

City of
ROCHESTER HILLS

1000 Rochester Hills Drive, Rochester Hills, Michigan 48309-3033

APPLICATION FOR LICENSE
TO SELL BEER AND WINE OR SPIRITS
FOR CONSUMPTION ON PREMISES

CHAPTER 6

DATE: _____ New Class C License
PHONE: _____ Transfer of Class C License
_____ Entertainment Permit

I(We) Papa Joe's Oakland, L.L.C., a Michigan limited liability company
(Give Name of Individual or in Partnership or Corporation persons entitled
to share in the profits thereof)

(If Corporation, the objects for which organized, the names and addresses of its
officers and directors, names and addresses of its stockholders and name of the manager
or agent who will be conducting the business on behalf of the applicant, if such is
the case. If partnership, the same information for the partnership of each partner).

See paragraph 1 attached.

Give name, date of birth and age of individual or, in the case of a partnership or
corporation, name, date of birth and age of each person named above.

See paragraph 2 attached.

Give citizenship and place of residency of those persons identified above.

See paragraph 3 attached.

Provide statement of any other business in which applicant(s) is engaged:

Not applicable.

Provide location and description of the premises or place of business which is to be operated under such license.

See paragraph 4 attached.

Has applicant or any person identified above ever made application for a license to sell beer and wine or spirits other than described in this application and if so, the year in which said application was made, the location of the business and disposition of the application?

See paragraph 5 attached.

Has applicant or any of those persons listed above ever been convicted of a violation of any federal or state law concerning the manufacture, possession or sale of alcoholic beverages, or has ever had a license revoked by the Michigan Liquor Control Commission?

No.

Name and address of the fee owner of the premises if applicant(s) is not the owner and the nature and term of the applicant's right to occupy the premises.

See paragraph 6 attached.

Provide statement of the nature of other activities to be carried on at the premises, including but not limited to food sales, hotel/motel operations, recreational activities, contests involving patrons, entertainment of any nature.

See paragraph 7 attached.

Will any remodelling or new construction on the premises intended for the use of the license occur? If so, give description, when work will be started and completed.

See paragraph 8 attached.

Attach financial statement of applicant(s).

Attach building and/or site plans as provided in Section 6-35 (12)

Fee: \$1,000

I (We) Papa Joe's Oakland, L.L.C.

affirm I (We) will not violate any of the laws of the State of Michigan or of the United States or any ordinances of the City of Rochester Hills in the conduct of my (our) business, and acknowledge receipt of a copy of Chapter 6.

Jeffrey L. Curtis 6/16/04
Signature Jeffrey L. CURTIS Date

Signature Date
Donald M. Stettin 6-17-04
Signature DONALD M. STETTIN Date

Signature Date

1. A copy of the Articles of Organization and the operating agreement for the L.L.C. is attached, together with Exhibit A, which identifies Donald M. Strehl, Successor Trustee of the Maria L. Curtis Grandchildren's Trust f/b/o Ashley Curtis, Amber Curtis, Anthony Curtis and Jeffery Curtis as the sole member in interest in this application. The address from which Papa Joe's Oakland L.L.C. will be operating is 6852 Old Orion Court, Rochester Hills. It is noted that this address is likely to change upon the completion of construction at the proposed site. The name of the person who will be conducting business on behalf of applicant is Anthony Curtis.

2. Donald M. Strehl, Successor Trustee, was born in Royal Oak, Michigan on 11/1/54. Mr. Strehl is 49 years old. Papa Joe's Oakland L.L.C. was formed on 4/27/04 as a Michigan limited liability company. It was authorized by the State of Michigan on 4/29/04.

3. Donald M. Strehl, Successor Trustee, is a citizen of the United States. His current residence address is 53526 Hunter's Crossing, Utica, Michigan. His telephone number is 586-677-1450.

4. Papa Joe's Oakland L.L.C. will be located in a proposed shopping center located at 6852 Old Orion Court, Rochester Hills, Michigan.

5. All of the members of Papa Joe's Oakland L.L.C. are members of Papa Joe's Rochester, Inc. and Papa Joe's Birmingham, L.L.C. The corporation operates an establishment doing business as Papa Joe's Gourmet Marketplace in Birmingham and Rochester Hills, Michigan. Papa Joe's Gourmet Marketplace sells beer and wine and is in possession of an S.D.M. license.

6. Curtis Property Group L.L.C. owns the property and will lease to Papa Joe's Oakland, L.L.C.

7. Papa Joe's Oakland, L.L.C. will operate a gourmet marketplace at the proposed location, 6852 Old Orion Court, Rochester Hills. Beer and wine will be sold for consumption off premises. The marketplace will include a restaurant that will offer beer, wine and spirits for on premises consumption. Additionally, the marketplace will offer a wine and cheese bar and a banquet/reception facility at which beer, wine and spirits will be offered.

8. New construction is ongoing and is expected to be completed in November 2004.

EXHIBIT B

**REPRESENTATIVE INFORMATION FOR THE MARIA L. CURTIS
GRANDCHILDREN'S TRUST**

<p>Anthony J. Curtis 815 Pinery Blvd. Lake Orion, MI 48632 Home: (248) 693-5469 Cell: (248) 249-6229 SSN: 373-04-8421 DOB: 9/17/1972 Height: 5'8" Weight: 195 lbs.</p>	<p>Jeffrey L. Curtis 15761 Spur Drive Macomb Twp., MI 48042 Home: (586) 677-9298 Cell: (248) 249-6228 SSN: 373-04-8906 DOB: 12/4/1973 Height: 5'8" Weight: 180 lbs.</p> <p>In June 2004 address will change to:</p> <p>6980 Hidden Oak Lane Washington Twp., MI 48095</p>
<p>Ashley N. Curtis 44753 Rivergate Drive Clinton Twp., MI 48038 Home: (586) 228-2058 SSN: 378-02-0349 DOB: 10/10/1986 Height: 5'4" Weight: 116 lbs.</p>	<p>Amber Curtis 44753 Rivergate Drive Clinton Twp., MI 48038 Home: (586) 228-2058 SSN: 363-15-5059 DOB: 9/25/1988 Height: 5'2" Weight: 100 lbs.</p>

June 24, 2004

VIA FEDERAL EXPRESS

Clerk
City of Rochester Hills
1000 Rochester Hills Drive
Rochester Hills, Michigan 48309-3033

Re: Class C License Application - Papa Joe's Oakland L.L.C.
6852 Old Orion Court, Rochester Hills, Michigan

Dear Clerk:

Enclosed for filing is an application on behalf of Papa Joe's Oakland L.L.C. for a Class C Liquor License in Rochester Hills, Michigan. The Curtis Properties Group is presently developing a shopping center in Rochester Hills and proposes to construct and operate three high end restaurants, including a gourmet marketplace at the location. This application is being filed simultaneously with two other applications for Class C Licenses at the Rochester Hills location. The following is an inventory of items in this application package:

- A completed City of Rochester Hills Application for Class C Liquor License
- Articles of Organization for Curtis Properties Group L.L.C.
- Operating Agreement for Curtis Properties Group L.L.C.
- An Order of the Macomb County Probate Court Appointing Donald Strehl as Successor Trustee of the Maria L. Curtis Grandchildren's Trust
- A copy of the building plans for the location
- A copy of a warranty deed evidencing the applicant's interest in the real estate at the location
- A copy (for your records) of the applicant's application for Class C license with the Michigan Liquor Control Commission
- A check in the amount of \$1000 representing license and investigative fees in connection with the application

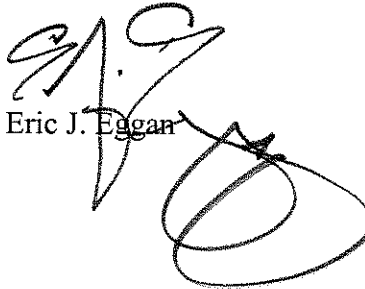
HONIGMAN

City of Rochester Hills
June 24, 2004
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All documents are being submitted in duplicate. Please feel free to contact me if you have any questions.

Sincerely,

HONIGMAN MILLER SCHWARTZ AND COHN LLP



Eric J. Eggan

EJE/mls
Enclosures
cc: Anthony Curtis
LAN_A.127102.1

STATE OF MICHIGAN
DEPARTMENT OF LABOR AND ECONOMIC GROWTH
LIQUOR CONTROL COMMISSION
7150 Harris Drive
P.O. Box 30005
Lansing, MI 48909-7505

LOCAL APPROVAL NOTICE

(Authorized by MCL 436.1501(2) and MAC 1105(2)(d))

Request ID: 266684

Date: June 29, 2004

To: Rochester Hills City Council
1000 Rochester Hills Dr
Rochester Hills, MI 48309-3033

Applicant: Curtis Properties Group, L.L.C.

Member: Maria L. Curtis Grandchildren's Trust, Donald M. Strehl, Successor Trustee, Jeffery L. Curtis, & Anthony J. Curtis

Local Legislative approval is required for new and transferring On-Premises licenses by MCL 436. 1501 of the Michigan Liquor Control Code of 1998. Local approval is also required for DANCE, ENTERTAINMENT, DANCE-ENTERTAINMENT OR TOPLESS ACTIVITY permits by authority of MCL 436.1916.

For your convenience a resolution form is enclosed that includes a description of the licensing transaction requiring approval. The clerk should complete the resolution certifying that your decision of approval or disapproval of the application was made at an official meeting. **Please return the completed resolution to the Liquor Control Commission as soon as possible.**

If you have any questions, please contact the On-Premise Section of the Licensing Division as (517) -322-1400.

**PLEASE COMPLETE ENCLOSED RESOLUTION AND RETURN
TO THE LIQUOR CONTROL COMMISSION AT ABOVE ADDRESS**

STATE OF MICHIGAN
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
LIQUOR CONTROL COMMISSION

RESOLUTION

At a _____ meeting of the _____
(Regular or Special) (Township Board, City or Village Council)

called to order by _____ on _____ at _____ P.M.

The following resolution was offered:

Moved by _____ and supported by _____

That the request from CURTIS PROPERTIES GROUP, L.L.C. for a new full year Class C license to be located at 6900 Old Orion Ct, Rochester Hills, Oakland County.

“above all others”

be considered for _____
(Approval or Disapproval)

APPROVAL

DISAPPROVAL

Yeas: _____

Yeas: _____

Nays: _____

Nays: _____

Absent: _____

Absent: _____

It is the consensus of this legislative body that the application be:

_____ for issuance
(Recommended or not Recommended)

State of Michigan _____)

§

County of _____)

I hereby certify that the foregoing is a true and complete copy of a resolution offered and

adopted by the _____ at a _____
(Township Board, City or Village Council) (Regular or Special)

meeting held on _____
(Date)

SEAL

(Signed) _____
(Township, City or Village Clerk)

(Mailing address of Township, City or Village)