BOWLIN TRAVEL CENTERS, INC.

Financial Statements

January 31, 2013 and 2012

150 Louisiana NE, Albuquerque, NM 87108 (505) 266-5985

Accounting & Consulting Group, LLP
Certified Public Accountants

Report of Independent Registered Public Accounting Firm

To the Board of Directors and
Stockholders of Bowlin Travel Centers, Inc.

We have audited the accompanying balance sheets of Bowlin Travel Centers, Inc. as of January 31, 2013 and 2012, and the related statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended January 31, 2013. Bowlin Travel Center, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bowlin Travel Centers, Inc. as of January 31, 2013 and 2012, and the results of its operations and its cash flows for each of the years in the three-year period ended January 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

Accounting & Consulting Group, L.L.P.

Accounting & Consulting Group, LLP
Certified Public Accountants
Albuquerque, New Mexico
April 11, 2013

BOWLIN TRAVEL CENTERS, INC.
Balance Sheets
January 31, 2013 and 2012

Assets	2013	2012
Current assets:		
Cash and cash equivalents	$ 2,366,266	$ 2,061,313
Marketable securities	850,000	900,000
Accounts receivable	72,750	5,491
Inventories	3,491,791	3,488,003
Income taxes	514,882	602,282
Interest receivable	359	440
Prepaid expenses	237,711	240,531
Deferred income taxes	57,397	52,173
Notes receivable, current maturities	1,474	1,488
Total current assets	7,592,630	7,351,721
Property and equipment, net	10,198,887	10,800,139
Capital lease, net	188,387	243,103
Assets held for sale	413,252	413,378
Intangible assets, net	40,126	49,904
Investment in real estate	419,389	419,389
Notes receivable, less current portion	—	1,484
Total assets	$ 18,852,671	$ 19,279,118
Liabilities and Stockholders' Equity		
Current liabilities:		
Current maturities of long-term debt	$ 251,166	$ 195,036
Current maturity of capital lease obligation	58,571	54,716
Accounts payable	655,750	463,685
Accrued salaries and benefits	344,719	323,705
Accrued liabilities	247,508	232,744
Deferred revenue, current	21,411	21,192
Total current liabilities	1,579,125	1,291,078
Deferred income taxes	902,897	1,071,773
Long-term debt, less current maturities	4,736,916	4,990,700
Capital lease obligation, less current maturities	129,816	188,387
Total liabilities	7,348,754	7,541,938
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, $0.001 par value; 1,000,000 shares authorized, none issued or outstanding at January 31, 2013 and 2012	—	—
Common stock, $0.001 par value; 10,000,000 shares authorized, 4,146,542 issued and outstanding at January 31, 2013 and 4,186,133 issued and outstanding at January 31, 2012	4,583	4,583
Less: treasury stock	436	397
Common stock outstanding	4,147	4,186
Additional paid-in capital, net	9,288,513	9,343,737
Retained earnings	2,211,257	2,389,257
Total stockholders' equity	11,503,917	11,737,180
Total liabilities and stockholders' equity	$ 18,852,671	$ 19,279,118

See accompanying notes to financial statements.

BOWLIN TRAVEL CENTERS, INC.
Statements of Income

	Years ended January 31,		
	2013	**2012**	**2011**
Gross sales	$ 28,411,359	$ 27,914,044	$ 26,298,132
Less discounts on sales	(420,818)	(347,895)	(212,494)
Net sales	27,990,541	27,566,149	26,085,638
Cost of goods sold	19,454,585	19,169,139	17,394,486
Gross profit	8,535,956	8,397,010	8,691,152
General and administrative expense	(7,853,839)	(7,643,200)	(7,778,437)
Depreciation and amortization	(984,471)	(1,033,684)	(941,534)
Operating loss	(302,354)	(279,874)	(28,819)
Other non-operating (expense) income:			
Interest income	6,038	9,167	23,933
Gain (loss) on sale of property and equipment	42,336	11,835	34,580
Rental income	173,895	190,558	226,308
Miscellaneous	—	—	740
Interest expense	(304,615)	(336,744)	(291,464)
Total other non-operating (expense) income	(82,346)	(125,184)	(5,903)
Loss before extraordinary item	(384,700)	(405,058)	(34,722)
Income tax benefit (expense)	133,500	143,400	(1,900)
Extraordinary item – sale of cell tower lease and easement, net of income tax expense	73,200	—	—
Net loss	$ (178,000)	$ (261,658)	$ (36,622)
Loss per share:			
Basic and diluted, net income, extraordinary item	$ 0.02	$ —	$ —
Basic and diluted, net loss	$ (0.04)	$ (0.06)	$ (0.01)
Weighted average common shares outstanding	4,146,542	4,186,133	4,213,141

See accompanying notes to financial statements.

BOWLIN TRAVEL CENTERS, INC.
Statements of Stockholders' Equity
For the Years Ended January 31, 2013, 2012 and 2011

	Number of shares	Common stock, at par	Additional paid-in capital	Retained earnings	Total
Balance at January 31, 2011	4,213,141	4,213	9,383,568	2,650,915	12,038,696
Net loss	—	—	—	(261,658)	(261,658)
Treasury stock	(27,008)	(27)	—	—	(27)
Additional paid-in capital, treasury	—	—	(39,831)	—	(39,831)
Balance at January 31, 2012	4,186,133	4,186	9,343,737	2,389,257	11,737,180
Net loss	—	—	—	(178,000)	(178,000)
Treasury stock	(39,591)	(39)	—	—	(39)
Additional paid-in capital, treasury	—	—	(55,224)	—	(55,224)
Balance at January 31, 2013	4,146,542	$ 4,147	$ 9,288,513	$ 2,211,257	$ 11,503,917

See accompanying notes to financial statements.

BOWLIN TRAVEL CENTERS, INC.
Statements of Cash Flows

		Years ended January 31,		
		2013	**2012**	**2011**
Cash flows from operating activities:				
Net loss	$	(178,000)	(261,658)	(36,622)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation and amortization		984,471	1,033,684	941,534
Amortization of loan fee		6,194	6,194	4,609
(Gain) loss on sale of property and equipment		(42,336)	(11,835)	(34,580)
Provision for deferred income taxes		(174,100)	294,300	66,200
Changes in operating assets and liabilities:				
Accounts receivable		(67,259)	24,350	58,363
Inventories		(3,788)	25,727	(248,413)
Prepaid expenses and other		90,220	(459,364)	(72,076)
Accounts payable and accrued liabilities		227,843	(453,766)	46,719
Deferred revenue		219	(10,818)	1,898
Net cash provided by operating activities		843,464	186,814	727,632
Cash flows from investing activities:				
Proceeds from sale of assets		35,675	4,500	79,242
Purchases of property and equipment		(326,700)	(850,973)	(1,826,734)
Accrued interest receivable		81	868	4,914
Purchase of marketable securities		(850,000)	(900,000)	(1,000,000)
Franchise fee payment		—	(10,000)	—
Proceeds from sale of marketable securities		900,000	1,000,000	1,657,128
Increase in notes receivable		—	—	(52,000)
Payment received from notes receivable		10,066	10,000	159,605
Net cash used in investing activities		(230,878)	(745,605)	(977,845)
Cash flows from financing activities:				
Payments on long-term debt		(197,654)	(180,007)	(153,761)
Proceeds from new debt		—	—	1,070,000
Payments for debt issuance costs		—	—	(13,593)
Payments for capital lease obligation		(54,716)	(51,114)	—
Treasury stock		(39)	(27)	(171)
Additional paid-in capital, treasury stock		(55,224)	(39,833)	(184,860)
Net cash used in (provided by) financing activities		(307,633)	(270,981)	717,615
Net increase (decrease) in cash and cash equivalents		304,953	(829,772)	467,402
Cash and cash equivalents at beginning of year		2,061,313	2,891,085	2,423,683
Cash and cash equivalents at end of year	$	2,366,266	2,061,313	2,891,085

(Continued)

BOWLIN TRAVEL CENTERS, INC.
Statements of Cash Flows

	Years ended January 31,		
	2013	2012	2011
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 304,615	$ 336,744	$ 291,464
Noncash investing and financing activities:			
Capital lease	$ —	$ 294,218	$ —

See accompanying notes to financial statements.

(1) Summary of Significant Accounting Policies

(a) Description of Business

Bowlin Travel Centers, Inc. (BTC or the Company) is located in Albuquerque, New Mexico. The Company's tradition of serving the public dates back to 1912, when the founder, Claude M. Bowlin, started trading goods and services with Native Americans in New Mexico. The Company's principal business activities include the operation of ten travel centers and five restaurants strategically located along well-traveled interstate highways in New Mexico and Arizona where there are generally few gas stations, convenience stores or restaurants. Eight of the Company's travel centers offer fuel and the Company operates five full-service restaurants under the Dairy Queen/Brazier or Dairy Queen trade names. All of the Company's travel centers offer a unique variety of Southwestern merchandise to the traveling public in the Southwestern United States, primarily New Mexico. All of the Company's ten travel centers sell convenience store food such as chips, nuts, cookies and prepackaged sandwiches along with a variety of bottled and canned drinks.

(b) Cash and Cash Equivalents

The Company considers all liquid investments with an original maturity of three months or less to be cash equivalents. The Company places its temporary cash investments with a local financial institution. Funds in excess of the $250,000 insured by the Federal Deposit Insurance Corporation (FDIC), are invested in overnight US Treasuries.

The Company also considers receivable from credit card transaction that are typically reimbursed within three business days as cash and cash equivalents. Receivables from credit card transactions included in cash and cash equivalents at January 31, 2013 and 2013 were $140,035 and $102,577 respectively.

(c) Marketable Securities

Marketable securities consist of certificates of deposits with maturity dates greater than three months and less than one year. All are fully insured by the Federal Deposit Insurance Corporation (FDIC), as they do not exceed their $250,000 limit.

(d) Inventories

Inventories consist primarily of merchandise and gasoline for resale and are stated at the lower of cost or market value, with cost being determined using the first-in, first-out (FIFO) method. The Company is subject to the uniform capitalization rules and capitalized $117,057 and $114,532 of direct and indirect costs incurred during pre-sale periods to inventory at January 31, 2013 and January 31, 2012 respectively.

(e) Property and Equipment

Property and equipment are carried at cost. Maintenance and repairs, including the replacement of minor items, are expensed as incurred, and major additions to property and equipment are capitalized. Depreciation is provided by the Company using primarily straight-line.

(f) Intangible Assets

Debt issuance costs are deferred and amortized over the terms of the respective borrowings on a straight-line basis which is not materially different from the effective interest method. Franchise fees are amortized on a straight-line basis over the shorter of the life of the related franchise agreements or the periods estimated to be benefited, ranging from ten to twenty-five years.

(g) Sales and Cost Recognition

Sales of merchandise are recognized at the time of sale and the associated costs of the merchandise are included in cost of sales.

(h) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(i) Excise and Transaction Privilege Taxes

The Company collects and remits various federal and state excise taxes on petroleum products. Gasoline sales and cost of goods sold included excise taxes of approximately $1,162,869, $1,171,472 and $1,228,404 for fiscal years ended January 31, 2013, 2012 and 2011, respectively.

The Company also collects and remits transaction privilege taxes on sales. Gross receipts taxes of approximately $697,126, $716,989 and $721,188 were collected and remitted for fiscal years ended January 31, 2013, 2012 and 2011, respectively. Sales and cost of sales are presented net of gross receipts taxes.

(j) Impairment of Long-lived Assets and Long-lived Assets to Be Disposed Of

The Company reviews its long-lived assets and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

(k) Financial Instruments

The Company's financial instruments are cash and cash equivalents, marketable securities, accounts receivable, notes receivable, accounts payable, accrued liabilities and long-term debt. The carrying amounts of cash and cash equivalents, marketable securities, accounts receivable, notes receivable, accounts payable, accrued liabilities and long-term debt approximate fair value.

(l) Use of Estimates

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with generally accepted accounting principles in the United States of America. The Company has identified the estimated useful lives of its fixed assets and the valuation of deferred taxes as its significant estimates. Actual results could differ from those estimates.

(m) Earnings Per Share

Earnings per share of common stock, both basic and diluted, are computed by dividing net (loss) income by the weighted average common shares outstanding, assuming the shares distributed on January 30, 2001 were outstanding for all periods presented. Diluted earnings per share is calculated in the same manner as basic earnings per share as there were no potential dilutive securities outstanding for all periods presented.

On September 29, 2008, the Company issued a press release announcing plans to begin a stock repurchase program whereby up to 1,000,000 shares of its common stock outstanding may be repurchased in the open market or in privately negotiated purchases from time to time, depending on market conditions and other factors. The purchases will be funded from available working capital and will be made in accordance with applicable securities laws and regulations. On September 21, 2012, the Board of Directors resolved to continue the repurchase program for another year, subject to earlier termination or extension as provided by the Board.

The Company repurchased 39,591 of its outstanding common shares for fiscal year ended January 31, 2013 at an average price per share of $1.395, for a total repurchase of approximately $55,263. The common stock issued and outstanding was reduced by 39,591 shares or $39 (39,591 shares times the par value of $0.001), and additional paid in capital was reduced by $55,224. The reduction in shares issued and outstanding and additional paid in capital is reflected in the accompanying balance sheet.

The Company repurchased 27,008 of its outstanding common shares for fiscal year ended January 31, 2012 at an average price per share of $1.48, for a total repurchase of approximately $39,858. The common stock issued and outstanding was reduced by 27,008 shares or $27 (27,008 shares times the par value of $0.001), and additional paid in capital was reduced by $39,831. The reduction in shares issued and outstanding and additional paid in capital is reflected in the accompanying balance sheet.

There was no issuance of the Company's outstanding common shares for fiscal years ended January 31, 2013, 2012 and 2011, respectively.

(n) Reclassifications

Certain 2012 and 2011 amounts have been reclassified to conform to 2013 presentation. Such reclassifications had no effect on net income. Property and equipment held for sale is reclassified as a component separate from continuing operations in the balance sheet in accordance with FASB ASC 2005-20-45 – Accounting for Impairment or Disposal of Long-lived Assets. Management's intent is to sell the Company's retail location located in Edgewood, New Mexico, in the ensuing fiscal year. The assets for sale consist of land, buildings, machinery and equipment, mobile homes and billboards. This location was closed in October 2007.

(o) Accounts Receivable

Accounts receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Accounts receivable are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded when received.

Management believes that all accounts receivable are fully collectable. Therefore, no allowance for doubtful accounts is deemed to be required.

(p) Notes Receivable

Notes receivable are accounted for using the installment method of accounting as well as original note value. In accordance with FASB ASC 360, "Accounting for Sales of Real Estate", gains were deferred on loans not meeting the minimum initial 20% investment by the buyer expressed as a percentage of the sales value.

Management believes that all notes receivable are fully collectable. Therefore, no allowance for doubtful accounts is deemed to be required.

(q) Deferred Revenue

The current portion of deferred revenue consists of advertising revenue received in advance for billboards that the Company rents. This revenue is recognized in income as services are provided over the term of the contract.

(r) Advertising Costs

Advertising costs are expensed as incurred. Advertising expense was approximately $91,776, $96,397 and $74,548 for fiscal years ended January 31, 2013, 2012 and 2011, respectively.

(s) Freight Costs

General and administrative expense includes inbound freight costs incurred to acquire inventory for sale. Inbound freight costs are expensed as incurred. Freight expense was approximately $116,043, $98,085 and $115,667 for fiscal years ended January 31, 2013, 2012 and 2011, respectively.

(t) Concentration in Suppliers

The Company is an authorized ExxonMobil distributor. The Company sells ExxonMobil gasoline at five travel centers. The ExxonMobil distribution agreement allows the Company to streamline its gasoline supply arrangements and take advantage of volume-driven pricing by consolidating purchases from this supplier. The Company's agreement with ExxonMobil does not prohibit it from entering into similar arrangements with other petroleum companies.

On September 1, 2010, the Company renewed its distribution agreement with ExxonMobil. The new agreement has a five-year term expiring August 31, 2015. The terms of the distribution agreement require the Company to purchase five million gallons in the calendar year immediately preceding the expiration date.

All of the Company's Arizona locations are Shell brand as a result of the Company entering into a retail supply agreement with Arizona Fuel Distributors, L.L.C. during fiscal year ended 2008. The agreement allows the Company to purchase fuel paying a distributor's markup price of $0.015 cents per gallon. There are no minimum or maximum gallon purchase requirements for the Company under the retail supply agreement with Arizona Fuel Distributors, L.L.C

(2) Notes Receivable

Notes receivable as of January 31, 2013 and 2012 consist of the following:

	2013	2012
$100,000 8% note of which $85,124 is deferred, due $667 interest only monthly, $4,000 principal due the first year and $24,000 annually for the remaining four years. Modified September 10, 2009; $46,000 8%, due $239 average interest only monthly, $6,000 principal due the first year and $10,000 annually for the remaining four years (a)	$ 1,474	$ 2,972
	1,474	2,972
Less current portion	(1,474)	(1,488)
	$ —	$ 1,484

(a) Collateralized by the property sold. In the event of default, the property reverts back to the Company.

The Company uses the accrual method to recognize interest income.

On September 1, 2005, the Company sold vacant land located in Alamogordo, New Mexico to Lost River Estates, LLC for $20,000 cash and a note receivable of $100,000. The note receivable has a stated rate of interest of 8%. Interest is payable monthly with principal payable in annual installments of $4,000 for the first year and $24,000 for the following four years. The property sold had a carrying value of $9,020 and the costs incurred to sell the land were $8,831. The gain on the sale of the land was $102,149 of which $17,025 was recognized initially and $85,124 was deferred. In accordance with FASB ASC 360, "Accounting for Sales of Real Estate", the gain was deferred because the minimum initial investment by the buyer was less than the required 20% initial investment expressed as a percentage of the sales value (FASB ASC, "Accounting for Sales of Real Estate"). Therefore the gain will be recognized into income using the installment method as payments are received. The current deferred gain is reflected as a reduction to the note receivable in the accompanying balance sheet. On September 10, 2009, the Company modified the note receivable with Lost River Estates, LLC. The total principal amount outstanding was $46,000. The principal payment due September 1, 2009, in the amount of $24,000, was reduced to $6,000. The maturity date was extended to September 1, 2013, with annual principal payments of $10,000 due each September 1st. The stated interest rate of 8% continued on the outstanding balance and is payable monthly on the first day of the month. All other terms and conditions remain in force and are consistent with the original agreement.

Management believes that the note receivable is fully collectable. Therefore, no allowance is deemed to be required.

(3) Property and Equipment

Property and equipment consist of the following at January 31:

	Estimated life (years)	2013	2012
Land		$ 1,999,591	$ 1,999,591
Buildings and improvements	10 - 40	10,310,604	10,211,079
Machinery and equipment	3 - 10	9,512,537	9,348,489
Autos, trucks and mobile homes	3 - 10	1,974,722	1,938,002
Billboards	15 - 20	2,429,314	2,427,212
Construction in progress		20,578	26,112
		26,247,346	25,950,485
Less accumulated depreciation		(16,048,459)	(15,150,346)
Property and equipment, net		$ 10,198,887	$ 10,800,139
Assets held for sale		$ 1,012,417	$ 1,012,417
Less accumulated depreciation		(599,165)	(599,039)
Assets held for sale, net		$ 413,252	$ 413,378

Construction in progress consists of inventory the Company has on hand to repair and maintain its billboards as well as for the occasional building of billboards.

	2013	2012	2011
Depreciation expense:	$ 984,471	$ 1,033,684	$ 941,534

Depreciation expense, including assets under capital lease, was $984,471, $1,033,684 and $941,534 for fiscal years ending January 31, 2013, 2012 and 2011, respectively, and was charged to operations.

Gains and losses on sale of property and equipment:

	2013	2012
Land	$ 8,568	$ 8,512
Buildings and improvements	—	—
Machinery and equipment	22	3,323
Autos, trucks and mobile homes	(1,254)	—
Billboards	35,000	—
	$ 42,336	$ 11,835

See Note 2, Notes Receivable, for details regarding the gains on land.

The Company's Edgewood, New Mexico location was closed October 31, 2007 and the property, fixtures and equipment remain for sale and therefore have been identified as a component as defined in FASB ASC 2005-20-45 – Accounting for Impairment or

Disposal of Long-Lived Assets. The carrying value of the property, fixtures and equipment of approximately $413,000 have been reclassified as assets held for sale in the January 31, 2013 and January 31, 2012 balance sheets. The Company continues to list the property for sale. There was no operational activity during fiscal years 2013 and 2012 and therefore no results of operations.

(4) Intangible Assets

Intangible assets, at cost, consist of the following at January 31:

	2013	2012
Franchise fees	$ 143,000	$ 133,000
Payment for franchise fee	—	10,000
Debt issuance costs	48,348	48,348
	191,348	191,348
Less accumulated amortization	(151,222)	(141,444)
	$ 40,126	$ 49,904

On November 18, 2011, the Company entered into a new Dairy Queen store operating license agreement for The Thing Dairy Queen with Dairy Queen of Southern Arizona, Inc. as the previous agreement expired. The license was granted for a term of ten years and in October 2011, the Company paid a franchise fee of $10,000 and began amortizing the fee using a straight-line basis of the life of the agreement.

The following schedule discloses the estimated amortization expense at January 31:

2014	$ 9,584
2015	8,195
2016	7,061
2017	5,476
2018	4,894
Thereafter	4,916
Total	$ 40,126

(5) Investment in Real Estate

Approximately twelve acres of previously undeveloped land in Alamogordo, New Mexico was sub-divided into thirty-five approximately quarter-acre residential lots. The carrying value of this investment in real estate is $419,389. The subdivision includes paved roads, fencing, water, sewer and electricity. Two manufactured homes were purchased and installed. One lot and manufactured home was sold in December 2003. In December 2005, two lots were sold. The other manufactured home was moved for the Company's use at the new facility in Picacho, Arizona. The thirty-two lots that remain are for sale.

(6) Long-term Debt

Long-term debt consists of the following at January 31:

		2013		2012
Due to a bank, maturity November 2017, interest at 3.14%, monthly installments of $28,186, secured by certain properties	$	3,994,734	$	4,160,024
Due to a bank, maturity June 2015, interest at 5.45%, monthly installments of $7,378, secured by one property		993,348		1,025,712
		4,988,082		5,185,736
Less current maturities		(251,166)		(195,036)
Long-term debt, less current maturities	$	4,736,916	$	4,990,700

Future maturities of long-term debt for the years ending January 31 are as follows:

2014	$	251,166
2015		260,015
2016		1,150,686
2017		237,186
2018		3,089,029
Thereafter		—
Total	$	4,988,082

On December 1, 2012, the Company's interest rate on its debt maturing November 2017 changed from 5.92% to 3.14%. The interest rate is subject to adjustment every five years and is based on the CMT interest rate plus 2.5%.

At January 31, 2013 and 2012, respectively, the Company was not aware of any non-compliance with the minimum financial ratios or annual debt covenants.

(7) Capital Lease Obligation

Capital lease obligation consists of the following at January 31:

		2013		2012
Due YESCO LLC, maturity February 2016, interest at 6.8275%, monthly installments of $5,802.	$	188,387	$	243,103
Less current maturities		(58,571)		(54,716)
Capital lease obligation, less current maturities	$	129,816	$	188,387

Future maturities of capital lease obligation for the years ending January 31 are as follows:

	Lease obligation	Interest	Total
2014	$ 58,571	11,053	69,624
2015	62,698	6,926	69,624
2016	67,118	2,508	69,626
Total	$ 188,387	$ 20,487	$ 208,874

On June 21, 2010, the Company entered into a capital lease agreement with YESCO LLC for two used 14’ x 48’ single face LED signs with individual web cams to be installed in Picacho, Arizona. The term of the lease consists of sixty consecutive months commencing on the first day of the month immediately following the installation of the signs. Installation of the signs was completed in February 2011. The Company will pay YESCO LLC $1,065 as the maintenance component and $5,802 as the base lease component. The Company will pay YESCO LLC $1.00 with the final monthly payment at which time YESCO LLC will transfer ownership of the signs to the Company. As part security for its performance, the Company deposited with YESCO LLC the sum of $38,500. The security deposit has been applied as a capital reduction of the base lease component. The Company will account for the lease in accordance with FASB ASC 840-30.

(8) Income Taxes

Income taxes consist of the following for the years ended January 31:

	Current	**Deferred**	**Extraordinary Item**	**Total**
2013:				
U.S. Federal	$ 8,700	$ (80,900)	$ (40,800)	$ (113,000)
State	1,700	(16,200)	(6,000)	(20,500)
	$ 10,400	$ (97,100)	$ (46,800)	$ (133,500)
2012:				
U.S. Federal	$ (351,400)	$ 231,900	$ —	$ (119,500)
State	(70,400)	46,500	—	(23,900)
	$ (421,800)	$ 278,400	$ —	$ (143,400)
2011:				
U.S. Federal	$ (53,600)	$ 55,200	$ —	$ 1,600
State	(10,700)	11,000	—	300
	$ (64,300)	$ 66,200	$ —	$ 1,900

Income tax expense differed from the amounts computed by applying the U.S. federal income tax rate of 34 percent to pre-tax income as a result of the following for the years ended January 31:

	2013	2012	2011
Computed "expected" tax benefit	$ (89,998)	$ (137,720)	$ (11,805)
State income tax benefit, net of federal tax benefit,	(9,546)	(15,796)	209
Other non-deductible expenses,	12,844	10,116	13,496
Total	$ (86,700)	$ (143,400)	$ 1,900

For fiscal year ending January 31, 2012, the "expected" tax benefit increased as a result of an operating loss before income tax.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows at January 31:

	2013	2012
Deferred tax assets –		
At January 31, 2013 deferred revenue principally due to accrual for financial reporting purposes	$ 8,350	$ 8,265
At January 31, 2013, compensated absences, principally due to accrual for financial reporting purposes	32,112	31,580
At January 31, 2013, contributions, principally due to limitation as a result of net operating losses	16,935	12,328
Total gross deferred tax assets	57,397	52,173
Deferred tax liabilities:		
Property and equipment, principally due to differences in depreciation	903,566	997,850
Other	(669)	(3,077)
Total gross deferred liabilities	902,897	994,773
Net deferred tax liability	$ 845,500	$ 942,600

There was no valuation allowance for deferred tax assets as of January 31, 2013 or 2012. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences.

Total gross deferred liabilities decreased as a result of the Company's election to take the 168 allowance of 50% for assets placed in service for fiscal year ended January 31, 2013 compared to the Company's election to take 100% of section 168 allowance after September 8, 2010 and through December 31, 2011 as allowed by the 2010 Tax Relief Act.

At January 31, 2012, the Company's normal recurring adjustment associated with the reporting of assets and liabilities related to the valuation of deferred taxes was incorrectly presented. A reclassification has been made to the January 31, 2012 balance sheet reducing both the current estimated value and the long-term estimated value of deferred taxes. The reclassification had no effect on net income or earnings per share.

The amount of unused tax losses available to carry forward totaled approximately $1,230,000 at January 31, 2013. The loss carry forward will expire beginning in 2031, 20 years after inception.

The Company adopted the provisions of FASB ASC 740-10-15 "Accounting for Uncertainty in Income Taxes" on February 1, 2009. Upon adoption, the Company recognized no change to opening retained earnings.

In the normal course of business, the Company's tax returns are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessment by these taxing authorities. Accordingly, the Company believes it is more likely than not that it will realize the benefits of tax positions it has taken in its tax returns or for the amount of any tax benefit that exceeds the cumulative probability threshold in accordance with FASB ASC 740-10-15. Differences between the estimated and actual amounts determined upon ultimate resolution, individually or in the aggregate, are not expected to have a material adverse effect on the Company's financial position.

The Company is not under examination for any open tax years.

(9) Profit-Sharing Plan

The Company maintains a qualified defined contribution profit-sharing plan that covers substantially all employees. The plan year end is December 31. The elected salary reduction is subject to limits as defined by the Internal Revenue Code. The Company provides a matching contribution and additional discretionary contributions as determined by resolution of the board of directors. Legal and accounting expenses related to the plan are absorbed by the Company. The Company's contributions to the profit-sharing plan were $60,823, $50,206 and $66,829 in fiscal 2013, 2012 and 2011, respectively.

(10) Commitments and Contingencies

The Company leases land at several of its retail operating locations. Included in general and administrative expenses in the accompanying statements of income is rental expense for these land leases of $146,656, $145,247 and $165,368 for the years ended January 31, 2013, 2012 and 2011, respectively. The Company also leases land where several of its retail billboards are located and rent expense for these leases was $202,803, $203,967 and $196,236 for the years ended January 31, 2013, 2012 and 2011, respectively.

The leasing agreements for the various locations include 5 to 35 year leases with remaining lives on those leases ranging from approximately 5 to 30 years at January 31, 2013. One of the contingent rentals has a fixed annual payment of $33,000 adjusted annually according to the consumer price index (CPI) plus 2.5% of merchandise and Dairy Queen sales plus $0.0025 of gasoline gallons sold. One of the contingent rentals has a fixed payment

amount of $10,800 plus 3% of merchandise sold plus $0.02 of gasoline gallons sold. One of the contingent leases has a fixed annual payment of $27,237 adjusted every five years according to the consumer price index (CPI) plus 2.5% of merchandise sales and $0.0025 of gasoline gallons sold. In most cases, the Company is responsible for certain repairs and maintenance, insurance, property taxes or property tax increases, and utilities.
Future minimum rental payments under these leases are as follows:

Year ending January 31:		
2014	$	269,780
2015		233,759
2016		173,381
2017		117,160
2018		108,811
Thereafter		1,034,767
Total	$	1,937,658

Required future expenditures include $200,000 for fuel containment upgrades that began in 2010 and will last through July 2013 due to changes in environmental regulations.

The Company is periodically subject to claims and lawsuits that arise in the ordinary course of business. It is in the opinion of management that the disposition or ultimate resolution of any such claims and lawsuits will not have a material adverse effect on the financial position of the Company.

(11) Fair Value Measurements

The Company uses a hierarchy that prioritizes the inputs used in measuring fair value such that the highest priority is given to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.
Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset of liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of unobservable inputs.

The valuation methodologies described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Company's assets and liabilities at fair value as of January 31, 2013:

	Level 1	Level 2	Level 3	Total
Assets				
Certificates of deposit	$ 850,000	$ —	$ —	$ 850,000
Total assets at fair value	$ 850,000	$ —	$ —	$ 850,000
Liabilities				
Total liabilities at fair value	$ —	$ —	$ —	$ —

(12) Extraordinary item.

In October 2012, the Company sold a cell tower lease and easement located in Benson, Arizona to CF Black Dot LLC for $120,000 cash, which is reflected in income as an extraordinary item net of income tax expense.

(13) Subsequent Events

The Company has evaluated events subsequent to January 31, 2013, the balance sheet date, for events that would possibly require adjustment or disclosures in these financial statements, through April 11, 2013, the date that these statements were available to be issued.