

CITY OF ROCHESTER HILLS
CLASS C LIQUOR LICENSE APPLICATION

APPLICANT'S CHECK LIST FOR SUBMISSION

- Completed Application
 - Listing of Corporation/Partners
 - Building/Site Plans
 - Financial Statement
 - Lease Agreement (if applicable)
 - Menu
 - Training Policy
 - Fingerprints
 - 2/A Dance/Entertainment Agreement (if applicable)
-

CITY OF ROCHESTER HILLS

CLASS C LIQUOR LICENSE APPLICATION

Date: 8/5/05

- New Class C License
 Transfer Class C License
 Dance Permit
 Entertainment Permit
 Dance Entertainment Permit

Crust Pizza, Rochester Hills, LLC
Applicant's Name: Jonathan M. Sherer Phone No. 248-635-2332
Address: 2324 Buckingham City Birmingham ST MI
Age: 42 Citizenship: USA Date of Birth 6/3/63 Birthplace: RO, MI
If naturalized, year and place: _____

If a partnership, please complete the following:

Partner's Name: _____ Phone No. _____
Address: _____ City _____ ST _____
Age: _____ Citizenship: _____ Date of Birth _____ Birthplace: _____
If naturalized, year and place: _____

Manager's Name: _____ Phone No. _____
Address: _____ City _____ ST _____
Age: _____ Date of Birth: _____

If a corporation, the names, addresses of the officers and directors, date of birth and age of each:

Jonathan M. Sherer 2324 Buckingham, Birmingham, MI 48009, 6/3/63, 42
Curtis Nordeen 4321 Sheridan, RO, MI 48073 8/23/60, 44

Location of Proposed License: 2595 South Rochester Road

Does applicant presently own the premises? No
If not, name of owner of premise: MELA Development

Legal Description of Property (Sidwell #) Attached

Length of time business has been in operation: New (Formed 6/05)

Has applicant ever been convicted of a felony? Yes No
If convicted of felony, explain: _____

Has applicant previously applied for liquor license? Year requested: None
Location of business: _____
Was liquor license granted: _____

Have any of the applicants or persons listed above been convicted of a violation of federal or state law concerning the manufacture, possession or sale of alcoholic beverages? Yes No
Name of person _____

What is the applicant's current business? Development of restaurant concepts, Capital Investment

Length of time in named business? 2 Years, no time at this new development

List all uses in addition to sale of alcoholic beverages: None, location is not yet completed
Restaurant will be full service casual dining featuring gourmet pizza.

Does applicant presently operate a restaurant? Yes No
Name and address of restaurant: _____

Does applicant presently hold a Class C liquor license? Yes No
Name and address of restaurant: _____

List record and history of any liquor license violations by the applicant for preceding ten (10) years
None

Record history of any liquor license violations by the corporation or by a parent of subsidiary corporation of the applicant for the immediate preceding ten (10) years

<u>Proposed Liquor Establishment:</u>	<u>Existing Building</u>	<u>New Construction</u>
Size of Site:	_____	2200 sq. ft.
Size of Building:	_____	13,500 sq. ft.
Size of Kitchen:	_____	900 sq. ft.
Seating Capacity:	_____	60
Size of Dance Floor, if any:	_____	N/A
Percentage of Floor Area for Dining:	_____	41%
Percentage of Floor Area for Bar:	_____	N/A
Present Zoning:	_____	B-2 (General Business)
Required Zoning:	_____	B-2 (General Business)
Cost of Remodeling:	_____	_____
Cost of Construction:	_____	\$340,000
Estimated Dates of Construction	Start: <u>10/1/05</u>	Completion: <u>11/15/05</u>
Total cost to be expended by licensee for the licensed premises: <u>\$420,000</u>		
Building Plans Submitted – 3 Sets Required:	Number of Copies Enclosed: <u>7</u>	
Site Plans Submitted – 6 Sets Required:	Number of Copies Enclosed: <u>7</u>	
Do Site Plans show off-street parking and lighting? Yes <u>X</u> No _____		

Describe the proposed character/type of establishment (e.g. theme, entertainment, food)
Neopolitan style brick oven pizza, wine, salads, sandwiches, desert. Fine dining in a fast casual setting.

Describe the proposed full food menu:

Attached

Proposed menu attached: Yes X No _____

Describe the surrounding neighborhood and explain how the proposed establishment fits this location in Rochester Hills.

Surrounding neighborhood is primarily residential with a mix of single family and multi-unit housing. This area (as with rest of Rochester road is the primary commercial corridor for Rochester Hills & Rochester. Median age is 39.5 years with an average household size of 2.6 people and is approximately 50/50 mix of singles and marrieds.

Revenues: Provide a breakdown of the anticipated revenues from food, alcoholic beverages and other revenues (copy must be attached): \$932,000 food - \$300,000 wine and beer - total \$1.2 million

Evidence of Financial Responsibility:

Amount of Funds supplied by Principals: \$150,000

Amount of Funds to be Financed: \$250,000

Name of Financer/Phone Number: Fifth Third Bank - Michael Chofee (586) 226-1252

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Liquor License Application

Personal References/Phone Number:

HAROLD FRIED 248-353-6500
MICHAEL HANNATT 248-941-2049
QUAINTER CONNOLLY 248-766-5282

Business References/Phone Number:

SYD ROSS 313-852-3946
TERRY NIX 313-873-5980

Has applicant completed a certified training program? Yes No

Curtis Nordeen, "Barcode"

Have employees completed a certified training program? Yes No

Names and addresses of those completing program

N/A

Applicant understands that should any of the above information prove to be inaccurate or untruthful, it will be grounds to deny applicant's request or revoke any approvals.

Crust Pizza, LLC
I (We) Jonathan M. Sherer and Curtis M. Nordeen
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, Alcoholic Liquor of the Rochester Hills Code of Ordinances.

I hereby certify the above information to be true and accurate to the best of my (our) knowledge.

[Signature] 8/5/05
Applicant Signature/Date

[Signature] 8-5-05
Applicant Signature/Date

This application is not considered complete until applicant has made contact with the Rochester Hills Contingent of the Oakland County Sheriff's Department and complied with fingerprinting and any other necessary requirements of the Oakland County Sheriff's Department.

Michigan Department of Consumer & Industry Services
LIQUOR CONTROL COMMISSION
 1750 Harris Drive, P.O. Box 30005 – Lansing, Michigan 48909-7505

REPORT OF LIMITED LIABILITY COMPANY MEMBERS, MANAGERS AND ASSIGNEES

Important: Under Michigan law (MCL 436.1501(2)), a license or an interest in a license shall not be transferred from one person to another without prior consent of the Commission.

Instructions: This report is part of the license application and must be completed by a member or manager of a limited liability company who is authorized to sign and execute documents.

1. Name and registered address of limited liability company:

Crust Pizza, Rochester Hills, LLC
 2324 Buckingham
 Birmingham, MI 48009

2. Type of license:

Class C

3. State in which Articles of Organization filed:

Michigan

4. Date authorized to do business in Michigan or date Articles of Organization filed with Michigan Corporation Division.

June 27, 2005

5. Check type of limited liability company:

Privately held limited liability company – not traded on stock exchange
 Public limited liability company

This section must be completed by all limited liability companies

6. NAME AND ADDRESS OF MEMBERS

DATE

% OF INTEREST

1. Kitchen Sink, L.L.C.

08/03/05

100%

2.

3.

4.

5.

6.

7.

8.

9.

10.

11.

If more listings are needed, please attach an additional page showing the same information

(continued)

7. NAME AND ADDRESS OF MANAGER(S) OF LIABILITY COMPANY

Jonathan M. Sherer 2324 Buckingham
Birmingham, MI 48009
Curtis Nordeen 4321 Sheridan
Royal Oak, MI 48073

8. NAME AND ADDRESS OF ASSIGNEE(S)

9. NAME AND ADDRESS OF MANAGER(S) OR MEMBER(S) AUTHORIZED TO SIGN THE APPLICATION AND ANY DOCUMENTS REQUIRED BY THE MICHIGAN LIQUOR CONTROL COMMISSION.

Jonathan Sherer, Curtis Nordeen, John B. Carlin, Jr., Scott Edwards and
Michael Brown

WARNING: The Liquor Control Code of 1998 provides as follows in 436.2003 Section 1003. A person who makes a false or fraudulent statement to the Commission, orally or in writing, for the purpose of inducing the Commission to act or refrain from taking action, or for the purpose of enabling or assisting a person to evade the provisions of this act is guilty of a violation of this act punishable by fine, imprisonment, or both.

AFFIDAVIT

I certify that the information contained on this report and any attachments is complete, true and taken from the records of this corporation and that I understand the WARNING above.

Signature: [Signature] Print Name: Jonathan M. Sherer
Date: 8/1, 2005 Manager or Member Position: Member

Subscribed and sworn before me this 1st day of Aug (Month), 2005 (Year)
Notary Public Signature [Signature]
In and for the County of Michigan. My commission expires (Date)

AUTHORITY: MAC R436.1109 The Department of Consumer & Industry Services will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, disability or political beliefs> If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to the agency
COMPLETION: Mandatory
PENALTY: No Certification

Michigan Department of Consumer & Industry Services
LIQUOR CONTROL COMMISSION
 1750 Harris Drive, P.O. Box 30005 – Lansing, Michigan 48909-7505

REPORT OF LIMITED LIABILITY COMPANY MEMBERS, MANAGERS AND ASSIGNEES

Important: Under Michigan law (MCL 436.1501(2)), a license or an interest in a license shall not be transferred from one person to another without prior consent of the Commission.

Instructions: This report is part of the license application and must be completed by a member or manager of a limited liability company who is authorized to sign and execute documents.

1. Name and registered address of limited liability company:

Kitchen Sink, L.L.C.
 2324 Buckingham
 Birmingham, MI 48009

2. Type of license:
 Class C

3. State in which Articles of Organization filed:
 Michigan

4. Date authorized to do business in Michigan or date Articles of Organization filed with Michigan Corporation Division.

May 10, 2005

5. Check type of limited liability company:

Privately held limited liability company – not traded on stock exchange
 Public limited liability company

This section must be completed by all limited liability companies

6. NAME AND ADDRESS OF MEMBERS	DATE	% OF INTEREST
1. Jonathan M. Sherer	05/09/05	51%
2. Curtis Nordeen	05/09/05	49%
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
11.		

If more listings are needed, please attach an additional page showing the same information (continued)

7. NAME AND ADDRESS OF MANAGER(S) OF LIABILITY COMPANY

Jonathan M. Sherer 3324 Buckingham Birmingham, MI 48009

Curtis M. Nordeen 4321 Sheridan Royal Oak, MI 48093

8. NAME AND ADDRESS OF ASSIGNEE(S)

9. NAME AND ADDRESS OF MANAGER(S) OR MEMBER(S) AUTHORIZED TO SIGN THE APPLICATION AND ANY DOCUMENTS REQUIRED BY THE MICHIGAN LIQUOR CONTROL COMMISSION.

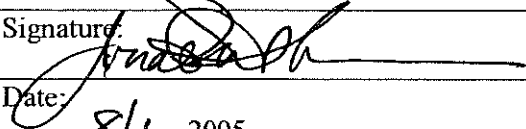
Jonathan Sherer, Curtis Nordeen, John B. Carlin, Jr., Scott Edwards and

Michael Brown

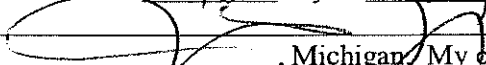
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AFFIDAVIT

I certify that the information contained on this report and any attachments is complete, true and taken from the records of this corporation and that I understand the WARNING above.

Signature: 	Print Name: Jonathan M. Sherer
Date: 8/1, 2005	Manager or Member Position: Member

Subscribed and sworn before me this 1st day of Aug, 2005 (Year)

Notary Public Signature  In and for the County of Wayne, Michigan My commission expires _____ (Date)

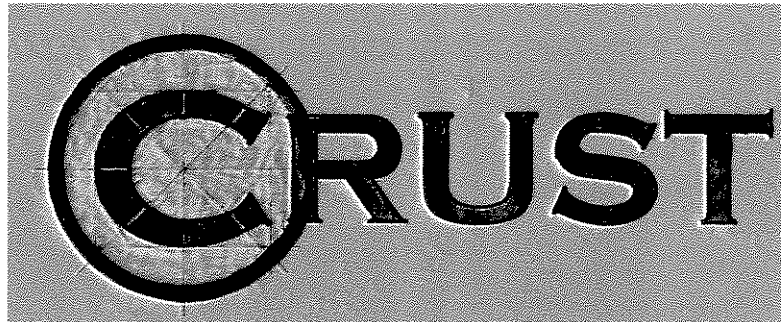
AUTHORITY: MAC R436.1109 COMPLETION: Mandatory PENALTY: No Certification	The Department of Consumer & Industry Services will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, disability or political beliefs. If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to the agency
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JOHN B. CARLIN JR.
NOTARY PUBLIC OAKLAND CO., MI
MY COMMISSION EXPIRES JAN 24, 2008

**CRUST PIZZA, ROCHESTER HILLS, LLC
LIQUOR LICENSE TRAINING POLICY**

Both of the owners of Crust Pizza, Rochester Hills, LLC, Curtis Nordeen and Jonathan Sherer will be bar code trainers at the restaurant. All of the servers and all supervisory personnel will also be bar code trained and this will be kept up as new servers are hired. Currently, Curtis Nordeen is bar code certified as a trainer.

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HAND-CRAFTED PIZZA | WINE | DESSERT



LOCATED JUST BEYOND YOUR EXPECTATIONS.

Kitchen Sink Restaurants, L.L.C.
4321 Sheridan Drive
Royal Oak, MI 48073
(248) 505-4353
Contact:
Curtis M. Nordeen
cn.crustpizza@comcast.net

Business and Financing Plan for Kitchen Sink Restaurants , L.L.C.

Revised August 1, 2005

Disclaimer notice to the reader:

The information contained in this plan is confidential and proprietary and is intended only for the persons to whom it was transmitted by Kitchen Sink Restaurants, L.L.C. (the company). Any reproduction of this plan, in whole or in part, or the divulgence of any of its contents, without prior written consent of the company, is prohibited. Receipt or possession of this document does not convey any rights to disclose its contents, in whole or in part, to any third party, or to develop, manufacture, use or sell anything described herein.

This plan does not constitute an offer to sell any securities. Any such solicitation will be undertaken only under appropriate documents and pursuant to all applicable securities laws.

The information set forth herein is believed by the company to be reliable. It must be recognized, however, that projections and predictions about the company's future performance are necessarily subject to a high degree of uncertainty, and no warranty of such projections is expected or implied hereby.

Thank you for your interest
Kitchen Sink Restaurants, L.L.C

*Find the best sites,
employ the best
people, apply the
highest operating
standards.*

Summary

Curtis Nordeen and Jon Sherer founded Kitchen Sink Restaurants, L.L.C. in 2004 with plans of developing **CRUST HAND-CRAFTED PIZZA**. **CRUST HAND-CRAFTED PIZZA** will occupy a new segment within the 20 billion dollar pizza market, creating a high quality, high concept, fast casual, thin crust pizza chain in the United States.

CRUST HAND-CRAFTED PIZZA will operate as a 50 seat upscale fast casual pizza restaurant featuring VPN certified (Vera Pizza Napolitana), Neapolitan style, thin crust pizzas in a cool environment consisting of an open kitchen and dining room with expansive windows, natural wood elements, masonry-stone and a cool mix of lounge, ambient and relaxed electronic music. Really good pizza, really fun atmosphere, really smart service.

CRUST HAND-CRAFTED PIZZA will be a chain of gourmet, health conscious pizza stores operating in high-profile lifestyle centers and metropolitan retail centers. The store footprint is approximately 1,500 to 2,000 square feet. **CRUST HAND-CRAFTED PIZZA** serves four dayparts, which include, lunch, afternoon chill, dinner and late night.



Principals

Curtis Nordeen is a restaurant operator with over 20 years experience in the hospitality industry. Over the last 10 years, he has held management positions with Redstone American Grill (NRN Hot Concept winner), Fleming's Prime Steakhouse, Unique Restaurant Corporation, Applebee's International, and was operating partner of The Capital Grille (NRN Hot Concept winner) in The Somerset Collection. He holds a BA in marketing & management from Oakland University.

Jon Sherer is a graduate of Michigan State University with a BS in Corporate Finance and Economics. He was an Operating Partner in a Chicago Mercantile Exchange currency, options and futures brokerage, is the former partner in HR Management Services and Managed Employment Services and Leasing. He has been involved with a number of commercial properties in the Troy area and most recently was the owner of Somerset Fast Break, Inc., located in Troy.

Concept Statement

CRUST HAND-CRAFTED PIZZA is an upscale, fast casual restaurant with a simple formula: provide high quality hand-crafted Neapolitan style pizza with a cultivated flavor profile served in an upscale yet relaxed environment. **CRUST HAND-CRAFTED PIZZA** is intended to be to fast casual pizza as Chipotle is to fast casual Mexican cuisine and Pei Wei is to fast casual Chinese.

"Neapolitan pizza is extraordinarily simple, almost minimalistic food," says Maggie Glezer in her book *Artisan Baking Across America*. "While it differs from American pizza in many ways, the most important deviation is that Neapolitans consider the toppings as mere embellishment to the crust, while Americans think of the crust as simply the vehicle for the topping. To the Neapolitan way of thinking, crust is supreme..."

Fast, fresh and delicious; that's what you can expect from **CRUST HAND-CRAFTED PIZZA**. Whether you eat at **CRUST HAND-CRAFTED PIZZA** or take it home - this is great food - a perfect, affordable dining solution that everyone will love. The interior is contemporary and bright featuring attractive color-glazed cinder-block walls, banquette seating and featuring an 18 seat community table in the center of the restaurant. The beautiful harvest-size community table will be where diners can watch their food being prepared and is the best place to share lively conversation inspired by great food and wine.

Market Positioning

As stated, **CRUST HAND-CRAFTED PIZZA** will create a niche as an upscale fast-casual restaurant within the hospitality market. Menu pricing has been designed to provide lunch and dinner options in the \$12.5 range. We calculate lunch per person check average of \$8 and a dinner average of \$15 to \$17, including beverages. We believe that people will trade to a higher quality, more healthy and flavorful alternative than traditional pizza and casual dining fare. We will be uniquely positioned to capture diners willing to trade down on price but unwilling to compromise on food, service and ambience. At the same time we will capitalize on those willing to trade up on price from quick service and mass feeders for the sophisticated yet relaxed experience **CRUST HAND-CRAFTED PIZZA** will provide. First year annual per unit sales are forecast at \$1.2 million dollars.

Operating Philosophy

Quality is the sum of hundreds of details. Some are small, many are subtle, but none are unimportant. A focus on the execution of the details to create a simple, but excellent experience will be the hallmark of **CRUST HAND-CRAFTED PIZZA**. A true commitment to quality, integrity, value and fairness in all aspects of the business will be our guiding values. **CRUST HAND-CRAFTED PIZZA** is committed to providing superior service to its guests and artisan-associates and the Company believes that 100 percent guest satisfaction is the minimum acceptable standard of performance in the restaurant industry.

Kitchen Sink Restaurants, LLC, is a forward-looking company. We envision a restaurant company that will be in place for years to come, not just successful in the immediate years to follow. As such we will use all current technologies to provide enterprise support, marketing advantage, business efficiencies and strong financial controls.

CRUST HAND-CRAFTED PIZZA is intended to be a fun, easy place to eat with inexpensive and high-quality food. One of the signature items is the chicken Caesar pizza. It's a white pizza made with Parmigiano-Reggiano cheese and mozzarella on our thin crust with a little fresh thyme. After taking it out of the oven, we top it with cold Caesar salad ingredients and a bit more parmesan. Basically, the crust acts as a crouton (we call this a piadini).

Real Estate: Trade Area

Our primary trade area is urban and suburban with strong residential and daytime population. Preferred generators include residential, office, retail, university, recreation and hospitals. The chain's broad appeal should enable it to expand its real-estate focus, from an urban concept to one suitable for the suburbs through a variety of building types, including end caps, shared pads and high-density retail.

Site Guidelines

- Urban storefronts, shopping center end-caps and pads, freestanding buildings
- Preferred size of 2,400 square feet (~~current sizes range from 1,800–2,800 square feet depending on trade area characteristics~~)
- 25 feet minimum frontage
- Patio seating preferred
- Zoning to accommodate restaurant use and allow liquor license (wine & beer)
- Parking adequate for restaurant use
- Building exterior to allow CRUST standard storefront design and signage
- Excellent visibility and access

Architecture & Design

The design of **CRUST HAND-CRAFTED PIZZA** mirrors the idea behind our food: simple ingredients put together in creative, new ways, elevating them to a higher level. Each **CRUST HAND-CRAFTED PIZZA** uses the same basic materials - wood, concrete, raw steel and metals - but no two look the same. The concept aims "to coax a visual aesthetic and language" from everyday, common materials like cinder block and sheet metals, steel pipe and chemically-glazed concrete, Gould says. The design thrust is bound to the menu of the concept by a shared thematic approach: reconstructing familiar elements, or ingredients, to elevate the collective result to a higher plane of quality. Many **CRUST HAND-CRAFTED PIZZA** locations will be retrofitted into pre-existing spaces.

Vision

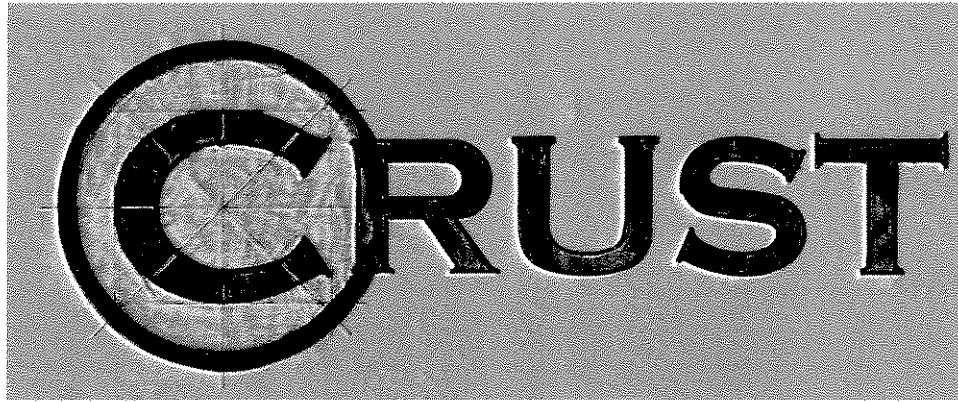
CRUST HAND-CRAFTED PIZZA is a very simple idea: Offer a simple menu of unsurpassed food prepared fresh each day, using many of the same cooking techniques as gourmet restaurants. Serve the food quickly, in a cool atmosphere. It was food that we wanted, and thought others would like too. We've never strayed from that original idea.

Prepare everything fresh each day. Spend hours getting everything perfect, so your order is ready in seconds. After all, just because food is served quickly is no reason you can't have a great meal.

It's that kind of attention-to-detail that sets **CRUST HAND-CRAFTED PIZZA** apart. We only serve a few things, so we can concentrate on doing them very well. And we use only the best ingredients. But they're simple. And that idea, taking something simple and elevating it to something special is what **CRUST HAND-CRAFTED PIZZA** is all about. It's all summed up in our name. Crust is supreme... Tasting is believing.

Financial

Without being too specific and discussing proprietary information, each **CRUST HAND-CRAFTED PIZZA** restaurant will require an investment between \$300,000 and \$400,000, depending on size and location. We believe this a concept that will travel easily to other markets both in the Midwest and throughout the U.S.



HAND-CRAFTED PIZZA|WINE|DESSERT

HAND-CRAFTED PIZZA

Tomato, Basil & Fresh Mozzarella	9
Mozzarella, Parmiggiano, Romano & Fontina	8
Sausage & Carmelized Onion	9
Basil Pesto & Ricotta	9
Fresh tomato & ricotta salata	8
Wild Mushrooms & Truffled Arugula	9
Quattro Formaggi	8
Tomato, mozzarella and meatballs	9
Chicken Caesar with Parmesan	9
Portabello & Artichoke	8

CRUST SALADS

| Served with Rosemary-Seasalt Focaccia |

Caesar	5
Mozzarella, Tomato & Basil	5
Vegetable with Aged Parmesan	5
Mixed Greens with Pine Nuts & Viniagrette	5

OVEN-ROASTED PANINI

Turkey, Pesto Aioli and Fontina	7
Prosciutto, Salami, Turkey & Mozzarella	7
Portobella, Eggplant, Roasted Peppers	7
Carmelized Onions & Goat Cheese	7
Fontina, Mozzarella & Aged Parmesan	6

BEVERAGES

Soda	1.5
Iced Tea Regular & Flavor of the day	1.5
San Pellegrino sparkling water	1.5
Flavored San Pellegrino	1.5
Aqua Panna	1.5
Coffee	1.5