

January 5, 2006

Ms. Jane Leslie
Clerk
City of Rochester Hills
1000 Rochester Hills Drive
Rochester Hills, Michigan 48309

Re: Cameron Mitchell Restaurants, LLC
D/b/a Mitchell's Fish Market
370 North Adams, Rochester Hills, Michigan 48309

Dear Clerk Leslie:

On behalf of our above-captioned client we hereby apply to the City for the issuance of one of its new Class C licenses from your quota to be used at the new restaurant to be located at the above address. In addition to the Class C, we are also requesting a new SDM license to accommodate guests should they wish to purchase a bottle of wine for consumption off premises, as well as a Sunday Sales Permit, an Official Permit for the Sale of Food on Sundays between the hours of 11:00 a.m. and 12:00 Noon, together with an Outdoor Service Permit. We contacted the Michigan Liquor Control Commission on January 4, 2006, and were advised that the City's quota for Class C licenses is 46 and 40 of those have been issued. Of the remaining six two have already been allocated to Famous Dave's and Crust Pizza, which then leaves four licenses available for the City to issue.

In conjunction with this application, we are submitting herewith the following:

1. City of Rochester Hills application.
2. Our client's check payable to the City in the amount of \$1,000.
3. A copy of the Application for New License, which will be submitted to the Michigan Liquor Control Commission should we be successful in getting approved for one of the new licenses.
4. Application for Sunday Sales Permit.
5. Application for the Official Permit for the Sale of Food on Sundays between the hours of 11:00 a.m. and 12:00 noon.
6. Individual limited liability company member questionnaire for M. Cameron Mitchell who holds 15.256% of ownership interest in the applicant LLC.
7. Individual limited liability company member questionnaire for CMR Management, Inc., which holds 11.822% of the applicant LLC.
8. A Report of Limited Liability Company Members listing the owners of the applicant. You will see that other than Mr. Mitchell and CMR Management, the remaining owners hold less than 10% interest in the LLC.
9. A Report of Limited Liability Company Members listing CMR Management, Inc. as an owner.
10. An Affidavit of Mr. Mitchell concerning the remaining members of the LLC.
11. A list of the Cameron Mitchell Restaurants located in the United States.

Ms. Jane Leslie
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12. A list of the Cameron Mitchell Restaurants located in the State of Michigan, which includes three Mitchell's Fish Markets.
13. A copy of the Articles of Organization for Cameron Mitchell Restaurants, LLC.
14. A Certificate of Authority to do Business in the State of Michigan for the applicant.
15. Operating Agreement of Cameron Mitchell Restaurants, LLC.
16. Copy of the Certificate of Incorporation for CMR Management, Inc.
17. Copies of financial reports for Cameron Mitchell Restaurants, LLC for fiscal years 2003, 2004 and for the 11 months ending in 2005.
18. A brochure which very successfully describes the Mitchell's Fish Market concept.
19. A copy of a menu.
20. Site plan for the Village of Rochester Hills Mall showing the location of this restaurant.
21. The floor plan for the restaurant showing a seating capacity of 287 seats and an additional 40 seats on the patio or outdoor service area.
22. A Resolution, which we have prepared for your use in forwarding your recommendation to the Michigan Liquor Control Commission.

As you can see, I am forwarding a complete copy of this letter and the Application to Det. Sgt. Dave Wurtz at the Oakland County Sheriff's Department. Should you or Det. Sgt. Wurtz need anything further, please contact this office as soon as possible. Our clients have committed to a Lease to the premises and are prepared to proceed immediately upon issuance of an approval by the City for the liquor license.

I will await your response.

Very truly yours,

PLUNKETT & COONEY, P.C.

John B. Carlin, Jr.

PH: (248) 901-4003

E-Mail: jcarlin@plunkettcooney.com

/clh

Enclosures

cs w/encls: Det. Sgt. Dave Wurtz
Ms. Stacy Connaughton

Blmfield.15331.54041.710676-1

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
 - Menu
 - Training Policy
 - Fingerprints
 - Dance/Entertainment Agreement (if applicable)
-

CITY OF ROCHESTER HILLS

CLASS C LIQUOR LICENSE APPLICATION

Date: January 23 2006

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

Applicant's Name: M. Cameron Mitchell Phone No. 614-621-3663
Address: 515 Park St. City Columbus ST OH
Age: 42 Citizenship: US Date of Birth 6/14/63 Birthplace: Columbus, OH
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: Unknown At This Time 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:

Cameron Mitchell Restaurants, LLC

See list of Officers/Members of above Limited Liability Company

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Liquor License Application

Location of Proposed License: 370 N. Adams

Does applicant presently own the premises? No
If not, name of owner of premise: Village of Rochester Hills

Legal Description of Property (Sidwell #) _____

Length of time business has been in operation: 12 Years

Has applicant ever been convicted of a felony? Yes ___ No x

If convicted of felony, explain: _____

Has applicant previously applied for liquor license? Year requested: _____

Location of business: See enclosed list of licensed locations

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 x

Name of person _____

What is the applicant's current business? operating full service restaurants -
Mitchell's Fish Market & Cameron's Steakhouse

Length of time in named business? 12 years

List all uses in addition to sale of alcoholic beverages: None

Does applicant presently operate a restaurant? Yes x No _____

Name and address of restaurant: See enclosed list

Does applicant presently hold a Class C liquor license? Yes x No _____

Name and address of restaurant: See enclosed list

List record and history of any liquor license violations by the applicant for preceding ten (10) years

None in Michigan

Liquor License Application

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
None in Michigan

<u>Proposed Liquor Establishment:</u>	<u>Existing Building</u>	<u>New Construction</u>
Size of Site:	_____	<u>In Mall</u>
Size of Building:	_____	<u>7197 Sq. Ft.</u>
Size of Kitchen:	_____	<u>Approx. 2100 Sq. Ft.</u>
Seating Capacity:	_____	<u>287 indoors and</u>
Size of Dance Floor, if any:	_____	<u>(40 Patio)</u>
Percentage of Floor Area for Dining:	_____	<u>None</u>
Percentage of Floor Area for Bar:	<u>(can eat in bar area)</u>	<u>60%</u>
Present Zoning:	_____	<u>40%</u>
Required Zoning:	_____	<u>Commercial</u>
Cost of Remodeling:	_____	<u>Same</u>
Cost of Construction:	_____	<u>N/A</u>
Estimated Dates of Construction	Start: <u>3/20/06</u>	Completion: <u>7/20/06</u>
Total cost to be expended by licensee for the licensed premises:	<u>2,000,000</u>	
Building Plans Submitted – 3 Sets Required:	Number of Copies Enclosed: _____	
Site Plans Submitted – 6 Sets Required:	Number of Copies Enclosed: _____	
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)

Mitchell's Fish Market is a full service restaurant specializing in fresh fish and also provides for fresh fish to take out.

Describe the proposed full food menu:

See enclosed full food menu

Proposed menu attached: Yes No

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

This restaurant will be located within the Village of Rochester Hills Mall and will benefit the entire community and add a new opportunity for dining in the Mall.

Revenues: Provide a breakdown of the anticipated revenues from food, alcoholic beverages and other revenues (copy must be attached): 18% alcoholic beverages and 82% food

Anticipated total revenue of \$3,000,000 annually

Evidence of Financial Responsibility: See enclosed statements

Amount of Funds supplied by Principals: 1,500,000

Amount of Funds to be Financed: \$500,000 landlord contribution/equip lease

Name of Financer/Phone Number: None

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Liquor License Application

Personal References/Phone Number:

Business References/Phone Number:

Has applicant completed a certified training program? Yes ____ No All employees will
be trained

Have employees completed a certified training program? Yes No ____
Names and addresses of those completing program

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.

I (We) M. Cameron Mitchell

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.

January 23 2006

Applicant Signature/Date


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.

FOR LCC USE ONLY

**Individual Stockholder, Limited Liability Company Member
 or Corporate Stockholder Questionnaire**
(Authorized by MAC R436.1103)

Instructions: Completion of this form is required to be considered for a license. All applicants must complete parts 1&2. Individual stockholders must also complete part 3. Corporate stockholders must also complete part 4. Sign the completed form in ink and return it to the Commission address above.

1. Applicant Corporation / Limited Liability Company Identification:

Full Name of Corporation / Limited Liability Company:
 Cameron Mitchell Restaurants, LLC

Street Address: City or Village: County:
 370 N. Adams Rochester Hills Oakland

2. Stockholder / Member Identification – all stockholders / members (individual or corporate):

Name of individual, corporate Stockholder or Limited Liability Company:
 M. Cameron Mitchell

Street Address: City or Village: State: Zip Code:
 515 Park St Columbus OH 43215

Home Phone No. Business Phone No.
 () (614) 621-3663

I am, or will be, the owner of the following shares of stock in this Corporation or % of membership interest in the Limited Liability company (include joint ownership, trusteeships, etc.)

Number of Shares / % of Interest	Common	Preferred	Other Names on these Shares or membership interest, if any
14.69% <u>18.256%</u>			

3. Individual Stockholders / members – Complete this section:

Sex Male Height 6' 3" Weight 270 lbs. Hair Color Brown Eye Color Brown

Date of Birth 6/14/63 Place of Birth Columbus, OH Social Security No. 301-70-3848

Full Name of Spouse Molly H. Mitchell

If you are not a U.S. Citizen – are you a registered alien? Yes No
 OR do you have a Visa? Yes No

Have you ever legally changed your name? Yes No If Yes, From _____ To _____

Have you ever been known by any other names? Yes No List names: _____

Have you ever been arrested? Yes No If yes, list all arrests, excluding minor traffic offenses (include alcohol arrests):

DATE	PLACE	CHARGE	DISPOSITION

Do you or your spouse hold any law enforcement powers including powers of arrest? Yes No

I or my spouse previously held, or now hold, interest in the following licenses for sale of alcoholic beverages as sole licensee, partner, or stockholder / member:

Name of Licensee	Type of License	Location	Date
	See enclosed list of restaurants owned and operated by Cameron Mitchell Restaurants, LLC		

3. Individual Stockholders / Members – Continued:

List your occupations for the past 3 years:

FROM	TO	OCCUPATION	NAME and ADDRESS of EMPLOYER
04/92	Present	President and CEO	Cameron Mitchell Restaurants, LLC Columbus, OH

4. Corporate Stockholders / Limited Liability Company Members – Complete this section:

Corporation/L.L.C. name: _____ Incorp./ Organization date: _____

Incorporated/organized In what State? _____ Michigan Authorization date: _____

Resident Agent: _____

(Check one of each) Name _____ Address _____ Phone No. _____
____ Profit or ____ Non-profit Corporation _____ Public or ____ Private Corporation

Date last annual report / statement filed with Michigan Corporation & Securities: _____

Corporate Officers:	Name	Address	Phone No.
President	_____	_____	_____
Vice-President	_____	_____	_____
Secretary	_____	_____	_____
Treasurer	_____	_____	_____

Number of shares authorized: Common _____ Preferred _____

Number of Shares issued: Common _____ Preferred _____

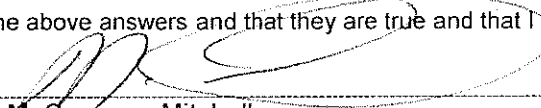
THE COMMISSION WISHES TO WARN ALL APPLICANTS FOR LICENSES NOT TO INVEST ANY MONEY OR TO COMMIT THEMSELVES BY ANY BINDING AGREEMENT IN THE EXCEPTION OF BEING ISSUED A LICENSE FOR SALE OF ALCOHOLIC BEVERAGES UNTIL OFFICIALLY NOTIFIED BY THE COMMISSION THAT THEIR APPLICATION HAS BEEN APPROVED.

WARNING! Section 436.2003 of the Liquor Control Code provides:

"Any person who makes a false or fraudulent statement either orally or in writing to the Commission for the purpose of inducing the Commission to act or for the purpose of inducing the Commission to refrain from taking action or for the purpose of enabling or assisting any person to evade the provisions of the Code is guilty of a violation of the Code and is punishable in the manner provided for in section 909." Further, the rules and regulations of the Commission entitled "General Rules" provide: "A licensee shall not obtain a license for the use or benefit of another person whose name does not appear on the license nor shall a licensee allow a person whose name does not appear on the license to use or benefit from the license," and, "A licensee shall not sell or transfer an interest in a business licensed by the Commission without the prior written approval of the Commission."

I here by swear that I have read all of the above answers and that they are true and that I have read and understand the warning.

December 16, 2005
Date of Application


M. Cameron Mitchell
Signature of Applicant (if applicant is a corporation, include title of signor)

Name of person completing this form if not applicant

FOR LCC USE ONLY

**Individual Stockholder, Limited Liability Company Member
 or Corporate Stockholder Questionnaire**
(Authorized by MAC R436.1103)

Instructions: Completion of this form is required to be considered for a license. All applicants must complete parts 1&2. Individual stockholders must also complete part 3. Corporate stockholders must also complete part 4. Sign the completed form in ink and return it to the Commission address above.

1. Applicant Corporation / Limited Liability Company Identification:

Full Name of Corporation / Limited Liability Company:
 Cameron Mitchell Restaurants, LLC

Street Address: 370 N. Adams City or Village: Rochester Hills County: Oakland

2. Stockholder / Member Identification – all stockholders / members (individual or corporate):

Name of individual, corporate Stockholder or Limited Liability Company:
 CMR Management, Inc.

Street Address: 515 Park Street City or Village: Columbus State: OH Zip Code: 43215

Home Phone No. () Business Phone No. (614) 621-3663

I am, or will be, the owner of the following shares of stock in this Corporation or % of membership interest in the Limited Liability company (include joint ownership, trusteeships, etc.)

Number of Shares / % of Interest	Common or Preferred Other Names on these Shares or membership interest, if any
11.66% 11.822% <i>★</i>	

3. Individual Stockholders / members – Complete this section:

Sex _____ Height _____ Weight _____ Hair Color _____ Eye Color _____

Date of Birth _____ Place of Birth _____ Social Security No. _____

Full Name of Spouse _____

If you are not a U.S. Citizen – are you a registered alien? Yes No
 OR do you have a Visa? Yes No

Have you ever legally changed your name? Yes No If Yes, From _____ To _____

Have you ever been known by any other names? Yes No List names: _____

Have you ever been arrested? Yes No If yes, list all arrests, excluding minor traffic offenses (include alcohol arrests):

DATE	PLACE	CHARGE	DISPOSITION
_____	_____	_____	_____

Do you or your spouse hold any law enforcement powers including powers of arrest? Yes No

I or my spouse previously held, or now hold, interest in the following licenses for sale of alcoholic beverages as sole licensee, partner, or stockholder / member:

Name of Licensee	Type of License	Location	Date
_____	_____	_____	_____
_____	_____	_____	_____

3. Individual Stockholders / Members – Continued:

List your occupations for the past 3 years:

FROM	TO	OCCUPATION	NAME and ADDRESS of EMPLOYER
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

4. Corporate Stockholders / Limited Liability Company Members – Complete this section:

Corporation/L.L.C. name: CMR Management, Inc. Incorp./ Organization date: 3/31/98

Incorporated/organized
In what State? Ohio Michigan Authorization date: N/A

Resident Agent: N/A

(Check one of each) Name X Profit or Non-profit Corporation Address _____ Phone No. _____
_____ Public or X Private Corporation

Date last annual report / statement filed with Michigan Corporation & Securities: _____

Corporate Officers:	Name	Address	Phone No.
President	<u>M. Cameron Mitchell</u>	_____	_____
Vice-President	<u>Same</u>	_____	_____
Secretary	<u>Same</u>	_____	_____
Treasurer	<u>Same</u>	_____	_____

Number of shares authorized: Common _____ Preferred _____

Number of Shares issued: Common _____ Preferred _____

THE COMMISSION WISHES TO WARN ALL APPLICANTS FOR LICENSES NOT TO INVEST ANY MONEY OR TO COMMIT THEMSELVES BY ANY BINDING AGREEMENT IN THE EXCEPTION OF BEING ISSUED A LICENSE FOR SALE OF ALCOHOLIC BEVERAGES UNTIL OFFICIALLY NOTIFIED BY THE COMMISSION THAT THEIR APPLICATION HAS BEEN APPROVED.

WARNING! Section 436.2003 of the Liquor Control Code provides:

"Any person who makes a false or fraudulent statement either orally or in writing to the Commission for the purpose of inducing the Commission to act or for the purpose of inducing the Commission to refrain from taking action or for the purpose of enabling or assisting any person to evade the provisions of the Code is guilty of a violation of the Code and is punishable in the manner provided for in section 909." Further, the rules and regulations of the Commission entitled "General Rules" provide: "A licensee shall not obtain a license for the use or benefit of another person whose name does not appear on the license nor shall a licensee allow a person whose name does not appear on the license to use or benefit from the license," and, "A licensee shall not sell or transfer an interest in a business licensed by the Commission without the prior written approval of the Commission."

I here by swear that I have read all of the above answers and that they are true and that I have read and understand the warning.

December 16th, 2005
Date of Application

M. Cameron Mitchell, President
Signature of Applicant (if applicant is a corporation, include title of signor)

Name of person completing this form if not applicant

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: CAMERON MITCHELL RESTAURANTS, LLC 515 PARK STREET COLUMBUS, OH 43215	
2. Type of license: CLASS C	3. State in which Articles of Organization filed: OHIO
4. Date authorized to do business in Michigan or date Articles of Organization filed with Michigan Corporation Division. JUNE 3, 2002	5. Check type of limited liability company: <input checked="" type="checkbox"/> Privately held limited liability company – not traded on stock exchange <input type="checkbox"/> Public limited liability company

This section must be completed by all limited liability companies

6. NAME AND ADDRESS OF MEMBERS	DATE	% OF INTEREST
1. SEE ATTACHED LIST OF MEMBERS		
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

CMR MANAGEMENT, INC.

8. NAME AND ADDRESS OF ASSIGNEE(S)

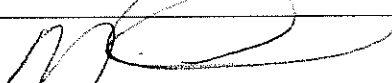
9. NAME AND ADDRESS OF MANAGER(S) OR MEMBER(S) AUTHORIZED TO SIGN THE APPLICATION AND ANY DOCUMENTS REQUIRED BY THE MICHIGAN LIQUOR CONTROL COMMISSION.

M. CAMERON MITCHELL, STACEY CONNAUGHTON, JOHN B. CARLIN, JR. and SCOTT D. EDWARDS

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: 	Print Name: M. Cameron Mitchell
Date: December 16, 2005	Manager or Member Position: President of CMR Management, Inc.

Subscribed and sworn before me this 16th day of December, (Month), 2005 (Year)
Notary Public Signature Stacey L. Connaughton
In and for the County of Franklin, Ohio. My commission expires 4-24-07 (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~~, marital status, color, marital status, disability or political beliefs. If you need help with reading, writing, hearing, or understanding the Americans with Disabilities Act, you may need to know the agency needs known to the agency



STACEY L. CONNAUGHTON
Notary Public, State of Ohio
My Commission Expires 4-24-07

Cameron Mitchell Restaurants, LLC

01/01/2002

Membership Data

Last name	First name	Address	City	State	Zip	SSN	LLC %
Mitchell	Cameron	2620 Henthorn Road	Columbus	OH	43221	[REDACTED]	15.256125%
CMR Mgmt. Inc.		1245 Olentangy River Rd.	Columbus	OH	43212	[REDACTED]	11.821984%
Emery	William & Susan	7665 Southview Dr.	Columbus	OH	43235-1647	[REDACTED]	6.713697%
Liebert	Robert A.	3780 Zarley Street	New Albany	OH	43054	[REDACTED]	6.325649%
Pizzuti	Ronald A.	250 East Broad Street, Suite 1900	Columbus	OH	43215	[REDACTED]	6.151186%
Burkholder	Tonya	115 W. Main Street, Suite 100	Columbus	OH	43215	[REDACTED]	2.701722%
CMR Incentive Plan. Ltd.		1245 Olentangy River Rd.	Columbus	OH	43212	[REDACTED]	2.498452%
Crimmins	John P. & Sherry M.	3730 Schooner Ridge	Alpharetta	GA	30005	[REDACTED]	2.134390%
Waterfront Partners. LLC		150 E. Broad Street	Columbus	OH	43215	[REDACTED]	1.963065%
Spartacus of Central Ohio. In		10 W. Broad Street #2400	Columbus	OH	43215-3418	[REDACTED]	1.719280%
Klass	Dorothy	1965 Strathshire Hall Ln.	Powell	OH	43065	[REDACTED]	1.478390%
Jill Dardig & Bill Heward		6949 Candace Place	Worthington	OH	43085	[REDACTED]	1.332800%
Merrell	Garv & Cathy	4566 Sixpenny Circle	Dublin	OH	43016	[REDACTED]	0.993700%
Miragliotta	Joe	7579 Coventry Woods Drive North	Dublin	OH	43017	[REDACTED]	0.980300%
Abbott	Lawrence C.	4966 Riverside Dr.	Columbus	OH	43220	[REDACTED]	0.963600%
Mitchell, Carol F. Revocable		12618 Dawn Ridge Court	Midlothian	VA	23113	[REDACTED]	0.963600%
Wasserstrom Holdings. Inc.		477 S. Front Street	Columbus	OH	43215	[REDACTED]	0.963600%
Smith	Debra Lynne	3998 Riverview Drive	Columbus	OH	43221	[REDACTED]	0.892000%
Logan	Whitney & Karen	4161 Kenny Road	Columbus	OH	43220	[REDACTED]	0.851000%
Hinshaw	Brian & Kristen	Morning Avenue	Columbus	OH	43212	[REDACTED]	0.803000%
Roebuck	William	9993 Wellington Blvd.	Powell	OH	43065	[REDACTED]	0.770000%
Harbaugh	Bonnie	26710 Bruce Road	Bay Village	OH	44140	[REDACTED]	0.730000%
Putnam, James K. Trust Date:		6238 Linworth Road	Worthington	OH	43085	[REDACTED]	0.720000%
Van Fossen	Albert	2670 Fairfax Drive	Upper Arlington	OH	43220	[REDACTED]	0.710000%
Bagnoli, Jr.	Dominic J.	50 East Drive, PO Box 1056	Hartsville	OH	44632	[REDACTED]	0.710000%
Finn, JTWROS	John F. & Mary M.	3917 Olentangy River Road	Columbus	OH	43214	[REDACTED]	0.710000%
Alden	John L.	1865 Upper Chelsea	Columbus	OH	43212	[REDACTED]	0.710000%
Rveckman	Therese W.	163 East Main Street	Lancaster	OH	43130	[REDACTED]	0.710000%
Lee	William R. & Linda P.	8047 Crossgate Court South	Dublin	OH	43017	[REDACTED]	0.710000%
Crouch, Kathy L. Living Tru:		10319 Carriage House Ct.	Louisville	KY	40223	[REDACTED]	0.710000%
Wardrope	Robin	363 E Sycamore	Columbus	OH	43206	[REDACTED]	0.710000%
Graber	Dr. & Mrs. Martin	1051 Terrace Court	Zanesville	OH	43701	[REDACTED]	0.710000%
			Columbus	OH	43215	[REDACTED]	0.710000%

Cameron Mitchell Restaurants, LLC

Membership Data

01/01/2002

Last name	First name	Address	City	State	Zip	SSN	LLC %
Valentine	Robert B.	219 Riverview Park Drive	Columbus	OH	43214	[REDACTED]	0.609768%
Aronson	Carl & Mary	26704 Bruce Road	Bay Village	OH	44140-2205	[REDACTED]	0.566045%
Osborne	Andrea	Apt. 15 B. 305 E. 63rd Street	New York	NY	10021	[REDACTED]	0.528838%
Spears	Michelle	5780 Zarley Street	New Albany	OH	43054	[REDACTED]	0.528838%
Live Oak Properties	Robert Shaevitz	3301 Mansion Way	Columbus	OH	43221-1580	[REDACTED]	0.502718%
Davis	Kevin G.	7430 Hampsted Sq. S.	New Albany	OH	43054	[REDACTED]	0.499690%
Zura	Gail	491 Beachside Drive	Westerville	OH	43081	[REDACTED]	0.443393%
Dove	Richard A. & Patricia S.	4180 MacDuff Way	Dublin	OH	43016-8230	[REDACTED]	0.428306%
Steinfurth	Jim	1422 Taylor Comers Circle	Blacklick	OH	43004	[REDACTED]	0.362869%
Wolfe	Ann C.	766 Bluffview Drive	Columbus	OH	43235	[REDACTED]	0.356922%
Tuckerman	Audrey	2270 E. Broad Street	Columbus	OH	43209	[REDACTED]	0.356922%
Putnam. TTEE	Charles L.	325 Cramer Creek. Suite 200	Dublin	OH	43017	[REDACTED]	0.356922%
Packo	David	4272 CobbleStone Dr.	Copley	OH	44321	[REDACTED]	0.356922%
Kennedy	J. Paul	1636 Little Willeo Road	Marietta	GA	30068	[REDACTED]	0.356922%
Anderson	Jeffrey R.	5700 Given Road	Cincinnati	OH	45243	[REDACTED]	0.356922%
Novak	Julie	345 Arden Road	Columbus	OH	43214	[REDACTED]	0.356922%
Finn	Michael L. & Janet A.	2120 Cheshire Road	Columbus	OH	43221	[REDACTED]	0.356922%
Yakubov	Steven J.	2234 Onandaga Drive	Columbus	OH	43221	[REDACTED]	0.356922%
Wolfe, Jr.	William C.	766 Bluffview Drive	Columbus	OH	43235	[REDACTED]	0.356922%
Kowitz, Bradley T. Family Tr		31065 Woodall Drive	Solon	OH	44139-1275	[REDACTED]	0.356922%
McGough & Assoc.		100 South Third St., Suite 111	Columbus	OH	43215	[REDACTED]	0.356922%
Shore, Lewis D. & Assoc., In		7650 Rivers Edge Dr., #230	Columbus	OH	43235	[REDACTED]	0.342890%
Uttley III	John	4177 Stoneroot Dr.	Hilliard	OH	43026	[REDACTED]	0.334090%
Robt. W. Baird & Co., Inc. TFBO Mark M. Nitrick IRA		777 E. Wisconsin Avenue	Milwaukee	WI	53202	[REDACTED]	0.278570%
Miller	David	2412 Brentwood Avenue	Bexley	OH	43209	[REDACTED]	0.267690%
Schottenstein	Leonard	P.O. Box 09596	Columbus	OH	43209	[REDACTED]	0.249840%
Roth	Benson I. & Arlene W.	5104 Harlem Rd.	New Albany	OH	43054	[REDACTED]	0.243300%
Mitchell	Brian & Carol	12618 Dawnridge Court	Midlothian	VA	23113	[REDACTED]	0.216900%
Ruff	George & Dorothy	2705 Leeds Rd.	Columbus	OH	43221	[REDACTED]	0.216600%
Skinner, JTWROS	Kenneth J. and/or Vesta J.	2 Arlington Avenue	Thornville	OH	43076-0816	[REDACTED]	0.214100%
Ellis	Terry A. & Antonia M.	4868 Dublin Road	Columbus	OH	43221	[REDACTED]	0.214100%
Fiorenza	Linda	3323 McShane Way	Baltimore	MD	21222	[REDACTED]	0.209600%
Noe	Don	16 Maria Place	Ponte Vedra	FL	32082-2314	[REDACTED]	0.201000%
				OH	43235	[REDACTED]	0.198000%

Cameron Mitchell Restaurants, LLC

01/01/2002

Membership Data

Last name	First name	Address	City	State	Zip	SSN	LLC %
Krueger	Shirle	3503 Rue de Fleur	Upper Arlington	OH	43221-1547	[REDACTED]	0.193778%
Van Fossen	Bonnie R.	2670 Fairfax Drive	Upper Arlington	OH	43220	[REDACTED]	0.178461%
Venters	D. Eric & Anne McCarthy	10430 Brentmoor Drive	Loveland	OH	45140	[REDACTED]	0.178461%
Jamison	David K. & Kippy L.	1637 Fairway Crest	Loveland	OH	45140	[REDACTED]	0.178461%
Hartzell	Glenn & Rita	4638 N. High Street	Columbus	OH	43214	[REDACTED]	0.178461%
Zurlage	Gregory J.	7005 Pine Valley Lane	Westerville	OH	43082	[REDACTED]	0.178461%
Glimcher	Herb	4130 E. Fifth Avenue	Columbus	OH	43219	[REDACTED]	0.178461%
Rader	James B. & Virginia H.	600 Fairway Boulevard	Columbus	OH	43213	[REDACTED]	0.178461%
Wynkoop	James H. & Sally K.	129 Washington Street	Canal Winch	OH	43110	[REDACTED]	0.178461%
Dove, JTWROS	James T. & Richard Allen	7 E. Shore Lane	Springfield	IL	62707-8919	[REDACTED]	0.178461%
Terpylak	Mark	3190 South Ridge	Akron	OH	44333	[REDACTED]	0.178461%
Wallar	Mark & Nancy	5082 Breckenhurst	Hilliard	OH	43026	[REDACTED]	0.178461%
Romanoff	Matthew	1136 Sleeping Meadow Drive	New Albany	OH	43054	[REDACTED]	0.178461%
Glimcher	Michael	4130 E. Fifth Avenue	Columbus	OH	43219	[REDACTED]	0.178461%
Tamarkin	Michael	1320 Penderson Ct.	New Albany	OH	43054	[REDACTED]	0.178461%
Wolfe	Norina	485 Columbia Place	Columbus	OH	43209	[REDACTED]	0.178461%
Shively	Scott C. & Shelley A.	5042 Oakmont Place	Westerville	OH	43082	[REDACTED]	0.178461%
Simonetti	Steven J. & Julie A.	8512 Stonechar Loop	Dublin	OH	43017-8625	[REDACTED]	0.178461%
Schimian	Thomas & Billie Jean	3870 Drakewood Dr.	Cincinnati	OH	45209	[REDACTED]	0.178461%
Stone, JTWROS	W. Eric & Theresa E.	4229 Haymaker Ln.	Dublin	OH	43017	[REDACTED]	0.178461%
O'Brien	William L. & Lindy	217 Hawkeye Court	Worthington	OH	43235	[REDACTED]	0.178461%
Crane, Ann B. Grantor Retail		Huntington Center HC 0534	Columbus	OH	43287	[REDACTED]	0.178461%
G&V Investments		50 W. Broad Street, 24th Floor	Columbus	OH	43215	[REDACTED]	0.178461%
Hinshaw, Keith & Elsie Livir		7362 Africa Road	Galena	OH	43021	[REDACTED]	0.178461%
HM Investments II-CMR, LP		Suite 1060 10000 N. Central Exp	Dallas	TX	75231	[REDACTED]	0.178461%
Schottenstein, Eric J. IRA		291 N. Drexel Avenue	Columbus	OH	43209	[REDACTED]	0.178461%
Mitchell	Carol	12618 Dawn Ridge Court	Midlothian	VA	23113	[REDACTED]	0.171431%
Greif	Kathleen	934 Oakleigh Road	Baltimore	MD	21222	[REDACTED]	0.171431%
DeCola	Eugene	6557 Olentangy River Road	Worthington	OH	43085	[REDACTED]	0.163643%
Shell	Lawrence	2862 E. Main Street	Columbus	OH	43209	[REDACTED]	0.160972%
Minkin	Herbert	65 S. Gould	Bexley	OH	43209	[REDACTED]	0.157998%
Putnam	Karen	7701 Finbarr Court	Dublin	OH	43017	[REDACTED]	0.147257%
Newport	Anita	659 Hunters Glen Drive	Gahanna	OH	43230	[REDACTED]	0.145797%
						[REDACTED]	0.176411%

Meron Mitchell Restaurants, LLC

01/01/2002

Partnership Data

name	First name	Address	City	State	Zip	SSN	LLC %
Longtime Properties, Inc.		10 W. Broad Street #2400	Columbus	OH	43215-3418	[REDACTED]	0.110050%
able	Doris	4645 Kingston Ct.	Columbus	OH	43220	[REDACTED]	0.108591%
ke	David F.	151 E. Nationwide Blvd.	Columbus	OH	43215	302-1-1-8	0.107820%
ife	Beverly	2251 Reynoldsburg-New Albany Rd	Blacklick	OH	43004	29-1-1-8	0.101698%
ife	Mike	2251 Reynoldsburg-New Albany Rd	Blacklick	OH	43004	29-1-1-8	0.101698%
in furth	Adam	1670 Gosport Pl.	New Albany	OH	43054	30-1-1-8	0.089230%
sik	Erin Austin	1106 E. Capitol St. NE	Washington	DC	20002	[REDACTED]	0.089230%
umacher, R. E. Jr. & Lori		4269 Randmore Rd.	Upper Arlington	OH	43220	27-1-1-8	0.089230%
ith	George	3998 Riverview Drive	Columbus	OH	43221	28-1-1-8	0.088040%
vis	Bradley	9252 Marysville Road	Ostrander	OH	43061	279-1-1-8	0.084291%
ans, Jr.	John	1242 Cloudstone Court	Grove City	OH	43123	28-1-1-8	0.084291%
rd	Michael	4712 Dunmann Way	Grove City	OH	43123	28-1-1-8	0.084289%
ass	Brian & Marjorie	5715 Lynx Lane	Dublin	OH	43017	27-1-1-8	0.074412%
w Limited		500 S Front Street, Suite 770	Columbus	OH	43215	31-1-1-8	0.074412%
rong	William	1000 Greythorne Place	Gahanna	OH	43230	12-1-1-8	0.072898%
obacker	Alfred J.	800 Morrison Road	Columbus	OH	43230	[REDACTED]	0.071533%
obacker	Alfred J.	800 Morrison Road	Columbus	OH	43230	28-1-1-8	0.071533%
obacker	Peggy K. Shiffrin	2811 Chesterfield Place NW	Washington	DC	20008	[REDACTED]	0.071533%
obacker	Peggy K. Shiffrin	2811 Chesterfield Place NW	Washington	DC	20008	37-1-1-8	0.071533%
Adelman	Barry	2542 Fair Avenue	Columbus	OH	43209	278-1-1-8	0.071384%
Harbaugh	Dan	1528 Sheffield Road	South Euclid	OH	44121	[REDACTED]	0.071384%
en	Ed	4169 Sudbrook Sq. W.	New Albany	OH	43054	[REDACTED]	0.071384%
Epstein	Henry	3232 East Main Street	Columbus	OH	43213	50-1-1-8	0.071384%
Aleshire	Jeffery	1133 Oakwood Lane	Westerville	OH	43081-1983	[REDACTED]	0.071384%
Morgan	Jon	7650 Rivers Edge Drive	Columbus	OH	43235	298-1-1-8	0.071384%
Kiminas	Lynn Burton	832 Cherryfield Avenue	Worthington	OH	43235	27-1-1-8	0.071384%
Banchefsky	Robert & Debra	215 S. Drexel	Columbus	OH	43209	30-1-1-8	0.071384%
DeLeo	Blase & Leslie	814 S. Vine Street	Hinsdale	IL	60521	[REDACTED]	0.068767%
Creek	M. June	13607 Arbor Crest Circle	Louisville	KY	40245	30-1-1-8	0.068767%
Bennett	Matt	2158 Edgevale Road	Columbus	OH	43221	27-1-1-8	0.068767%
DeLeo	Blase	7808 Bartles Avenue	Dublin	OH	43017	[REDACTED]	0.068686%
Shell	Stephen	2740 Fair Ave.	Columbus	OH	43209	31-1-1-8	0.066030%
Tritsch	David	800 Harrison Drive	Columbus	OH	43204	[REDACTED]	0.063652%
		48 Winthrop Drive	Taylorville	NC	28681	[REDACTED]	0.062960%

Cameron Mitchell Restaurants, LLC

01/01/2002

Membership Data

Last name	First name	Address	City	State	Zip	SSN	LLC %
Reese	Michael	1114 Dublin Road	Columbus	OH	43215	[REDACTED]	0.055025%
Shell-Siegel Partnership		2740 Fair Ave.	Columbus	OH	43209	[REDACTED]	0.050921%
Reitano	Marian	13195 Coventry Avenue	Pickerington	OH	43147	[REDACTED]	0.042979%
Kobre	Myrna	1000 Urlin Ave. #509	Columbus	OH	43212	[REDACTED]	0.042979%
Kaczmarck	Mark & Karen	3810 Stonestrow Ln.	Hilliard	OH	43026	[REDACTED]	0.040737%
Lemmon	David & Pamela	10736 Falls Creek Lane	Centerville	OH	45458	[REDACTED]	0.038191%
Herron	James	8376 Evangeline Dr.	Worthington	OH	43235	[REDACTED]	0.038191%
Ross	Lee	965 Birchmont Road	Columbus	OH	43220	[REDACTED]	0.038191%
Congelav	Rolando	777 W. State Street, Suite 504	Columbus	OH	43222	[REDACTED]	0.038191%
Ghidoni	Ed	814 Crestway Drive	Columbus	OH	43235	[REDACTED]	0.037206%
Wentz	Bill	6480 Plesenton Drive	Worthington	OH	43085	[REDACTED]	0.031480%
Heigel	James	164 West Mission Court	Corona	CA	91720	[REDACTED]	0.031480%
Halaiko	Patrick	3071 Minerva Lake Rd.	Columbus	OH	43231	[REDACTED]	0.031480%
Goldberg	Nathan	H-1623 Taylor Corners Circle	Blacklick	OH	43004	[REDACTED]	0.025461%
Mitchell	Joan	2764 Bordeaux Ct.	Ponte Vedra	FL	32082	[REDACTED]	0.023925%
Patterson	Judy Kay	2371 Bloxom Street	Grove City	OH	43123-8485	[REDACTED]	0.020369%
LeVeque	Katherine	50 West Broad Street, Suite 4100	Columbus	OH	43215	[REDACTED]	0.015740%
Petrosky	Curtis & Mary Beth	145 Harvest Lane	Harrison City	PA	15636	[REDACTED]	0.012730%
McArdle	Francis	150 Madison Ave.	Greensburg	PA	15601	[REDACTED]	0.012730%
SUB-TOTALS:							100.000000%

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

REPORT OF CORPORATE OFFICERS, BOARD OF DIRECTORS, AND STOCKHOLDERS
 (Authorized by R 436.1110 M.A.C.)

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 L.L.C. who is authorized to sign and execute documents.

- **Public Corporations** – Complete sections 1-4 and 6-7 and sign the AFFIDAVIT on page 2 (reverse) of this form.
- **Privately Held Corporations** – Complete sections 1-7 and sign the AFFIDAVIT on page 2 (reverse) of this form.

1. Name and registered address of corporation CMR MANAGEMENT, INC. 515 PARK STREET COLUMBUS, OH 43215	
2. Type of License CLASS C	3. State in which Articles of Incorporation filed OHIO
4. Date authorized to do business in Michigan, or date Articles of Incorporation filed with Michigan Corporation Division _____	5. Check type of corporation: <input checked="" type="checkbox"/> Privately held (not traded on stock exchange) <input type="checkbox"/> Public corporation

This section must be completed by all privately held corporations.

5. NAME AND ADDRESS OF STOCKHOLDERS	STOCK CERTIFICATE NO.	DATE ISSUED	NO. OF SHARES
1. SEE ATTACHED LIST OF SHAREHOLDERS			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
13.			
14.			

6. CORPORATE OFFICERS	NAME AND ADDRESS
President	M. CAMERON MITCHELL
Vice President	
Secretary	
Treasurer	
Ass't Secretary	

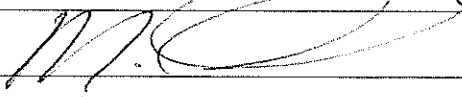
7. BOARD OF DIRECTORS	NAME AND ADDRESS
Chairperson	
Vice-Chairperson	
Secretary	
Director	M. CAMERON MITCHELL
Director	
Director	
Director	
Director	

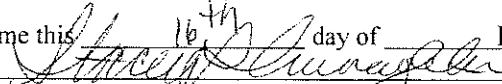
9. NAME AND ADDRESS OF OFFICERS, DIRECTORS, STOCKHOLDERS AND OTHER PERSONS AUTHORIZED TO SIGN THE APPLICATION AND ANY DOCUMENTS REQUIRED BY THE MICHIGAN LIQUOR CONTROL COMMISSION
M. CAMERON MITCHELL

WARNING: MCL 436.2003 Section 1003 states that: 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

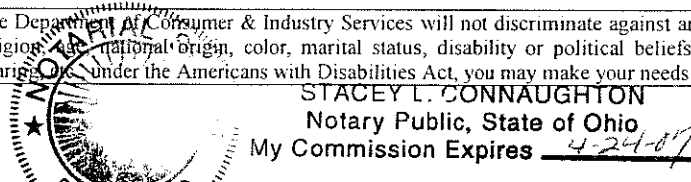
I certify that the information contained in this report and any attachments is complete, true and taken from the records of this corporation and that I understand the WARNING above.

Signature: 	Print Name: M. Cameron Mitchell
Date: December 16 th , 2005	Position: President

Subscribed and sworn to me this 16th day of December (month), 2005 (year)
 Notary Public Signature 
 In and for the County of Franklin, Ohio. My commission expires 4-24-07 (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 or under the Americans with Disabilities Act, you may make your needs known to this agency.



Cameron Mitchell Restaurants Incentive Plan Statement of Ownership as of 1/1/02

Note: The Incentive Plan holds 14.4 units in Cameron Mitchell Restaurants, LLC, which has a total of 560,747 units outstanding as of 1/1/02

Name	SSN	Number of Units Owned by Member	Total # of Units in Incentive Plan	Member's percentage of Incentive Plan	Corresponding percentage of CMR, LLC
William Anderson	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Rich Bogusz	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Vittorio Borgla	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Thomas Burmans	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Walter Carpenter	[REDACTED]	1	14.4	6.944444%	0.178334%
Stacey Connaughton	[REDACTED]	1	14.4	6.944444%	0.178334%
Carolyn Delp	[REDACTED]	0.5	14.4	3.472222%	0.089167%
David Dovell	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Teri Gonzales	[REDACTED]	0.9	14.4	6.250000%	0.160500%
Brian & Kristen Hinshaw	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Kevin Jones	[REDACTED]	1	14.4	6.944444%	0.178334%
Charles Kline	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Richard Lindaboom	[REDACTED]	1.5	14.4	10.416667%	0.267500%
David Miller	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Mitchell Miller	[REDACTED]	1	14.4	6.944444%	0.178334%
Diane Rimkus	[REDACTED]	1	14.4	6.944444%	0.178334%
Wayne Schick	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Ted Thompson	[REDACTED]	1	14.4	6.944444%	0.178334%
James Torski	[REDACTED]	0.5	14.4	3.472222%	0.089167%
Ryan Valentine	[REDACTED]	14.4	14.4	100.000000%	2.560003%