ORIGINAL ALCOHOL	BEVERAGE RETAIL	LICENSE APPLICATIO	Sollar's Permit Number: 🗡 🕽 🗸 🤝	1027547179-02
Submit to municipal clerk.			Federal Employer Identification Number (FEIN):	-4000531
For the license period beginn	ning July 15th	20 (2)	LICENSE REQUESTE	D)
end	ding The 30th	20 1 >	TYPE	FEE
	Town of 3		Class A beer	\$
TO THE GOVERNING BODY		adison	✓ Class B beer	\$
	City of		Class C wine	\$
75	11.		Class A liquor	\$
County of Dane	Aldermanic Dist. N	o. $\underline{6}$ (if required by ordinand		\$
			Reserve Class B liquor	\$
1. The named INDIVIDU		✓ LIMITED LIABILITY COMPANY	Publication fee	\$
The state of the s	ATION/NONPROFIT ORGANIZATIO		TOTAL FEE	\$
hereby makes application for	the alcohol beverage license(s) che	cked above.		
One Barrel Brewing	g Company, LLC	ns/limited liability companies give reg	. , ,	
An "Auxiliary Questionnaire	," Form AT-103, must be comple	ted and attached to this application	on by each individual applicant, by	each member of a
liability company. List the na	ame, title, and place of residence of	each person.	, and by each member/manager an ome Address Post O	-
Prosident/Member Memb	ritle oer Peter H.	Name Ho Gentry 4508 Oak	Court, Monona, WI 5371	iffice & Zip Code I G
	oci Teterii.		Court, Intollotta, 111 JJ/1	
Directors/Managers				
• •		Rusines	s Phone Number 608-335-22	94
4 Address of Premises > 20	rel Brewing Company 01 Atwood Avenue, Mac	dison, WI Post Off	ice & Zip Code > 57304	<u> </u>
		any subject to completion of the resp		
training course for this license	period?	any subject to completion of the resp	peverage server	Yes No
			of this business?	
8. (a) Corporate/limited liabilit	v company applicants only: Ins	ert state Wisconsin and d	ate 12/09/11 of registration.	
			bility company?	Yes 🗸 No
		gent or limited liability company, or a		
agent hold any interest in	any other alcohol beverage license	or permit in Wisconsin?		Yes V No
(NOTE: All applicants explain	fully on reverse side of this form eve	ery YES answer in sections 5, 6, 7 an	nd 8 above.)	
9. Premises description: Describ	e building or buildings where alcoho	I beverages are to be sold and store	d. The applicant must include	
all rooms including living quart may be sold and stored only o	ters, if used, for the sales, service, a not the premises described.)	nd/or storage of alcohol beverages at floor, basement and gar	and records. (Alcohol beverages age of 2001 Atwood Ave	•
10. Legal description (omit if stree	t address is given above):			
11. (a) Was this premises license	ed for the sale of liquor or beer during	g the past license year?		☐ Yes ✓ No
(b) If yes, under what name w				
before beginning business? [r	d they must file a Special Occupation phone 1-800-937-8864]	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		✓ Yes
		e applied for and issued in the same		
				✓ Yes
Is the applicant indebted to an	y wholesaler beyond 15 days for be	er or 30 days for liquor?		Yes V No
edge of the signers. Signers agree to another, (Individual applicants and eac	operate this business according to law h member of a partnership applicant mu	and that the rights and responsibilities ust sign; corporate officer(s), members/n	questions has been truthfully answered to conferred by the license(s), if granted, v nanagers of Limited Liability Companies sal is a misdemeanor and grounds for rev	will not be assigned to must sign.) Any lack of
SUBSCRIBED AND SWORN TO B	EFORE ME		h 455	
this 2-5 Today of N	1 200/20 , 20	17 /10	())/ 50	Le Member
+ 1/1/	SA/A	(Officer of Corporation	Momber Manager of Limited Liability Comp	any/Partner/Individual) *
-) will know	Noter Public Willow	10 Histor of Corpo	ration/Member/Manager of Limited Liability	Company/Partner)
My commission expires 15 De	****	(Onicer of Corpor	anonimomborinanagor or Littico Liability	sompanya addion
wy obininasion axpres 15 Pe	« Mankin	(Additional Part	ner(s)/Member/Manager of Limited Liability	Company if Any)
TO BE COMPLETED BY CLERK				· · · · · · · · · · · · · · · · · · ·
Date received and filed	Date reported to council/board	Date provisional license issued	Signature of Clerk / Deputy Clerk	
with municipal clerk Date license granted	Date license issued	License number issued		
y				

76180

LICLIB-2012-00264

AD - 4(C

City of Madison Supplemental Class B License Application

	Seller's Permit Number Federal Employer Identification # Notarized Original Application Form Notarized Supplemental Form Orange Sign (Clerk's Office provides at time of application)	 ☑ Written Description of Premise ☑ Background Investigation Form(s) ☐ Notarized Transfer of Ownership ☑ *Articles of Incorporation ☑ *Notarized Appointment of Agent * Corporation/LLC only 	☑ Floor Plans☑ Lease☑ Sample Menu☑ Business Plan	
1.	Name of Applicant/Partner/Corporatio	_{n/LLC} One Barrel Brewing Com	pany, LLC	
2.	Address of Licensed Premise 2001 At	wood Avenue, Madison, WI 53704		
3.	Telephone Number: 608-335-2294	4. Anticipated opening date:	7/1/2012	
	Mailing address if not opening immediately 4508 Oak Court, Monona, WI 53716			
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.			
8.	Business Description, including hours of	of operation: Nanobrewery and Tastin	ig Room	
•	(in essence a brewpub with limited food). Serving hours TuesThurs. 4pm-12am,	Fri. & Sat. 12pm-1am.	
9.	Do you plan to have live entertainment	No Fres What kind? Acoustic guitar pla	aver on Sunday b/w 4pm and 9pm.	
10.	0. Detailed <u>written</u> 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.			
	The first floor (1300 sq. ft.) will consist or approx. 500 sq. f	t. of brewery/fermentation space (not publicly accessible) and 60	0 sq. ft. of tasting room/bar space.	
	The additional 200 sq. ft. will consist of bathrooms, cl	osets and mechanicals. Additional storage will be in the b	pasement and attached garage.	
	The capacity of the tasting room will be limited to 🂔	patrons. A detailed floor plan of the 1st floor brewery and	tasting room space is included.	
11.	1. 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.	2. Describe existing parking and how parking lot is to be monitored. Street parking.			
13.	3. Describe your management experience, staffing levels, duties and employee training. I managed all aspects of sales for The Onlon newspaper for nine months. I have no bar management experience. However, I intend to be on premise every day for the first year of business. Along with myself, I will have			
	one to two licensed bartenders on premise, depending on need. I will be in cha	rge of supervising the employees as well as walking the floor, engaging with patrons. `	The bartenders will serve from behind the bar.	
14.	process, notice or demand required or p	Corporation or LLC. This is your corporate permitted by law to be served on the corporate Coak Court, Monona, WI 5371	ration.	
	Name Address			

15. Utilizing your market research, who would you project your target market to be? Beer connoisseurs, age 25-60. All of whom will be interested in tasting and discussion rather than over				
16.	What age range would you hope to attract to your establishment? 25-60 year olds			
17.	. Describe how you plan to advertise/promote your business. What products will you be advertising? Word of mouth. Social media. Local Print (Willy St. Reader, Isthmus, Edible Madison)			
18.	Are you operating under a lease or franchise agreement? ☐ Yes (attach a copy) ☐ No			
19.	Owner of building where establishment is located: 2001-2003 Atwood Joint Venture			
	dress of Owner: 2002 Atwood Ave, suite 212, Madison, WI 53704 Phone Number 608-241-5790			
	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?			
21.	List the Directors of your Corporation/LLC			
	Peter H. Gentry 4508 Oak Ct. Monona, WI 53716 Name Address			
	One Barrel Brewing Company, LLC			
	Name Address			
	Name Address			
22.	List the Stockholders of your Corporation/LLC			
	Peter H. Gentry 4508 Oak Ct. Monona, WI 53716 100%			
	Name Address % of Ownership			
	Name Address % of Ownership			
	Name Address % of Ownership			
	What type of establishment are you? (Check all that apply) ☐ Tavern ☐ Nightclub ☐ Restaurant			
	Other Please Explain. Brewpub			
	What type of food will you be serving, if any? Wisconsin-centric snacks, pizzas, cheese boards, hot pretzels. Carry-in food also allowed. ☐ Breakfast ☑ Lunch ☑ Dinner			
	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? All open hours.			

27.	What hours, if any, will food service <u>not</u> be available? None
28.	Indicate any other product/service offered. None
29.	Will your establishment have a kitchen manager? ☐ Yes ☐ No
30.	Will you have a kitchen support staff? ☐ Yes ☐ No
	How many wait staff do you anticipate will be employed at your establishment? 0 During what hours do you anticipate they will be on duty? n/a
32.	Do you plan to have hosts or hostesses seating customers? ☐ Yes ☐ No
	Do your plans call for a full-service bar? Yes No If yes, how many bar stools do you anticipate having at your bar? How many bartenders do you anticipate you would have working at one time on a busy night?
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?
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?
	If your business plan includes an advertising budget, what percentage of your advertising budget do you anticipate will be related to food? 20% What percentage of your advertising budget do you anticipate will be drink related? 60%
	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
	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	_? 49

43. Pursuant to Chapter 38.02 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.

Total Gross Receipts		100%
Gross Receipts from Other	4	%
Gross Receipts from Food and Non-Alcoholic Beverages	15	%
Gross Receipts from Alcoholic Beverages	81	%

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:

11111

(Clerk/Notary Public)

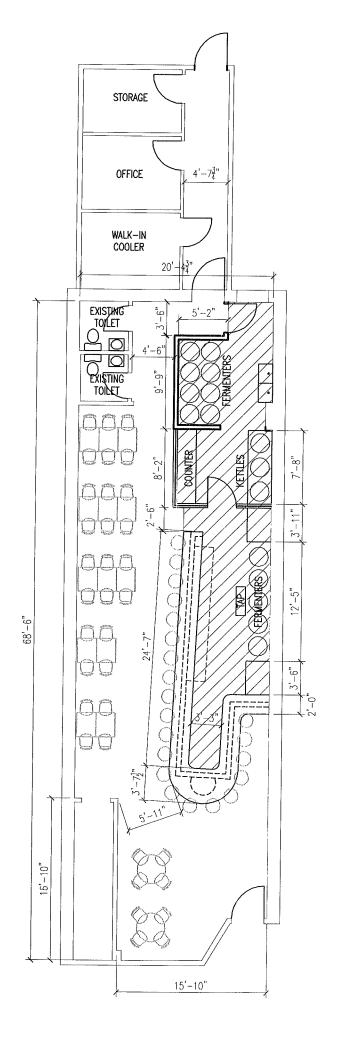
My commission-expires_

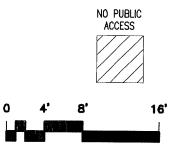
(Officer of Corporation Member of LLC/Partner/Individual)

Appointment of New Liquor/Beer Agent

To be completed by Corporate Officer or Member of LLC
I, Peter H. Gentry, officer/member for One Barrel Brewing Company, LLC
(Corporation/LLC), doing business as One Barrel Brewing Company, authorize and appoint Peter H. Gentry (Name) as the liquor/beer agent for the premise
located at 2001 Atwood Avenue, Madison, WI 53704.
Subscribed and sworn to before me this Signature of Officer/Member Notary Public, Dane County, Wisconsin
My Commission Expires is permannol
V
To be completed by appointed Liquor/Beer Agent
I, Peter H. Gentry, appointed liquor/beer agent for
One Barrel Brewing Company, LLC (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
Subscribed and sworn to before me this Day of Mann, 2012 Notary Public, Dane County, Wisconsin My Commission Expires is aumount

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





ONE BARREL BREWING COMPANY, LLC OPERATING AGREEMENT

THIS OPERATING AGREEMENT is entered into this <u>91</u>h day of December, 2011, by and between the undersigned member ("Member") and One Barrel Brewing Company, LLC, a Wisconsin limited liability company (the "Company"), for the purposes set forth below, and Donald R. Stroud III (the "Organizer"), solely for the purpose of making the acknowledgment at the end of this Operating Agreement.

WHEREAS, the Member has caused the formation of One Barrel Brewing Company, LLC, by having the Organizer file with the Department of Financial Institutions of the State of Wisconsin on December 9, 2011, Articles of Organization, a copy of which is attached as Exhibit A and the terms of which are incorporated herein by reference, as provided by Chapter 183 of the Wisconsin Statutes (the "LLC Law");

WHEREAS, the Member hereby affirms his Membership in the Company, acknowledging the contribution and value thereof as reflected in the schedule attached hereto as Exhibit B, and assent to the operation of the Company under the LLC Law without amendment by an operating agreement, except as set forth herein.

NOW, THEREFORE, in consideration of the premises and promises herein contained, the undersigned do hereby agree as follows:

- 1. <u>Purpose of the Company</u>. The purpose of the Company shall be to operate a brewery, tavern, and wholesaler; however, the Company may engage in any lawful business activity.
- 2. <u>Initial Contribution</u>. The Member has contributed the following pursuant to §183.0501 of the LLC Law and, in exchange therefore, shall own an equal and undivided Interest in the Company: Twenty-Five Thousand and Seven Hundred and 00/100 Dollars (\$25,700.00) as set forth in Exhibit B. The Member has not agreed to make any additional contributions to the Company. As used herein, the term "Interest" shall mean the interest of a Member in the assets and the profits of the Company and the rights of a Member to participate in the Company matters which are reserved to the Member under the LLC Law except as added to, modified, or eliminated by this Operating Agreement.
- 3. Registered Agent. The initial registered agent of the Company shall be Donald R. Stroud III with a registered office address at 25 W Main Street, Suite 300, Madison, WI 53703. A substitute registered agent may be appointed from time to time at the Company's discretion.
- 4. <u>Distribution</u>. After the Company has paid (1) any taxes or assessments levied against any real property owned by the Company; (2) any valid claims of creditors; and (3) any

expenses rightfully incurred in managing the Company, it shall distribute the Company's excess cash flow to the Member according to the Member's Interest in the Company.

5. Management of the Company.

- 5.1 <u>Member Powers and Duties</u>. Management of the Company shall be governed by §§183.0301(1), 183.0401(1) of the LLC Law and the provisions of this Operating Agreement. The Member shall be responsible for the management of the Company business and affairs. Except as otherwise limited in this Operating Agreement, the Member is authorized, in the Member's absolute discretion, to manage, administer, and operate the business and affairs of the Company.
- 5.2 Member Liability to the Company. So long as a Member shall act in good faith with respect to the conduct of the business and affairs of the Company and is not guilty of willful misconduct or breach of fiduciary duty, the Member shall not be liable or accountable to the Company, in damages or otherwise, for any error of judgment, for any mistake of fact or of law, or for any other act or thing which the Member may do or refrain from doing in connection with the business and affairs of the Company.
- 5.3 <u>Indemnity</u>. The Company does hereby indemnify and agree to hold the Member harmless from and against any and all losses, expenses, or damages suffered by the Company by reason of anything a Member may do or refrain from doing for and on behalf of the Company in furtherance of the Company's interests as provided in the LLC Law, and in case the Member shall, by reason of Member's conduct in accordance with this Operating Agreement, be made a party to any litigation commenced against the Company, then the Company shall protect and hold the Member harmless and shall pay all damages, costs, expenses, and reasonable attorneys' fees incurred or paid by the Member in connection with such litigation.
- 6. <u>Amendment</u>. No change or modification of this Operating Agreement shall be valid or binding upon any party, nor shall any term or condition of this Operating Agreement be considered waived by any party, unless such change, modification, or waiver is in writing and is signed by such party.
- 7. <u>Construction</u>. This Operating Agreement shall be interpreted and construed in accordance with the laws of the State of Wisconsin.
- 8. <u>Annual Reports</u>. The Member appoints Donald R. Stroud III as agent and attorney in fact to file the Company's Annual Reports pursuant to § 183.0120 of the LLC Law. A substitute agent may be appointed from time to time to perform the duty under this section at the Company's discretion.
- 9. <u>Application for Employer Identification Number</u>. The Member appoints the Organizer or another designee the Member may choose to file electronically as a third-party

designee the Company's federal form SS-4 Application for Employer Identification Number (the "SS-4").

- 10. <u>Successors and Assigns</u>. This Operating Agreement shall inure to the benefit of and shall be binding upon the Company, the Member, and the Member's legal representatives, transferees, heirs, successors, and assigns.
- 11. <u>Entire Agreement</u>. This Agreement represents the entire agreement by and between the Member and the Company. This Agreement may be amended at any time in writing by the Member.

IN WITNESS WHEREOF, the parties have executed this Operating Agreement on the day and year first above mentioned.

ONE BARREL BREWING COMPANY, LLC

MEMBER:

Peter Gentry, Member

ACKNOWLEDGMENT

THE UNDERSIGNED hereby acknowledges that Exhibit A hereto contains a true and correct copy of the Articles of Organization filed by me with the Department of Financial Institutions of the State of Wisconsin to organize the Company.

Donald R. Stroud III, Organizer

Sec. 183.0202 Wis. Stats.



State of Wisconsin Department of Financial Institutions

ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY

Executed by the undersigned for the purpose of forming a Wisconsin Limited Liability Company under Chapter 183 of the Wisconsin Statutes:

Article 1.

Name of the limited liability company:

One Barrel Brewing Company, LLC

Article 2.

The limited liability company is organized under Ch. 183 of the Wisconsin

Statutes.

Article 3.

Name of the initial registered agent:

Donald R Stroud, III

Article 4.

Street address of the initial registered office:

25 W Main Street

Suite 300

Madison, WI 53703

United States of America

Article 5.

Management of the limited liability company shall be vested in:

A member or members

Article 6.

Name and complete address of each organizer:

Donald R Stroud, III 25 West Main Street

Suite 300

Madison, WI 53703

United States of America

Other Information. This document was drafted by:

Donald R Stroud, III

Organizer Signature:

Donald R Stroud, III

Date & Time of	Receipt
----------------	---------

12/9/2011 9:14:25 AM

Credit Card Transaction Number:

201112092808071

ARTICLES OF ORGANIZATION - Limited Liability Company(Ch. 183)

Filing Fee: \$130.00 Total Fee: \$130.00

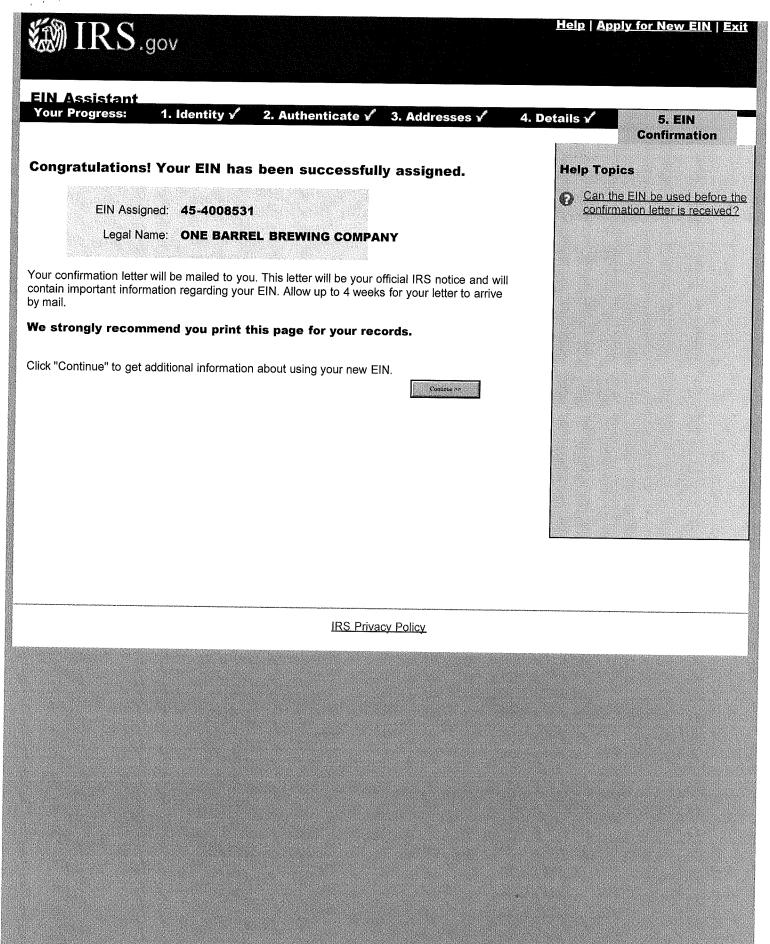
ENDORSEMENT

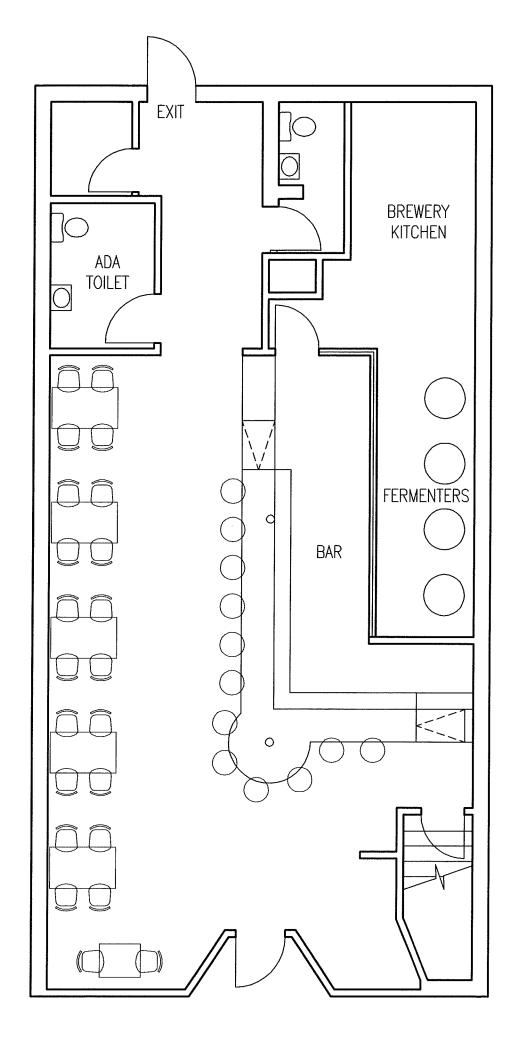
State of Wisconsin Department of Financial Institutions

EFFECTIVE DATE	
12/9/2011	
FILED 12/9/2011	Entity ID Number O027652

EXHIBIT B

MemberMember ContributionInterestPeter Gentry\$25,700.00100%





ONE BARREL BREWING COMPANY SAMPLE MENU

-ACCOUTREMENTS-

CHEESE BOARD (3 OR 5 CHEESES)	\$9/\$12
ADD CURED MEAT	\$4 MORE
HOT SOFT PRETZEL (STALZY'S)	\$4
Two Landjager (Zuber's)	\$4
BRAUNSCHWEIGER (USINGER'S) & BREAD	\$4
PICKLED EGG -OR- RED HOT PICKLED EGG (LONG LAKE)	\$2
ASST. CHIPS	\$1
-APPURTENANCES-	
12" FRABONI'S PIZZAS CHEESE VEGGIE PEPPERONI SAUSAGE	\$9
12" FRABONI'S PIZZAS PLUS THE OAK COURT — BACON, JALAPEÑO & ONION THE FRENCH MOUSTACHE — BLUE CHEESE & WALN THE DOUBLE BARREL — BROCCOLI, BANANA PEPPERS 8 (MAKE IT A TRIPLE BARREL AND ADD 'SCHWEIGER OR 2 SPICY EGGS FOR O	SRIRACHA

ONE BARREL BREWING COMPANY

BEERS - \$4.25

-ALWAYS ON-

THE COMMUTER	SESSION BEER	4.5%ABV
THE COMMOTEN	OLOGICIA DELIX	
PENGUIN	B.I.P.A.	6.8%ABV
#2 (8 oz. pour)	STRONG ALE	9.5%ABV
-LIMITED RELEASE-		
LORD SANDWICH JENNY ARTOIS FRANKENSTOUT INDUS PALE ALE (8 oz.) STEEP N BREW THIRSTY WHALE FUZZY CAT	ESB LIGHT LAGER SWEET STOUT DOUBLE IPA COFFEE STOUT PORTER AMBER ÅLE	5.2%ABV 4.5%ABV 7.0%ABV 8.5%ABV 5.4%ABV 5.0%ABV 5.2%ABV
-GUEST TAPS-		
GREAT DANE SWEET MULLETS	LANDMARK LITE ROB RYE	4.0%ABV 6.0%ABV

-WINE-

CABERNET SAUVIGNON, PINOT GRIS, PINOT NOIR - \$4.25

-BUBBLY WATER-

LEMON, LIME, ORANGE, GRAPE, PINK LEMONADE - \$1.00

-CANNED SODA-

PEPSI, 7UP, SQUIRT, DEW, GINGER BEER, PUNCH - \$1.50

-TAP WATER-\$0