



Confidential Application ☆ Deadline July 18, 2009

THE IMPACT AWARD WILL BE PRESENTED AT THE GREATER RICHMOND CHAMBER'S ANNUAL DINNER ON THURSDAY, NOVEMBER 19, 2009.

When was the primary business founded?	July 25, 1995 (14 years ago)		
Business Form:	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Partnership	<input type="checkbox"/> Corporation <input checked="" type="checkbox"/> LLC/LLP
Business Name:	Uppys Convenience Stores, INC.		
Contact:	Steven M. Uphoff	Title:	President/CEO
Address:	4900 W. Hundied Road		
City:	Chester	State:	VA
		Zip:	23831
Phone:	804-706-4702 x216	Fax:	804-706-4703
E-Mail:	suphoff@southsideoil.com		
Website:	www.uppys.com		

To be considered for the IMPACT Award, a company must be a for-profit, privately-held business.

Please provide a brief overview of your business:

See attached company history

42 store quality convenience store chain with branded BP and Exxon gasoline subways, Dairy Queens, Deli's, Noble Roman PIZZAS and car washes.

EVALUATION CRITERIA

On additional sheets, please provide the following information for the evaluation process. The more complete the information, the better your application can be evaluated. (This information will remain confidential.) Be sure to answer all the questions. Please submit no more than 10 pages along with this application form.

BUSINESS GROWTH AND PERFORMANCE*

FISCAL YEAR	NUMBER OF EMPLOYEES	GROSS SALES (\$) (FULL TIME EQUIVALENT)	% Change
2004	264	\$	
2005	328	\$	+ 61.7%
2006	406	\$	+ 8.0%
2007	496	\$	+ 15.7%
2008	581	\$	+ 33.5%

*Based on the information you provided above, you may be eligible in the statewide Small Business of the Year Award.

Note: All finalists will be required to make available financial statements for review during the site visit. All financial information, including this form, is held in the strictest confidence and is reviewed only by the selection committee.

QUALITY WORK ENVIRONMENT

Give examples of how you offer a quality work environment for your employees.

RESPONSE TO ADVERSITY

Give examples of problems faced by the business and the Nominee's role(s) in resolving them.

CONTRIBUTIONS TO THE COMMUNITY

How has the nominated company contributed to the Greater Richmond community?
(Greater Richmond refers to the counties of Chesterfield, Hanover, Henrico and the city of Richmond.)

INNOVATION

Give examples of new products, services, methods or ideas introduced by this business.

OTHER OUTSTANDING ACCOMPLISHMENTS

Describe any other exceptional achievements.

Please mail your completed application by July 18, 2009 to:

IMPACT Award
Greater Richmond Chamber
P.O. Box 1598
Richmond, VA 23218-1598

Signed by Owner/Officer:

Stew M. [Signature]

Date:

7/16/2009

IMPACT – 2009 Award Application

For: Uppy's Convenience Stores, Inc.

Quality Work Environment:

Over the past 14 years, Uppy's has employed over 5,000 Virginia only employees, or nearly 600 full and part time Virginia employees at any one time during the calendar year in a retail company that has never had a EEOC employee registered complaint. Uppy's offers employees 401K matching retirement savings, company sponsored and assisted health, dental, and life insurance benefits. Uppy's offers employees a UPM (Uppy's Performance Management) quarterly bonus incentive program for meeting and exceeding company objectives. Uppy's promotes from within its own organization and has elevated more than 70% of the current mid-management jobs from within its own operating organization.

Response to Adversity:

Adversity in the work place and in our industry is always present at some level, at Uppy's we meet adversity with the attitude that the glass is half full and not half empty and through a cooperative team approach of our associates to solve problems and to remain competitive in the work place. For example, our managers are empowered to recommend all CSR raises rather than Uppy's management each year at raise time. Uppy's promotes individuals in the organization based on the employees individual performance and results and not based on race, creed, sex, religion, age, or any other reason other than the employees capabilities.

Contributions to the Community:

As part of our 14 year old company Vision Statement, see attached, one of Uppy's five main operating benchmarks is to: #3 "Become active and involved in the communities with which we serve". We take this very seriously at Uppy's and we do give back. Uppy's has been the number one key sponsor of the Chesterfield County Fair for six consecutive years, Uppy's has been the number two key sponsor of the Chesterfield County Air Show for two years. Uppy's was the #1 Sponsor and fund raiser for the 2009 "Relay for Life" fund raiser and Uppy's donates our office building meeting rooms and kitchen each month for member meetings and twice per year for flea market sales to raise money on our lawn. Uppy's has been a key sponsor for 14 consecutive years for raising money for Children's Miracle Network (CMN) through Dairy Queen of Virginia. In 2009 Uppy's has contributed to: Crime Solvers, Children's Inc., Chester Lyons Club, Rotary Club of Innsbruck, Chesterfield back to school drive, we gave six \$750.00 Exxon / Uppy's Scholarships to 6 area elementary schools, Sydney Grace, Special Olympics of VA, Amelia Baseball – High School Team, Southside Dirt Dogs baseball team, Matoaca Elementary Leukemia Fund, Dale High School, Curtis Elementary High School, Lloyd C. Bird Post Prom Fund, The Mercy House, Saint Gabe's Joe Poh, Knights of Columbus, Saint Mark's Methodist Church, Delta Psi Epsilon Sorority, VA Rehabilitation Association, Children's Wish Foundation, Children's Ambassador Program, Children's Museum of Richmond, MDA – Lock Up, The Sick Kid Program, MCV's Pink Ribbon of Hope, NAACP Chesterfield Branch "Freedom Fund", and others.

Innovation & Other Outstanding Accomplishments:

Beginning on June 30, 2008, Ukrops, Richmond's oldest (72 years old Company) and largest chain grocery store with twenty four (24) Richmond based large and high volume quality stores entered into a *exclusive* supply arrangement through Uppy's retail facilities in Richmond, Fredericksburg, The colossal (market share leader for almost 20 years) Richmond grocery retailer and Uppy's rolled out a customer

UPPY'S CONVENIENCE STORES, INC.

Company History – (We are a 14 year old company)

Uppy's Convenience Stores, Inc. is a 100% Virginia owned and operated business which was founded on July 25, 1995 (14 years ago) by Steven and Linda Uphoff as a single operating convenience store built in Virginia by the Uphoff's from ground up, Today the Uphoff family operates 44 convenience stores in Virginia. Approximately 29 years ago, Steven Uphoff started his career as an Amoco Oil Company employee in Atlanta, GA in the position of a Territory Manager calling on Amoco Dealers and Jobbers. Steve's career with Amoco spanned almost 16 years, as he marketed Amoco branded products through 10 US states and through more than 450 Amoco branded gasoline facilities. Steven M. Uphoff the principal of Uppy's worked for Amoco Oil Company and in the petroleum industry since 1976. In 1995 Steve left Amoco and started a self-entrepreneurial business called Uppy's Convenience Stores, Inc. with his wife Linda, a Chesterfield County Elementary School Teacher at the time. "***Uppy's***" was a family business name passed down from Steve's parents John & Virginia Uphoff when the family ran a chain of 24 hour restaurants known as *Uppy's Family Restaurants* in Wisconsin and also in Florida back in the 1960's and 1970's.

Uppy's is subject to taxation under the same guidelines as 1065 partnership returns used in Subchapter S and Limited Liability Companies respectively, of the Internal Revenue Code. The company is current with respect to the filing and payment of all federal, state, and local taxes and returns.

In November 2003, Uppy's bid on, and successfully acquired, twenty three (23) retail assets of ExxonMobil in the Richmond market. These assets consisted of eight (8) company operated (CORE) Exxon C-Stores; twelve (12) Dealer served locations and five (5) development or closed sites. As of December 2007, all but one (1) of the five (5) development sites is open and operating as an Uppy's Convenience Store.

In October 2005, Uppy's bid on, and successfully acquired, all the BP Richmond Supply Agreements for twenty three (23) BP retail locations. Today Uppy's is the largest retailer chain of branded BP and Exxon fuel products in the Richmond market with estimated sales in 2009 of over 70+ million gallons of fuel being sold through Uppy's company operated and branded retail locations and another 45+ million gallons through Uppy's affiliate, Southside Oil as a wholesaler of Dealer supplied fuel here in Richmond and central Virginia. Utilizing their own Uppy's proprietary transport equipment fleet of six (6) stainless steel trailers and tractors under the affiliated company of Southside Transport, LLC, which is also owned by the principals, the Uphoff's delivered in 2008 over 86.7 million gallons of fuel or over 10,000 loads of petroleum products in 2008 to its Dealer locations and Uppy's company operated stores 24 hours per day seven days per week.

2007 – “Inc5000 Award” – Uppy’s Convenience Stores, Inc.

In 2007 and again in 2009, Uppy’s Convenience Stores, Inc. was awarded the coveted *Inc5000 Award* being recognized as number 1,224 out of the top 5,000 fastest growing small private companies in America. In addition, Uppy’s was ranked by *Inc5000* as number **68** in the top Companies in the US in Retail with sales revenue growth of +294.7% as measured by *Inc5000* from 2003 to 2006 and again from 2005 to 2008 with a gain of +66.9% respectively.

Operations-Convenience Stores, Inc. – (Formed in July 1995)

Uppy’s first store, was a ground up new location opened for business on March 18, 1996, Today Uppy’s operates 44 stores with over 581 employees. The company-operated locations branded Bp and Exxon retailed in the year 2008 approximately 55 million gallons of gasoline and diesel fuels through its operating store locations. In addition, these same locations retailed approximately \$23.5 million dollars of merchandise sales, \$4.3 million dollars in food service sales, \$10.5 million dollars in lottery sales, and another \$2.3 million dollars in car washes and other sales for a total 2008 operating revenue amount of \$192.9 million dollars. Petroleum and inside sales are expected to increase by 35% to 45% in 2009 as new locations are developed and opened in 2009. Uppy’s is the largest Richmond, VA operator of branded petroleum convenience stores with approximately 1.22 million people residing in the market.

Through December 2008, store sales gallons were up 19.3% in gasoline gallons sold, and up 14.9% in taxable inside merchandise, totaling an aggregate of 33.7% in total revenues up from 2007. All company-operated C-Stores are within 100 miles of the Richmond fuel terminal facility and corporate Uppy’s headquarters in Chester, VA. Twenty four (24) of Uppy’s sites are 24-hour facilities, and five (5) new locations are currently under development with opening dates planned in mid to late 2009 respectively. There are eighteen (18) car washes operating or planned and twenty (20) sites are located at interstate highways with interstate awareness logo signs. Uppy’s has plans to open three (3) new NTI ground up Exxon OTR sites, and raze & rebuild five (5) more sites to Exxon OTR. By year end, Uppy’s will co-operate 16 Exxon OTR sites in Richmond.

2007 – “Inc5000 Award” – Southside Oil, LLC.

In 2007 and again in 2009, Southside Oil, LLC was awarded the coveted *Inc5000 Award* being recognized as number 584 out of the top 5,000 fastest growing small private companies in America. In addition, Southside Oil was ranked by *Inc5000* as number **18** in the top Companies in the US in Energy with sales revenue growth of +545.2% as measured by *Inc5000* from 2003 to 2006 and again from 2005 to 2008 with a gain of +115.9% respectively.

UKROPS – EXCLUSIVE PETROLEUM SUPPLIER – June 30th, 2008

Beginning on June 30, 2008, Ukrops, Richmond's oldest (72 years old) and largest chain grocery store with twenty four (24) Richmond based large and high volume quality stores entered into a *exclusive* supply arrangement through Uppy's retail facilities in Richmond, Fredericksburg, The colossal (market share leader for almost 20 years) Richmond grocery retailer rolled out a customer fuel rewards program that pays the customer in deep discounted fuel each time the customer purchases in increments of fifty (\$50.00) in Ukrops groceries, Ukrops provides their customer a five (-\$0.05) cents per gallon discount off Uppy's stores in Richmond. Uppy's is the *exclusive* supplier of all Ukrops customer reward fuel purchases in the State of Virginia!

Through the first **386 days** of the program, Uppy's stores have sold **17,257,342** gallons of fuel with over **1,222,580** Ukrop's fuel transactions! This is an average of over **14.12** gallons per Ukrop's transition and **44,708** gallons per day (approximately 5 transport loads of fuel per day on average)!