



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 # 436596

Business ID # 204973

## LOCAL APPROVAL NOTICE

[Authorized by MCL 436.1501]

December 10, 2007

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

DEC 21 2007

**APPLICANT:** WHOLE FOODS MARKET GROUP, INC. (A DELAWARE CORPORATION)

**Home Address and Telephone No. or Contact Address and Telephone No.:**

WHOLE FOODS MARKET, INC. (A TEXAS CORPORATION), 550 BOWIE STREET, AUSTIN, TX  
78703 (512)542-0636

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 2007 CLASS C LICENSED BUSINESS, LOCATED IN ESCROW AT 405A N. TELEGRAPH, WATERFORD, MI 48328, WATERFORD TOWNSHIP, OAKLAND COUNTY, FROM RT MICHIGAN FRANCHISE, LLC (A DELAWARE LIMITED LIABILITY COMPANY) TO WHOLE FOODS MARKET GROUP, INC. (A DELAWARE CORPORATION); AND TRANSFER LOCATION (GOVERNMENTAL UNIT) (MCL 436.1531(1) TO 2918 WALTON, ROCHESTER HILLS, MI 48309, OAKLAND COUNTY (STEP 2).**

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)

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 14, 2008

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

Applicant's Name: Roberta L. Lang Phone No. 512-301-7348  
Address: 6401 Farmdale Ln City Austin ST TX  
Age: 49 Citizenship: US Date of Birth 10/16/58 Birthplace: South Bend, IN  
If naturalized, year and place: \_\_\_\_\_

If a partnership, please complete the following:

Partner's Name: N/A Phone No. \_\_\_\_\_  
Address: \_\_\_\_\_ City \_\_\_\_\_ ST \_\_\_\_\_  
Age: \_\_\_\_\_ Citizenship: \_\_\_\_\_ Date of Birth \_\_\_\_\_ Birthplace: \_\_\_\_\_

If naturalized, year and place: \_\_\_\_\_

Manager's Name: not available 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:

Applicant is Whole Foods Market Group, Inc., a wholly owned subsidiary of Whole Foods Market, Inc., a public corporation, see enclosed copies of SEC federal filings for the parent company.

Page 2

Liquor License Application

Location of Proposed License: 2918 Walton Blvd. (former Farmer Jack Market location).

Does applicant presently own the premises? No

If not, name of owner of premise: Meadowbrook Associates, LLC

Legal Description of Property (Sidwell #) \_\_\_\_\_

Length of time business has been in operation: New at this location.

Has applicant ever been convicted of a felony? Yes \_\_\_\_\_ No XX

If convicted of felony, explain: \_\_\_\_\_

Has applicant previously applied for liquor license? \_\_\_\_\_ Year requested: \_\_\_\_\_

Location of business: Applicant has many licenses in the U.S. and four presently in operation in Michigan and including Rochester Hills.

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? Owns and operates 196 Whole Foods Markets in the U.S., Canada and United Kingdom.

Length of time in named business? Since 1980 with 196 stores.

List all uses in addition to sale of alcoholic beverages: This will be a full service market with an in-house restaurant serving alcoholic beverages. The market will also sell beer and wine for consumption off-premises.

Does applicant presently operate a restaurant? Yes X No \_\_\_\_\_

Name and address of restaurant: In other Whole Foods Markets but not in Michigan.

Does applicant presently hold a Class C liquor license? Yes \_ No X

Name and address of restaurant: None in Michigan.

List record and history of any liquor license violations by the applicant for preceding ten (10) years. Applicant has an excellent record in Michigan and in the U.S. There have been a few alcohol violations in our many locations.

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.

This facility is located within The Villages of Rochester Hills Center and is the former Farmer Jack Market location.

Proposed Liquor Establishment:	Existing Building	New Construction
Size of Site:	Village of Rochester Hills Shopping Center	
Size of Building:	54,727 sq. ft.	
Size of Kitchen:	820 sq ft	
Seating Capacity:	58	
Size of Dance Floor, if any:	None	
Percentage of Floor Area for Dining:	None	
Percentage of Floor Area for Bar:	None	
Present Zoning:	Commercial	
Required Zoning:	Same	
Cost of Remodeling:		
Cost of Construction:	None	
Estimated Dates of Construction	Start:	Completion: 05/08

Total cost to be expended by licensee for the licensed premises: 100% of all costs.

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 \_\_\_\_\_

Page 4

Liquor License Application

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

Whole Foods Market features natural and organic foods and is basically a supermarket. We have had in-house dining facilities in most of our markets and we are now expanding these into all of our markets and offering alcoholic beverage consumption on premises in most of our markets nationally.

Describe the proposed full food menu:

It is a very extensive menu that includes salads, soups, fish, poultry and beef items in a dining area in the market. A copy of the menu will be provided to the Council.

Proposed menu attached:    Yes \_\_\_\_\_    No \_\_\_\_\_

---

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

The new market is already under construction and approved by the City. We will close our current market in Rochester Hills when we open at the new location.

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

Alcoholic beverages will be about 10% of our gross sales for the market.

Evidence of Financial Responsibility:

Amount of Funds supplied by Principals: 100%

Amount of Funds to be Financed:        None

Name of Financer/Phone Number: \_\_\_\_\_

Page 5

Liquor License Application

Personal References/Phone Number:

N/A. I have no personal financial investment in this market.

Business References/Phone Number: \_\_\_\_\_

Has applicant completed a certified training program? Yes \_\_\_\_\_ No  All employees are or will be trained.

Have employees completed a certified training program? Yes  No \_\_\_\_\_

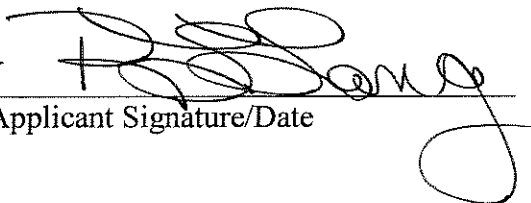
Names and addresses of those completing program:

In our current Rochester Hills Market.

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), Roberta L. Lang, President 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.

X   
Applicant Signature/Date

1/14/08  
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  
**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 Whole Foods Market Group, Inc. 550 Bowie St. Austin, TX 78703	
2. Type of License  Class C/SDM	3. State in which Articles of Incorporation filed  Delaware
4. Date authorized to do business in Michigan, or date Articles of Incorporation filed with Michigan Corporation Division  <u>December 26, 1996</u>	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. Whole Foods Market, Inc.	1	8/30/96	1,000
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
13.			
14.			

If more listings are needed, please attach an additional page showing the same information.  
 LC-52 (Rev. 5/00)

(continued)

6. CORPORATE OFFICERS	NAME AND ADDRESS
President	See attached list
Vice President	
Secretary	
Treasurer	
Ass't Secretary	

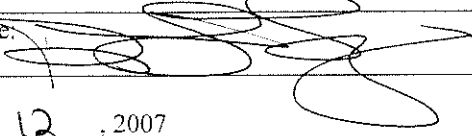
7. BOARD OF DIRECTORS	NAME AND ADDRESS
Chairperson	
Vice-Chairperson	
Secretary	See attached list
Director	
Director	
Director	
Director	
Director	

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
Any officer of the Corporation listed on the attached list of officers and directors as well as John B. Carlin, Jr., Scott D. Edwards and Michael J. Brown

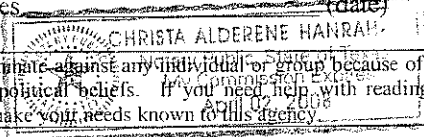
WARNING: MCL 436.2003 Section 1003 states that: A person who makes a false or fraudulent statement to the Commission, orally or in writing, for the purpose of inducing the Commission to act or refrain from taking action, or for the purpose of enabling or assisting a person to evade the provisions of 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: <u>Roberta Lang</u>
Date: <u>October 12</u> , 2007	Position: <u>President</u>

Subscribed and sworn to me this 12 day of November (month), 2007 (year)  
 Notary Public Signature Christa Alderene Hanrahan  
 In and for the County of TRANS Texas. 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 this agency.

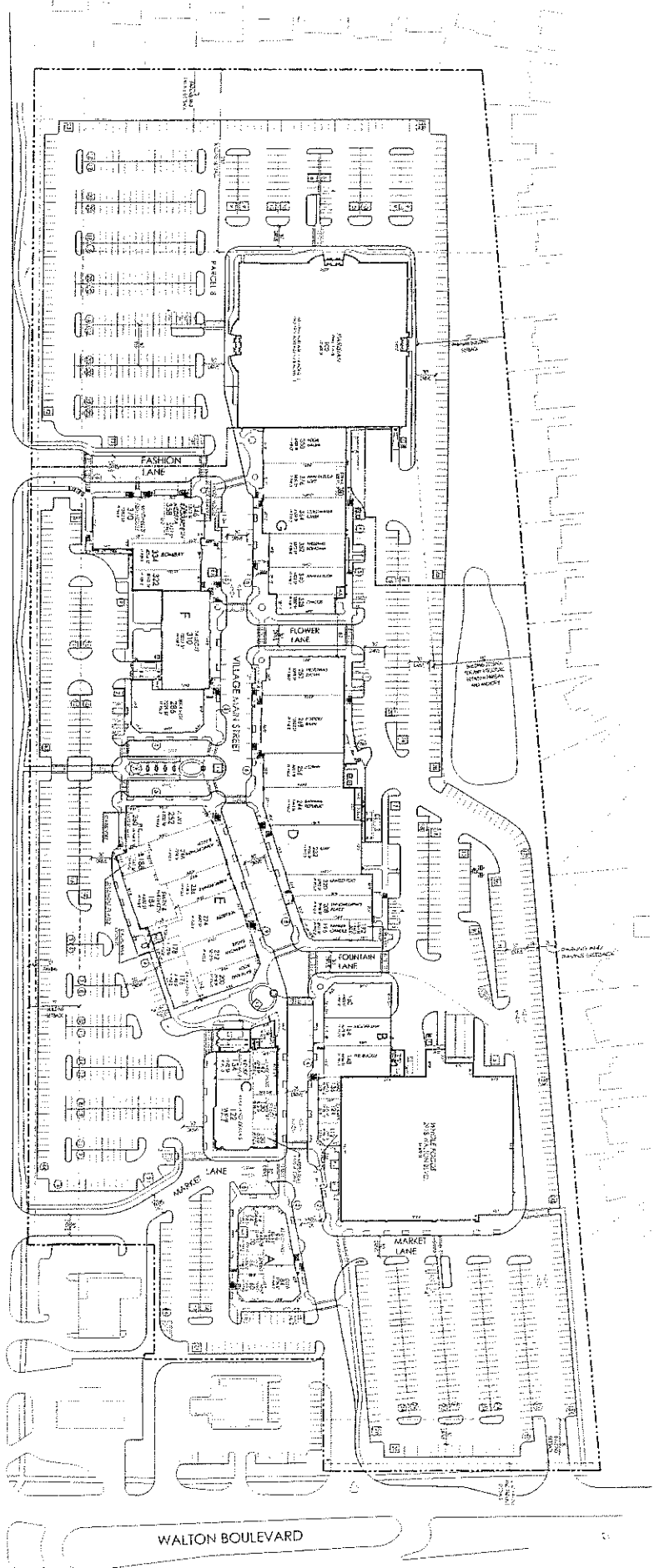
**Whole Foods Market Group, Inc.**

**Officers:**

Roberta Lynn Lang	President
Roberta Lynn Lang	Vice President
Albert Percival	Secretary
Roberta Lynn Lang	Treasurer

**Directors:**

Roberta Lynn Lang  
Anthony Carl Gallo

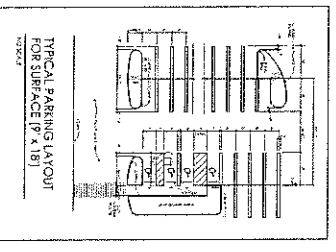
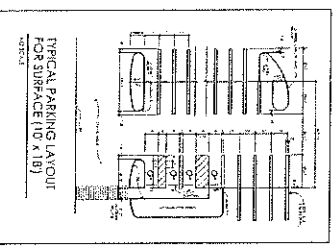


ADAMS ROAD

WALTON BOULEVARD

**TABULATIONS**

BUILDING	GA	GB
FOOD SUPERMARKET	120,320 SF	120,320 SF
BRDG 100	\$4,600 SF	\$4,600 SF
SHOWS:		
BUILDING A	11,018 SF	11,223 SF
BUILDING B	16,531 SF	17,442 SF
BUILDING C	14,070 SF	14,442 SF
BUILDING D	40,356 SF	42,527 SF
BUILDING E	35,029 SF	36,234 SF
BUILDING G	31,773 SF	31,970 SF
TOTAL SHOP GFA	200,524 SF	201,213 SF
NETA GMSR	375,524 SF	376,513 SF
TOTAL GMSR	576,048 SF	577,726 SF
① 17' x 17' MOSES		
② 17' x 17' MOSES		
TOTAL PARKING INCLUDED:		
1597 SPACES		



**LEASE PLAN**

SCALE: 1" = 60'-0"

DATE: AUGUST 3, 2007

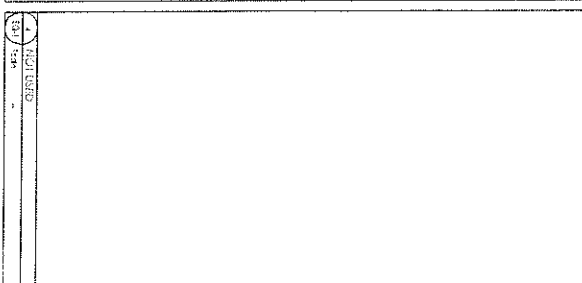
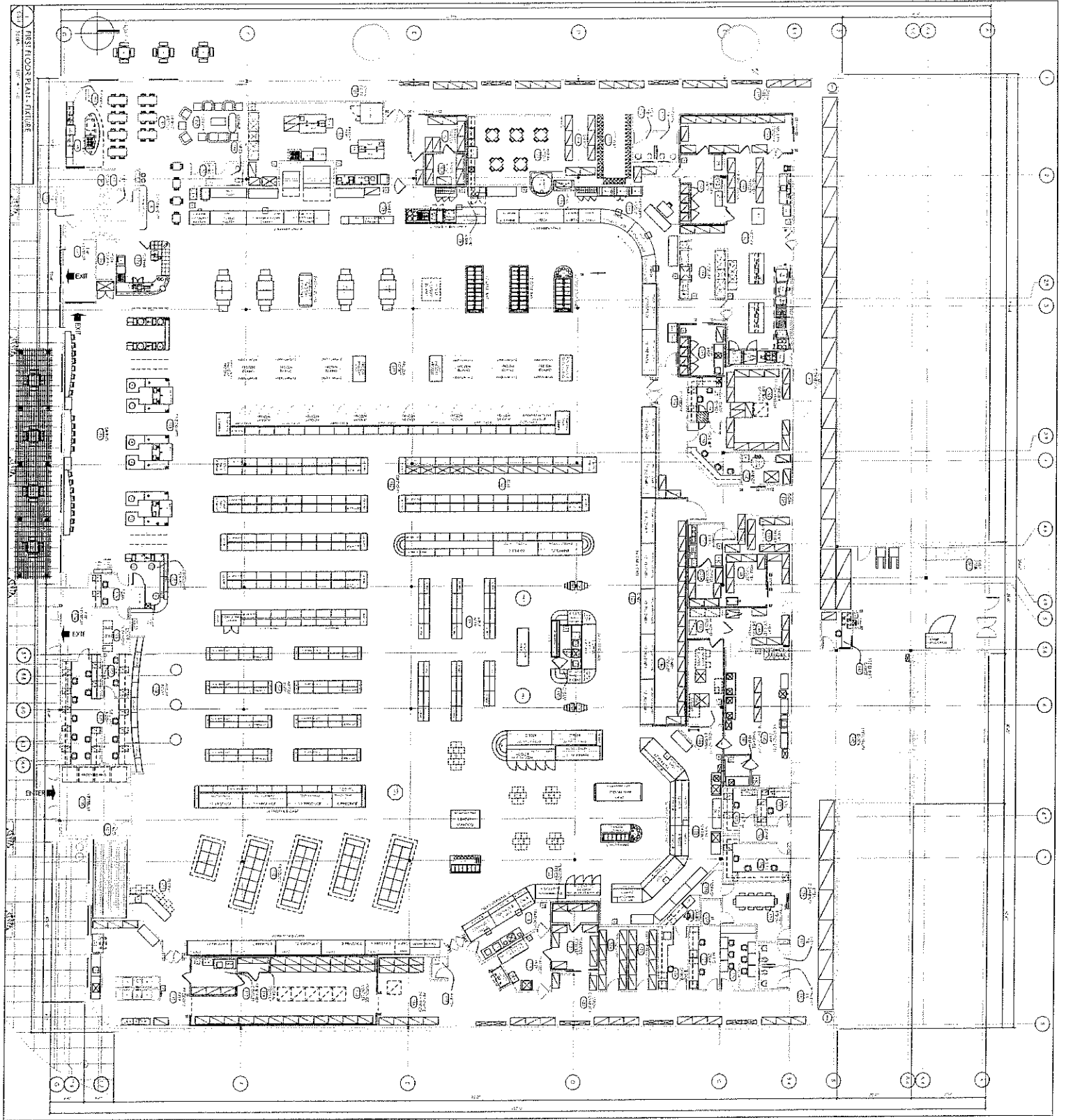


NOT TO SCALE  
 THIS PLAN IS A SUMMARY OF THE PROJECT AND DOES NOT REPRESENT THE FINAL DESIGN. THE FINAL DESIGN SHALL BE DETERMINED BY THE ARCHITECT AND ENGINEER.  
 AUGUST 3, 2007

**Robert B. Aikens & Associates, LLC**  
 1000 N. ZEEB ROAD, SUITE 200  
 TROY, MI 48068-1000  
 (313) 486-1000

**North Va. Associates**  
 4000 W. HARRIS ROAD, SUITE 200  
 FARMINGTON, CT 06030  
 (860) 676-1100

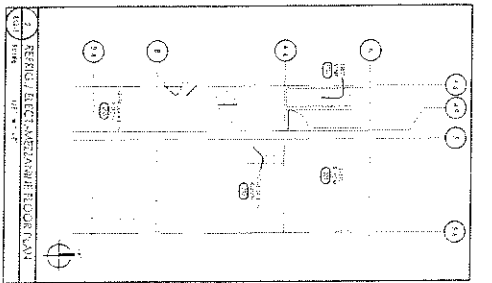
**the VILLAGE**  
 OF  
**ROCHESTER HILLS**



**GROSS SQUARE FOOTAGE**  
 FIRST FLOOR (NET REQUIREMENT): 58,206 SF  
 SECOND FLOOR: 1,288 SF  
 TOTAL SQUARE FOOTAGE: 59,494 SF

**DEPARTMENT SUMMARY**

600 -	600 -	600 -
312 -	312 -	312 -
100 -	100 -	100 -
32 -	32 -	32 -
54 -	54 -	54 -
35 -	35 -	35 -
45 -	45 -	45 -
30 -	30 -	30 -
52 -	52 -	52 -
99 -	99 -	99 -
100 -	100 -	100 -



# Carlson, Edwards, Brown & Howe, PLLC

Attorneys & Counselors at Law

John B. Carlson, 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

December 5, 2007

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

Re: Whole Foods Market Group, Inc.  
d/b/a Whole Foods Market  
2918 Walton Blvd., Rochester Hills, MI 48309

Dear Ms. Wendt:

On behalf of the above-captioned Applicant, we hereby apply to the Commission for transfer of ownership and location of a Class C license presently held by RT Michigan Franchise, LLC and in escrow at 405A, North Telegraph, Waterford Township, MI 48328. In addition to the transfer of ownership of the Class C and Sunday Sales Permit we are also requesting issuance of a new SDM license together with an Official Permit for the Sale of Food on Sundays to operate a market on Sundays between the hours of 8:00 a.m. and 12:00 noon as well as for the sale of food.

We are enclosing herewith the following:

1. LC-687;
2. Transfer of Sunday Sales Permit Application;
3. Application, in triplicate, for the Official Permit for Sundays between the hours of 8:00 a.m. and 12:00 noon during which hours the market will be open and selling food for consumption on premises as well as off premises;
4. LC-52, on behalf of the Applicant to which is attached a list of the Officers and Directors of Whole Foods Market Group, Inc.;
5. A copy of the filed Articles of Incorporation for the Applicant, a Delaware corporation;
6. A copy of the Certificate of Authority to do Business in the State of Michigan for the Applicant;
7. A copy of the Bylaws for the Applicant;
8. LC-621 on behalf of Whole Foods Market, Inc., a publicly held corporation and the sole stockholder of the Applicant;
9. LC-52, on behalf of the Whole Foods Market, Inc.;

Ms. Julie A. Wendt, Director  
Licensing Division  
December 5, 2007  
Page 2

10. A copy of the filed Articles of Incorporation for Whole Foods Market, Inc.;
11. A list of licensed locations in Michigan for Whole Foods Market Group, Inc.;
12. A site plan showing the location of the supermarket in the Villages of Rochester Hills Mall. The location is actually a former Farmer Jack store located in the mall which has now closed and we believe the license is in escrow;
13. A floor plan for the supermarket;
14. A copy of the Lease for the market. Please note that the Lease itself indicates that it is effective as of June 21, 2007;
15. A copy of the Purchase Agreement between the current licensee, RT Michigan Franchise, LLC and the Applicant and to which is attached a copy of the deposit check being held by this office as escrow agent;
16. A copy of the most recent SEC 10Q for Whole Foods Market, Inc.;
17. A copy of the most recent SEC 10K filing for Whole Foods Market, Inc.;  
and
18. Our check payable to the State of Michigan in the amount of \$140 to cover the application fee.

We would appreciate your processing this application as quickly as possible. It is the intent of Whole Foods Market to close their currently licensed establishment in the City of Rochester Hills at 1404 Walton Blvd., Rochester Hills, Business ID #16870, when this new store opens and at that time we will place that license into escrow.

Whole Foods does intend to operate a full service market at the new location and will also provide indoor dining facilities to accommodate the market itself. This is a new trend among the upscale supermarkets and Whole Foods is converting some of its stores across the country. This new store is planning on opening in May 2008, so we need your cooperation as soon as possible.

Very truly yours,

CARLIN, EDWARDS, BROWN & HOWE, PLLC

*/s/ John B. Carlin, Jr.*

John B. Carlin, Jr.  
Direct Dial: (248) 816-3210  
E-Mail: [jcarlin@cebhlaw.com](mailto:jcarlin@cebhlaw.com)

Enclosure

cc: Christa Hanrahan (w/o encl.)

\\pclawserver\pclaw\data\pclawdocs\active\whole foods -09340\rochester hills - cl-06-0069\ 5122

WHOLE FOODS MARKET GROUP, INC.  
MICHIGAN LOCATIONS

<u>Address/License Held</u>	<u>Date of Licensure</u>
1. 2398 East Stadium Blvd. Ann Arbor, MI 48104 SDM Business ID#118583	7/93 to 9/95
2. 3135 Washtenaw Ann Arbor, MI 48104 SDM Business ID#16488	12/99 to present
3. 2870-2880 W. Maple Troy, MI 48084 SDM Business ID#15626	5/98 to present
4. 29525 Northwestern Hwy. Southfield, MI 48034 SDM-SDD-SS Business ID#9276	5/98 to 5/01
5. 4052 Rochester Road Troy, MI 48098 SDM-SDD-SS Business ID#9337	5/98 to 2/01
6. 254 W. Maple Rd. Birmingham, MI 48009 SDM-SDD-SS Business ID#1910	5/98 to 2/01
7. 27640 Middlebelt Rd. Farmington Hills, MI 48334 SDM-SDD-SS Business ID#9451	5/98 to 1/02
8. 1404 Walton Blvd. Rochester Hills, MI 48309 SDM Business ID#16870	5/98 to Present



- |     |  |                  |
|-----|--|------------------|
| 9.  | 2789 Plymouth<br>Ann Arbor, MI 48105<br>SDM<br>Business ID# 15609                | 5/98 to 5/04     |
| 10. | 7350 Orchard Lake Road<br>West Bloomfield, MI 48325<br>SDM<br>Business ID#131924 | 01/00 to Present |
| 11. | 2918 Walton Blvd.<br>Rochester Hills, MI 48309<br>Class C-SDM-SS                 | Pending          |

Dated: October 24, 2007

\\pclawserver\pclaw\data\pclawdocs\active\whole foods -09340\ann arbor - class c -06-0066\

LEASE

CITY: ROCHESTER HILLS, MICHIGAN

LANDLORD: MEADOWBROOK ASSOCIATES, LLC

TENANT: WHOLE FOODS MARKET GROUP, INC.

GUARANTOR: WHOLE FOODS MARKET, INC.

**WHOLE FOODS \* WHOLE PEOPLE \* WHOLE PLANET**

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L E A S E

THIS LEASE, dated effective June 21, 2007 is made by and between MEADOWBROOK ASSOCIATES, LLC a Michigan limited liability company ("Landlord"), and WHOLE FOODS MARKET GROUP, INC. a Delaware Corporation ("Tenant"), Landlord and Tenant having the following addresses on the date of this Lease:

Landlord:

MeadowBrook Associates, LLC  
c/o Robert B. Aikens & Associates, LLC  
Birmingham, MI 48009

With Copies of all notices to:

Honigman Miller Schwartz and Cohn LLP  
2290 First National Building  
660 Woodward Avenue  
Detroit, MI 48226  
Attention: Jeffrey R. Kravitz, Esq.

Tenant:

Whole Foods Market Group, Inc.  
The Village of Rochester Hills  
Rochester Hills, MI  
Attention: Store Team Leader

With copies of all notices to:

Whole Foods Market Group, Inc.  
3241 N. Lincoln Avenue  
Chicago, IL 60657-1110  
Attention: Regional President

and

Whole Foods Market, Inc.  
550 Bowie Street, 6<sup>th</sup> Floor  
Austin, Texas 78703-4644  
Attention: General Counsel

and

Whitman Breed Abbott & Morgan, LLC  
100 Field Point Road  
Greenwich, Connecticut 06830  
Attention: Cyd Smith, Esq.

Note:

Until Tenant has opened the Demised Premises for business with the public, copies of any notices pertaining to construction matters shall also be given to Tenant's construction manager at the address indicated below.

Whole Foods Market, Inc.  
Attn: Michael Bashaw  
Michael Sweatt -  
Construction Managers

In consideration of the premises, the mutual covenants herein contained, and each act to be performed hereunder by the parties, Landlord and Tenant enter into the following lease agreement (the "Lease").

ARTICLE I. FUNDAMENTAL LEASE PROVISIONS.  
EXHIBITS AND MEMORANDUM OF LEASE

1.1 Fundamental Lease Provisions. Certain fundamental lease provisions (the "Fundamental Lease Provisions") are set forth below:

(a) Property Descriptions:

- (i) Demised Premises: The area identified on Exhibit A attached hereto, which area consists of approximately 54,727 square feet of Rentable Area (as defined in Section 5.3), a non-retail mezzanine, a loading dock and a receiving area.  
.....(See Sections 2.1 and 5.3)
  
- (ii) Shopping Center and Development: The Village of Rochester Hills, located at the northeast corner of Adams Road and Walton Boulevard in Rochester Hills, Michigan ("Shopping Center"). The Shopping Center is identified on Exhibit A attached hereto and Landlord's portion of the Shopping Center is more particularly described in Exhibit C attached hereto ("Development"). The Development does not include the property operated as a Parisian Department Store on the north boundary of the Development and shown on Exhibit A as "Parisian Property" ("Parisian Property")  
.....(See Section 1.2)
  
- (b) Parking: At least one thousand (1,000) parking spaces in the Development and at least one hundred eighty two (182) parking spaces in the No Build Area.  
.....(See Section 2.2)
  
- (c) Original Term: Twenty (20) Lease Years.  
.....(See Sections 3.1 and

- 3.5)
- (d) Extension Terms: Four (4) Extension Terms of Five (5) Lease Years each.  
 .....(See Sections 3.2 and 3.5)
- (e) Base Rent: During the first Five (5) Lease Years of the Demised Term the annual Base Rent shall equal \$22.00 multiplied by the Rentable Area of the Demised Premises (as defined in Section 5.3), and during the remainder of the Demised Term (including the Extension Terms), the Base Rent shall be adjusted in accordance with Section 4.2.  
 .....(See Sections 4.1, 4.2 and 5.3)

References appearing in this Section 1.1 designate some of the other places in the Lease where additional provisions applicable to the particular Fundamental Lease Provisions appear. Each reference in this Lease to any of the foregoing Fundamental Lease Provisions shall be construed to incorporate all of the terms provided for under such additional provisions, and the Fundamental Lease Provision shall be read in conjunction with all other provisions of this Lease applicable thereto. Unless the context otherwise requires, all terms contained in this Section shall have the same meaning when used in this Section as when they are used or defined elsewhere in this Lease.

1.2 Exhibits. The following exhibits are attached to and made a part of this Lease for all purposes:

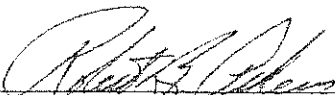
- (a) Exhibit A. Site Plan showing schematically the Demised Premises and the Development.  
 Exhibit A-1 Site Plan showing possible expansion of the Development.
- (b) Exhibit B. Intentionally Omitted.
- (c) Exhibit C. Legal Description of Development.
- (d) Exhibit D. Commencement and Termination Date Agreement.
- (e) Exhibit E. Intentionally Omitted.
- (f) Exhibit F. Tenant's Fixtures and Equipment.



LANDLORD:

MEADOWBROOK ASSOCIATES, LLC

By: MeadowBrook Properties, Inc., Managing  
Member

By:   
Name: Robert B. Aikens  
Title: Authorized Signer

TENANT:

WHOLE FOODS MARKET GROUP, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

LANDLORD:

MEADOWBROOK ASSOCIATES, LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

TENANT:

WHOLE FOODS MARKET GROUP, INC.

By: Patrick Bradley

Name: PATRICK BRADLEY

Title: PRESIDENT - MIDWEST REGION

CITY OF ROCHESTER HILLS

**B**uilding  
Department

Scott Cope, Director  
Building/Ordinance Services

DATE: February 6, 2008

TO: Jane Leslie

RE: Class C License Review

- 
- 6830 N. Rochester Rd (Peng Lai)
    - This project is still in the review process. No building permit has been issued as of 2/5/08. I would expect that all building department and code concerns will be addressed during the review, inspection and approval process. The space will not receive a Certificate of Occupancy until all code requirements are satisfied.
  
  - 2918 Walton Blvd (Whole Foods Market)
    - A demo permit has been issued for this project. The interior renovation plans are still in the review process. I would expect that all building department and code concerns will be addressed during the review, inspection and approval process. The space will not receive a Certificate of Occupancy until all code requirements are satisfied.
  
  - 370 N Adams (Mitchell Fish Market)
    - There are no outstanding issues at this location.

---

CITY OF ROCHESTER HILLS

DATE: February 6, 2008

**F**ire  
Department

TO: Jane Leslie

RE: Class C Transfer –  
2918 Walton  
Whole Foods Market

**Todd M. Gary, Captain/Fire Marshal**

---

Please be advised the Fire Department has no objections to the issuance of a Class C license to the tenant space at 2918 Walton Blvd.

If you should have any questions, please contact me.

TMG/lak

@@

CITY OF ROCHESTER HILLS

1000 Rochester Hills DR. Rochester Hills, MI 48309

WHOLE FOODS

DATE: 2/ 1/2008  
RECEIPT NO: 30011 DL  
DEPOSIT NO:

<u>G/L NUMBER</u>	<u>DESCRIPTION</u>	<u>PERMIT</u>	<u>AMOUNT</u>
101 451008	Lic. & Pmts.-Clerks Dept.		1,000.00
	TOTAL AMOUNT:	1,000.00	
	CASH AMOUNT:	.00	
	CHECK AMOUNT:	1,000.00	
	CREDIT CARD:	.00	
	DEBIT CARD:	.00	
	TOTAL RECEIVED:	1,000.00	
	CHANGE TENDERED:	.00	

CHECK #: 03982531

RECEIVED BY:      TREASURER/LEMANSK\$