



Change of Officers



City of Madison Clerk
210 MLK Jr Blvd, Room 103
Madison, WI 53703
licensing@cityofmadison.com
608-266-4601

Class A: Beer, Liquor, Cider
Class B: Beer, Liquor,
 Class C Wine

(Agenda Item Number)

(Legistar file number)

LICL18-2017-01079
(License number)

9-SKIDMORE, PD124
(Alder District # and Name)
Office Use Only

- o This application is to inform the city of any changes in corporate structure.
- o **The fee** for filing this application is \$25.00.
- o Please include a completed a **Background Investigation Form** and copy of a **picture ID** for each **new** officer/member/director with this application (not necessary for title changes).

Licensed Premises Information

This application modifies existing alcohol license number: 1079

Business dba Name: Total Wine Spirits Beer & More

Licensed Address: 400 West Towne Mall, Madison, WI 53719

Liquor/Beer Agent Name: Scott Busche Alder, District #: 9

Corporate Information

Business Legal Name (as on WI State Sellers Permit): Wisconsin Fine Wines & Spirits, LLC

Business Mailing Address: 6600 Rockledge Drive, #150, Bethesda, MD 20817

Business Contact Name, Position: Robert Shaffer, SVP & General Counsel

Business Phone: 301-795-1000 Business Email: legal@totalwine.com

List New Officers/Members/Directors, if applicable (attach background check form for each):	
Name	Title
SPT 2020 LLC Delaware Trust	Class B Member (non-voting only)
Officers/Members/Directors who will no longer hold their positions:	
Name	Former Title
SPT 2015 LLC Receiving Trust	Class B Member (non-voting only)

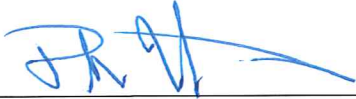
Do any of the officers/members/directors possess any interest or control in any other Class A, B or C license?

No Yes, explain: See Attachment A

After this change, how many total officers/members/directors will be in the organization?: 9

Will this change alter your business plan? No Yes, please attach new business plan with application.

Penalty for materially false application information: Any person who knowingly provides materially false information on this application may be required to forfeit not more than \$1,000.



Authorized Signature

1-18-21

Date

Form submitted by mail/e-mail
Office Use Only

Wisconsin Fine Wines & Spirits, LLC
Officer Change Form
Attachment A

Other Locations:

Total Wine Spirits Beer & More
17300 W Bluemound Road, Ste 200
Brookfield, WI 53045

Total Wine Spirits Beer & More
5850 N Bayshore Drive
Glendale, WI 53217

Total Wine Spirits Beer & More
8700 West Sura Lane
Greenfield, WI 53228



Robert T. Shaffer, III
 Senior Vice President &
 General Counsel
 rshaffer@totalwine.com
 301-547-0776

December 16, 2020

By FedEx
 State of Wisconsin Department of Revenue
 Alcohol Beverage Department
 Mail Stop 6-107
 Madison, WI 53708-8900

*By FedEx and email to
 schulz@ci.brookfield.wi.us*
 Mary Schulz, Administration & Licensing Clerk
 City of Brookfield
 2000 N. Calhoun Rd.
 Brookfield, WI 53005

*By FedEx and email to
 licensing@cityofmadison.com*
 City of Madison Clerk
 210 MLK Jr. Blvd, Room 103
 Madison, WI 53703

*By FedEx and email to
 sheryl.hartman@greenfieldwi.us*
 Sheryl Hartman, Deputy City Clerk
 City Clerk's Office
 7325 W. Forest Home Avenue
 Room 102
 Greenfield, WI 53220

*By FedEx and email to
 M.Humitz@glendalewi.gov*
 Megan Humitz, City Clerk
 City Clerk's Office
 5909 N Milwaukee River Parkway
 Glendale, WI 53209

Re: Wisconsin Fine Wines & Spirits LLC d/b/a Total Wine Spirits Beer & More

- DOR Account No. 456-1029270515
- License No. 20161, at 17300 W Bluemound Rd., Ste. 200, Brookfield, WI 53045
- License No. 1079, at 400 West Towne Mall, Madison, WI 53719
- License No. RC20-0005, at 8700 West Sura Lane, Greenfield, WI 53228
- License No. 2020-20, at 5850 North Bayshore Drive, Glendale, WI 53217

To Whom It May Concern,

I am writing on behalf of Wisconsin Fine Wines & Spirits LLC d/b/a Total Wine Spirits Beer & More ("Licensee") to report an upcoming change in its non-voting Class B membership, affecting the above-referenced premises and license numbers.

As you know, the Licensee is composed of the following members:

Members	%	Class	Address
David J. Trone	5.00%	Class A	11417 Skipwith Ln., Potomac, MD 20854
Robert L. Trone	5.00%	Class A	9829 Avenel Farm Dr., Potomac, MD 20854
Robert L. Trone	40.00%	Class B	9829 Avenel Farm Dr., Potomac, MD 20854
NRT 2013 LLC Receiving Trust	11.25%	Class B	
MCT 2013 LLC Receiving Trust	11.25%	Class B	
RJT 2013 LLC Receiving Trust	11.25%	Class B	
JET 2013 LLC Receiving Trust	11.25%	Class B	
SPT 2015 LLC Receiving Trust	5.00%	Class B	

The Licensee has two classes of members, Class A and Class B. The Class A voting members (highlighted in yellow) are David J. Trone and Robert L. Trone, who each own a 5% Class A voting membership interest in the Licensee. They have sole ownership control of the Licensee. The Class B non-voting members are

Robert L. Trone (who holds a 40% Class B non-voting interest) and five trusts. Four of the trusts hold 11.25% each of Class B non-voting interest. Another trust – SPT 2015 LLC Receiving Trust (highlighted in blue) – holds only 5.00% Class B non-voting interest. **The trusts are passive investors, are not involved in the operations of Licensee, and have no voting rights.** The limited rights of the trusts are exercised by trustees and not by the beneficiaries. This reported change only concerns the SPT 2015 LLC Receiving Trust.

As previously disclosed, the beneficiary of the SPT 2015 LLC Receiving Trust (which holds a 5.00% non-voting, Class B membership interest in the Licensee) is Sophia Trone, the adult child of Robert Trone. The current Trustees are as follows:

Current Trustees of SPT 2015 LLC Receiving Trust		
Name	Role	Address
John Trone	Trustee	6327 Westchase Rd., Fort Collins, CO 80528
Thomas Haubenstricker	Trustee	8926 Abbey Terrace, Potomac, MD 20854

Effective December 29, 2020, as part of routine estate planning, SPT 2015 LLC Receiving Trust will merge into a newly-formed Delaware Trust named “SPT 2020 LLC Delaware Trust,” which will become a 5.00% non-voting, Class B member of the Licensee. The beneficiary of the new Delaware Trusts will continue to be Sophia Trone, but the Trustees will change as follows:

New Trustees of SPT 2020 LLC Delaware Trust		
Name	Role ¹	Address
First Republic Trust Company of Delaware LLC	Administrative Trustee	1201 N Market St, Wilmington, DE 19801
Brandon Wilkerson	Investment Trustee; Distribution Trustee	4038 Chestnut Street, Fairfax, VA 22030

There are no other changes in membership to report, and management of the Licensee is unchanged.

Because SPT 2020 LLC Delaware Trust has no operational or voting rights in the licensed business, we hope this information will be sufficient to update your files. Please let us know if you require any additional information.

Very truly yours,

Robert T. Shaffer

cc: Mike Wittenwyler, Esq. (mwittenw@gklaw.com)

¹ Under Delaware trust law, there are three kinds of Trustees: an “Administrative Trustee,” an “Investment Trustee,” and a “Distribution Trustee.” As the Investment and Distribution Trustees, Mr. Wilkerson’s role will be to determine how to invest the proceeds of the Trust’s distributive interest in the Licensee’s business and whether to make any distributions to the beneficiary. The Administrative Trustee’s sole function is to hold the assets of the Trust and make any distributions to the beneficiary of the Trust as directed by Mr. Wilkerson. The Distribution Trustee is First Republic Trust Company of Delaware, LLC, a wholly-owned subsidiary of First Republic Bank, Member FDIC. First Republic Bank is a publicly-traded, chartered bank whose shares are traded on the New York Stock Exchange under symbol “FRC.”



Robert T. Shaffer, III
*Senior Vice President &
General Counsel*
rshaffer@totalwine.com
301-547-0776

January 15, 2021

By FedEx and email to licensing@cityofmadison.com
City of Madison Clerk
210 MLK Jr. Blvd, Room 103
Madison, WI 53703

Re: Wisconsin Fine Wines & Spirits LLC d/b/a Total Wine Spirits Beer & More
DOR Account No. 456-1029270515
License No. 1079, at 400 West Towne Mall, Madison, WI 53719

To Whom It May Concern,

In follow-up to our letter dated December 16, 2020 (attached), please accept the following documents related to the non-voting trust change described therein:

- Change of Officers Form and Attachment A
- \$25 check payable to the City of Madison

Please let us know as soon as possible if you require any additional documentation to record this change.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Robert Shaffer", with a long horizontal flourish extending to the right.

Robert T. Shaffer

Encl.

cc: Mike Wittenwyler, Esq., by email to mwittenw@gklaw.com,