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February 20, 2014

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*Via 1<sup>st</sup> Class Mail and  
Email: jstaran@hsc-law.com*  
John D. Staran, Esq.  
Hafeli, Staran & Christ, P.C.  
2055 Orchard Lake Road  
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Re: Reorganization of Golf Concepts, Inc.

Dear John:

As you may recall from our conversation earlier last month, Mike Bylen has been having discussions with the other three shareholders of Golf Concepts, Inc. about his wish to purchase all their shares of Golf Concepts stock, which would leave him as the business' sole owner. The parties have now settled upon the business terms for Mr. Bylen's purchase of his fellow shareholders' stock.

But rather than have Mr. Bylen purchase the shares directly from the other shareholders in separate transactions, the company's professionals have determined that it would be best for the business and the other shareholders for the parties to reorganize Golf Concepts' business.

To accomplish this reorganization, Golf Concepts' shareholders have organized a new limited liability company on January 13, 2014 named Bylen Golf Company, LLC. Each shareholder now owns a 25% share of the new LLC's membership interests (just as the four shareholders each own 25% of the stock of Golf Concepts).

At the closing of the reorganization, the four shareholders will cause Golf Concepts to liquidate its business, directing the corporation to assign all its assets to Bylen Golf Company. Bylen Golf Company will also assume all of Golf Concept's liabilities as part of this liquidation. These transactions will include Golf Concepts' transfer to Bylen Golf Company of the corporation's rights, as tenant, under that certain Lease between Golf Concepts and the City of Rochester Hills, Michigan dated June 27, 1986, as amended. It will also include, among other things, the transfer to Bylen Golf Company of Golf Concepts' right to use the name "Pine Trace Golf Club" and related derivatives of that name.

This reorganization will be contingent upon: (a) Rochester Hills' consent to the assignment of the Lease to Bylen Golf Company, (b) the approval of Golf Concepts' primary lender, Chase Bank, and (c) and the approval of the Michigan Liquor Control Commission as to the transfer of Golf Concepts' liquor licenses.

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Because of Golf Concepts' liquidation, Bylen Golf Company will become the operating entity at closing.

Immediately after the liquidation of Golf Concepts' business (but at the same closing), Mr. Bylen will purchase all the membership interests of Bylen Golf Company owned by the other three shareholders for the purchase prices set forth in the Reorganization Agreement. Mr. Bylen's purchase of these membership interests at the closing will then leave him as the sole member of Bylen Golf Company.

Because this reorganization will involve the transfer of Golf Concepts' rights under its lease with the City of Rochester Hills to Bylen Golf Company, the City must first authorize the assignment by appropriate resolution (see *Section 10.1* of the lease). With this in mind, I am now focusing on procuring the City's consent (as well as the consent of Michigan's Liquor Control Commission and Chase Bank) to these transactions so a closing can occur as soon as possible.

Golf Concepts would like this lease assignment request addressed by the Rochester Hills City Council. John, I hope you can help us get the ball rolling for this request, and I look forward to working with you on this matter going forward. Please do not hesitate to contact me if you have any questions regarding the proposed transaction.

Very truly yours,

STARK REAGAN



William D. Girardot

WDG:bao

cc: Mr. Michael S. Bylen

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