

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: September 17, 2004  New Class C License  
PHONE: (248) 901-4003 (office)  Transfer of Class C License  
 Entertainment Permit

I(We) John B. Carlin, Jr., Agent for Brinker Michigan, Inc.  
(Give Name of Individual or in Partnership or Corporation persons entitled  
to share in the profits thereof)

Brinker Michigan, Inc., a Delaware corporation

(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).

Own and operate Brinker restaurants in Michigan. Corporation is a wholly-  
owned subsidiary of Brinker Restaurant Corporation (the present licensee),  
which is a wholly-owned subsidiary of Brinker International, Inc., a  
publicly-held corporation.

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.

N/A - Public corporation is the ultimate owner of the new licensee.

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

N/A

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

None

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

Chili's Grill & Bar  
2735 South Rochester Road  
Rochester Hills, MI

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?

Brinker Michigan, Inc. (and its shareholder) own and operate 23 restaurants  
in Michigan - see enclosed list.

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.

No change in lease/ownership of the property.

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.

No change in current operations of this full-service restaurant.

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.

No change in this restaurant.

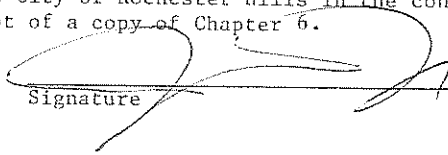
Attach financial statement of applicant(s). N/A

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

Fee: None

I (We) John B. Carlin, Jr.

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.

  
Signature

9/17/04  
Date

Signature

Date

Signature

Date

Signature

Date



PLUNKETT & COONEY  
ATTORNEYS AT LAW

38505 Woodward  
Suite 2000  
Bloomfield Hills, MI 48304

(248) 901-4000  
Fax (248) 901-4040  
www.plunkettcooney.com

September 20, 2004

Ms. Jane Leslie  
Deputy Clerk  
City of Rochester Hills  
1000 Rochester Hills Drive  
Rochester Hills, MI 48309-3033

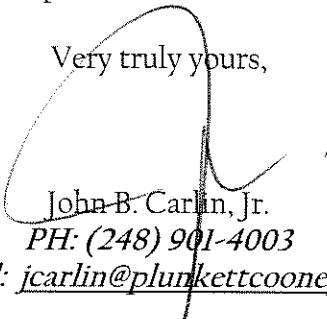
Re: Chili's Grill & Bar  
2735 South Rochester Road  
Rochester Hills, MI

Dear Ms. Leslie:

Enclosed please find the Rochester Hills Liquor License Transfer Application for the "transfer of ownership" of the Chili's restaurant in Rochester Hills. I do not have a copy of the floor plan, but I can tell you there is absolutely no change in the floor plan for the restaurant. In addition, there will be no change in the operation of this restaurant as a result of this transfer.

Should you have any questions, please call, and thank you for waiving the fees.

Very truly yours,



John B. Carlin, Jr.  
PH: (248) 901-4003  
E-mail: [jcarlin@plunkettcooney.com](mailto:jcarlin@plunkettcooney.com)

JBCJR/kj  
Enclosure  
cc: Leslie Jones  
Blmfield.03744.41919.588479-1



Professional Corporation  
Attorneys and Counselors  
at Law

38505 Woodward  
Suite 2000  
Bloomfield Hills, MI 48304

(248) 901-4000  
Fax (248) 901-4040  
www.plunkettcooney.com

September 9, 2004

SEP 10 2004

Ms. Beverly Jasinski  
Clerk  
City of Rochester Hills  
1000 Rochester Hills Drive  
Rochester Hills, MI 48309

Re: Chili's Grill & Bar  
2735 South Rochester Road  
Rochester Hills, MI 48037

Dear Clerk Jasinski:

You will shortly be receiving paper work from the Michigan Liquor Control Commission regarding our application to the Commission for a transfer of ownership of the Brinker Restaurant Corporation restaurants located throughout the State of Michigan. Brinker Restaurant Corporation, a wholly-owned subsidiary of Brinker International, Inc., a publicly-traded company, created a Michigan subsidiary, Brinker Michigan, Inc., and is desirous of transferring ownership of all of its restaurants to that subsidiary. The sole stockholder of Brinker Michigan, Inc. is Brinker Restaurant Corporation, the current licensee, which is a wholly-owned subsidiary of Brinker International, Inc.

When we made application to the Commission, we advised the Commission that there would be no change in the operation of the restaurants and, for all practical purposes, no change in ownership since the ultimate owner remains Brinker International, Inc. This transaction has already occurred, and the Michigan Liquor Control Commission accepted our application and our request to waive investigation by its own investigators, as well as by the local police departments since there really is no change of ownership and no new persons are involved.

However, the Commission cannot waive the recommendation of the local governing body. Therefore, the Commission will be forwarding to your office a resolution concerning this transfer for your consideration. To assist you in evaluating same, we are enclosing herewith the following:

1. A copy of our original cover letter directed to the Michigan Liquor Control Commission;
2. Application by Brinker Michigan, Inc. for a transfer of ownership, with a list of all of the Brinker Restaurants in Michigan;
3. An Ownership Chart showing the chain of ownership and showing Brinker Michigan, Inc. as the proposed licensee, with its stockholder as the current licensee;
4. Transfer of Sunday Sales Permit application;
5. Application for a Permit for Difference in Hours of Operation for Sundays between the hours of 10:00 a.m. and 12:00 noon for the service of food;
6. Corporate Stockholder Questionnaire for Brinker Restaurant Corporation, the current licensee;

Ms. Beverly Jasinski  
Clerk  
City of Rochester Hills  
September 9, 2004  
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7. Corporate Stockholder Questionnaire for Brinker International, Inc.;
8. Report of Officers, Directors and Stockholders for the applicant;
9. The same form for Brinker Restaurant Corporation;
10. The same form for Brinker International, Inc., with an attached list of the officers and directors;
11. A copy of the Articles of Incorporation of Brinker Michigan, Inc.;
12. A copy of the Certificate of Authority for Brinker Michigan, Inc. to do business in the State of Michigan;
13. A copy of the Articles of Incorporation of Brinker Restaurant Corporation;
14. Certificate of Authority for Brinker Restaurant Corporation to do business in Michigan;
15. Articles of Incorporation for Brinker International, Inc.;
16. A copy of the Purchase Agreement between Brinker Restaurant Corporation and Brinker Michigan, Inc.;
17. A copy of the Bill of Sale for the assets of all of the restaurants;
18. A copy of the most recent Securities and Exchange Commission 10-Q filing for Brinker International, Inc.;
19. A copy of the most recent Securities and Exchange Commission 10-K filing for Brinker International, Inc.

We would appreciate your processing this request as soon as possible, and if you have any questions or need anything further, please advise. In addition, we hope that you can waive any need for additional forms and/or fees since there is no real change in ownership taking place.

Ms. Beverly Jasinski  
Clerk  
City of Rochester Hills  
September 9, 2004  
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We will await your response.

Very truly yours,

A handwritten signature in black ink, appearing to read "John B. Carlin, Jr.", written over a faint, illegible background.

John B. Carlin, Jr.  
PH: (248) 901-4003

E-mail: [jcarlin@plunkettcooney.com](mailto:jcarlin@plunkettcooney.com)

JBCJR/kj  
Enclosures  
cc: Leslie Jones  
Blmfield.03744.41919.584699-1

August 24, 2004

HAND DELIVERED

Ms. Julie A. Wendt, Director  
Licensing Division  
Michigan Liquor Control Commission  
7150 Harris Drive  
P.O. Box 30005  
Lansing, MI 48909

Re: Licensee: Brinker Restaurant Corporation  
Applicant: Brinker Michigan, Inc.  
Multiple Locations

Dear Ms. Wendt:

Please be advised that Brinker Restaurant Corporation, a wholly-owned subsidiary of Brinker International, Inc., a publicly-held corporation, has created state by state operating subsidiaries to own and operate the Brinker restaurants in each state. Therefore, in Michigan, Brinker Michigan, Inc., a Delaware corporation, was created as a wholly-owned subsidiary of Brinker Restaurant Corporation, the current licensee. Subsequently, all assets of Brinker Restaurant Corporation in Michigan have been conveyed to Brinker Michigan, Inc., and we now need to make application to transfer the liquor licenses in each of the Michigan locations.

In conjunction with this application, we are enclosing herewith a package containing the following documents for each restaurant location in the State of Michigan:

1. LC-687, with an attached list of each Michigan restaurant, together with its location, licenses and permits, and its business I.D. number;
2. Transfer of Sunday Sales Permit application;
3. Application, in triplicate, for transfer of the Official Food Permit;
4. An Ownership Chart;
5. LC-621 on behalf of Brinker Restaurant Corporation, the current licensee;
6. LC-621 on behalf of Brinker International, Inc., a publicly-held corporation and sole owner of Brinker Restaurant Corporation;
7. LC-52, in duplicate, for Brinker Michigan, Inc., with an attached list of the officers and directors of same, as well as a copy of the stock certificate held by Brinker Restaurant corporation;



Ms. Julie A. Wendt, Director  
Licensing Division  
Michigan Liquor Control Commission  
August 24, 2004  
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8. LC-52, in duplicate, for Brinker Restaurant Corporation, with an attached list of the officers and directors of same;
9. LC-52 for Brinker International, Inc., the public corporation, with an attached list of the officers and directors of same;
10. A copy of the Certificate of Authority to Transact Business in Michigan for Brinker Michigan, Inc.;
11. A copy of the Articles of Incorporation for Brinker Restaurant Corporation;
12. A copy of the Certificate of Authority for Brinker Restaurant Corporation to Do Business in Michigan;
13. A copy of the filed Articles of Incorporation of Brinker International, Inc., formerly known as Chili's, Inc.;
14. A copy of the Purchase Agreement between Brinker Restaurant Corporation and Brinker Michigan, Inc. Attached to this Purchase Agreement is a list of the store locations in Michigan;
15. A copy of the Bill of Sale, which also includes a list of each location and the value of the liquor inventory transferred to Brinker Michigan, Inc. on June 30, 2004;
16. Real Estate Ownership Statement;
17. A copy of the property document pertaining to this restaurant;
18. A copy of the latest Securities and Exchange Commission 10-Q filing for Brinker International, Inc.;
19. A copy of the latest Securities and Exchange Commission 10-K filing for Brinker International, Inc.

You will note from the list of restaurants that in Auburn Hills, under Business I.D. #98909, there are actually two restaurants being operated under one Class C license. As far as a property document is concerned, you will find enclosed either a deed from Brinker Restaurant Corporation to Brinker Michigan, Inc., or a Lease Agreement, together with a copy of an assignment by Brinker Restaurant Corporation to Brinker Michigan, Inc. of its tenant's rights under the Lease. You will note from the Leases that the landlord's consent is not required where the transfer or assignment is to a subsidiary of Brinker International, Inc.

We realize that this transaction is a transfer of the licenses under the rules and regulations of the Commission, but this is a transfer for tax purposes only, with nominal

Ms. Julie A. Wendt, Director  
Licensing Division  
Michigan Liquor Control Commission  
August 24, 2004  
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consideration being paid by Brinker Michigan, Inc. to Brinker Restaurant Corporation. Further, the current licensee will be the sole stockholder of the new licensee, and the ultimate owner, Brinker International, Inc., remains the same. We therefore request that you waive investigation by the Commission, and that you also waive investigation and the requirements of the local police departments in each location. We will advise the local governing bodies of these transfers, and we would appreciate your notifying each municipality that this transfer requires their approval only and that the Commission is not requiring the approval of the police department. In the past, we have found in transfers like these are very confusing to the local communities, and they usually make numerous telephone calls to both the Commission and this writer indicating that they are waiting for the police forms. We would appreciate your advising them that police forms are not being required.

As far as each individual restaurant is concerned, there will be no change in the restaurant itself, nor its operations. We are requesting that all of the licenses and permits currently held by Brinker Restaurant Corporation at each location be transferred to Brinker Michigan, Inc. We are not requesting any additional licenses or permits in this transaction.

Should you need anything further, please advise. Otherwise, we will await your response.

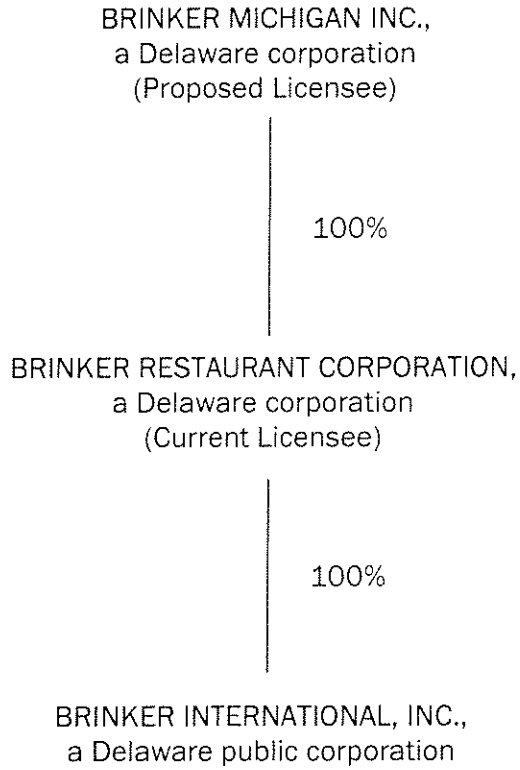
Very truly yours,



John B. Carlin, Jr.  
PH: (248) 901-4003  
E-mail: [jcarlin@plunkettcooney.com](mailto:jcarlin@plunkettcooney.com)

JBCJR/kj  
Enclosures  
cc: Leslie Jones  
Blmfield.03744.41919.581120-1

# OWNERSHIP CHART

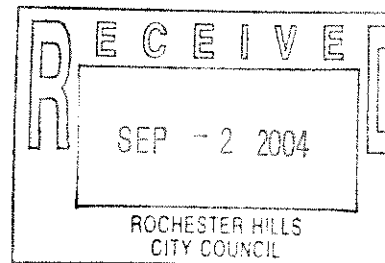


Dated: July 14, 2004

Bimfield.03744.41919.571779-1

STATE OF MICHIGAN  
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
**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))

Req ID: 271456

Date: September 1, 2004

To: ROCHESTER HILLS CITY COUNCIL  
1000 ROCHESTER HILLS DR.  
ROCHESTER HILLS, MI 48309-3033

Applicant: BRINKER MICHIGAN, INC. (A DELAWARE CORPORATION)

Stockholder – Brinker Restaurant Corporation

Contact Person – John B. Carlin, Jr., Attorney, Plunkett & Cooney, P.C., 38505 Woodward, Suite 2000, Bloomfield Hills, MI 48304

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 BRINKER MICHIGAN, INC. (A DELAWARE CORPORATION), REQUESTS TO TRANSFER OWNERSHIP OF 2004 CLASS C LICENSED BUSINESS, LOCATED AT 2735 S. ROCHESTER, ROCHESTER HILLS, MICHIGAN 48307, IN OAKLAND COUNTY, FROM BRINKER RESTAURANT CORPORATION.**

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)