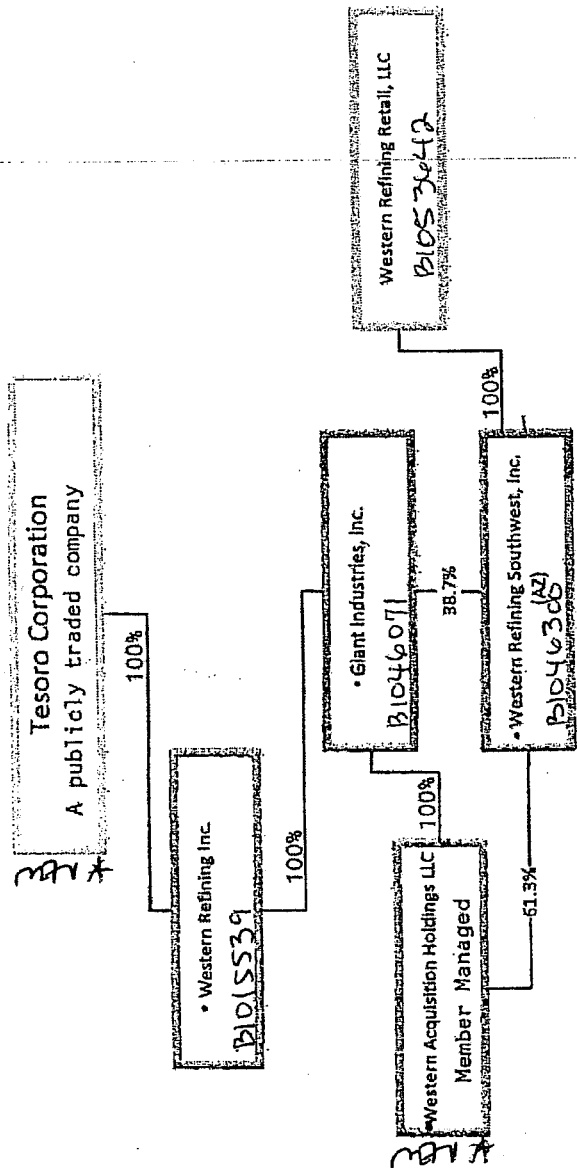
WESTERN REFINING RETAIL LLC

Attachment for Section 3

Additional Officers/Directors:

NEW Last, First, Middle Title Address

| | | | |
|---|--------------------------|---------------------|---|
| X | Sherburne, John, Raymond | Assistant Secretary | 13 Camden Oaks, San Antonio, TX 78248 |
| X | Yoder, Matthew, Levi | Sr Vice President | 11627 S. Blackfoot Dr., Phoenix, AZ 85044 |
| | Sprouse, Robert, Coleman | VP/Agent | 10383 E. Verbena Ln, Scottsdale, AZ 85255 |



The officers of all entities outlined in purple include the following individuals:

- Carina E. Duffy - Vice President
- Matthew L. Yoder - Senior Vice President
- Alan Wilkerson - Vice President
- Robert Sprouse - Vice President
- Derek L. Whittington - Asst. Treasurer
- John R. Sherburne - Asst. Secretary

17 SEP 8 11:47 AM B 24

WESTERN REFINING RETAIL, LLC

CERTIFICATE OF SECRETARY

I, Brooks A. Meltzer, do hereby certify that I am the duly elected and acting Secretary of

Western Refining Retail, LLC a Delaware limited liability company (the "Company"), and I hereby certify to the following matter:

- That the following persons are elected officers to serve in those offices set forth opposite their respective names, in accordance with the Governing Document of the Company and until their successor shall have been duly elected and qualified or until their earlier resignation or removal:

| NAME | TITLE |
|--------------------------|-----------------------|
| Carina E. Duffy NEW | President |
| Derek L. Whittington NEW | Treasurer |
| Alan Wilkerson NEW | Vice President |
| Robert C. Sprouse | Vice President |
| Matthew L. Yoder NEW | Senior Vice President |
| Brooks A. Meltzer NEW | Secretary |
| John R. Sherburne NEW | Assistant Secretary |

IN WITNESS WHEREOF, I hereunto set my hand this 22 of June, 2017.



Brooks A. Meltzer
Secretary of Western Refining Retail, LLC



17 AUG 31 197. Dept PM 2:18

SIEGEL & MOSES PC

ATTORNEYS AT LAW

8700 WEST BRYN MAWR AVENUE • SUITE 720N

CHICAGO, ILLINOIS 60631

TELEPHONE (312) 658-2000

WWW.SMLAW.ORG

JENNIFER G. GALLERY
JENNIFER@SMLAW.ORG

August 29, 2017

Ms. Debbie Wunderly
Arizona Department of Liquor Licenses & Control
800 W. Washington St 5th Floor
Phoenix, AZ 85007

Re: **Acquisition of Control Applications for
Robert Sprouse / Western Refining Retail LLC
DBA Giant Stores - 85 Arizona Locations**

Dear Ms. Wunderly:

In furtherance of our email communications in the beginning of June, please recall that I represent Western Refining Retail, LLC with regard to its regulatory licensing. We discussed the change of officers and control that took place with the licensed entity in connection with a company merger. Per your instruction, I have enclosed 85 Applications for Acquisition of Control for each licensed location in Arizona and supporting materials for same.

Please note there are six (6) new officers and their Questionnaires and fingerprint cards are enclosed. Please note that Mr. Sprouse is the existing Agent and he is also an officer, and he is not being removed. In addition to the officer-change, the ultimate ownership of the licensed entity is now Tesoro Corporation, a publicly traded company. For your convenience, a current organizational chart is also enclosed.

Please process the enclosed and contact me if you require anything further for these filings. Thank you for your assistance with this matter.

Very truly yours,

SIEGEL & MOSES, P.C.

By: 

Jennifer G. Gallery, Principal

JGG/eka
Enclosures

SECTION 4**(COMPLETE THIS SECTION FOR AGENT CHANGE)**

1. As an Agent, will you be physically present and operating the licensed premise? ☐ Yes ☐ No
 If you answered YES, you must provide a copy of your Basic and Management Training Certificate obtained from a Department approved Liquor Law training provider **BEFORE YOUR APPLICATION FOR AGENT ACQUISITION OF CONTROL OR RESTRUCTURE CAN BE SUBMITTED.** If you answered NO, go to question 2.

2. Is there a current Manager at this license premises disclosed to the Department with the current Basic and Management Training Certificate? ☐ Yes ☐ No

If yes, Name of current Manager: _____
 Last First Middle

Basic Training ☐ Yes ☐ No

Management Training ☐ Yes ☐ No

If "NO" for 1 and 2, a Manager with a current Basic and Management Training Certificate obtained from a Department approved Liquor Law training provider must be submitted within 30 days after filing the application for Agent Change, Acquisition of Control or Restructure.

SECTION 5**(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 # _____

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

I, (Print full name) _____, hereby consent to the appointment of Agent for this license. I agree to immediately assign a new Agent in the event that I am unable to discharge the duties of Agent for this license. I have not been convicted of a felony in the last five (5) years.

X _____
 (Controlling Person/Existing Agent)

State of _____ County of _____
 The foregoing instrument was acknowledged before me this

My commission expires on: _____

_____ of _____
 Day Month Year

Signature of NOTARY PUBLIC

SECTION 6**(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.
☐ MANAGEMENT CO.
☐ TRIBE
☐ TRUST
☐ OTHER (Explain) _____

- ☐ J.T.W.R.O.S.
☐ INDIVIDUAL
☐ PARTNERSHIP
☐ CORPORATION
☐ LIMITED LIABILITY CO.
☐ MANAGEMENT CO.
☐ TRIBE
☐ TRUST
☐ OTHER (Explain) _____

SECTION 7 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

To be completed by Controlling Person or existing Agent (if no agent changes) **OR NEW** Agent if applying for Agent change as listed in Section 2 Question 1.

I, (Print full name) **Carina Eckard Duffy**, hereby declare that I am the APPLICANT filing this application. I have read the application and the contents and all statements are true, correct and complete.

X *Carina Eckard Duffy*
 (Controlling Person/Existing Agent)

My commission expires on: **06-05-19**

Johnna W. Glass State of **Texas** County of **Bexar**
 The foregoing instrument was acknowledged before me this
5th of **July**, **2017**
 Day Month Year
Johnna W. Glass
 Signature of NOTARY PUBLIC