

ORIGINAL ALCOHOL BEVERAGE LICENSE APPLICATION

Submit to municipal clerk.

For the license period beginning July 1 20 08 ;
ending June 30 20 09

TO THE GOVERNING BODY of the: Town of } Madison
 Village of }
 City of }

County of Dane Aldermanic Dist No. 9 (if required by ordinance)

- 1 The named INDIVIDUAL PARTNERSHIP LIMITED LIABILITY COMPANY
 CORPORATION/NONPROFIT ORGANIZATION

hereby makes application for the alcohol beverage license(s) checked above

- 2 Name (individual/partners give last name, first, middle; corporations/limited liability companies give registered name): Out Nightclub, Inc.

An "Auxiliary Questionnaire," Form AT-103, must be completed and attached to this application by each individual applicant, by each member of a partnership, and by each officer, director and agent of a corporation or nonprofit organization, and by each member/manager and agent of a limited liability company. List the name, title, and place of residence of each person.

| Title | Name | Home Address | Post Office & Zip Code |
|-----------------------|--|--|------------------------|
| President/Member | <u>President Bruce M. DeWall</u> | <u>301 Harbour Town Dr. #324 Madison 53717</u> | |
| Vice President/Member | <u>Vice President Kristin L. Mortensen</u> | <u>2690 Norwich St. Fitchburg 53711</u> | |
| Secretary/Member | <u>Secretary Megan P. Lockard</u> | <u>2690 Norwich St. Fitchburg 53711</u> | |
| Treasurer/Member | | | |
| Agent | <u>Bruce M. DeWall</u> | | |

Directors/Managers

- 3 Trade Name XO^a Business Phone Number 608-213-5475
4 Address of Premises 1262 John O. Hammons Dr Post Office & Zip Code Madison 53717

- 5 Is individual, partners or agent of corporation/limited liability company subject to completion of the responsible beverage server training course for this license period? Yes No
- 6 Is the applicant an employe or agent of, or acting on behalf of anyone except the named applicant? Yes No
- 7 Does any other alcohol beverage retail licensee or wholesale permittee have any interest in or control of this business? Yes No
- 8 (a) **Corporate/limited liability company applicants only:** Insert state WI and date 12/06 of registration
(b) Is applicant corporation/limited liability company a subsidiary of any other corporation or limited liability company? Yes No
(c) Does the corporation, or any officer, director, stockholder or agent or limited liability company, or any member/manager or agent hold any interest in any other alcohol beverage license or permit in Wisconsin? Yes No
- (NOTE: All applicants explain fully on reverse side of this form every YES answer in sections 5, 6, 7 and 8 above)

9 Premises description: Describe building or buildings where alcohol beverages are to be sold and stored. The applicant must include all rooms including living quarters, if used, for the sales, service, and/or storage of alcohol beverages and records (Alcohol beverages may be sold and stored only on the premises described) 1 story building with exterior patio

- 10 Legal description (omit if street address is given above):
- 11 (a) Was this premises licensed for the sale of liquor or beer during the past license year? Yes No
(b) If yes, under what name was license issued? Houlihans
- 12 Does the applicant understand they must file a Special Occupational Tax return (TTB form 5630.5) before beginning business? [phone 1-800-937-8864] Yes No
- 13 Does the applicant understand a Wisconsin Seller's Permit must be applied for and issued in the same name as that shown in Section 2, above? [phone (608) 266-2776] Yes No
- 14 Is the applicant indebted to any wholesaler beyond 15 days for beer or 30 days for liquor? Yes No

READ CAREFULLY BEFORE SIGNING: Under penalty provided by law, the applicant states that each of the above questions has been truthfully answered to the best of the knowledge of the signers. Signers agree to operate this business according to law and that the rights and responsibilities conferred by the license(s), if granted, will not be assigned to another (Individual applicants and each member of a partnership applicant must sign; corporate officer(s), members/managers of Limited Liability Companies must sign) Any lack of access to any portion of a licensed premises during inspection will be deemed a refusal to permit inspection. Such refusal is a misdemeanor and grounds for revocation of this license.

SUBSCRIBED AND SWORN TO BEFORE ME

this 27th day of OCTOBER, 20 08

Robert Carpenter
(Clerk/Notary Public)

My commission expires 8-26-2012

Bruce M DeWall
(Officer of Corporation/Member/Manager of Limited Liability Company /Partner/Individual)

Kristin L Mortensen
(Officer of Corporation/Member/Manager of Limited Liability Company /Partner)

Megan P Lockard
(Additional Partner(s)/Member/Manager of Limited Liability Company if Any)

TO BE COMPLETED BY CLERK

| | | | |
|--|--------------------------------|------------------------------------|-----------------------------------|
| Date received and filed with municipal clerk <u>10-27-08</u> | Date reported to council/board | Date provisional license issued | Signature of Clerk / Deputy Clerk |
| Date license granted | Date license issued | License number issued <u>84262</u> | |

| Applicant's Wisconsin Seller's Permit Number: <u>004-003194123-01</u> | |
|---|-----------------|
| Federal Employer Identification Number (FEIN): <u>87-0792244</u> | |
| LICENSE REQUESTED ▶ | |
| TYPE | FEE |
| <input type="checkbox"/> Class A beer | \$ |
| <input checked="" type="checkbox"/> Class B beer | \$ |
| <input type="checkbox"/> Wholesale beer | \$ |
| <input type="checkbox"/> Class C wine | \$ |
| <input type="checkbox"/> Class A liquor | \$ |
| <input checked="" type="checkbox"/> Class B liquor | \$ |
| <input type="checkbox"/> Reserve Class B liquor | \$ |
| Publication fee | \$ 20.00 |
| TOTAL FEE | \$ 20.00 |

City of Madison Supplemental Class B License Application

| | | |
|--|---|--|
| <input checked="" type="checkbox"/> Seller's Permit Number <input checked="" type="checkbox"/> Federal Employer Identification Number <input checked="" type="checkbox"/> Notarized Original Application Form <input checked="" type="checkbox"/> Notarized Supplemental Form | <input checked="" type="checkbox"/> Description of Licensed Premise <input checked="" type="checkbox"/> *Notarized Appointment of Agent <input checked="" type="checkbox"/> Background Investigation Form(s) <input checked="" type="checkbox"/> Notarized Transfer of Ownership <input checked="" type="checkbox"/> *Articles of Incorporation | <input checked="" type="checkbox"/> Floor Plans <input checked="" type="checkbox"/> Lease <input checked="" type="checkbox"/> Sample Menu <input checked="" type="checkbox"/> Business Plan * Corporation/LLC only |
|--|---|--|

1. Name of Applicant/Partner/Corporation/LLC Out Nightclub, Inc.
2. Address of Licensed Premise 1262 John A Hammons Dr. Madison 53717
3. Telephone Number: (608) 213-5475 4. Anticipated opening date: 12/08
5. Mailing address if not opening immediately _____
6. Have you contacted the Alderperson, Police Department District Captain, Alcohol Policy Coordinator, and the neighborhood association representative for the area in which you intend to locate? Yes No
7. Are there any special conditions desired by the neighborhood? Yes No
 Explain. No neighborhood assoc. in that area
8. Business Description, including hours of operation: 11am to bar close M-Sat, 10am-4pm Sundays; nightclub, restaurant, lounge, bar.
9. Do you plan to have live entertainment? No Yes—What kind? D. Variety shows, comedians, live musicians.
10. Detailed written description of building, including overall dimensions, seating arrangements, capacity, bar size and all areas where alcohol beverages are to be sold and stored. **The licensed premise described below shall not be expanded or changed without the approval of the Common Council.**
9515 sq ft on one level including outdoor seating on patio. Tables, booths, & bar stools + lounge furniture (couches, chairs, etc). Capacity = 380 Bar 16 ft sq. Coolers @ bar & @ rear of building to store.
11. Are any living quarters directly or indirectly accessible and under control of the applicant? Yes No
 Please note that alcohol may be sold and stored only on the licensed premise, not in living quarters.
12. Describe existing parking and how parking lot is to be monitored. 206 stalls located on premises, lighted, patrolled by security staff.
13. Describe your management experience, staffing levels, duties and employee training.
ownership includes 3 partners: Bruce - background in inventory control, staff management, operations management; Kristy - background in HR & PR, food service industry, staff management
14. Identify the registered agent for your Corporation or LLC. This is your corporation's agent for service of process, notice or demand required or permitted by law to be served on the corporation.
Bruce M. DeWall 301 Harbour Town Dr #324 Madison 53717
 Name Address

megan- background in security & inventory control; 2 key managers include: Dave Hollenback - exec chef/restaurant & bar manager; Brian Ponce - entertainment & promotions director w/ Lexi Ravyn Productions. ↳ kitchen positions (incl. Dave) - full time. ↳ server positions - part time. 2 host/hostess positions - part time. Lounge/night club: 7 bartender positions - part time, 2 barback positions - part time, 1 bar manager - full time, 1 DJ position - part time, 10 security positions - part time, 1 security director - full time

15. Utilizing your market research, who would you project your target market to be?
LGBT & other open-minded community members

16. What age range would you hope to attract to your establishment? 21-55+

17. Describe how you plan to advertise/promote your business. What products will you be advertising?
flyers, internet, word-of-mouth, radio, news media.
Food, entertainment, drinks

18. Are you operating under a lease or franchise agreement? Yes (attach a copy) No

19. Owner of building where establishment is located: Capitol Cuisine, LLC
Address of Owner: PO Box 44507 Madison 53744-0507 Phone Number 608-287-6267

20. Private organizations (clubs): Do your membership policies contain any requirement of "Invidious" (likely to give offense) discrimination in regard to race, creed, color, or national origin? Yes No

21. List the Directors of your Corporation/LLC

| | |
|----------------------------|---|
| <u>Bruce M. DeWali</u> | <u>301 Harbour Town Dr #324 Madison 53717</u> |
| Name | Address |
| <u>Kristy L. Mortensen</u> | <u>2690 Norwich St. Fitchburg 53711</u> |
| Name | Address |
| <u>Megan P. Lockard</u> | <u>2690 Norwich St. Fitchburg 53711</u> |
| Name | Address |

22. List the Stockholders of your Corporation/LLC

| | | |
|----------------------------|---------------------------------|----------------|
| <u>Bruce M. DeWali</u> | <u>301 Harbour Town Dr #324</u> | <u>70</u> |
| Name | Address | % of Ownership |
| <u>Kristy L. Mortensen</u> | <u>2690 Norwich St.</u> | <u>15</u> |
| Name | Address | % of Ownership |
| <u>Megan P. Lockard</u> | <u>2690 Norwich St.</u> | <u>15</u> |
| Name | Address | % of Ownership |

23. What type of establishment are you? (Check all that apply) Tavern Nightclub Restaurant
Other Please Explain _____

24. What type of food will you be serving, if any? American Contemporary
Breakfast Lunch Dinner

25. Please submit a sample menu with your application, if possible. What might eventually be included on your operational menu when you open? Appetizers Salads Soups Sandwiches Entrees
Desserts Pizza Full Dinners

26. During what hours of your operation do you plan to serve food? 10AM - close Sun
11AM - close m-Sat.

27. What hours, if any, will food service not be available? N/A.
28. Indicate any other product/service offered. live entertainment, merchandise
29. Will your establishment have a kitchen manager? Yes No
30. Will you have a kitchen support staff? Yes No
31. How many wait staff do you anticipate will be employed at your establishment? 10
During what hours do you anticipate they will be on duty? 10AM-close
32. Do you plan to have hosts or hostesses seating customers? Yes No
33. Do your plans call for a full-service bar? Yes No
If yes, how many bar stools do you anticipate having at your bar? 20
How many bartenders do you anticipate you would have working at one time on a busy night? 3
34. Will there be a kitchen facility separate from the bar? Yes No
35. Will there be a separate and specific area for eating only? Yes No
If yes, what will be the seating capacity for that area? 204
36. What type of cooking equipment will you have? Stove Oven Fryers Grill Microwave
37. Will you have a walk-in cooler and/or freezer dedicated solely to the storage of food products? Yes No
38. What percentage of your overall payroll do you anticipate will be devoted to food operation salaries?
70%
39. If your business plan includes an advertising budget, what percentage of your advertising budget do you anticipate will be related to food? 55
What percentage of your advertising budget do you anticipate will be drink related? 45
40. Are you currently, or do you plan to become, a member of the Madison—Dane County Tavern League or the Tavern League of Wisconsin? Yes No
41. Are you currently, or do you plan to become, a member of the Wisconsin Restaurant Association or the National Restaurant Association? Yes No

42. What is your estimated capacity? 380 (300 in, ~~80~~ out)
split in 2 areas

43. Pursuant to Chapter 23 of the Madison General Ordinances, all restaurants and taverns serving alcohol beverages shall substantiate their gross receipts for food and alcohol beverage sales broken down by percentage. For new establishments, the percentage will be an estimate.

| | |
|--|-------------|
| Gross Receipts from Alcoholic Beverages | 44 % |
| Gross Receipts from Food and Non-Alcoholic Beverages | 55 % |
| Gross Receipts from Other | 1 % |
| Total Gross Receipts | 100% |

44. Do you have written records to document the percentages shown? Yes No
You may be required to submit documentation verifying the percentages you've indicated.

Read carefully before signing: Under penalty provided by law, the applicant states that the above information has been truthfully completed to the best of the knowledge of the signer. Signer agrees to operate this business according to law and that the rights and responsibilities conferred by the license(s), if granted will not be assigned to another. Any lack of access to any portion of a licensed premise during inspection will be deemed a refusal to permit inspection. Such refusal is a misdemeanor and grounds for revocation of this license.

Subscribed and Sworn to before me:

this 27th day of OCTOBER, 2008

R. M. Garent
(Clerk/Notary Public)

Bruce M. Sewall
(Officer of Corporation/Member of LLC/Partner/Individual)

My commission expires 8-26-2012

Appointment of New Liquor/Beer Agent

To be completed by Corporate Officer or Member of LLC

I, Kirsty Mortensen officer/member for Out Nightclub, Inc
(Corporation/LLC), doing business as _____, authorize and appoint
Bruce DeWall (Name) as the liquor/beer agent for the premise
located at 242 John Q. Hammors Dr.

Subscribed and sworn to before me this

27 Day of OCT, 2008



Notary Public, Dane County, Wisconsin

My Commission Expires 5-6-2012


Signature of Officer/Member

To be completed by appointed Liquor/Beer Agent

I, Bruce DeWall, appointed liquor/beer agent for
Out Nightclub, Inc. (name of Corporation or LLC), being first duly sworn
say I have vested in me, by properly authorized and executed written delegation, full authority
and control of the premise described in the license of such corporation or limited liability
company, and I am involved in the actual conduct of the business as an employee, or have a
direct financial interest in the business of the licensee, therein relating to the intoxicating
liquor/fermented malt beverage. The interest I have in the business is 70 %.

Subscribed and sworn to before me this

27th Day of OCTOBER, 2008



Notary Public, Dane County, Wisconsin

My Commission Expires 8-26-2012


Signature of Agent

The appointed Liquor/Beer Agent must complete the other side of this form.

Transfer of Ownership

(letter to surrender previous license)

To be filed with the City Clerk at the time a new application is submitted for a change of ownership for any liquor and/or beer establishment.

The Class B license for the premise located at
1262 JOHN Q. HAMMONS DR. will be relinquished upon the
approval of the application and the issuance of the same type of license for the same
premises to BRUCE M. DEWALL

There have been no convictions for violations during the current license year, nor are there any pending violations against the present licensee except as follows:

Alfred Teuscher
Signature of Present License Holder

10/21/08
Date

ALFRED TEUSCHER, (OWNER)
W I HOUFF, LLC
DBA - HOUFFMAN'S (MADISON)
(NOW CLOSED OPERATIONS)

Payment of Taxes on Liquor/Beer License Transfer

I, BRUCE M. DEWALL, PRESIDENT, applicant for
Name Title

a liquor and/or beer license for the premise located at 1262 JOHN Q. HAMMONS, have
Address

read the provisions in the attached copy of Madison General Ordinance Section 9.01, and understand that payment of all personal property taxes, special assessments, room taxes, forfeitures and judgments must be paid before the Office of the City Clerk can issue said license

Bruce M Dewall

Signature of Applicant

10/24/08

Date

Subscribed and sworn to before me this
24th day of OCTOBER, 2008

Robert H Carpenter
Notary Public, Dane County, State of Wisconsin

My Commission Expires 8-26-2012

STATE OF WISCONSIN
06 DEC 21 PM 3:21

ARTICLES OF INCORPORATION
OF
OUT NIGHTCLUB, INC.

The undersigned incorporator hereby adopts the following articles of incorporation for the purpose of forming a corporation (the "corporation") under the Wisconsin Business Corporation Law, Ch. 180, Stats.

ARTICLE 1
Name

The name of the corporation is Out Nightclub, Inc.

ARTICLE 2
Authorized Shares

The aggregate number of shares that the corporation shall have the authority to issue is 25,000. The corporation's authorized shares shall consist of one class only and shall be designated as common stock ("common stock"). Common stock shall have no par or stated value.

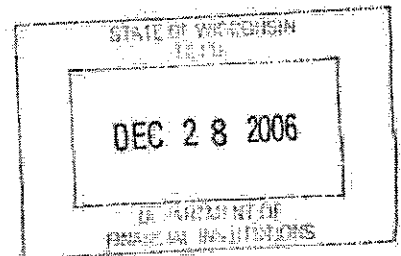
ARTICLE 3
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 6301 Harbour Town Dr. #324, Madison, WI 53717. The name of the corporation's initial registered agent at this address is Bruce M. DeWall.

ARTICLE 4
Incorporator

The name and address of the incorporator of the corporation is:

Attorney Michael R. Luttig
6401 Odana Road
Madison, WI 53719



ARTICLE 5
Preemptive Rights

The corporation elects to have preemptive rights.

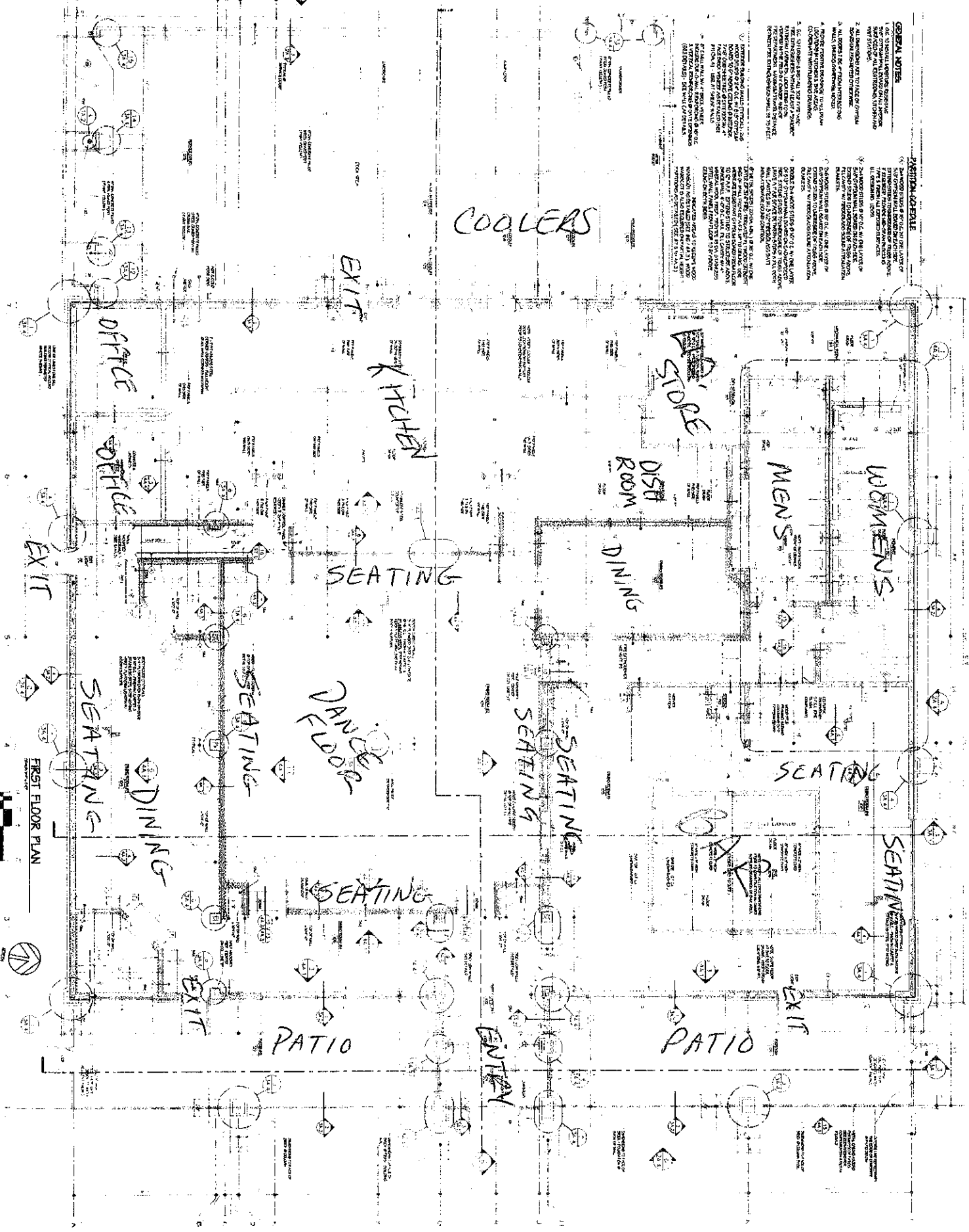
Dated: December 21, 2006


Michael R. Luttig, Incorporator

This document was drafted by and upon filing should be returned to:
Attorney Michael R. Luttig
6401 Odana Road
Madison, WI 53719

WI - DFI CORP
FILE ID# ➔

0023846



GENERAL NOTES

1. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE NATIONAL BUILDING CODES AND ALL APPLICABLE LOCAL ORDINANCES.
2. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE NATIONAL ELECTRICAL CODE AND ALL APPLICABLE LOCAL ORDINANCES.
3. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE NATIONAL MECHANICAL CODE AND ALL APPLICABLE LOCAL ORDINANCES.
4. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE NATIONAL PLUMBING CODE AND ALL APPLICABLE LOCAL ORDINANCES.
5. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE NATIONAL FIRE PROTECTION ASSOCIATION (NFPA) HAZARDOUS MATERIALS HANDBOOK AND ALL APPLICABLE LOCAL ORDINANCES.
6. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE NATIONAL SAFETY CODE AND ALL APPLICABLE LOCAL ORDINANCES.
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FIRST FLOOR PLAN

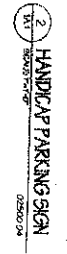
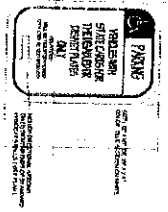
HOULTHAN'S

PLANNING ASSOCIATES, INC.
 ARCHITECTURE/CONSTRUCTION DESIGN/BUILD
 8025 EXCELSIOR DRIVE, MADISON, WI 53717-1900
 PHONE (808) 838-3065 FAX (808) 838-6918



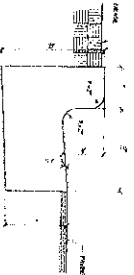
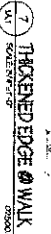
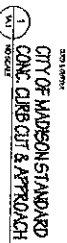
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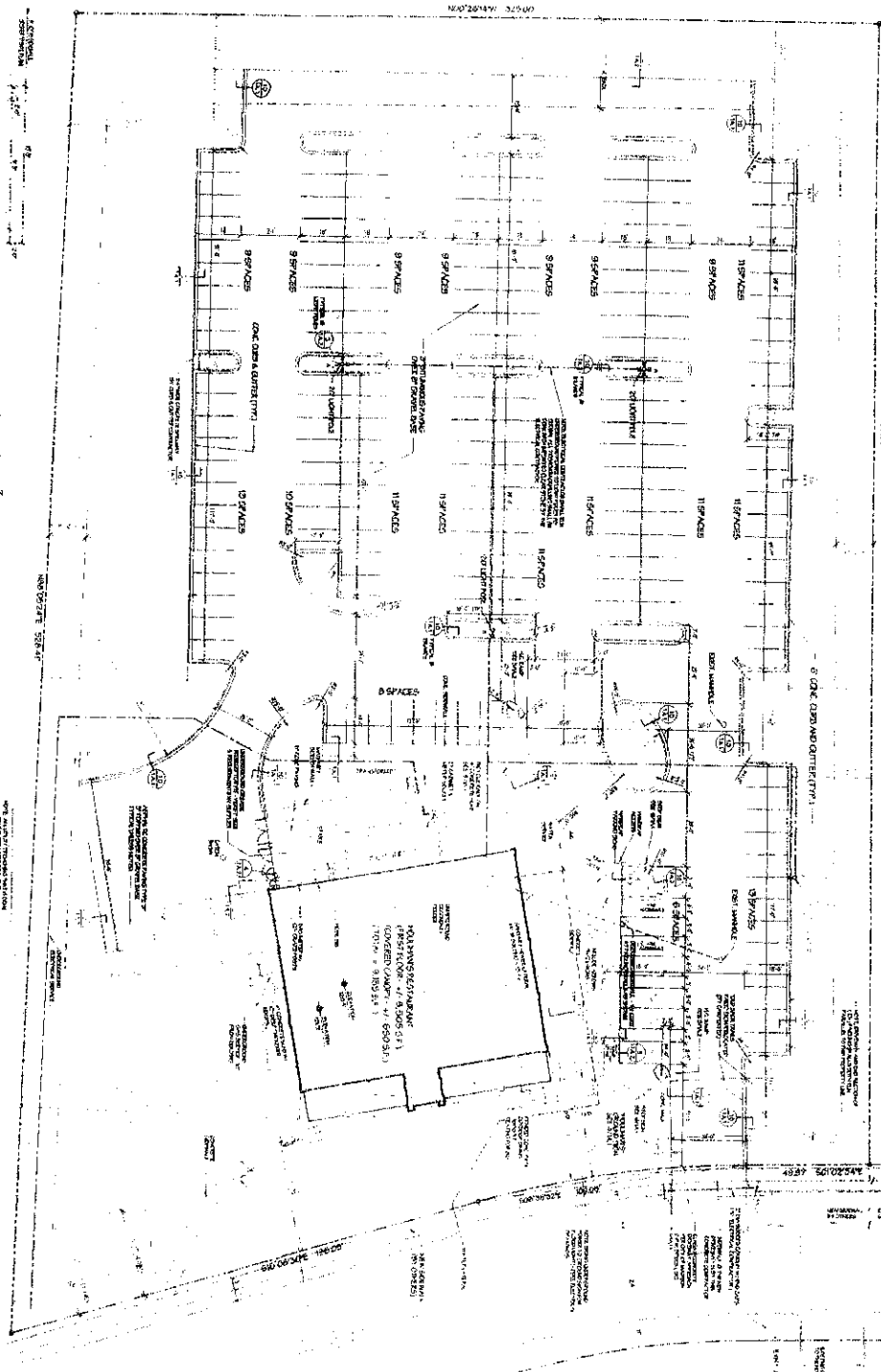


LIGHT FIXTURE SCHEDULE

| NO. | SYMBOL | DESCRIPTION | QUANTITY | MANUFACTURER | MODEL | WATTAGE | HEIGHT | SPACING |
|-----|--------|--------------------|----------|--------------|-------|---------|--------|-----------------|
| 1 | LF1 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 2 | LF2 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 3 | LF3 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 4 | LF4 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 5 | LF5 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 6 | LF6 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 7 | LF7 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 8 | LF8 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 9 | LF9 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |
| 10 | LF10 | RECESSED CAN LIGHT | 10 | OSRAM | BR40 | 40W | 4'-0" | 12'-0" x 12'-0" |

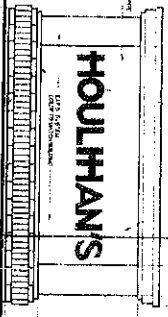


ARCHITECTURAL SITE PLAN



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PROJECT INFORMATION

| | |
|-------------|----------|
| PROJECT NO. | 0000 |
| DATE DRAWN | 03-20-05 |
| DESIGNED BY | AWT |
| DRAWN BY | AWT |
| CHECKED BY | AWT |
| DATE | 03-23-05 |

DATE CHANGES

| NO. | DATE | DESCRIPTION |
|-----|----------|--------------------|
| 1 | 03-23-05 | ISSUED FOR PERMITS |

DRAWING NUMBER

IA1

HOUZHANG'S

1102 JOHN D. HANCOCK DRIVE MADISON, WISCONSIN

COPA RESTAURANTS LLC

544 WISCONSIN CELLS PARKWAY
MADISON, WISCONSIN
(608) 262-0122

PLANNING ASSOCIATES, INC.

ARCHITECTURE/CONSTRUCTION DESIGN/BUILD

8025 EXCELSIOR DRIVE, MADISON, WI 53717-1900

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