

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)

Page 2

Liquor License Application

Location of Proposed License: **2735 S. Rochester Road, Rochester Hills, MI 48307**

Does applicant presently own the premises? No

If not, name of owner of premise: Brinker Restaurant Corporation

Legal Description of Property (Sidwell #) 70-15-26-351-008

Length of time business has been in operation: Operated by Brinker Michigan, Inc. since 1/14/91

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

If convicted of felony, explain: _____

Has applicant previously applied for liquor license? **Yes. See attached list.**

Year requested: _____

Location of business: _____

Was liquor license granted: **All applications were 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 **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? Since 1993

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: **See attached list of Michigan restaurants.**

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

Name and address of restaurant: **See attached list.**

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):
N/A – No Changes.

Describe the proposed full food menu:
N/A – 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:

Amount of Funds to be Financed:

Name of Financer/Phone Number:

See attached Cost Affidavit.

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 ___ No **XX**

Names and addresses of those completing program:

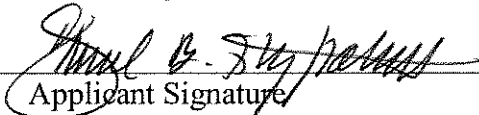
All managers that have not been trained will complete a server training program.

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, Daniel B. Fitzpatrick, on behalf of Southwest Dining, 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.

Southwest Dining, Inc.

By: 
Applicant Signature

03 105 2009
Date

Daniel B. Fitzpatrick, President
Chief Executive Officer

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.

Southwest Dining, Inc., an Indiana corporation
4220 Edison Lakes Parkway, Mishawaka, Indiana 46545
Federal ID #35-1913156
Organized 12/10/93 in Indiana

Southwest Dining, Inc. is a wholly-owned subsidiary of Quality Dining, Inc. Following is a list of the Officers, Directors, and sole Stockholder of Southwest Dining, Inc. at December 22, 2008:

Officers:

Daniel B. Fitzpatrick
Chief Executive Officer
51211 Erin Glen Drive Date of Birth: 03/22/57
Granger, IN 46530 Age: 51 years

John C. Firth
President, Secretary, Treasurer, and General Counsel
15797 Branch Water Way Date of Birth: 09/25/57
Mishawaka, IN 46545 Age: 51 years

James K. Fitzpatrick
Senior Vice President
202 Osprey Court Date of Birth: 03/15/55
Huntertown, IN 46748 Age: 53 years

Directors:

Daniel B. Fitzpatrick, Chairman
51211 Erin Glen Drive Date of Birth: 03/22/57
Granger, IN 46530 Age: 51 years

John C. Firth
15797 Branch Water Way Date of Birth: 09/25/57
Mishawaka, IN 46545 Age: 51 years

James K. Fitzpatrick
202 Osprey Court Date of Birth: 03/15/55
Huntertown, IN 46748 Age: 53 years

Stockholder:

Quality Dining, Inc.
4220 Edison Lakes Parkway
Mishawaka, IN 46545

Shares Owned
% Stock Held
100 shares
100%

**Michigan Liquor Licenses
At December 22, 2008**

Licensee/Concept	Restaurant Address	Bus. ID/Twp.	License Type/License #
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	5055 Marsh Road Okemos, MI 48864	7183 Meridian	Resort Class C, SS, OP (Food) Lic. #CC RES 40781-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	6195 S. Westnedge Portage, MI 49002	5000 N/A	Class C, SS, OP (Food) Lic. #CLASS C 7670-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	4580 SE Twenty Eighth Kentwood, MI 49512	4966 Kent	Class C, SS, OP (Food) Lic. #CLASS C 7624-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	4363 Bay Saginaw, MI 48603	3483 Saginaw	Class C, SS, OP (Food) Lic. #CLASS C 5333-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	4125 Miller Flint, MI 48507	6126 Flint	Class C, SS, OP (Food) Lic. #CLASS C 9425-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	2670 Crossing Circle Traverse City, MI 49684	6 Garfield	Class C, SS, OP (Food), Outdoor Lic. #CLASS C 15-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	3583 Henry Norton Shores, MI 49441	131929 N/A	Class C, SS, OP (Food) Lic. #CLASS C 74439-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	770 SW 54th Wyoming, MI 49509	132376 N/A	Class C, SS, OP (Food) Lic. #CLASS C 76078-2008
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	1275 Hilltop Road St. Joseph, MI 49085	133592 St. Joseph	Class C, SS, OP (Food) Lic. #CLASS C 76987-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	6123 B Drive North Battle Creek, MI 49014	137286 Emmett	Resort Class C, SS, OP (Food) Lic. #CC RES 103202-2008 SS
Southwest Dining, Inc. D/B/A Chili's Grill & Bar	2135 East Beltline, N.E. Grand Rapids, MI 49525	142660 N/A	CC RES, SS, OP (Food) Lic. #CC RES 119512-2008 SS
Full Service Dining, Inc. D/B/A Papa Vino's Italian Kitchen	4570 SE Twenty Eighth Kentwood, MI 49512	7298 Kent	Resort Class C, SS, OP (Food) Lic. #CC RES 40949-2008 SS

**Michigan Liquor Licenses
At December 22, 2008**

Licensee/Concept	Restaurant Address	Bus. ID/Twp.	License Type/License #
Full Service Dining, Inc. D/B/A Papa Vino's Italian Kitchen	33577 Van Dyke Sterling Heights, MI 48312	1866 Sterling Heights	Class C, SS, OP (Food) Lic. #CLASS C 2916-2008 SS
Full Service Dining, Inc. D/B/A Papa Vino's Italian Kitchen	3900 Centerpoint Pkwy. Pontiac, MI 48341	7387 N/A	Resort Class C, SS, OP (Food) Lic. #CC RES 41052-2008 SS
Full Service Dining, Inc. D/B/A Papa Vino's Italian Kitchen	17107 Haggerty Northville, MI 48167	4176 Northville	Class C, SS, OP (Food) Lic. #CLASS C 6435-2008 SS Lic. #SDM 133907-2008
Full Service Dining, Inc. D/B/A Papa Vino's Italian Kitchen	1317 Coolidge Road Troy, MI 48084	141327 N/A	Class C, SS, OP (Food), OD-Serv Lic. #CLASS C 110586-2008 SS Lic. #SDM 113082-2008
Full Service Dining, Inc. D/B/A Papa Vino's Italian Kitchen	1332 Hilltop Road St. Joseph, MI 49085	162323 St. Joseph	Class C, SS, OP (Food), SDM Lic. #CLASS C 152155-2008 SS Lic. #SDM 152156-2008



All						
LGU Name	Owner Name	DBA Name	Business Id	Violation History	Current Year to Date Purchases	Previous Year Purchases
EMMETT TWP	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	137286	Y		\$34,684.60
FLINT TWP	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	6126	Y		\$25,495.80
GARFIELD TWP	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	6	Y		\$22,679.15
GRAND RAPIDS CITY	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	142660	Y		\$21,766.80
KENTWOOD CITY	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	4966	Y		\$18,374.85
MERIDIAN TWP	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	7183	Y		\$26,335.45
MORTON SHORES CITY	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	131929	Y		\$22,482.20
PORTAGE CITY	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	5000	Y		\$23,069.70
SAGINAW TWP	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	3483	N		\$24,867.95
ST JOSEPH TWP	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL AND BAR	133592	Y		\$44,080.85
WYOMING CITY	SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)	CHILI'S GRILL & BAR	132376	N		\$37,273.90

11 Active Licensees Throughout the State

County All: ALCONA - CRAWFORD

County All: DELTA - KALKASKA

County All: KENT - MONTMORENCY

County All: MUSKEGON - WEXFORD

[ReQuery](#)

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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Ernest T. Lee

Violation History of Business: 137286 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)

Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
5/5/05	88792	SALE TO MINOR-KARIE SAYLOR (19): (CALHOUN CO SHER DEPT/SAYLOR/CK KATHERINE FLANDERS)	6/10/2005 LIC ACK - COMM STOREY 6/30/2005 \$500.00 OR 25 DAY SUSP SEC 801(2)
6/27/07	117113	SALE TO MINOR-HANNAH HALCOMB (19): (CALHOUN CO SHER DEPT/DECOY/CK ASHLEY GRADWELL)	9/18/2007 LIC ACK - COMM ROLLINS 9/26/2007 \$600 OR 25 DAYS SUSP - SEC 801(2)

[Close](#)

Fl. 2 Top

Violation History of Business: 6126 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)			
Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
7/14/01	63668	SALE TO MINOR (19); (PLINT TWP PD/IACOVACCI)	10/09/2001 \$400 OR 20 DAYS SUSP - SEC 801 (2) 9/25/2001 LIC ACK - COMM STOREY

[Close](#)

Garfield Twp

Violation History of Business: 6 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)

Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
12/3/98	1399	SALE TO MINOR(19): (LCC INVS COMBER, KRAEMER/GYLRD-030)	2/12/1999 LIC ACK - COMM KECK 2/16/1999 \$400 OR 15 DAYS SUSP. SEC 801(2)
3/18/00	52858		3/18/2000 PASSED CONTROLLED BUY 3-18-00 INV. COMBER & GYLRD#068

Close

Grand Rapids

Violation History of Business: 142660 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)

Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
11/19/05	93069	SALE TO MINOR-BEN HAWKINS (19); (GRAND RAPIDS PD/HAWKINS/CK RACHELLE SCHULTZ)	1/27/2006 LIC ACK - COMM ROLLINS 2/08/2006 \$500 OR 25 DAYS SUSP - SEC 801(2)

Close

Kentwood

Violation History of Business: 4966 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)			
Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
11/28/00	58134	SALE TO MINOR (18) (KENTWOOD PD/WOODS)	1/16/2001 LIC ACK - COMM STOREY 2/06/2001 \$600 OR 30 DAYS SUSP - SEC 801(2)
9/2/03	76378	SALE TO MINOR-RENA SMITH (19); (KENTWOOD PD/SMITH/MELISSA SCOTT)	2/17/2004 HEARING HELD GRAND RAPIDS STOREY-HARRIS-CONTRACT NEGOTIATED SETTLEMENT 3/08/2004 \$600 OR 30 DAYS SUSP - SEC 801(2) NEG SET COST \$6

[Close](#)

Meridian Twp

Violation History of Business: 7183 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)

Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
5/6/04	81720	SALE TO MINOR - MASICH (20): (MERIDIAN TWP PD/MASICH/CK ANDREW POWERS)	10/13/2004 HEARING HELD-LANSING STOREY-WALTON-DECLERCQ RULE 15(E) 12/06/2004 \$450.00 OR 22 DAY SUSP, PLUS \$8.00 WITNESS FEES; TOTAL \$458.00 SEC 801(2)
6/30/06	100760		6/30/2006 PASSED CONTROLLED BUY OPERATION ON 05-27-06 (MERIDIAN TOWNSHIP POLICE DEPARTMENT)
8/30/06	102911		8/30/2006 PASSED CONTROLLED BUY OPERATION ON AUGUST 17, 2006 (MERIDIAN TWP POLICE DEPARTMENT)
1/8/07	108513		1/08/2007 PASSED CONTROLLED BUY OPERATION ON 12-14-06 (MERIDIAN TWP. POLICE)
6/27/08	127150		6/27/2008 PASSED CONTROL BUY OPERATION ON 05/23/08 (MERIDIAN TOWNSHIP P.D.)
10/27/08	129699		10/27/2008 PASSED CONTROLLED BUY OPERATION ON 8/22/08(MERIDIAN TOWNSHIP POLICE DEPT.)

Close

Norco Shores

Violation History of Business: 131929 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)

Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
1/16/03	71893		1/16/2003 PASSED CONTROLLED BUY OPERATION ON 01-14-03 (ANDERSON/LEE/GR-126/GR-129)
4/26/05	88459	1) SALE TO MINOR-GR157 (19); 2) SALE TO MINOR-GR160 (19); (LCC INVS RYZENGA & A ANDERSON/GR157 & GR160/CK STACIE MILLER)	6/10/2005 LIC ACK - COMM WEATHERS 7/19/2005 CHGS 1 & 2) \$400.00 EACH SEC 801(2); TOTAL \$800.00 OR 40 DAY SUSP
5/2/07	113633		5/02/2007 PASSED CONTROLLED BUY OPERATION ON 04-18-07 (ANDERSON/RYZENGA/GR-200/GR-210)

Portage

Violation History of Business: 5000 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)



Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
2/21/95	6992	SELL TO MINOR (17) (PORTAGE PD-ONDERLINDE-95-2406)	8/25/1995 \$600 OR 30 DAYS SUSP. SEC 22
4/2/96	9498	1) SALE TO MINOR-RYAN KNIGHT (19); 2) SALE TO MINOR-LAUREN DYHLOFF (17); (PORTAGE PD/KNIGHT & DYHLOFF)	10/31/1996 1)\$500 SEC 22 2)\$500 SEC 22 TOTAL \$1,000 OR 50 DAYS SUSP 9/10/1996 LIC ACK - COMM PODOLSKY
9/3/99	49564		7/11/2000 PASSED CONTROLLED BUY OPERATION ON 07-07-00 (INV ANDERSON/INV REEDER/GR064/GR068 9/03/1999 PASSED CONTROLLED BUY OPERATION 9-1-99(INV. ANDERSON/REEDER AND GR-056 AND GR-045)
7/11/00	49564		7/11/2000 PASSED CONTROLLED BUY OPERATION ON 07-07-00 (INV ANDERSON/INV REEDER/GR064/GR068 9/03/1999 PASSED CONTROLLED BUY OPERATION 9-1-99(INV. ANDERSON/REEDER AND GR-056 AND GR-045)
10/4/00	57105		10/04/2000 PASSED CONTROLLED BUY OPERATION ON 09-29-00 (SIMPLIS/HOGAN/GR-068)
1/12/01	59009	SALE TO MINOR (19):(INV COX & REEDER/GR-074)	2/23/2001 LIC ACK - COMM WEATHERS 3/08/2001 \$600 OR 40 DAYS SUSP - SEC 801(2)
7/24/04	83123	SALE TO MINOR - KRISTINE CHOBOT (20): (PORTAGE PD/CHOBOT/CK DANIELLE POZSGAY)	9/22/2004 LIC ACK - COMM WEATHERS 9/28/2004 \$700 OR 35 DAYS SUSP - SEC 801(2)
10/25/06	106563	1) SALE TO MINOR-YOA AGENT 0603 W/DOB 7-1-88 (18); 2) SALE TO MINOR-YOA AGENT 0601 W/DOB 6-11-88 (18) (PORTAGE PD/DECOY/CK ELIZABETH MATTHEWS)	12/04/2006 LIC ACK - COMM ROLLINS 12/13/2006 1)\$400, 2)\$400 TOTAL OF \$800 OR 40 DAYS SUSP - SEC 801(2)

Close

St. Joseph Hospital Services

Violation History of Business: 133592 SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)

Violation Date	MLCC Complaint Number	Violation Description	Decision or Event
7/29/03	74186		7/29/2003 PASSED CONTROLLED BUY OPERATION ON 06-12-03 (RYZENGA/HEALY/GR-139/GR-131)

 Close 

A F F I D A V I T

STATE OF INDIANA)
) SS:
COUNTY OF ST. JOSEPH)

NOW COMES John C. Firth, and being first duly sworn, deposes and states as follows:

1. That I am the President of Southwest Dining, Inc. and make this Affidavit to the Michigan Liquor Control Commission on behalf of Applicant.

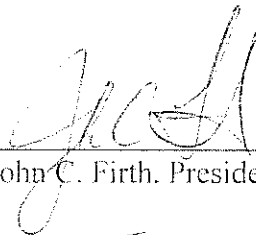
2. That Southwest Dining, Inc. proposes to acquire certain assets of Brinker Michigan, Inc. including the restaurants located on the attached list.

3. That the cost to acquire the restaurants is approximately \$26,058,000.

4. That the above cost will be paid for pursuant to the certain credit agreement dated as of May 18, 2007 by and among Quality Dining, Inc., QDI Realty, LLC, and Bank of America, N.A., as administrative agent and the Lenders Party thereto, as amended.

5. That all records pertaining to the above-mentioned estimates (or all records and receipts pertaining to the above-mentioned costs) are on file at the corporate offices of Southwest Dining, Inc. located at 4220 Edison Lakes Parkway, Mishawaka, Indiana 46545 and are available for review at any time by the Michigan Liquor Control Commission and/or its investigators.

Further, Deponent sayeth naught.



John C. Firth, President

Subscribed and sworn to before me on this 16th day of ^{January, 2009.} ~~December, 2008.~~



Diana M. Shively, Notary Public
Resident of St. Joseph County, Indiana.
My Commission Expires: 7-15-15

Carlin, Edwards, Brown & Howe, PLLC

Attorneys & Counselors at Law

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

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Northern Michigan
213 East Main St., 2nd Floor
Gaylord, Michigan 49735
P. (989) 688-5946
F. (989) 688-5901

March 24, 2009

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

Re: Applicant: Southwest Dining, Inc.
 Licensee: Brinker Michigan, Inc.
 Location: 2735 S. Rochester Road, Rochester Hills, MI 48307

Dear Ms. Leslie:

This firm represents Southwest Dining, Inc. in connection its liquor licensing matters in the State of Michigan. The Applicant, Southwest Dining, Inc., has entered into a Purchase Agreement to acquire seventeen (17) Chili's Grill & Bar Restaurants from Brinker Michigan, Inc., for a total purchase price of approximately \$26,000,000.00.

We filed our application with the Michigan Liquor Control Commission on January 12, 2009. (A copy of the submission letter is enclosed for your convenience. Should you require any of the documents listed, please let me know.)

Also enclosed please find the following:

1. The City of Rochester Hills Class C Liquor License Application;
2. A check payable to the City of Rochester Hills in the amount of \$1,500 in payment of the fees.

Southwest Dining, Inc. is an experienced Michigan restaurant operator and has operated twelve (12) Chili's Grill & Bar Restaurants in the State of Michigan since 1994. Southwest Dining, Inc. will continue the operation of the Chili's restaurants as they have in the past. That is, there will be no change in the concept, the employees, or on-site operational management as a result of this transfer.

You should shortly be receiving, if you have not already received, the Notice for Approval Resolution from the Michigan Liquor Control Commission in connection with

Ms. Jane Leslie, Clerk
City of Rochester Hills
March 24, 2009
Page 2

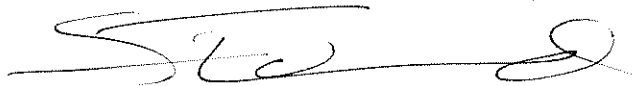
this application. The City of Troy Police Department has been designated by the Michigan Liquor Control Commission as the "master file" and only the Troy Police Department will be assigned to do a full police investigation in connection with ownership and financing. The Oakland County Sheriff will only be conducting a location investigation.

We would appreciate having the matter placed before the Liquor Advisory Committee at your earliest opportunity.

Should you or any staff members have any questions or require additional documentation, please feel free to contact me.

Very truly yours,

CARLIN, EDWARDS, BROWN & HOWE, PLLC



Scott Edwards
Direct Dial: (248) 816-3205
E-Mail: sedwards@cebhlaw.com

Enclosure

cc: Ms. Diana Shively (w/encl.)

\\chili_s acquisition-08-0441\



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

Mailed 04/17/09
FOR MLCC USE ONLY
 Request ID # 491459
 Business ID # 216228

LOCAL APPROVAL NOTICE
 [Authorized by MCL 436.1501]

April 3, 2009

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

APPLICANT: SOUTHWEST DINING, INC. (AN INDIANA CORPORATION)

Home Address and Telephone No. or Contact Address and Telephone No.:
 QUALITY DINING, INC. (AN INDIANA CORPORATION), 4220 EDISON LAKES PARKWAY,
 MISHAWAKA, IN 46545 (574)243-6337

CONTACT: (CARLIN, EDWARDS, BROWN & HOWE, PLLC), ATTENTION ATTORNEY SCOTT D.
 EDWARDS, 2855 COOLIDGE HIGHWAY, SUITE 203, TROY, MI 48084 (248)816-3205

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 to TRANSFER OWNERSHIP OF 2008 CLASS C LICENSED BUSINESS, LOCATED AT 2735 S ROCHESTER, ROCHESTER HILLS, MI 48307, OAKLAND COUNTY, FROM BRINKER MICHIGAN, INC. (A DELAWARE CORPORATION) TO SOUTHWEST DINING, INC. (AN INDIANA CORPORATION).

be considered for _____
(Approval or Disapproval)

APPROVAL

DISAPPROVAL

Yeas: _____
Nays: _____
Absent: _____

Yeas: _____
Nays: _____
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)