

CITY OF ROCHESTER HILLS CLASS C LIQUOR LICENSE APPLICATION

APPLICANT'S CHECK LIST FOR SUBMISSION

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

CITY OF ROCHESTER HILLS

CLASS C LIQUOR LICENSE APPLICATION

Date: _____, 2008

- New Class C License
- Transfer Class C License (stock transfer)
- Dance Permit
- Entertainment Permit
- Dance Entertainment Permit

Applicant's Name: **Max & Erma's Restaurants, Inc.** Phone No. **412-322-3755**

Gary L. Reinert, Sr., President

Address: **2200 Spring Garden Ave., 2nd Floor City Pittsburgh ST PA 15212**

Age: **68** Citizenship: **U.S.** Date of Birth **5-30-40** Birthplace: **Millvale, PA**

If naturalized, year and place: **N/A**

If a partnership, please complete the following: **N/A**

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:

President & Secretary – Gary L. Reinert, Sr.

Vice President & Treasurer – Frederick S. McMillan

Vice President – J. Phillip Cornett

2200 Spring Garden Ave., 2nd Floor, Pittsburgh, PA 15212

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Liquor License Application

Location of Proposed License: **122 N. Adams Rd., Rochester Hills, MI 48309**

Does applicant presently own the premises? **Yes**

If not, name of owner of premise: _____

Legal Description of Property (Sidwell #) **70-99-00-261-493**

Length of time business has been in operation: **1988**

Has applicant ever been convicted of a felony? Yes **XX** No _____

If convicted of felony, explain: **Pled guilty to federal bribery charge in 1989. FBI investigation in Western District of Pennsylvania.**

Has applicant previously applied for liquor license? **Yes (Gary L. Reinert, Sr.)**

Year requested: **2004**

Location of business: **Grille on 7th, Pittsburgh, PA**

Was liquor license granted: **Yes**

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 **XX**

Name of person _____

What is the applicant's current business? **Full service sit-down restaurant and various other business enterprises.**

Length of time in named business? **1994 - present**

List all uses in addition to sale of alcoholic beverages: **Full service lunch and dinner menu.**

Does applicant presently operate a restaurant? Yes **XX** No _____

Name and address of restaurant: **Grille on 7th, 130 7th St., Pittsburgh, PA 15222**

Does applicant presently hold a Class C liquor license? Yes _ No **XX**

Name and address of restaurant: **N/A**

List record and history of any liquor license violations by the applicant for preceding ten (10) years. **See enclosed MLCC violation history report.**

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.

See enclosed MLCC violation history report.

Proposed Liquor Establishment:	Existing Building	New Construction
Size of Site:		
Size of Building:		
Size of Kitchen:		
Seating Capacity:		
Size of Dance Floor, if any:	NO CHANGES	
Percentage of Floor Area for Dining:		
Percentage of Floor Area for Bar:		
Present Zoning:		
Required Zoning:		
Cost of Remodeling:		
Cost of Construction:		
Estimated Dates of Construction	Start:	Completion:
Total cost to be expended by licensee for the licensed premises: _____		
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 ___ No _____		

Describe the proposed character/type of establishment (e.g. theme, entertainment, food):

NA – No Changes.

Describe the proposed full food menu:

NA – No Changes.

Proposed menu attached: Yes _____ No **XX (No changes)**

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

N/A – No Changes.

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

Evidence of Financial Responsibility:

Amount of Funds supplied by Principals: **See enclosed Affidavit**
Amount of Funds to be Financed: **See enclosed Affidavit**
Name of Financer/Phone Number: **See enclosed Affidavit**

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Liquor License Application

Personal References/Phone Number:
N/A

Business References/Phone Number:
N/A

Has applicant completed a certified training program? Yes _____ No **XX**

Have employees completed a certified training program? Yes **XX** No _____

Names and addresses of those completing program:

All Managers that have not been trained will complete a server training 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, Gary L. Reinert, Sr., on behalf of Max & Erma's Restaurants, Inc., affirm I 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 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 knowledge.

Gary L Reinert 11/15/08
Applicant Signature/Date
Gary L. Reinert, Sr.

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.



MAX & ERMA'S RESTAURANT

County Name OAKLAND
LGU Name ROCHESTER HILLS CITY
Insurance Company LIBERTY MUTUAL INSURANCE COMPANY (11/01/2002-Present)
Business Id 1143
Business Tax Id 311041397
Business Address 122 N ADAMS, ROCHESTER HILLS, 48309
Mailing Address ATTN: WILLIAM C. NIEGSCH, JR. 4849 EVANSWOOD, COLUMBUS, 43229
Business Phone 248.375.1535
Number of Bars 0

Licenseses
 MAX & ERMA'S RESTAURANTS, INC. (A DELAWARE CORPORATION)

Stockholders/Members
 NONE

Contacts

Name	Purpose/Function	Phone Nbr	Fax Nbr	Address
NIEGSCH, JR, WILLIAM C	LICENSE APPLICATIONS	614.766.0097	NONE	5611 DUNDON CT., DUBLIN, OH, 43017

Liquor License Specifics

License (Type-NBR-YR)	Permits	Transfer Status	MCL Act
CLASS C-1775-2008	1.SS 2.OD-SERV 3.OFFICIAL(FOOD)	TRANSFERABLE	NONE

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Michigan Liquor Control Commission
 7150 Harris Drive, PO Box 30005
 Lansing, MI 48909-7505
 Ph: 517-322-1400
 Fx: 517-322-6137

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Violation History of Business: 1143 MAX & ERMA'S RESTAURANTS, INC. (A DELAWARE CORPORATION)

Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
4/30/01	60686		4/30/2001 PASSED CONTROLLED BUY OPERATION ON 4/28/01 (ALEXANDER/PETERS/X-076/X-089).

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AFFIDAVIT

STATE OF Pennsylvania
COUNTY OF Allegheny)SS

NOW COMES Gary L. Reinert, Sr., and being first duly sworn, deposes and states as follows:

1. That I am the President of Max & Erma's Restaurants, Inc., a privately owned Delaware corporation ("the Private Corporation"), which has applied to the Michigan Liquor Control Commission for approval to acquire ownership of the fourteen (14) Max & Erma's Restaurants located in the state of Michigan, and I make this Affidavit to the Michigan Liquor Control Commission (MLCC) on behalf of said Corporation.

2. That on April 28, 2008, Max & Erma's Restaurants, Inc., a publicly traded Delaware corporation ("the Public Corporation"), G & R Acquisition, Inc. (a corporation solely owned by me), and G & R Acquisition Subsidiary, Inc. (a wholly owned subsidiary of G & R Acquisition, Inc.) entered into a Agreement and Plan of Merger.

3. That under this Agreement and Plan of Merger, G & R Acquisition Subsidiary, Inc. would merge into the Public Corporation, wherein each issued and outstanding share of the Public Corporation would be converted into the right for each shareholder of the Public Corporation to receive four dollars (\$4.00) in cash.

4. That subsequent to the merger of G & R Acquisition Subsidiary, Inc. into the Public Corporation, G & R Acquisition, Inc. become the sole shareholder of the Private Corporation.

5. That as part of said merger, 2,824,425 shares of the Public Corporation were converted into the right to receive four dollars (\$4.00) cash from G & R Acquisition Subsidiary, Inc., which made the total consideration paid in this merger to be \$11,297,700 ("the Consideration").

6. That the funds used to pay the Consideration came were personal funds accumulated over time from profits earned by three other companies that I currently own and operate: Power Contracting, Inc. Safe Foundations, Inc., and Road Runner Planning & Consulting, Inc.

7. That all records pertaining to the above referenced transaction are on file at the offices of the Private corporation, located at 2200 Spring Garden Avenue, 2nd Floor, Pittsburgh, Pennsylvania 15212, and are available for review at any time by the Michigan Liquor Control Commission and/or its Investigators.

Further, Deponent sayeth not.

Max & Erma's Restaurants, Inc.
a privately owned Delaware corporation

Gary L. Reinert Sr
By: Gary L. Reinert, Sr.
Its: President

Subscribed and sworn to before
me this 5th day of November 2008

Mary M. Gurtner

Notary Public
Allegheny County, Pennsylvania
My commission expires: _____

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Mary M. Gurtner, Notary Public
City Of Pittsburgh, Allegheny County
My Commission Expires Jan. 26, 2010

Member, Pennsylvania Association of Notaries

Carlin, Edwards, Brown & Howe, PLLC

Attorneys & Counselors at Law

John B. Carlin, Jr.
Scott D. Edwards
Michael J. Brown
J. Patrick Howe

2855 Coolidge Hwy., Suite 203
Troy, Michigan 48084
P. (248) 816-5000
F. (248) 816-5115
www.cebhlaw.com

Lansing, Michigan
6017 West St. Joe Hwy., Suite 202
Lansing, Michigan 48917
P. (517) 321-4616
F. (517) 321-4642
Northern Michigan
213 East Main St., 2nd Floor
Gaylord, Michigan 49735
P. (989) 688-5946
F. (989) 688-5901

November 12, 2008

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

**Re: City of Rochester Hills Class C Liquor License Application
Max & Erma's Restaurants, Inc.
122 N. Adams, Rochester Hills, Michigan 48309**

Dear Clerk Leslie:

This firm represents Max & Erma's restaurants, Inc., which owns and operates the Max & Erma's Restaurant located at 122 N. Adams, Rochester Hills, Michigan 48309. Our Client has applied to the Michigan Liquor Control Commission for approval of a stock transfer, wherein all shares of the corporation were purchased by G & R Acquisition, Inc. through an Agreement and Plan of Merger dated April 28, 2008. This merger closed on July 10, 2008, and each shareholder received four dollars (\$4.00) per share. The acquisition of all shares was valued at approximately eleven million two hundred ninety seven thousand seven hundred dollars (\$11,297,700).

Max & Erma's Restaurants, Inc. is now a privately owned corporation, owned by G & R Acquisition, Inc., which is solely owned by Mr. Gary L. Reinert, Sr. There were absolutely no changes in the operations or management of the restaurant in connection with this transaction. This is merely a stock transfer of the licensed entity, which requires local governmental unit approval pursuant to the Michigan Liquor Control Code.

In connection with this matter, we hereby submit the following:

1. City of Rochester Hills Class C Liquor License Application
2. Check in the amount of one thousand five hundred dollars (\$1,500) to cover the application fee
3. MLCC violation history report for restaurant
4. Affidavit of Mr. Gary L. Reinert, Sr. attesting to the funding for this transaction

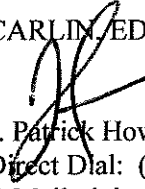
Letter to Ms. Jane Leslie, City Clerk
The City of Rochester Hills
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The Michigan Liquor Control Commission is awaiting receipt of an approval resolution from Rochester Hills City Council and an approval recommendation from the Oakland County Sherriff's Office. We anticipate that both of these approvals will be forthcoming once the enclosed application is processed and approved.

Should any of the City departments require any additional documents or information in order to complete their investigation of this stock transfer, please contact me at your earliest convenience. We look forward to appearing before the City Council to answer any questions or concerns it may have, and will await notice as to when this matter will be presented to it for formal action.

Very truly yours,

CARLIN EDWARDS, BROWN & HOWE, PLLC



J. Patrick Howe
Direct Dial: (248) 816-3175
E-Mail: jphowe@cebhlaw.com

Enclosures

cc: Ms. Jennifer R. Minter, Esq. (via email w/o enclosures)

@@

CITY OF ROCHESTER HILLS
1000 Rochester Hills DR. Rochester Hills, MI 48309

TAX & ERMA'S

DATE: 12/ 5/2008
RECEIPT NO: 329464 TRY
DEPOSIT NO:

G/L NUMBER	DESCRIPTION	PERMIT	AMOUNT
101 451008	Lic. & Pmts.-Clerks Dept.		1,500.00

TOTAL AMOUNT:	1,500.00
CASH AMOUNT:	.00
CHECK AMOUNT:	1,500.00
CREDIT CARD:	.00
DEBIT CARD:	.00
TOTAL RECEIVED:	1,500.00
CHANGE TENDERED:	.00

CHECK #: 00423008

RECEIVED BY: TREASURER/LP



Michigan Department of Labor & Economic Growth
MICHIGAN LIQUOR CONTROL COMMISSION (MLCC)
 7150 Harris Drive, P.O. Box 30005
 Lansing, Michigan 48909-7505

FOR MLCC USE ONLY	
Request ID #	476892
Business ID #	1143

LOCAL APPROVAL NOTICE
 [Authorized by MCL 436.1501]

July 8, 2008

RECEIVED

JUL 24 2008

TO: ROCHESTER HILLS CITY COUNCIL
 1000 ROCHESTER HILLS DRIVE
 ROCHESTER HILLS, MI 48309-3033

ROCHESTER HILLS
 OFFICE OF THE CITY CLERK

APPLICANT: MAX & ERMA'S RESTAURANTS, INC. (A DELAWARE CORPORATION)

Home Address and Telephone No. or Contact Address and Telephone No.:
 G&R ACQUISITION, INC. (A DELAWARE CORPORATION), 2200 SPRING GARDEN AVENUE, 2ND
 FLOOR, PITTSBURGH, PA 15212 (412)322-3755

The MLCC cannot consider the approval of an application for a new or transfer of an on-premises license without the approval of the local legislative body pursuant to the provisions of MCL 436.1501 of the Liquor Control Code of 1998. For your information, local legislative body approval is also required for DANCE, ENTERTAINMENT, DANCE-ENTERTAINMENT AND TOPLESS ACTIVITY PERMITS AND FOR OFFICIAL PERMITS FOR EXTENDED HOURS FOR DANCE AND/OR ENTERTAINMENT pursuant to the provisions of MCL 436.1916 of the Liquor Control Code of 1998.

For your convenience a resolution form is enclosed that includes a description of the licensing application requiring consideration of the local legislative body. 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 MLCC as soon as possible.**

If you have any questions, please contact the On-Premises Section of the Licensing Division as (517) 636-4634.

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

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 MAX & ERMA'S RESTAURANTS, INC. (A DELAWARE CORPORATION) TO TRANSFER ALL STOCK IN 2008 CLASS C LICENSED BUSINESS, LOCATED AT 122 N. ADAMS, ROCHESTER HILLS, MI 48309, OAKLAND COUNTY, FROM PUBLIC CORPORATION TO NEW STOCKHOLDER, G&R ACQUISITION, INC. (THRU MERGER).

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)

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

SEAL

(Mailing address of Township, City or Village)