

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 - State certification compliance
- Fingerprints
- Dance/Entertainment Agreement (if applicable)

CITY OF ROCHESTER HILLS

CLASS C LIQUOR LICENSE APPLICATION

Date: 1/27, ~~2009~~ 2010

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

Applicant's Name: Outback Steakhouse of Florida, LLC Phone No. 813-282-1225 (Carrie Chadbourne)
Address: 2202 N. Westshore Blvd., 5th Floor City Tampa ST Florida
Age: Citizenship: Date of Birth Birthplace:
If naturalized, year and place:

If a partnership, please complete the following:

Partner's Name: Phone No.
Address: City ST
Age: Citizenship: Date of Birth Birthplace:

If naturalized, year and place:

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

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

Page 2
Liquor License Application

Location of Proposed License: 1880 S. Rochester Rd.
Does applicant presently own the premises? No
If not, name of owner of premise: Eastpointe/Hamlin Associates, LLC
Legal Description of Property (Sidwell #) see attached
Length of time business has been in operation: 12 years

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

If convicted of felony, explain: _____

Has applicant previously applied for liquor license? NO Year requested:
Location of business: _____

Was liquor license granted: _____

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

What is the applicant's current business? Ownership and Operation of Outback Steakhouse restaurants nationally.

Length of time in named business? 2 years

List all uses in addition to sale of alcoholic beverages: Full service restaurant – casual dining.

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 No XX

Name and address of restaurant: See attached list of Michigan restaurants

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

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. Outback/Detroit-I, Limited Partnership had occasional violations – no violations at the Rochester Hills restaurant.

Proposed Liquor Establishment:	Existing Building	New Construction
Size of Site:		
Size of Building:	N/A - No change in current building or operations	
Size of Kitchen:		
Seating Capacity:		
Size of Dance Floor, if any:		
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: <u>N/A</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 _____ No _____	

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

Applicant will continue operations as an Outback Steakhouse. There will be no change in ownership operations or employees.

Describe the proposed full food menu: Menu attached.

Proposed menu attached: Yes XX No _____

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

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

Evidence of Financial Responsibility: N/A

Amount of Funds supplied by Principals: _____

Amount of Funds to be Financed: _____

Name of Financer/Phone Number: _____

Personal References/Phone Number:

Business References/Phone Number:

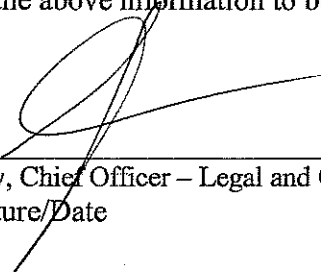
Has applicant completed a certified training program? Yes ___ No ___ ~~Current Licensee has~~
This Applicant will complete state approved
certification within 180 days of MLCC approval.
Have employees completed a certified training program? Yes ___ No ___

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), Outback Steakhouse of Florida, LLC 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.

By: 
Joseph Kadow, Chief Officer – Legal and Corporate Affairs
Applicant Signature/Date

11 27 2009 10
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.

OUTBACK STEAKHOUSE OF FLORIDA, LLC
LIST OF OFFICERS AND DIRECTORS

OFFICERS

A. William Allen, III	Chief Executive Officer
Dirk A. Montgomery	Chief Financial Officer
Joseph J. Kadow	Chief Officer- Legal and Corporate Affairs, Executive Vice President, and Secretary
Paul E. Avery	Chief Operating Officer

MANAGING MEMBER

OSI Restaurant Partners, LLC

OST 2332
Rochester Hills
Legal Desc. of Shopping Center

LIBER 30243 PAGE 461

Situated in the City of Rochester Hills, County of Oakland, State of MI

The West 150 feet of Outlot C, also the East 130 feet of the West 280 feet of Outlot B, also Outlot B, except the West 260 feet thereof, and The South 400 feet of Outlot C, Hamlin Place Farms, according to the plat thereof as recorded in Liber 15, page 34 of Plats, Oakland County Records. Said property also being described as: Part of Outlot B and part of Outlot C of Hamlin Place Farms Subdivision, (Liber 15 of Plats, page 34, Oakland County Records) being more particularly described as follows: Beginning at a point which is North 01 degrees 01 minutes 53 seconds East 30.00 feet along the East line of Section 22 and North 88 degrees 54 minutes 00 seconds West, 60.00 feet from the Southeast corner of Section 22; thence North 89 degrees 54 minutes 00 seconds West 453.80 feet along the South line of Outlot B; thence North 01 degrees 09 minutes 17 seconds East, 267.00 feet along the West line of Outlot B; thence continuing North 01 degrees 09 minutes 17 seconds East, 400.00 feet along the West line of Outlot C; thence South 89 degrees 08 minutes 21 seconds East, 444.40 feet; thence South 00 degrees 21 minutes 00 seconds East, 668.91 feet along the Westerly right of way line of Rochester Road (as now established) to the point of beginning.

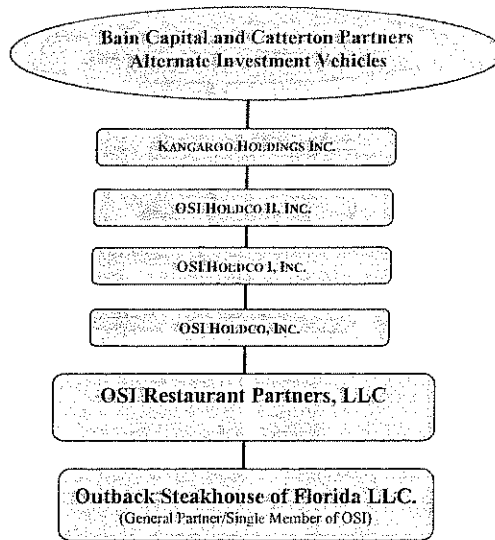
Parcel I.D. #: 15 22-451-030

Property Address: 90 W Hamlin

15034

CS

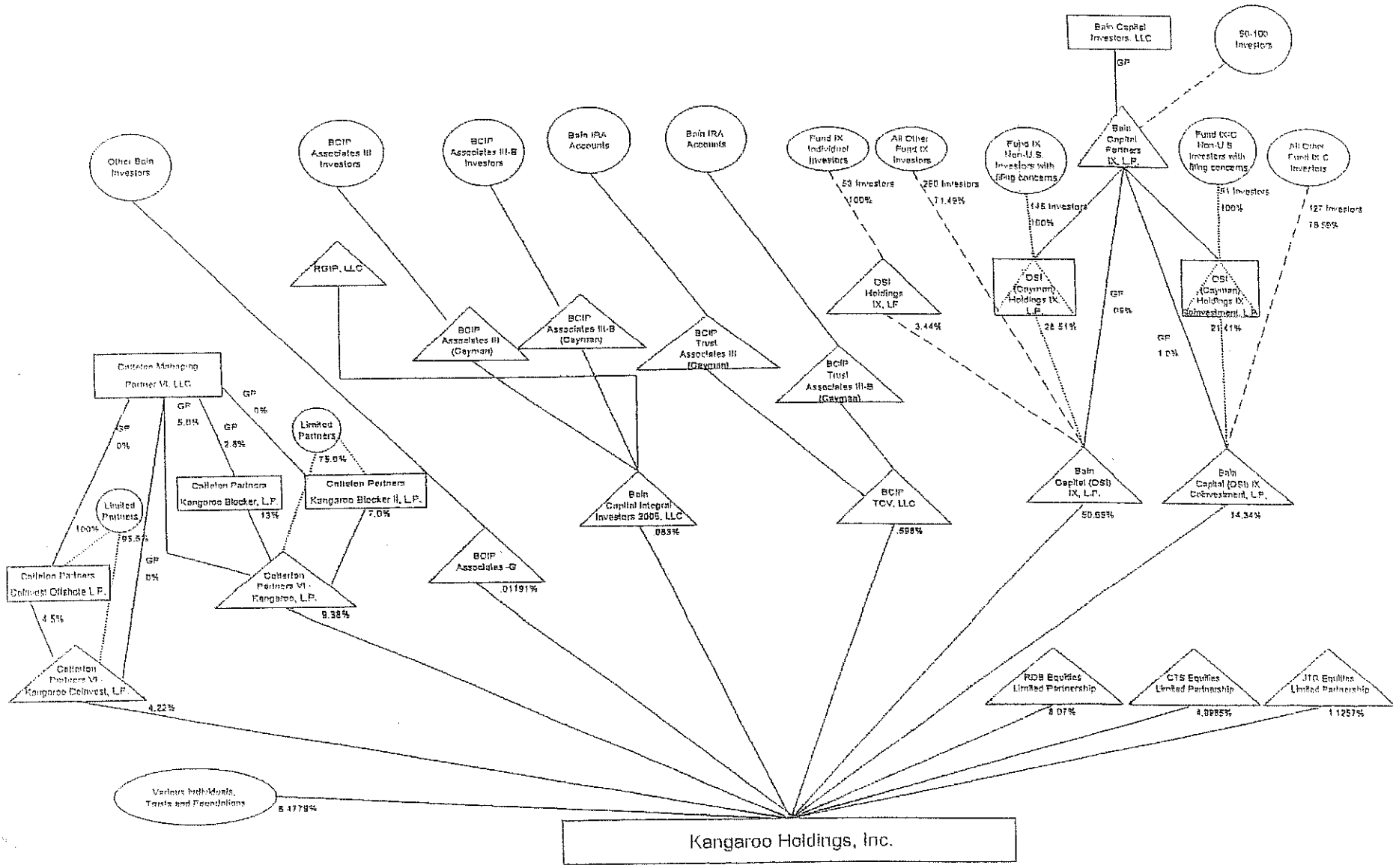
OUTBACK PRIVATIZATION / RESTRUCTURING – OUTBACK



Phase V

Asset Purchase making Outback Steakhouse of Florida, LLC a division of the single member of OSI Restaurant Partners, LLC

Kangaroo Structure



Aussie-Tizers* to Share

Bloomin' Onion*

A true Outback original. Our special onion is hand-carved by a dedicated bloomologist, cooked until golden and ready to dip into our spicy signature bloom sauce. 5.95

Alice Springs Chicken Quesadilla*

A bold twist on a classic. We stuff ours with the freshest grilled chicken breast, sautéed mushrooms, crispy bacon, melted cheeses and our honey mustard sauce. Regular 7.95 Small 4.95

Crab Stuffed Shrimp

Tender golden shrimp stuffed with succulent lump crab meat and drizzled with a light lemon butter sauce. 4.95

Kookaburra Wings*

Chicken wings tossed in a savory blend of secret spices and paired with our cool creamy Blue Cheese dressing and celery. Choose mild, medium or hot. 7.95

Aussie Cheese Fries

Aussie Fries topped with melted Monterey Jack, Cheddar, bits of fresh chopped bacon and served with a spicy ranch dressing. Regular 7.95 Small 5.95

Seared Ahi Tuna*

Sashimi-style Tuna rubbed in bold spices and seared rare. Served with creamy ginger-soy sauce and wasabi vinaigrette. Regular 7.95 Small 5.75

Gold Coast Coconut Shrimp

Shrimp dipped in beer batter, rolled in coconut and fried golden. Paired with our own Creole marmalade. 7.95

Bushman 'Shrooms

Lightly battered and fried mushrooms, served with spicy ranch dressing. 6.50

Soups & Salads

Walkabout Soup* of the Day

Today's fresh made soup. Bowl 3.95 Cup 2.95

Classic Roasted Filet Wedge Salad*

(Roasted Filet based on availability)
Tender sliced roasted filet with a cool, crisp wedge of fresh Iceberg lettuce, Blue Cheese dressing, grape tomatoes, red onions, bacon and Blue Cheese crumbles, drizzled with a sweet balsamic glaze. 11.95

Chicken or Shrimp Caesar Salad

Crisp romaine with freshly made croutons and a choice of Grilled Chicken or Shrimp on the Barbie. 10.95

Queensland Salad

Fresh chicken salad on a bed of mixed greens with Monterey Jack and Cheddar, bacon, diced egg, tomatoes, toasted almonds and croutons. 10.95

= New Creation

*Cooked to order. Consuming raw or undercooked meats or seafood may increase your risk of foodborne illness, especially if you have a medical condition.

Outback Favorites

Add a cup of Walkabout Soup or one of our Signature Side Salads. 2.50

Alice Springs Chicken*

Chicken breast flame-grilled and topped with sautéed mushrooms, crisp strips of bacon, melted Monterey Jack and Cheddar and finished with our honey mustard sauce. Served with Aussie Fries. 13.95

Baby Back Ribs

These fall-off-the-bone ribs are exactly the way ribs should be. Succulent and saucy, each rack is smoked, grilled to perfection and brushed in a tangy BBQ sauce. Served with Aussie Fries. Full order 15.95 1/2 order 11.95

Grilled Chicken on the Barbie

Seasoned and grilled chicken breast with our signature BBQ sauce and served with fresh seasonal veggies. 10.95

No Rules Parmesan Pasta

Fettuccine noodles tossed in a creamy Parmesan cheese sauce. 10.50
Up the flavor with the addition of grilled shrimp, scallops or chicken breast, or choose two. 14.50

New Zealand Rack of Lamb*

A rack of tasty New Zealand lamb (cooked to order) with a rich Cabernet wine sauce. Served with garlic mashed potatoes and fresh seasonal veggies. 17.95

Roasted Filet with Port Wine Sauce*

(based on availability)
Seared, slow-roasted and sliced filet drizzled with a delicious port wine mushroom sauce. Served with garlic mashed potatoes and fresh seasonal veggies. 14.95

Savory Pepper Mill NY Strip*

Thick slices of New York Strip steak (cooked to order) encrusted with cracked black pepper and topped with a savory brandy cream sauce. Served atop golden potato wedges. 13.95

Sweet Glazed Roasted Pork Tenderloin*

(based on availability)
Prepare to be impressed! Sliced slow-roasted pork tenderloin drizzled with a sweet tangy glaze. Served with garlic mashed potatoes and fresh steamed French green beans. 10.95

Signature Steaks

Outback steaks are truly special. Before each juicy, delicious steak is delivered to you, it is hand-selected, aged just right and hand-trimmed. Then it is expertly seasoned and seared and cooked to order over a red hot grill to seal in its bold flavor.

Choose your cut and two freshly made sides.

Outback Special*

Our signature sirloin is seasoned with bold spices and seared just right. 6 oz. 9.95 8 oz. 12.95 11 oz. 15.95
For an indulgent steak experience, add the Lobster & Mushroom Topping for 3.95

Victoria's Filet*

The most tender and juicy thick cut filet. 7 oz. 18.95 9 oz. 21.95
For maximum flavor, add a Blue Cheese or horseradish crumb crust for .95

Ribeye*

This is the steak lover's steak. Well-marbled, juicy and savory. 12 oz. 17.95

Teriyaki Marinated Sirloin*

A sirloin marinated, seasoned, and chargrilled, then finished with a teriyaki glaze. 8 oz. 12.95

New York Strip*

Our acclaimed strip steak is seasoned to perfection for the ultimate full flavor steak experience. 14 oz. 20.50

The Melbourne*

As big as the name implies, this porterhouse is like two steaks in one - a flavorful strip and filet tenderloin together, seared for a juicy taste. 18 oz. 23.95

Prime Rib* (based on availability)

Tender and juicy, our aged prime rib is slow-roasted to capture the full flavors of this classic. Hand-carved to order and served with traditional au jus. 8 oz. 14.50 12 oz. 16.95 16 oz. 19.50

Add On Mates

For even more flavor, add one of these to your favorite entrée:
Lobster & Mushroom Topping 3.95 Crab Stuffed Shrimp 4.95
Sautéed Mushrooms 1.95 Grilled Scallops 4.95
1/2 lb. Alaskan King Crab 9.95

*Cooked to order. Consuming raw or undercooked meats or seafood may increase your risk of foodborne illness, especially if you have a medical condition.

Irresistible Desserts

We only serve Blue Bell® ice cream because it's rich, creamy and made the old fashioned way.

Y Sweet Adventure Sampler Trio™

Can't decide? Sample three of our most popular desserts, Chocolate Thunder from Down Under™ with pecan brownie, Nutter Butter® Peanut Butter Pie and Classic Cheesecake. 7.95
Or choose one individual dessert sampler portion for 2.95

Chocolate Thunder From Down Under™

An extra generous pecan brownie is crowned with rich vanilla ice cream, drizzled with our classic warm chocolate sauce and finished with chocolate shavings and whipped cream. A chocolate lover's dream. 5.75

Y Nutter Butter® Peanut Butter Pie

Creamy peanut butter pie served with chocolate sauce, chocolate shavings and whipped cream. 4.95

Sydney's Sinful Sundae*

Creamy vanilla ice cream rolled in toasted coconut and topped with chocolate sauce, whipped cream and a fresh strawberry. 4.25

Classic Cheesecake

New York-style cheesecake served with a choice of raspberry or chocolate sauce. 2.95

*Cooked to order. Consuming raw or undercooked meats or seafood may increase your risk of foodborne illness, especially if you have a medical condition.

CLICK & PICK UP
OUTBACK.COM



Just call up or place your order online with our Online Ordering. No worries, we'll bring your order right to your car.

Every day we start fresh. We chop, slice and stir our way to freshly made soups, sauces, sides and dressings. Since day one we've sought out the best ingredients to create the great tasting, bold flavors you crave.



OUTBACK STEAKHOUSE RESTAURANTS

1. 42871 Ford Road
Canton, MI 48187
(Canton Township)
Class C-SS 6/92 to Present
2. 6203 Orchard Lake Road
West Bloomfield, MI 48322
(West Bloomfield Township)
Class C-SS 11/92 to Present
3. 45170 Schoenherr
Shelby, MI 48315
(Shelby Township)
Class C-SS 12/92 to Present
4. 15765 Eureka
Southgate, MI 48195
Resort Class C(N/T)-SS-ODS 2/94 to Present
5. 707 Brookside
Lansing, MI 48917
(Delta Township)
Resort Class C-SS-ODS 12/93 to Present
6. 3650 28th Street S.E.
Kentwood, MI 49502
Resort Class C(N/T)-SS 4/94 to Present
7. 3173 Oak Valley Drive
Ann Arbor, MI 48103
(Pittsfield Township)
Class C-SS 8/94 to Present
8. 28850 Gratiot
Roseville, MI 48066
Class C-SS-ODS 12/94 to Present
9. 29441 Five Mile Road
Livonia, MI 48154
Class C-SS 1/95 to Present
10. 2468 Tittabawasee Road
Saginaw, MI 48604
(Saginaw Twp.)
Resort Class C(N/T)-SS 9/95 to Present
11. 1515 W. Fourteen Mile
Madison Heights, MI 48071
Class C-SS 12/95 to Present

- | | | |
|-----|---|------------------|
| 12. | 1501 Boardman
Jackson, MI 49201
(Blackman Township)
Class C-SS | 9/96 to Present |
| 13. | 4320 Westnedge
Kalamazoo, MI 49006
Class C-SS | 12/96 to Present |
| 14. | 3495 Alpine N.W.
Walker, MI 49504
Class C-SS | 6/97 to Present |
| 15. | 6435 Dixie Highway
Clarkston, MI 48346
(Independence Township)
Resort Class C-SS | 9/97 to Present |
| 16. | G 4270 Miller Road
Flint, MI 48507
(Flint Township)
Class C-SS | 9/97 to Present |
| 17. | 7873 Conference Center
Brighton, MI 48116
(Genoa Township)
Class C-SS ODS | 3/98 to Present |
| 18. | 3501 Market Place Circle
Traverse City, MI 49684
Class C-SS-OP (Food) | to Present |
| 19. | 27953 23 Mile Road
Chesterfield Twp., MI 48051
Class C-SS-OP (Food) | 9/00 to Present |
| 20. | 3333 SW Century Center
Grandville, MI 49418
Resort Class C-OP (Food) | 10/1 to Present |
| 21. | Unit 8, Westmarket Square
Novi, MI
Class C-SS-OP (Food) | 2/02 to Present |
| 22. | 1880 S. Rochester Rd.
Rochester Hills, MI
Class C-SS-OP (Food) | 12/03 to Present |
| 23. | 4880 Marsh
Okemos (Meridian Township) MI 48864
Class C-SS-OP (Food) SDM | 06/06 to Present |

* Blmfield.05258.12921.276139-1

CITY OF ROCHESTER HILLS

DATE: March 19, 2007

Fire
Department

TO: Jane Leslie

RE: Outback Steakhouse
1880 S. Rochester

Todd M. Gary, Ext 2702

Please be advised the fire department has no objections to the transfer of the Class C license.

If you have any questions, please feel free to contact me.

From: Cathy Zimmer
Sent: Monday, March 29, 2010 8:04 AM
To: Jane Leslie
Subject: Outback Steakhouse

They have passed their liquor inspections! I'll keep you advised on any others.

Cathy Zimmer
Building Department Secretary

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) 815-5000
F. (248) 816-5115
www.cebblaw.com

Lansing, Michigan
6017 West St. Joe Hwy., Suite 202
Lansing, Michigan 48917
P. (517) 321-4617
F. (517) 321-4642
Northern Michigan
213 East Main St., 2nd Floor
Gaylord, Michigan 49735
P. (989) 688-5946
F. (989) 688-5301

February 15, 2010

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

Re: Applicant: Outback Steakhouse of Florida, LLC
Location: 1880 S. Rochester Road, Rochester Hills, MI 48307
MLCC RID: 526036
Michigan Liquor Control Commission Approval Resolution

Dear Clerk Leslie:

This firm represents OSI Restaurant Partners, LLC ("OSI") and the above referenced Applicant in connection with their liquor license matters in the State of Michigan.

Enclosed please find your Application for transfer of liquor license and a check in the amount of \$1,000 in payment of your application fee. You should have received the required approval resolution from the Michigan Liquor Control Commission ("MLCC"). If you have not received it, please contact me immediately.

This letter will provide a brief background of the facts surrounding this request.

The parent company, OSI, was a publicly traded corporation and each restaurant concept in Michigan was licensed as a limited partnership. In October 2007, OSI underwent a "going private" transaction whereby OSI was beneficially acquired by large, privately held capital investment funds (designated as Bain Capital and Catterton Partners Alternate Investment Vehicles) ("Transaction"). This Transaction, and the subsequent reorganization to effectuate the transfer of the ownership, including the transfer of the liquor license from the limited partnership to the Applicant, does not affect the overall operations of each restaurant that was part of the transfer.

The capitalization involved was approximately \$3.4 billion dollars. The Michigan restaurants comprised only 3% of the total restaurants being transferred.

The menu, employees, service, building and operations of the restaurant have not changed as a result of the Transaction.

Clerk J. Leslie
February 15, 2010
Page 2

The Transaction is a transfer for MLCC purposes and we are working with the MLCC to complete their investigation. However, because it is a transfer, your local approval is also required.

The MLCC has assigned Novi as the "Master" police department to undertake the police investigation of the Transaction. This Master police investigation was established by the MLCC to avoid duplicative efforts by each of the communities where an OSI concept restaurant operates. Therefore, your police department has not been requested to do an investigation of the Transaction, only of the local establishment.

Please place the matter on your Agenda for approval at your earliest opportunity. Should you or any official require additional information or have any questions, please feel free to contact me.

Very truly yours,

CARLIN, EDWARDS, BROWN & HOWE, PLLC

A handwritten signature in black ink, appearing to read 'Scott Edwards', with a horizontal line extending to the right.

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

Enclosures

09-0562 : 13024



Michigan Department of Energy, 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 # 526036

Business ID # 221193

LOCAL APPROVAL NOTICE

[Authorized by MCL 436.1501]

January 15, 2010

TO: Rochester Hills City Council
Attn: Clerk
1000 Rochester Hills Drive
Rochester Hills, MI 48309-3033

APPLICANT: Outback Steakhouse of Florida, LLC (A Florida Limited Liability Company)

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

OSI Restaurant Partners, LLC, 2202 N West Shore Blvd., 5th Floor, Tampa, FL 33607, B(813) 282-1225
Contact: Scott D. Edwards, 2855 Coolidge Highway, Suite 203, Troy, MI 48084, B(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 2009 Class C Licensed Business, located at 1880 S Rochester, Rochester Hills, MI 48307, Oakland County, from Outback/Detroit-I, Limited Partnership (A Florida Limited Partnership) to Outback Steakhouse of Florida, LLC (A Florida Limited Liability Company). (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)