

CITY OF COLORADO SPRINGS LIQUOR OR 3.2% FERMENTED MALT BEVERAGE APPLICATION

NEW LICENSE TRANSFER OF OWNERSHIP

Type of License applying for (Check One)

- | | | | | |
|--|---|--|--|-----------------------------------|
| <input type="checkbox"/> Hotel/Restaurant | <input type="checkbox"/> Hotel/Restaurant w/Optional Premises | <input type="checkbox"/> Tavern | <input type="checkbox"/> Beer & Wine | <input type="checkbox"/> Brew Pub |
| <input type="checkbox"/> Retail Liquor Store | <input type="checkbox"/> 3.2% Beer On Premises | <input checked="" type="checkbox"/> 3.2% Beer Off Premises | <input type="checkbox"/> 3.2% Beer On and Off Premises | |
| <input type="checkbox"/> Drugstore | <input type="checkbox"/> Racetrack | <input type="checkbox"/> Optional Premises | <input type="checkbox"/> Club | <input type="checkbox"/> Vinters |

APPLICANT INFORMATION

Name of Applicant: Quik-Way Retail Associates II, Ltd.	Property Tax Schedule No.: 6332326006
Trade Name (DBA): Valero Diamond Shamrock	Business Telephone: 301 921 9200
Address of Premises: 712 e Filmore	Alternate Telephone: 909 659 4182

IF THIS IS A TRANSFER OF AN EXISTING LICENSE - THE FOLLOWING MUST BE ANSWERED:

Present trade name of establishment (dba)	Present State License No.	Present Class of License	Present Expiration Date
valero diamond shamrock	21799190112	3.2 Beer	7.1.15

If the applicant is: a Corporation, Limited Liability Company, Partnership or Association, list all officers, directors, general partners and managing members, position held and percentage owned.

NAME	POSITION HELD	%OWNED
<i>please see master file letter</i>		

FINANCIAL INFORMATION

TOTAL INVESTMENT IN BUSINESS (include purchase, start up, inventory)	\$ 800,000
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Source(s) of funds invested (provide names, banks, and indicate checking, savings, loan, promissory note, gift or other).

THE FOLLOWING INFORMATION MUST REFLECT THE SOLE SOURCE OF FUNDS INVESTED. NO OTHER PERSON OR PARTIES MAY HAVE A FINANCIAL INTEREST IN THE BUSINESS FOR WHICH THIS AFFIDAVIT IS SUBMITTED.

NAME/ADDRESS OF FUNDING SOURCE (bank(s), individual(s), et al.)	FUNDING SOURCE (checking/savings/ loan/ note/ gift)	AMOUNT
<i>detailed report attached</i>		

List applicant(s) prior experience in the sale of alcoholic beverages. Include dates and locations.

Business Name & Address	Applicant's Name	Experience/Position	Dates
<i>see exhibit</i>			

Has the applicant previously been issued a liquor or beer license (include any of the partners, if a partnership; members or manager if a limited liability company; or officers, stockholders or directors if a corporation)? yes no

If yes, identify the business and any current or former financial interest in said business including any loans to or from a licensee.

Name of Business	Address	Type/amt. of Interest
See attachment	13 stores in CO	
	27 stores in TX	

PREMISES/ESTABLISHMENT

Terms of legal possession of the premises for which the application is made? own lease

If leased provide terms: Start date 11.5.14 End date 12.31.24

Dimensions of premises 16 x 52 Square footage 1200 Seating Capacity none

Is there a patio area? yes no -- If yes, provide dimensions no patio

Anticipated number of employees? 14

Will training be offered or required? yes no -- If yes, through what agency? Tips

Has the applicant or manager in Colorado, or any other State (include any of the partners, if a partnership; members or manager if a limited liability company; or officers, stockholders or directors if a corporation), ever:	YES	NO
Been denied an alcohol beverage license?		X
Had an alcohol beverage license suspended or revoked?		X
Had interest in another entity where an alcohol beverage license was suspended or revoked?		X
Ever been charged or convicted of a crime, received a suspended sentence, a deferred sentence, or have charges pending? If yes, provide explanation, date(s) and location(s).		X

Has the applicant ever received a violation notice, suspension, or revocation for any liquor law violation, have charges pending; or has the applicant applied for and been denied a liquor or beer license anywhere in the United States?

Yes No

If yes, provide explanation, date(s) and location(s):

I declare under the penalty of perjury in the second degree that this application and all attachments are true, correct, and complete to the best of my knowledge. I understand that any falsehood or omission will jeopardize the application as such falsehood or omission constitutes evidence regarding the character of the applicant.

Kelly E...
Signature
Title: Attorney in fact

State of Colorado
County of Denver

Subscribed and sworn to before me this 19 day of February, 2015

My Commission Expires: 01/15/17

Toni G. Jinaj
Notary Public
TONI GJINAJ
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134001902
MY COMMISSION EXPIRES JANUARY 15, 2017

DO NOT ALTER THESE FORMS IN ANY MANNER

Attachment to Application of Quik-Way Retail Associates II, Ltd.

Yes, a liquor license has been issued to the Applicant or will be; Applicant has applied for 13 licenses in several cities in Colorado and has a Master File The 13 Colorado applications are:

12300 W 44th Avenue	Wheat Ridge
6601 W 44th Avenue	Wheat Ridge
1660 N College Avenue	Fort Collins
803 Riverside Avenue	Fort Collins
3038 S College Avenue	Fort Collins
5790 N Carefree Circle	Colorado Springs
3808 E La Salle Street	Colorado Springs
712 E Fillmore Street	Colorado Springs
520 US-24	Woodland Park
902 Main Street	Longmont
6910 W 120th Avenue	Broomfield
11531 W Ken Caryl Avenue	Unincorp Jeffco
1945 Federal Boulevard	Denver

Additionally, Applicant will in 2015 operate 27 new stores in Texas; currently they are under contract for purchase and licenses have not been transferred to Applicant yet. Applicant's affiliates operate these stores which are Not located in Colorado:

P/C	Store #	Address	City, State & Zip	Brand	Hours
3501	7502	1946 NORTH I 35	CARROLLTON, TX 750	Shell	24hr
3502	7504	2001 NORTH CENTRAL EXP	RICHARDSON, TX 750	Shell	24hr
3513	7565	10405 N CENTRAL EXP (05/12)	DALLAS, TX 75231	Shell	24hr
3514	7566	7620 N CENTRAL EXPY (04/30)	DALLAS, TX 75206	Shell	18hr
3519	2519	3901 SH 121	THE COLONY, TX 750	Shell	24hr
3521	707	26730 E HWY 380 #100 DBA 7	LITTLE ELM, TX 75069	Shell	24hr
3523	30	1700 HWY 121 NORTH	GRAPEVINE, TX 7605	Shell	24hr
3524	2524	5301 SH 121	THE COLONY, TX 750	Shell	18hr
2510	7543	1912 Coit Rd	Plano, TX 75075	Shell	18hr
3503	7505	2112 O CONNER	IRVING, TX 75061	Shell	24hr
3505	7510	2601 WEST FRWY DBA 7-11 #	FORT WORTH, TX 761	Shell	24hr
3507	7511	7301 AIRPORT FWY (121)	RICHLAND HILLS, TX	Shell	24hr
3510	7556	1500 SOUTH COOPER STREE	ARLINGTON, TX 76013	Shell	24hr
3511	7559	3070 SOUTH UNIVERSITY DRI	FORT WORTH, TX 761	Shell	18hr
3512	7562	701 WEST ROAD TO SIX FLAG	ARLINGTON, TX 7601	Shell	24hr
3520	706	14205 TRINITY BLVD DBA 7-1	FT WORTH, TX 76155	Shell	24hr
2507	7551	6119 E Mockingbird	Dallas, TX 75214	Shell	18hr
3515	63	1-20 @ HWY 134	WASKOM, TX 75692	Shell	18hr
3516	64	6506 E END BLVD. S	MARSHALL, TX 75674	Shell	24hr
3517	65	105 S. WALCOTT	JEFFERSON, TX 7565	Shell	24hr
3005	3005	1320 OLD BRIDGE RD	WOODBRIDGE, VA 22	Fastfuels	24hr
3006	3006	1043 MAIN STREET	ALTA VISTA, VA 24517	Sunoco	18hr
3007	3007	165 KINTER WAY	PEARISBURG, VA 241	Fastfuels	18hr
3051	3051	9971 MAIN ST	DAMASCUS, MD 2087	Fastfuels	24hr

Alta Vista - Sunoco	1043 MAIN STREET	ALTA VISTA, VA	Virginia
Pearisburg Fast Fuels	165 KINTER WAY	PEARISBURG, VA	Virginia



COLORADO

Department of Revenue

Enforcement Division - Liquor & Tobacco

Physical Address:
1881 Pierce Street
Lakewood, CO 80214

Mailing Address:
P.O. Box 173350
Denver, CO 80217-3350

February 13, 2015

QUIK-WAY RETAIL ASSOCIATES II, LTD
EPP 8350 NORTH CENTRAL EXPRESSWAY, #M2185
DALLAS, TX 75206

Re: State Master File for Quik-Way Retail Associates II, LTD
Account # 4704068

Dear Sir or Madam:

This is to advise you that the Colorado Liquor Enforcement Division ("Division") has, at your request, created a "master file" for the above-listed Licensee.

As of the date of this letter our master file includes the following items which you have submitted:

1. Individual History Records (Form DR 8404-I) for the following persons:

Henry Heithaus
Jeff (David) Potter
Michael Diebus
Travis Booth

2. Fingerprint cards bearing the names and birth dates of the persons listed in paragraph 1, above. All the fingerprint cards have been submitted by us to the Colorado Bureau of Investigation. The CBI and FBI have checked the prints and reportedly found no record of any criminal history for those listed above.
3. Certificate of Authority or a Certificate of Good Corporate standing from the Colorado Secretary of State which indicates that Quik-Way Retail Associates II, LTD is a limited liability company authorized to do business in Colorado.

When filing a new application for additional licensed locations, you must check with the local licensing authority to determine what documents they may require to process your application. Please feel free to provide them with this letter, as many local authorities will not require you again to submit fingerprint cards to them if you have already submitted such documents to the Division. This letter will serve to inform the local authorities exactly which documents you have already submitted to the State Enforcement Division.

Finally, once the local authority has approved your new license or transfer of ownership application, it must be sent to the Division.

The local authority need not send change of corporate structure information previously reported to the Division, as listed in and approved by this letter.

The only documents which are needed for a new or transfer of ownership application by the Division are:

1. The approved application signed by the local authority;
2. The appropriate fees;
3. A copy of this letter;
4. Proof of possession of the premises;
5. A diagram of the licensed premises;
6. Completed form DR 8442, and an Individual History Record (DR-8404-I) if manager's registration is required.

Sincerely,

A handwritten signature in black ink that reads "Patrick Maroney". The signature is written in a cursive, flowing style.

Patrick Maroney
Division Director



8350 N Central Expressway
Dallas, Texas 75206

October 22, 2014

To Whom it May Concern:

Empire Petroleum Partners, LLC (the "Company") was formed on June 15, 2011 as a Delaware limited liability company and commenced operations on July 7, 2011 when it acquired substantially all of the assets and liabilities of Empire Petroleum Holdings, LLC.

Empire Petroleum Partners is a leading motor fuel distributor currently serving a dealer network of branded and unbranded motor fuel sites in twenty-six states (previously eighteen states as reflected in our audited financial statements). We also own or control certain properties through long-term lease agreements that protects our distribution rights on a long-term basis.

Our audited financial statements are prepared in accordance with generally accepted accounting principles in the United States ("US GAAP"). The audited financials include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions are eliminated, if any, in consolidation.

Quik-Way Retail Associates II, Ltd. is one of our wholly-owned subsidiaries and its financials are included in our consolidated financial statements. They are also a participant in our Senior Credit facility, which is a syndicated credit facility administered by Regions Bank. Quik-Way Retail Associates will be the operating entity within the State of Colorado for the current group of convenience stores to be acquired in November and December 2014. Quik-Way Retail Associates will be opening a number of bank accounts in the coming months within the jurisdictions in which such convenience stores are located. Currently, Quik-Way Retail Associates ID Number is 20141620661 and its number assigned by the Department of Revenue is 30816076.

Accordingly, as Chief Financial Officer of Empire Petroleum Partners, LLC, I hereby certified that Quik-Way Retail Associates II, Ltd. is a financially responsible company and current with all applicable state and local licensing in states, counties, and cities in which it operates.

David Potter, CPA, CFO

October 22, 2014

673 springs

COLORADO DEPARTMENT OF REVENUE
Liquor Enforcement Division
1375 Sherman St, Denver CO 80261
September, 2005

AFFIDAVIT OF TRANSFER AND STATEMENT OF COMPLIANCE

Pursuant to the requirements of 12-47-303(3)(b), Colorado Revised Statutes, Licensee hereby states that all accounts for alcohol beverages sold to the Applicant are:

- Paid in full. There are no outstanding accounts with any Colorado Wholesalers.
- Licensee hereby certifies that the following is a complete list of accounts for alcohol beverages that are unpaid:

Licensee and Applicant agree that all accounts will be paid for from the proceeds at closing by the: Licensee Applicant

- Licensee unavailable to certify disposition of accounts for alcohol beverages - Inventory list attached. Transfer by operation of law - Regulation 47-304.
- Applicant will assume full responsibility for payment of the outstanding accounts as listed above.
- No alcohol beverage inventory transferred or sold.

Licensee hereby authorizes the transfer of its Colorado Retail Liquor License to the Applicant, its agent, or a company, corporation, partnership or other business entity to be formed by the Applicant.

Dated this 1st day of Dec, 20014.

Seller:

21799190112
Licensee & License Number

Diamond Shamrock Corner Store #673
Trade name

[Signature]
Signature

Spvr Const Administration
Position

Misty DeLeon
Print Name

Buyer:

Quick-Way Retail Associates II, LTD
Applicant

Valero diamond shamrock
Trade name

[Signature]
Signature

Secretary
Position

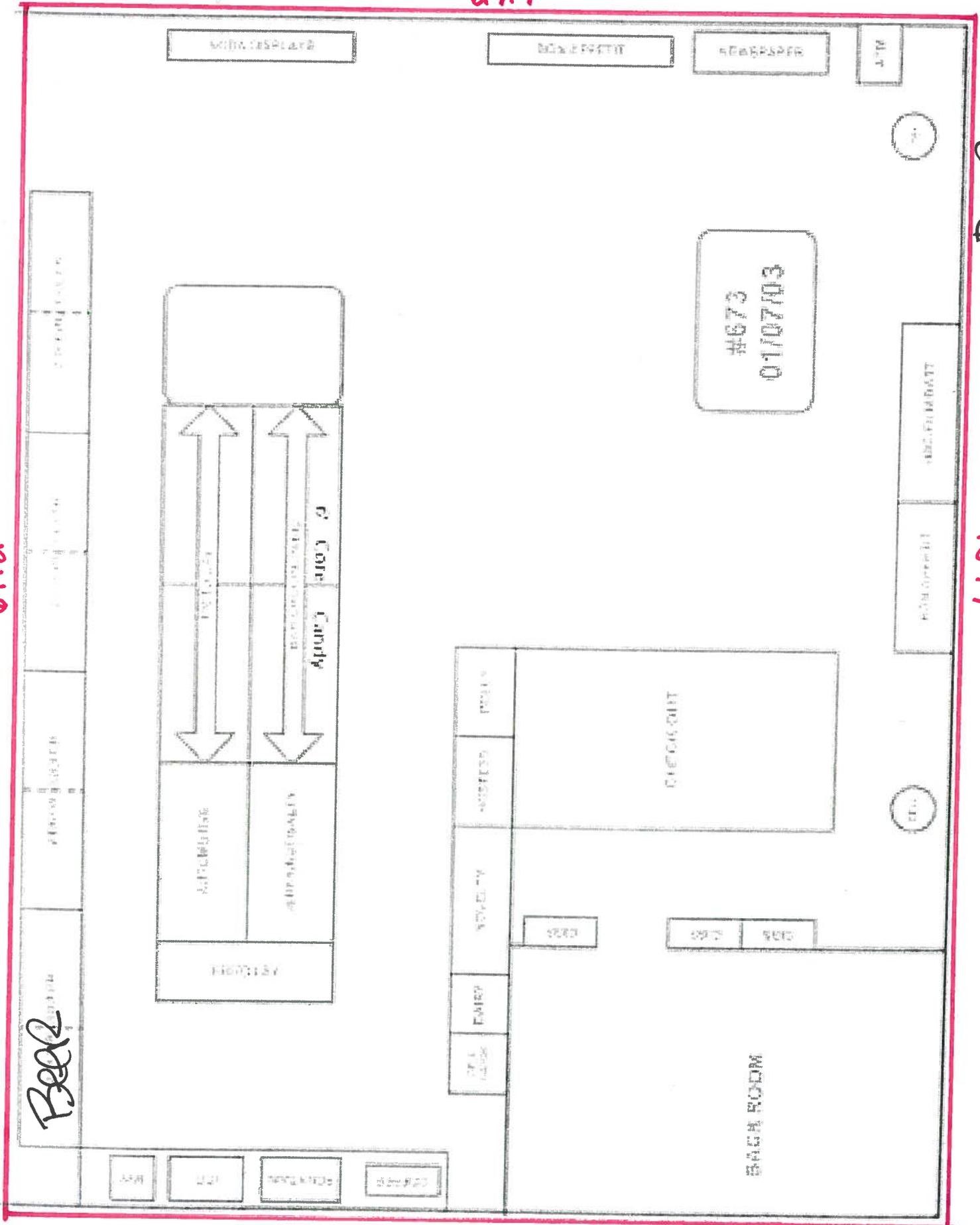
Travis Booth
Print Name

27.4'

61.2'

Door

61.2'



1/18



March 27, 2015

Certified Mail # 7011 1150 0000 0281 9873

QUIK-WAY RETAIL ASSOCIATES II, LTD
dba VALERO DIAMOND SHAMROCK
EPP
8350 N CENTRAL EXPRESSWAY #M2185
DALLAS, TX 75206

Dear Applicant:

Pursuant to 12-47-312 of the Colorado Revised Statutes and Rule No. 7 of the Local Rules of Procedure, I have the following report to make concerning the results of my investigation of the application you have filed for a transfer of the 3.2% Beer Off Premises License, at Quik-Way Retail Associates II, LTD dba Valero Diamond Shamrock, 712 E. FILLMORE STREET, Colorado Springs, Colorado. Your completed application was filed on February 25, 2015.

It appears that you will be entitled to possession of the premises for which the application is made.

At this time, the premises you desire to license does not appear to be in violation of any Zoning Ordinances of the City of Colorado Springs, Colorado.

There are no schools within the limits as prohibited by law.

To date, the Police Department has not reported any objections to this application.

The public hearing will be held on your application at the meeting of the Liquor and Beer Licensing Board, commencing at 9:00 a.m., April 17, 2015 in the Council Chambers, City Hall, 107 North Nevada Avenue, and you must be present at that meeting. At this meeting the Board will consider the factors outlined in Rule No 9.08 of the Local Rules of Procedure and it is your burden to provide the necessary evidence to satisfy the Board.

A public notice poster has been prepared for you to pick up from the City Clerk's Office. This notice poster must be posted by you at the proposed premises in a manner that is visible and conspicuous to the public no later than Tuesday, April 6, 2015.

If you have any questions please contact Lee McRae at (719) 385-5106.

Sincerely,

Sarah B. Johnson
City Clerk