

Colorado Fermented Malt Beverage (3.2% Beer) License Application

<input type="checkbox"/> New License <input checked="" type="checkbox"/> New-Concurrent <input type="checkbox"/> Transfer of Ownership			
• All answers must be printed in black ink or typewritten • Applicant must check the appropriate box(es) • Local license fee \$ _____ • Applicant should obtain a copy of the Colorado Liquor and Beer Code: www.colorado.gov/enforcement/liquor			
1. Applicant is applying as a/an <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Individual </div> <div> <input type="checkbox"/> Partnership (includes Limited Liability and Husband and Wife Partnerships) <input type="checkbox"/> Limited Liability Company </div> <div> <input type="checkbox"/> Association or Other </div> </div>			
2. Applicant(s) If an LLC, name of LLC; if partnership, at least 2 partners' names; if corporation, name of corporation Suncor Energy Sales Inc.			FEIN 38-3682096
2a. Trade Name of Establishment (DBA) Shell #28		State Sales Tax No. 41-44268-0036	Business Telephone (303) 793-8000
3. Address of Premises (specify exact location of premises) 6556 S. Broadway			
City Littleton	County Arapahoe	State CO	ZIP Code 80121
4. Mailing Address (Number and Street) 717 Seventeenth Street, Suite 2900	City or Town Denver	State CO	ZIP Code 80202
5. Email Address cgrauer@suncor.com			
6. If the premises currently has a liquor or beer license, you MUST answer the following questions			
Present Trade Name of Establishment (DBA) N/A	Present State License No.	Present Class of License	Present Expiration Date
Section A Nonrefundable Application Fees		Section B 3.2% Beer License Fees	
<input type="checkbox"/> Application Fee for New License \$1550.00 <input checked="" type="checkbox"/> Application Fee for New License - w/Concurrent Review \$1750.00 <input type="checkbox"/> Application Fee for Transfer \$1550.00		<input type="checkbox"/> Retail 3.2% Beer On-Premises (City) \$96.25 <input type="checkbox"/> Retail 3.2% Beer On-Premises (County) \$117.50 <input checked="" type="checkbox"/> Retail 3.2% Beer Off-Premises (City) \$96.25 <input type="checkbox"/> Retail 3.2% Beer Off-Premises (County) \$117.50 <input type="checkbox"/> Retail 3.2% Beer On/Off Premises (City) \$96.25 <input type="checkbox"/> Retail 3.2% Beer On/Off Premises (County) \$117.50 <input checked="" type="checkbox"/> Master File Location Fee \$50.00 x <u>1</u> To <u>50</u> <input type="checkbox"/> Master File Background \$500.00 x _____ Total _____	
Questions? Visit www.colorado.gov/enforcement/liquor for more information Do Not Write In This Space - For Department Of Revenue Use Only			
Liability Information			
License Account Number	Liability Date:	License Issued Through: (Expiration Date)	Total \$

Application Documents Checklist and Worksheet

Instructions: This check list should be utilized to assist applicants with filing all required documents for licensure. All documents must be properly signed and correspond with the name of the applicant exactly. All documents must be typed or legibly printed. Upon final State approval the license will be mailed to the local licensing authority. Application fees are nonrefundable.

Questions? Visit: www.colorado.gov/enforcement/liquor for more information.

Items Submitted, Please Check all Appropriate Boxes Completed or Documents Submitted	
I. Applicant Information	<input type="checkbox"/> A. Applicant/Licensee identified <input type="checkbox"/> B. State sales tax license number listed or applied for at time of application <input type="checkbox"/> C. License type or other transaction identified <input type="checkbox"/> D. Submit originals to local authority <input type="checkbox"/> E. Additional information may be required by the local licensing authority
II. Diagram of the Premises	<input type="checkbox"/> A. No larger than 8 1/2" X 11" <input type="checkbox"/> B. Dimensions included (does not have to be to scale). Exterior areas should show control (fences, walls, etc.) <input type="checkbox"/> C. Separate diagram for each floor (if multiple levels) <input type="checkbox"/> D. Bold/Outlined licensed premises
III. Proof of Property Possession (One Year Needed)	<input type="checkbox"/> A. Deed in name of the applicant ONLY (or) (matching question #2) date stamped/filed with County Clerk <input type="checkbox"/> B. Lease in the name of the applicant ONLY (matching question #2) <input type="checkbox"/> C. Lease Assignment in the name of the applicant (ONLY) with proper consent from the Landlord and acceptance by the applicant <input type="checkbox"/> D. Other agreement if not deed or lease (attach prior lease to show right to assumption)
IV. Background Information and Financial Documents	<input type="checkbox"/> A. Individual History Record(s) (Form DR 8404-I) <input type="checkbox"/> B. Fingerprints taken and submitted to local authority. (State authority for master file applicants.) <input type="checkbox"/> C. Purchase agreement, stock transfer agreement, and/or authorization to transfer license <input type="checkbox"/> D. List of all notes and loans.
V. Sole Proprietor/Husband and Wife Partnership (if applicable)	<input type="checkbox"/> A. Form DR 4679 <input type="checkbox"/> B. Copy of State Issued Driver's License or Identification Card for each Applicant
VI. Corporate Applicant Information (If Applicable)	<input type="checkbox"/> A. Certificate of Incorporation (date stamped by Colorado Secretary State's Office) and/or <input type="checkbox"/> B. Certificate of Good Standing <input type="checkbox"/> C. Certificate of Authorization if foreign corporation <input type="checkbox"/> D. List of officers, directors and stockholders of parent corporation (designate one person as "principal officer")
VII. Partnership Applicant Information (If Applicable)	<input type="checkbox"/> A. Partnership Agreement (general or limited). Not needed if husband and wife <input type="checkbox"/> B. Certificate of Good Standing (if formed after 2009)
VIII. Limited Liability Company Applicant Information (If Applicable)	<input type="checkbox"/> A. Copy of articles of organization (date stamped by Colorado Secretary of State's Office) <input type="checkbox"/> B. Certificate of Good Standing if organized more than two years <input type="checkbox"/> C. Copy of operating agreement <input type="checkbox"/> D. Certificate of Authority (if foreign company)

7. Is the applicant (including any of the partners if a partnership; members or managers if a limited liability company; or officers, stockholders or directors if a corporation) or managers under the age of twenty-one years?	Yes No <input type="checkbox"/> <input checked="" type="checkbox"/>			
8. Has the applicant (including any of the partners if a partnership; members or managers if a limited liability company; or officers, stockholders or directors if a corporation) or managers ever (in Colorado or any other state):	<input type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>			
(a) been denied an alcohol beverage license? (b) had an alcohol beverage license suspended or revoked? (c) had interest in another entity that had an alcohol beverage license suspended or revoked?				
Attached.				
If you answered yes to 8a, b or c, explain in detail on a separate sheet				
9. Has a 3.2 beer license for the premises to be licensed been denied within the preceding one year? If "yes," explain in detail.	<input type="checkbox"/> <input checked="" type="checkbox"/>			
10. Has a liquor or beer license ever been issued to the applicant (including any of the partners, if a partnership; members or manager if a limited liability company; or officers, stockholders or directors if a corporation)? If yes, identify the name of the business and list any current or former financial interest in said business including any loans to or from a licensee.	Attached. <input checked="" type="checkbox"/> <input type="checkbox"/>			
11. Does the applicant, as listed on line 2 of this application, have legal possession of the premises by virtue of ownership, lease or other arrangement?	<input checked="" type="checkbox"/> <input type="checkbox"/>			
<input checked="" type="checkbox"/> Ownership <input type="checkbox"/> Lease <input type="checkbox"/> Other (Explain in Detail) _____				
a. If leased, list name of landlord and tenant, and date of expiration, EXACTLY as they appear on the lease:				
Landlord	Tenant			
Expires				
b. Is a percentage of alcohol sales included as compensation to the landlord? If yes complete question 12.				
<input type="checkbox"/> <input checked="" type="checkbox"/>				
c. Attach a diagram or designate the area to be licensed in black bold outline (including dimensions) which shows the bars, brewery, walls, partitions, entrances, exits and what each room shall be utilized for in this business. This diagram should be no larger than 8 1/2" X 11".				
12. Who, besides the owners listed in this application (including persons, firms, partnerships, corporations, limited liability companies) will loan or give money, inventory, furniture or equipment to or for use in this business; or who will receive money from this business? Attach a separate sheet if necessary.				
Last Name	First Name	Date of Birth	FEIN or SSN	Interest
None				
Last Name	First Name	Date of Birth	FEIN or SSN	Interest
Attach copies of all notes and security instruments and any written agreement or details of any oral agreement, by which any person (including partnerships, corporations, limited liability companies, etc.) will share in the profit or gross proceeds of this establishment, and any agreement relating to the business which is contingent or conditional in any way by volume, profit, sales, giving of advice or consultation.				
13. Name of Manager(s) for all on and on/off applicants.				
Last Name	First Name	Date of Birth		
Tempka	Ewelina	<div style="background-color: black; width: 50px; height: 15px;"></div>		
14. Does this manager act as the manager of, or have a financial interest in, any other liquor licensed establishment in the State of Colorado? If yes, provide name, type of license and account number.				
<input type="checkbox"/> <input checked="" type="checkbox"/>				
15. Tax Distraint Information. Does the applicant or any other person listed on this application including its partners, officers, directors, stockholders, members (LLC) or managing members (LLC) and any other persons with a 10% or greater financial interest in the applicant currently have an outstanding tax distraint issued to them by the Colorado Department of Revenue?				
<input type="checkbox"/> <input checked="" type="checkbox"/>				
If yes, provide an explanation and include copies of any payment agreements.				

16. If applicant is a corporation, partnership, association or limited liability company, applicant must list all Officers, Directors, General Partners, and Managing Members. In addition, applicant must list any stockholders, partners, or members with ownership of 10% or more in the Applicant. All persons listed below must also attach form DR 8404-I (Individual History Record), and submit fingerprint cards to the local licensing authority.

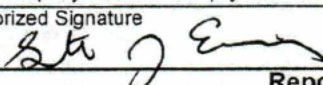
Name Steven J. Ewing*	Home Address, City & State 717 Seventeenth Street, Suite 2900, Denver, CO 80202	Date of Birth [REDACTED]	Position Pres, Sec, Treas	% Owned 0
Name Suncor Energy (U.S.A.) Inc.	Home Address, City & State 717 Seventeenth Street, Suite 2900, Denver, CO 80202	Date of Birth N/A	Position Sole Shareholder	% Owned 100
Name *See Attached Master File Letter.	Home Address, City & State	Date of Birth	Position	% Owned
Name	Home Address, City & State	Date of Birth	Position	% Owned

** Limited Liability Companies and Partnerships - 100% of ownership must be accounted for on question #16

** Corporations - The President, Vice-President, Secretary and Treasurer must be accounted for on question #16
(Include ownership percentage if applicable)

Oath of Applicant

I declare under 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 also acknowledge that it is my responsibility and the responsibility of my agents and employees to comply with the provisions of the Colorado Liquor or Beer Code which affect my license.

Authorized Signature 	Printed Name and Title Steven J. Ewing, President, Secretary, Treasurer	Date 5/11/18
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Report and Approval of Local Licensing Authority (City/County)

Date application filed with local authority 5/18/2018	Date of local authority hearing (for new license applicants cannot be less than 30 days from date of application 12-47-311 (1) C.R.S.) 7/11/2018
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Each person required to file DR 8404-I has been:

☒ Fingerprinted

☒ Subject to background investigation, including NCIC/CCIC check for outstanding warrants

That the local authority has conducted, or intends to conduct, an inspection of the proposed premises to ensure that the applicant is in compliance with and aware of, liquor code provisions affecting their class of license.

(Check One)

☐ Date of Inspection or Anticipated Date _____

☒ Upon approval of state licensing authority

The foregoing application has been examined; and the premises, business to be conducted, and character of the applicant are satisfactory. We do report that such license, if granted, will meet the reasonable requirements of the neighborhood and the desires of the adult inhabitants, and will comply with the provisions of Title 12, Article 46 or 47, C.R.S. and Liquor Rules. **Therefore, this application is approved.**

Local Licensing Authority for		Telephone Number	<input type="checkbox"/> Town, City <input type="checkbox"/> County
Signature	Printed Name	Title	Date
Signature (attest)	Printed Name	Title	Date

ATTACHMENT

RE: Violation History

Suncor Energy Sales, Inc. dba Shell, 4650 N. Peoria St, Denver, CO violated CRS Sec. 12-47-901(5)(a)(I) – unlawful sale of liquor to a person under the age of 21 on October 17, 2014. Payment of fines was made, and Settlement Agreement was entered with the Denver Department of Excise and Licenses on May 27, 2015.

RE: Other Interests

Suncor Energy Sales, Inc. currently holds a State Master File Letter in Colorado and there are currently 35 3.2% Beer Off Premises licenses issued statewide under the DBAs "Shell" and "Exxon." Additional applications are pending in Aurora, Arvada, Wheat Ridge, Littleton, and Broomfield.

LICENSEE NAME	DBA	LICENSE #	STREET ADDRESS	CITY
SUNCOR ENERGY SALES INC	EXXON	41442680007	16820 E 6TH AVE	AURORA
SUNCOR ENERGY SALES INC	EXXON	41442680008	14491 E COLFAX AVE	AURORA
SUNCOR ENERGY SALES INC	EXXON	41442680019	506 W GARDEN OF THE GODS RD	COLORADO SPRINGS
SUNCOR ENERGY SALES INC	EXXON	41442680025	9200 N FEDERAL BLVD	FEDERAL HEIGHTS
SUNCOR ENERGY SALES INC	EXXON	41442680040	2651 E 120TH AVE	THORNTON
SUNCOR ENERGY SALES INC	SHELL	41442680001	2410 E ARAPAHOE RD	CENTENNIAL
SUNCOR ENERGY SALES INC	SHELL	41442680002	7273 E EVANS AVE	DENVER
SUNCOR ENERGY SALES INC	SHELL	41442680003	12401 W 64TH AVE	ARVADA
SUNCOR ENERGY SALES INC	SHELL	41442680004	6400 SHERIDAN BLVD	ARVADA
SUNCOR ENERGY SALES INC	SHELL	41442680005	7970 WADSWORTH BLVD	ARVADA
SUNCOR ENERGY SALES INC	SHELL	41442680009	16892 E ILIFF AVE	AURORA
SUNCOR ENERGY SALES INC	SHELL	41442680010	12098 E MISSISSIPPI AVE	AURORA
SUNCOR ENERGY SALES INC	SHELL	41442680011	3385 S TOWER RD	AURORA
SUNCOR ENERGY SALES INC	SHELL	41442680013	0047 NOTTINGHAM RD	AVON
SUNCOR ENERGY SALES INC	SHELL	41442680015	1760 W MIDWAY BLVD	BROOMFIELD
SUNCOR ENERGY SALES INC	SHELL	41442680016	699 S 8TH ST	COLORADO SPRINGS
SUNCOR ENERGY SALES INC	SHELL	41442680017	1590 S ACADEMY BLVD	COLORADO SPRINGS
SUNCOR ENERGY SALES INC	SHELL	41442680018	4075 AUSTIN BLUFFS PKWY	COLORADO SPRINGS
SUNCOR ENERGY SALES INC	SHELL	41442680020	4270 E PLATTE AVE	COLORADO SPRINGS
SUNCOR ENERGY SALES INC	SHELL	41442680021	7285 E HAMPDEN AVE	DENVER
SUNCOR ENERGY SALES INC	SHELL	41442680022	4650 PEORIA ST	DENVER
SUNCOR ENERGY SALES INC	SHELL	41442680023	1901 S SHERIDAN BLVD	DENVER
SUNCOR ENERGY SALES INC	SHELL	41442680024	2715 S SANTA FE DR	ENGLEWOOD
SUNCOR ENERGY SALES INC	SHELL	41442680028	5860 S KIPLING ST	LITTLETON
SUNCOR ENERGY SALES INC	SHELL	41442680029	5205 W ALAMEDA AVE	LAKEWOOD
SUNCOR ENERGY SALES INC	SHELL	41442680030	11203 W COLFAX AVE	LAKEWOOD
SUNCOR ENERGY SALES INC	SHELL	41442680031	350 S UNION	LAKEWOOD
SUNCOR ENERGY SALES INC	SHELL	41442680033	6515 S BROADWAY	LITTLETON
SUNCOR ENERGY SALES INC	SHELL	41442680034	6200 S SANTA FE DRIVE	LITTLETON
SUNCOR ENERGY SALES INC	SHELL	41442680037	1201 BONFORTE BLVD	PUEBLO
SUNCOR ENERGY SALES INC	SHELL	41442680038	1812 HIGHWAY 50 WEST	PUEBLO
SUNCOR ENERGY SALES INC	SHELL	41442680039	190 HWY 6	SILVERTHORNE
SUNCOR ENERGY SALES INC	SHELL	41442680041	10396 N WASHINGTON	THORNTON
SUNCOR ENERGY SALES INC	SHELL	41442680042	9991 WADSWORTH PKWY	WESTMINSTER
SUNCOR ENERGY SALES INC	SHELL	41442680044	9001 I-76 FRONTAGE ROAD	HENDERSON

SUNCOR ENERGY SALES INC	SHELL #109	PENDING	13789 E. 6 TH AVE	AURORA
SUNCOR ENERGY SALES INC	SHELL #339	PENDING	5350 WADSWORTH BYPASS	ARVADA
SUNCOR ENERGY SALES INC	SHELL #184	PENDING	9995 W 44 TH AVE	WHEAT RIDGE
SUNCOR ENERGY SALES INC	SHELL #28	PENDING	6556 S BROADWAY	LITTLETON
SUNCOR ENERGY SALES INC	SHELL #147	PENDING	8020 S BROADWAY	LITTLETON
SUNCOR ENERGY SALES INC	SHELL #183	PENDING	5195 W 120 TH AVE	BROOMFIELD



**BUSINESS & SALES AND
USE TAX LICENSE**

License No. **11680**
Issued **02/07/2018**

Issues pursuant to Ordinance No. 25, Series 1961, as amended.

The license shown hereon is authorized to collect Littleton sales tax at the business address indicated and is obligated to pay use tax on corporeal tangible personal property purchased at retail and stored, used or consumed in the city.

**DBA: PHILLIPS 66
SUNCOR ENERGY SALES INC
6556 S BROADWAY
LITTLETON, CO 80121-2306**

**THIS LICENSE MUST BE CONSPICUOUSLY
DISPLAYED AND IS NOT TRANSFERABLE.**

VALID UNTIL REVOKED OR CANCELLED.


Finance Director

DR 0140 (02/16/11)
DEPARTMENT OF REVENUE
DENVER CO 80261-0013

STATE COUNTY RTD/CD
COLORADO ARAPAHOE

Must collect
taxes for:

SALES TAX LICENSE

USE ACCOUNT NUMBER for all references	LIABILITY INFORMATION	ISSUE DATE	LICENSE VALID TO DECEMBER 31
04144268-0036	county city industry type liability date 10-0011-008 C 080103	month day year Dec 08 17	2019

THIS LICENSE MUST BE POSTED AT THE FOLLOWING LOCATION
IN A CONSPICUOUS PLACE: SHELL

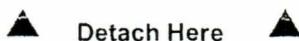
6556 S BROADWAY LITTLETON CO 80121-2306

THIS LICENSE IS NOT
TRANSFERABLE



SUNCOR ENERGY SALES INC
717 17TH ST STE 2900
DENVER CO 80202-3324

Executive Director
Department of Revenue



L0709864096Letter Id:

NOW THAT YOU HAVE YOUR SALES TAX LICENSE...

Go to www.Colorado.gov/RevenueOnline and register for access to file, pay and manage your sales tax account.

Get Access

To get first time access to Revenue Online, go to www.Colorado.gov/RevenueOnline, click on Create a Login ID under Sign Up and follow the step-by-step instructions. You will need your Letter Id referenced above (right side).

File

To file your sales tax return, log in to Revenue Online and access your sales tax account by clicking on the Account ID. Click File Now to file your sales tax return. Select your filing method and follow the step-by-step instructions.

Pay

To pay your sales taxes after you have submitted your return, Click Pay to make a payment. You can pay electronically by EFT, E-Check or Credit Card. Select your payment option and follow the step-by-step instructions.

Manage Your Account

- Add / Change an EFT Account; View EFT Account Numbers
- Submit Power of Attorney
- File a Site (Branch)
- File a Protest
- Close Account
- Update or Add a mailing address
- Send and view secure messages
- View Filing History and Letters
- Amend a return

Important: A return must be filed for each reporting period even if no tax is due. To avoid late penalties and interest, file through Revenue Online on or before the due date.

Revenue
ONLINE

STATE OF COLORADO
DEPARTMENT OF PUBLIC HEALTH AND ENVIRONMENT

LICENSE TO OPERATE A RETAIL FOOD ESTABLISHMENT

ACCOUNT NUMBER use for all references	LIABILITY INFORMATION					ISSUE DATE			LICENSE VALID TO DECEMBER 31
	county	city	indust.	type	liability date	month	day	year	
253.00 41442680036				Limited Food Service (convenience)		12	18	2017	2018

THIS LICENSE MUST BE POSTED AT THE FOLLOWING LOCATION:

Shell
6556 S Broadway
Littleton, CO 80121

Suncor Energy Sales Inc
Adam Dittmer
717 17th St Ste 2900
Denver, CO 80202

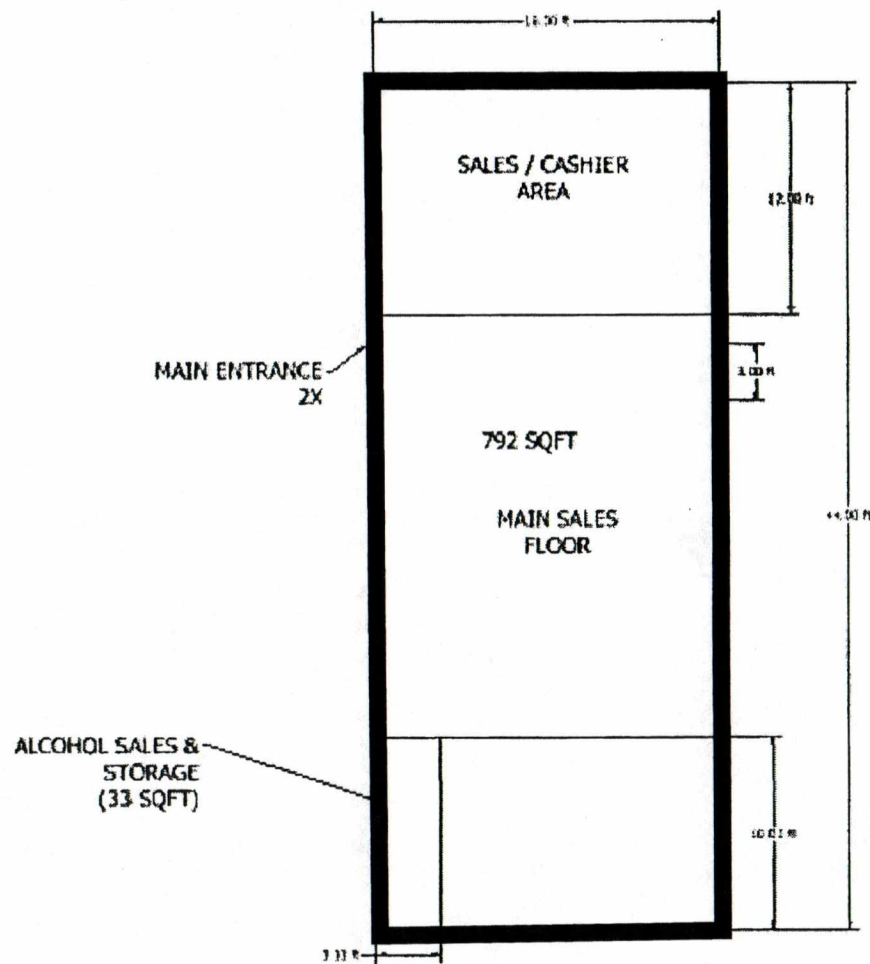
This certifies that licensee shown hereon is authorized and licensed to engage in business in accordance with the provisions of the law and regulations of the Colorado Department of Public Health and Environment. Any alterations made on this license will automatically make it null and void.

**POST IN A
CONSPICUOUS
PLACE**

THIS LICENSE IS NOT TRANSFERABLE

▲ Detach Here ▲

Shell Site #28



6556 S. BROADWAY
LITTLETON, CO 80121

21-
37-04

Arapahoe County Clerk & Recorder, Tracy K. Baker (34)
Reception #: 83275260
Receipt #: 5187804
Pages Recorded: 4
Date Recorded: 12/30/2003 4:26:46 PM
Recording Fee: \$21.00
Document Fee: \$37.04

WHEN RECORDED RETURN TO:

After Recording Please Return To:
First American Title Insurance Co.
3 Greenway Plaza, Suite 1100
Houston, Texas 77046
Attn: Elbert L. James #6074

SPECIAL WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, CONOCOPHILLIPS COMPANY, a Delaware corporation ("Grantor"), whose address is 600 North Dairy Ashford, Houston, TX 77079, hereby sells and conveys to SUNCOR ENERGY SALES INC., a Colorado corporation ("Grantee"), whose address is 103 Foulk Road, Suite 202, Wilmington, DE 19803, that certain real property described in Exhibit A attached hereto and by this reference incorporated herein, together with any and all improvements now or hereafter located thereon and all other appurtenances (collectively, the "Property").

TO HAVE AND TO HOLD the Property unto Grantee, its successors and assigns forever, and Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the title to the Property unto Grantee, its successors and assigns, against every person whomsoever claiming by, through or under Grantor, but not otherwise, subject to the matters described in Exhibit B attached hereto and by this reference incorporated herein.

DATED as of the 1st day of August, 2003.

GRANTOR:

CONOCOPHILLIPS COMPANY, fka Phillips Petroleum Company, a Delaware corporation, successor by merger to Phillips 66 Company, a Delaware corporation

By: Robert Holt Smith
Name: Robert Holt Smith
Its: Attorney in Fact

6017646A03

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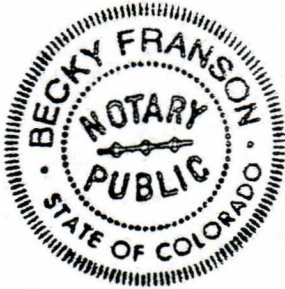
(STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 1st day of August, 2003, by Robert Holtsmith, the Attorney-in-Fact of CONOCOPHILLIPS COMPANY, a Delaware corporation.

Witness my hand and official seal.

My Commission expires: 9/7/05

[SEAL]



Becky Franson
Notary Public

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EXHIBIT A**LEGAL DESCRIPTION**

Certain real property situated in Arapahoe County, State of Colorado and more particularly described as follows:

Parcel 1:

That part of Lot 17, Block 16, Broadway Estates, Filing No. One, County of Arapahoe, State of Colorado described as follows:

Beginning at a point on the East side of South Broadway Blvd. and 170.00 feet North of the Southwest corner of Lot 17, Block 16, Broadway Estates, Filing No. One, County of Arapahoe, State of Colorado; thence Northerly along S. Broadway Blvd., a distance of 125.00 feet; thence Easterly at an angle to the right of 90 degrees, a distance of 110.00 feet; thence Southerly at an angle to the right of 90 degrees, a distance of 125.00 feet; thence Westerly at an angle to the right of 90 degrees, a distance of 110.00 feet to the Point of Beginning.

Parcel 2:

Tract 4 of a Resubdivision of a Part of Lot 17, Block 16, Broadway Estates, Filing No. One, County of Arapahoe, State of Colorado.

Parcel 3:

That portion of Tract 3, Resubdivision of a part of Lot 17, Block 16, Broadway Estates Filing No. One, sometimes described as Parcel 1 of said Tract 3 and consisting of land described as commencing at the Southwest corner of said tract; Thence East along the South line of said Tract 3, a distance of 285 feet; Thence North at 90 degrees right angle to the said South line; a distance of 140 feet to the North line of said Tract 3; Thence West at a 90 degrees right angle along the North line of said Tract 3 a distance of 165 feet; thence South at a 90 degrees right angle along the East line of Tract 3, a distance of 45 feet; Thence West at a 90 degrees right angle along the North line of Tract 3, a distance of 120 feet to the West line of Tract 3; Thence South at a 90 degrees right angle along the West line of Tract 3, a distance of 95 feet to the Southwest corner of said Tract 3, being the point of Beginning, County of Arapahoe, State of Colorado.

Property Address:

6556 S. Broadway, Littleton, CO 80121

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EXHIBIT B**EXCEPTIONS TO TITLE**

1. Real estate taxes for the year 2003 and subsequent years, a lien not yet due and payable.
2. Any water rights or claims or title to water, in, on or under the land.
3. Covenants, conditions and restrictions, which do not include a forfeiture or reverter clause, set forth in Declaration of Protective Covenants recorded October 22, 1956 in Book 990 at page 512 and amended February 26, 1958 in Book 1053 at Page 341 and May 17, 1960 in Book 1190 at page 223. Provisions regarding race, color, creed, and national origin, if any, are deleted.
4. Easements, notes, covenants, restrictions, reservations and conditions as shown on the plat of Broadway Estates, Filing No. One.
5. Effect of Annexation Ordinance recorded April 27, 1984 in Book 4144 at pages 461 and 467.
6. Terms, conditions, provisions, agreements and obligations specified under Agreement Regarding the Underground Placement of Utilities by and between the City of Littleton and Phillips 66 Company recorded September 8, 1988 in Book 5524 at page 508.
7. Easements, notes, covenants, restrictions, reservations and conditions as shown on the Plat of a Resubdivision of a Part of Lot 17, Block 16, Broadway Estates, Filing No. 1, recorded March 23, 1982 in Book 65 at Page 37.

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF FACT OF GOOD STANDING

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

SUNCOR ENERGY SALES INC.

is a

Corporation

formed or registered on 05/20/2003 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20031163773 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 01/23/2018 that have been posted, and by documents delivered to this office electronically through 01/24/2018 @ 18:18:50 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 01/24/2018 @ 18:18:50 in accordance with applicable law. This certificate is assigned Confirmation Number 10677875 .



A handwritten signature in cursive script, reading 'Wayne W. Williams'.

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SUNCOR ENERGY SALES INC.

20031163773 C
\$ 100.00
SECRETARY OF STATE
05-20-2003 12:31:42

The undersigned (who, if a natural person, is eighteen years of age or older), acting as incorporator, hereby adopts the following articles of incorporation pursuant to the laws of Colorado:

ARTICLE I
NAME

The name of the corporation is Suncor Energy Sales Inc.

ARTICLE II
PURPOSE AND DURATION

The nature, objects and purposes of the business to be transacted shall be to engage in all lawful business for which corporations may be incorporated pursuant to the laws of Colorado. The corporation shall have perpetual existence.

ARTICLE III
AUTHORIZED CAPITAL; TERMS

Section 3.1 Authorized Capital. The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares of common stock, par value \$0.01 per share, and 5,000 shares of preferred stock, par value \$0.01 per share.

Section 3.2 Common Stock. Each holder of shares of common stock shall have the right to one vote for each share of common stock held of record on the books of the corporation and the entire voting power of the corporation shall be vested in the common stock unless and until the board of directors authorizes and issues shares of preferred stock with voting rights as provided below. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the net assets of the corporation remaining after payment to the holders of the preferred stock of the full amounts to which they may be entitled if any, shall be distributed to the holder of the common stock according to their respective shares.

Section 3.3 Preferred Stock. The board of directors of the corporation may, by resolution and within the limits set forth in the Colorado Business Corporation Act, determine the preferences, limitations and relative rights of the shares of preferred stock or may divide the



shares of preferred stock into one or more series and determine the designation, preferences, limitations and relative rights thereof. Before issuing any shares of preferred stock or any shares of any series of preferred stock created by the board of directors as provided above, an amendment to these Articles of Incorporation shall be made and filed, without the necessity of shareholder action, in accordance with the then applicable requirements of the laws of the State of Colorado.

ARTICLE IV VOTING OF SHARES

Each shareholder of record entitled to vote in the election of directors shall have one vote for each share of stock standing the shareholder's name on the books of the corporation, except that in the election of directors each shareholder shall have the right to vote all such shareholder's votes for as many persons as there are directors to be elected and for whose election such shareholder has the right to vote. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

ARTICLE V NO PREEMPTIVE RIGHTS

No shareholder of the corporation shall have any preemptive or other right to subscribe for or otherwise acquire any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE VI BOARD OF DIRECTORS

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors. The number of directors shall be fixed and may be altered from time to time as provided in the bylaws of the corporation. The initial number of directors shall consist of one person. The name of the person who is to serve as the initial director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is as follows:

Mike Ashar

ARTICLE VII
LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by the laws of Colorado, as the same exist or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation under this Article, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he is or was a director (or officer) of the Corporation or, while serving as a director (or officer) of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE IX
BYLAWS

The initial bylaws of the corporation shall be adopted by the board of directors. Thereafter the bylaws may be amended or repealed by the board of directors, unless the shareholders, in amending or repealing a particular bylaw, expressly provide that the directors may not amend or repeal such bylaw. The shareholders may amend or repeal other provisions of the bylaws even though such provisions may also be amended or repealed by the directors.

ARTICLE X
OFFICES

10.1 Registered Office and Agent. The address of the registered office of the corporation is 1675 Broadway, Denver, Colorado 80202. The name of its initial registered agent at such address is The Corporation Company.

10.2 Principal Office. The address of the initial principal office of the corporation is 103 Foulk Road, Suite 202, Wilmington, Delaware 19803, Attention Beth L. Peoples.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is: A. Lynn DeGeorge, Hogan & Hartson L.L.P., One Tabor Center, Suite 1500, 1200 Seventeenth Street, Denver, Colorado 80202.

**ARTICLE XII
FILING AND NOTICE**

The (a) name or names, and (b) mailing address or addresses of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice of filing of this document if refused, is/are: A. Lynn DeGeorge, Hogan & Hartson L.L.P., One Tabor Center, Suite 1500, 1200 Seventeenth Street, Denver, Colorado 80202.

Dated: May 20 2003.

**CERTIFICATE
OF SECRETARY OF**

**SUNCOR ENERGY SALES INC.
(THE "CORPORATION")**

THE UNDERSIGNED, STEVEN EWING, being the duly elected, qualified and acting Secretary of Suncor Energy (U.S.A.) Inc., a Delaware corporation, hereby certifies the following list contains the names of all current Officers, Director and Shareholders of Suncor Energy Sales Inc.

Officers

President – Steve Ewing
Secretary – Steve Ewing
Treasurer – Steve Ewing

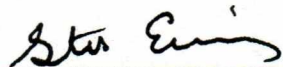
Director

Steve Ewing

Shareholders

100% Suncor Energy (U.S.A.) Inc.

DATED this 15 day of May 2018.



Steven Ewing, Secretary

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF FACT OF GOOD STANDING

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,

SUNCOR ENERGY (U.S.A.) INC

is an entity formed or registered under the law of Delaware, has complied with all
applicable requirements of this office, and is in good standing with this office. This entity has
been assigned entity identification number 20031191098.

This certificate reflects facts established or disclosed by documents delivered to this office on
paper through 01/23/2018 that have been posted, and by documents delivered to this office
electronically through 01/24/2018 @ 18:25:24.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this
official certificate at Denver, Colorado on 01/24/2018 @ 18:25:24 in accordance with applicable law.
This certificate is assigned Confirmation Number 10677884.



A handwritten signature in cursive script that reads "Wayne W. Williams".

Secretary of State of the State of Colorado

*****End of Certificate*****
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APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS

FILED
 DONETTA DAVIDSON
 COLORADO SECRETARY OF STATE

Form 230 revised January 1, 2003

Filing fee \$50.00

Deliver to: Colorado Secretary of State
 Business Division, 1560 Broadway, Suite 200
 Denver, CO 80202-5169

This document must be typed or machine printed.

Copies of filed documents may be obtained at www.sos.state.co.us

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\$ 100.00

SECRETARY OF STATE

06-12-2003 11:20:53

ABOVE SPACE FOR OFFICE USE ONLY

Pursuant to § 7-115-103 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), this application for authority to transact business in Colorado is delivered to the Colorado Secretary of State for filing.

1. The entity name of the corporation is: SUNCOR ENERGY (U.S.A.) INC.

2. The assumed entity name (if its own entity name is not available for use in Colorado) is: _____

The entity name of a corporation shall contain the term "corporation", "incorporated", "company", or "limited" or an abbreviation of any of these terms, pursuant to §7-90-601(3)(a) C.R.S.

3. The state or country under whose law it is incorporated is: DELAWARE

4. The date of incorporation is: APRIL 15, 1997 The period of duration is: PERPETUAL
(state 'perpetual' or term of years)

5. The street address of its principal office is: SUITE 202, 103 FOULK ROAD, WILMINGTON, DELAWARE, U.S.A. 19803

6. The name, and the business address, of the registered agent for service of process on the corporation are: Name The Corporation Company

Business Address (must be a street or other physical address in Colorado) 1675 Broadway, Denver, Colorado 80202

If mail is undeliverable to this address, ALSO include a post office box address: _____

7. Date it commenced or expects to commence transacting business in Colorado is: June 2003

8. The name(s) and business address(es) of its directors and officers are:

Name(s) _____ Business Address(es) _____

SEE SCHEDULE "A" ATTACHED HERETO AND FORMING A PART HEREOF.

9. This application *MUST* be accompanied by a certificate of existence, or a document of similar import, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated. Such certificate shall be dated within ninety (90) days before the filing of this application.

10. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: JANICE B. ODEGAARD,

SECRETARY, SUNCOR ENERGY (U.S.A.) INC., 112 FOURTH AVENUE S.W., P.O. BOX 38, CALGARY, ALBERTA, CANADA,
Causing a document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed or the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing and that the facts stated in the document are true.

Disclaimer: This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



**CERTIFICATE
OF SECRETARY OF**

**SUNCOR ENERGY (U.S.A.) INC.
(THE "CORPORATION")**

THE UNDERSIGNED, MICHAEL KORENBLAT, being the duly elected, qualified and acting Secretary of Suncor Energy (U.S.A.) Inc., a Delaware corporation, hereby certifies the following list contains the names of all current Officers, Directors and Shareholders of Suncor Energy (U.S.A.) Inc.

Officers

Chairman – Donald Austin
VP Commerce City – Donald Austin
Director, U.S. Logistics – Nancy Thonen
Director, Rackforward Sales – Steve Ewing
Secretary – Michael Korenblat
Treasurer – Rob Hartman
Assistant Secretary – Shawn Poirier
Treasurer – Steve Ewing

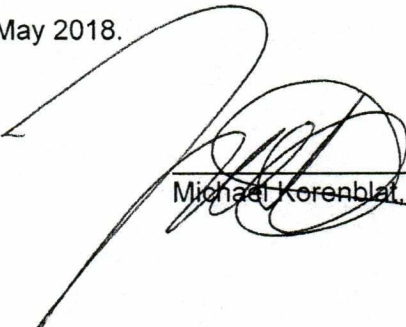
Directors

Kris Smith
Donald Austin
Nancy Thonen
Rob Hartman
Steve Ewing

Shareholders

100% Suncor Energy (U.S.A.) Holdings Inc.

DATED this 15th day of May 2018.



Michael Korenblat, Secretary