



155 E. WILSON STREET
SUITE 100
MADISON, WI 53703
PHONE 608/284-5460
FAX 608/284-5479

October 16, 2012

TO: Alcohol License Review Committee

RE: Alcohol License Application for Frank Productions, Inc.

Dear Sir or Madam:

Attached is an application for a liquor license by Frank Productions, Inc. for the Orpheum Theater at 216 State Street, Madison.

This application does not include the Orpheum Theater management agreement between Frank Productions, Inc. and Rebecca DeMarb, Receiver. It is anticipated that the agreement will be signed and available in the very near future.

Per the advice of the City Attorney's office, we are submitting our application without the management agreement and requesting that you include it on the November 21 ALRC agenda.

Thank you.

A handwritten signature in black ink, appearing to read "Larry Frank", with a long horizontal flourish extending to the right.

Larry Frank
CEO

Frank Productions, Inc.
608-284-5467

ORIGINAL ALCOHOL BEVERAGE RETAIL LICENSE APPLICATION

Submit to municipal clerk.

For the license period beginning 11/21 20 12 ;
ending 06/30 20 13

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

County of Dane Aldermanic Dist. No. 4 (if required by ordinance)

Applicant's Wisconsin Seller's Permit Number: <u>456-0000483788-03</u>	
Federal Employer Identification Number (FEIN): <u>39-1433850</u>	
LICENSE REQUESTED ▶	
TYPE	FEE
<input type="checkbox"/> Class A beer	\$
<input checked="" type="checkbox"/> Class B 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	\$
TOTAL FEE	\$

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): ▶ FRANK PRODUCTIONS, 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-</u>	<u>Fred Frank</u>	<u>4599 Signature Dr Middleton, WI</u>	<u>53562</u>
Vice President/Member	<u>VP/Secretary-</u>	<u>Larry Frank</u>	<u>155 E. Wilson St #101 Madison, WI</u>	<u>53703</u>
Secretary/Member				
Treasurer/Member	<u>Treasurer/Asst.Sec.-</u>	<u>Marla Meyer Frank</u>	<u>155 E. Wilson St 101Madison, WI</u>	
Agent		<u>Fred Frank, Agent</u>		
Directors/Managers		<u>Larry Frank, Fred Frank, Marla M. Frank, Holly Frishman-Frank, Herb Fran</u>		

LF

3. Trade Name ▶ _____ Business Phone Number 608-284-5460
4. Address of Premises ▶ 216 State St. Post Office & Zip Code ▶ Madison, WI
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 _____ and date _____ 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.) See Exhibit A-attached
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? Orpheum Theatre Company of Madison
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. Does the applicant understand that they must purchase alcohol beverages only from Wisconsin wholesalers, breweries and brewpubs? 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 15 day of October, 20 12
[Signature]
(Clerk/Motary Public)
My commission expires 10-25-15

[Signature]
(Officer of Corporation/Member/Manager of Limited Liability Company/Partner/Individual)
[Signature]
(Additional Partner(s)/Member/Manager of Limited Liability Company if Any)

TO BE COMPLETED BY CLERK			
Date received and filed with municipal clerk <u>10-16-2012</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>W12618-2012-00889</u>	

15. Utilizing your market research, who would you project your target market to be?

All ages, all demographics, but predominantly city residents, young professionals & college students.

16. What age range would you hope to attract to your establishment? all ages

17. Describe how you plan to advertise/promote your business. What products will you be advertising?

Live entertainment events will be advertised in local newspapers, tv stations & radio stations

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

Currently negotiating a management agreement with the Receiver & Monona State Bank.

19. Owner of building where establishment is located: Monona State Bank

Address of Owner: 5515 MONONA DR. MONONA, WI 53716 Phone Number 608-223-3000

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 N/A

21. List the Directors of your Corporation/LLC SEE EXHIBIT C - ATTACHED

Name	Address

22. List the Stockholders of your Corporation/LLC

Name	Address	% of Ownership
LARRY FRANK	155 E. WILSON ST. #101 MADISON, WI	50%
FRED FRANK	4599 SIGNATURE DR. MIDDLETON, WI	50%

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

Other Please Explain. LIVE ENTERTAINMENT VENUE

24. What type of food will you be serving, if any? NONE

- 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? N/A - NO FOOD SERVED

- Appetizers
- Salads
- Soups
- Sandwiches
- Entrees
- Desserts
- Pizza
- Full Dinners

26. During what hours of your operation do you plan to serve food? N/A

27. What hours, if any, will food service not be available? N/A - No Food

28. Indicate any other product/service offered. SERVICE

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? _____
During what hours do you anticipate they will be on duty? _____

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? _____
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?

39. If your business plan includes an advertising budget, what percentage of your advertising budget do you anticipate will be related to food? _____
What percentage of your advertising budget do you anticipate will be drink related? _____

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 Not currently a member, but we plan to join.

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? 2000

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. N/A

Gross Receipts from Alcoholic Beverages	<u>95</u> %	<u>UF</u>
Gross Receipts from Food and Non-Alcoholic Beverages	<u>5</u> %	<u>UF</u>
Gross Receipts from Other	<u>0</u> %	<u>UF</u>
Total Gross Receipts	100%	

44. Do you have written records to document the percentages shown? Yes No N/A
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 15 day of October, 2012

[Signature]
(Clerk/Notary Public)

[Signature]
(Officer of Corporation/Member of LLC/Partner/Individual)

My commission expires 10.28.15

FRANK PRODUCTIONS, INC.

ATTACHMENT TO

CITY OF MADISON SUPPLEMENTAL CLASS B LICENSE APPLICATION

4. Anticipated opening date:

The opening date is contingent on signing of management agreement, procurement of liquor license and the booking of musical talent. We will update all interested parties as negotiations with the Receiver progress.

7. Special neighborhood conditions:

Voice mail message has been left for the president of Capital Neighborhoods Association. We will update this section of the application and all interested parties after speaking with Mr. Mayer.

Appointment of New Liquor/Beer Agent

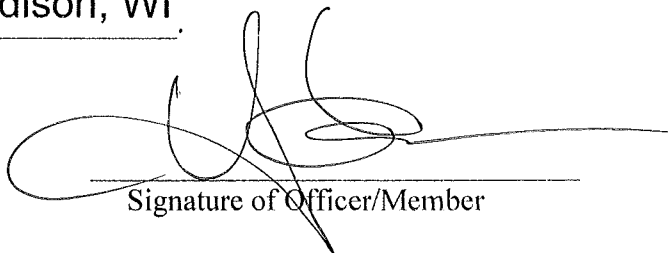
To be completed by Corporate Officer or Member of LLC

I, Larry Frank, officer/member for Frank Productions, Inc.

(Corporation/LLC), doing business as Frank Productions, Inc., authorize and appoint

Fred Frank (Name) as the liquor/beer agent for the premise located at 216 State Street Madison, WI.

Subscribed and sworn to before me this _____ Day of _____, 20____


Signature of Officer/Member

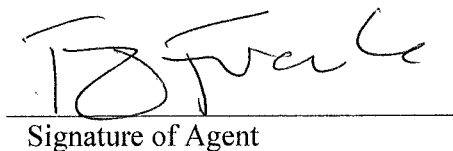
Notary Public, Dane County, Wisconsin
My Commission Expires _____

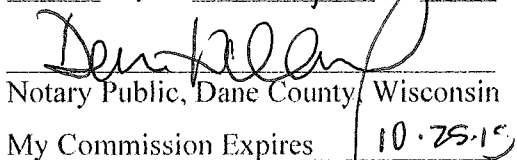
To be completed by appointed Liquor/Beer Agent

I, Fred Frank, appointed **liquor/beer agent** for Frank Productions, 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 50.0 %.

Subscribed and sworn to before me this 15 Day of October, 2012


Signature of Agent


Notary Public, Dane County, Wisconsin
My Commission Expires 10.25.15

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

EXHIBIT C
FRANK PRODUCTIONS, INC.
LIST OF CORPORATE DIRECTORS

Herb Frank
137 E. Wilson St. #311
Madison, WI 53703

Larry Frank
155 E. Wilson St. #101
Madison, WI 53703

Marla Meyer Frank
155 E. Wilson St. #101
Madison, WI 53703

Fred Frank
4599 Signature Drive
Middleton, WI 53562

Holly Frank
4599 Signature Drive
Middleton, WI 53562

EXHIBIT A

FRANK PRODUCTIONS, INC.

WRITTEN DESCRIPTION OF ORPHEUM THEATER

The Orpheum Theater is an historic theater located at 216 State Street in Madison, WI. The floor plan, which includes approximate dimensions, is attached as Exhibit B. No living quarters are attached.

All seating will be located inside the theater. There will be no seating at any of the bars or in the lobby. The seating capacity for a general admission or reserved seating event is approximately 2000, which includes the main floor and the balcony.

Alcohol and non-alcohol beverages would be sold from 6 locations:

1. Permanent bar in the main lobby
2. Portable bar in the main lobby
3. Portable bar on the main floor, left side of floor
4. Portable bar on the main floor, right side of floor
5. Portable bar in the balcony, left side
6. Portable bar in the balcony, right side

Alcohol for all bars will be locked and secured in a space designated for only alcohol storage and access will be controlled and limited by the bar manager.

FRANK PRODUCTIONS, INC.
 EXHIBIT B - 194
 ORPHEUM FLOOR PLAN

Project Data

Occupancy

- Assembly A1 - Theater
- Assembly A2 - Restaurant
- Business B - Office
- Storage S1 - Storage

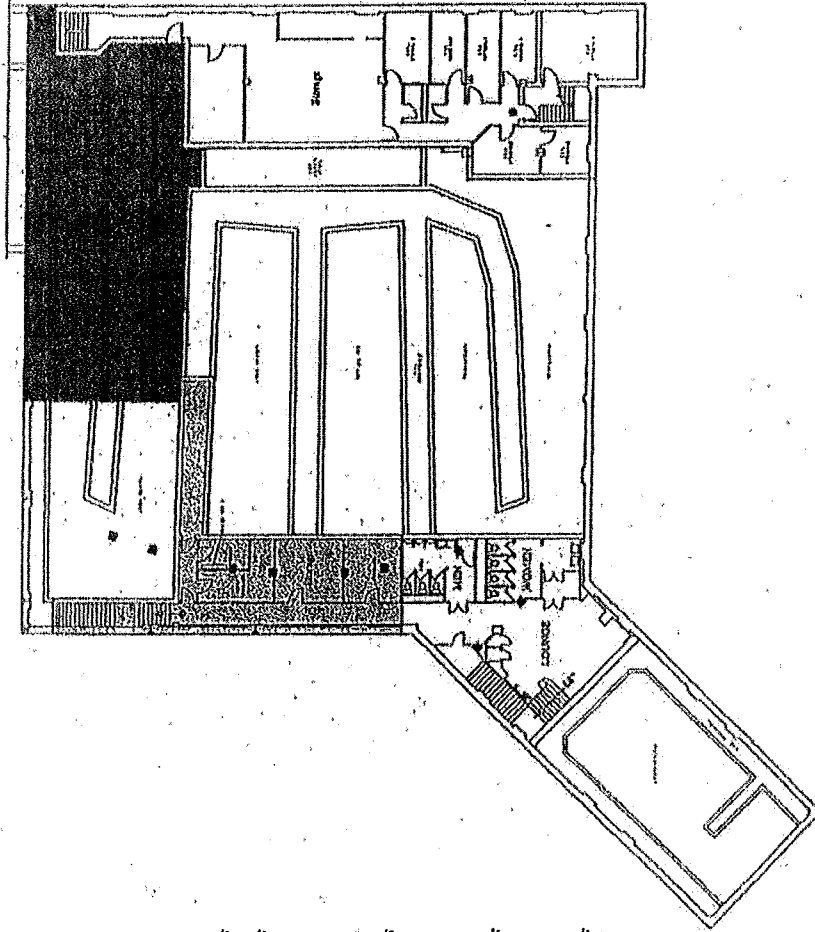
Type of Construction

Type 1B - Noncombustible

Building Area

Basement	A1	4,135 SF	S1	1,460 SF	Total	5,595 SF
Orpheum			3,255			3,255
Stage Door			4,715			8,850 SF
Total		4,135				
Ground Floor	A1	1,635	S1		Total	1,635
Lobby	A2	2,180				2,180
Restaurant						11,625
Orpheum			280			3,650
Stage Door			280			19,050 SF
Total		2,180				
Second Floor	B1	930	S1		Total	930
Office						7,105
Orpheum			520			2,110
Stage Door			520			10,145 SF
Total		930				
Upper Balcony	A1	5,195	S1		Total	5,195
Orpheum						700
Stage Door						700
Total		5,195				5,895 SF

Total by Occupancy						
A1		34,655				
A2		2,180				
B1		930				
S1		6,215				
Total		43,980 SF				

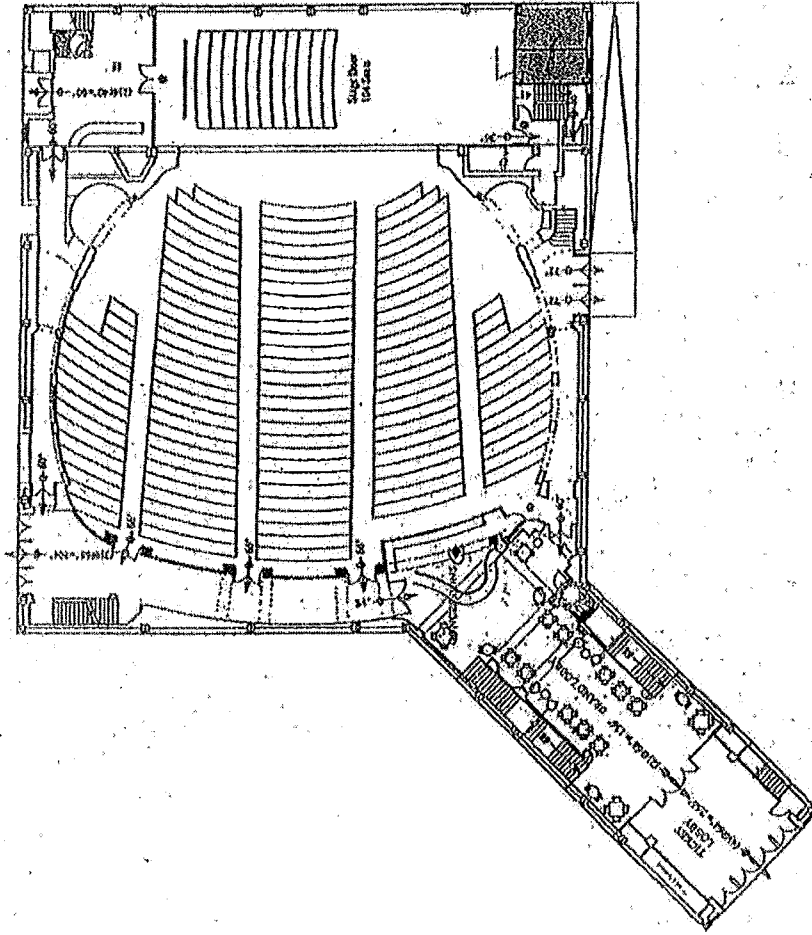


Lower Level Plan @ 1" = 20'
 Orpheum Theater Capacity Determination
 216 State Street, Madison, WI
 October 22, 2009

FRANK PRODUCTIONS, INC.
EXHIBIT B-2 of 4

Maximum Capacity Limited by Egress Width

Grand Lobby	136/0.2 = 680	
Office	44/0.3 = 146	
Orpheum		
Basement		
North Stair	54/0.2 = 270	
South Stair	68/0.2 = 340	2700.5 = 540
Alley	610	
Main Floor		
Johnson	204/0.2 = 1,020	
Alley	144/0.2 = 720	
Lobby	136/0.2 = 680	
	2,420	1,400/0.5 = 2,800
Balcony		
North Stair	72/0.3 = 216	
Lobby Stairs	136/0.3 = 453	
Fire Escape Street	60/0.3 = 200	
Fire Escape Alley	60/0.3 = 200	
	1,069	616/0.5 = 1,232
Upper Balcony		
North Stair	52/0.3 = 173	
South Stair	46/0.3 = 153	
Fire Escape Street	60/0.3 = 200	
Fire Escape Alley	60/0.3 = 200	
	726	526/0.5 = 1,052
Stage Door		
Main Floor	80/0.2 = 400	
Street Stair	41/0.3 = 137	
	537	137/0.5 = 274
Balcony		
Stair	42/0.3 = 140	
Fire Escape	48/0.3 = 160	
	320	140/0.5 = 280

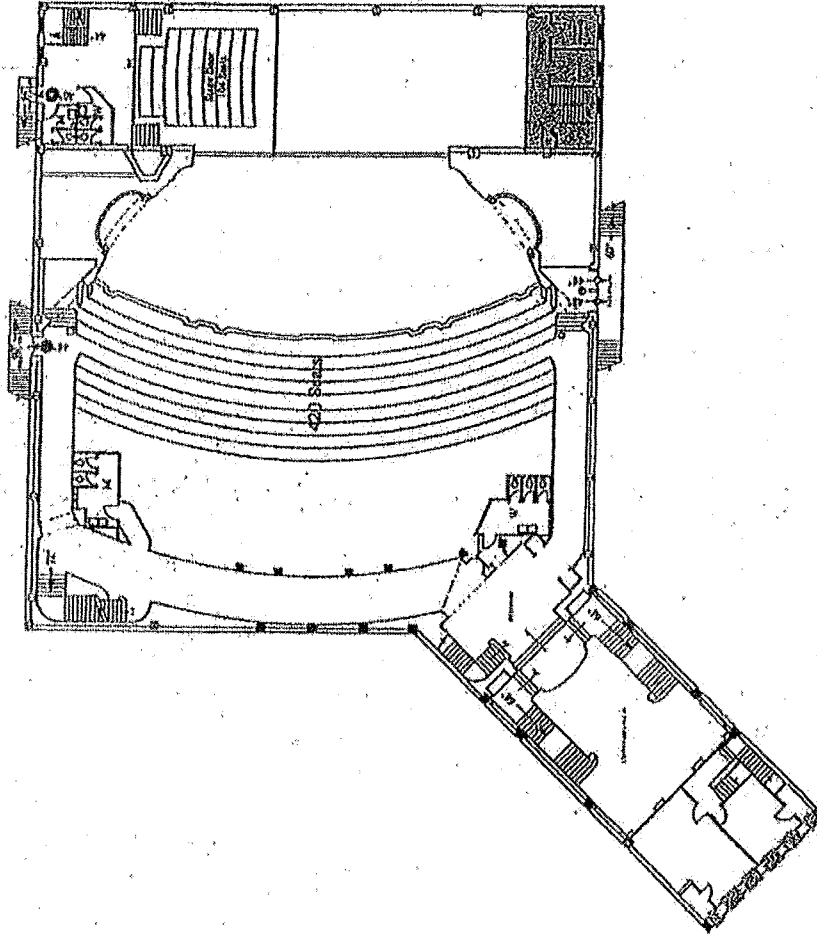


Ground Floor Plan @ 1" = 20'
Orpheum Theater Capacity Determination
216 State Street, Madison, WI
October 22, 2009

FRANK PRODUCTIONS, INC.
EXHIBIT B - 3 of 4

Capacity by Area

Grand Lobby	150 - Limited by area
Office	9 - Limited by area
Orpheum Theater	
Ground Floor	2,220 - Limited by egress width
Balconies	840 - Limited by fixed seating
Stage Door Theater	
Ground Floor	274 - Limited by egress width
Balcony	104 - Limited by fixed seating

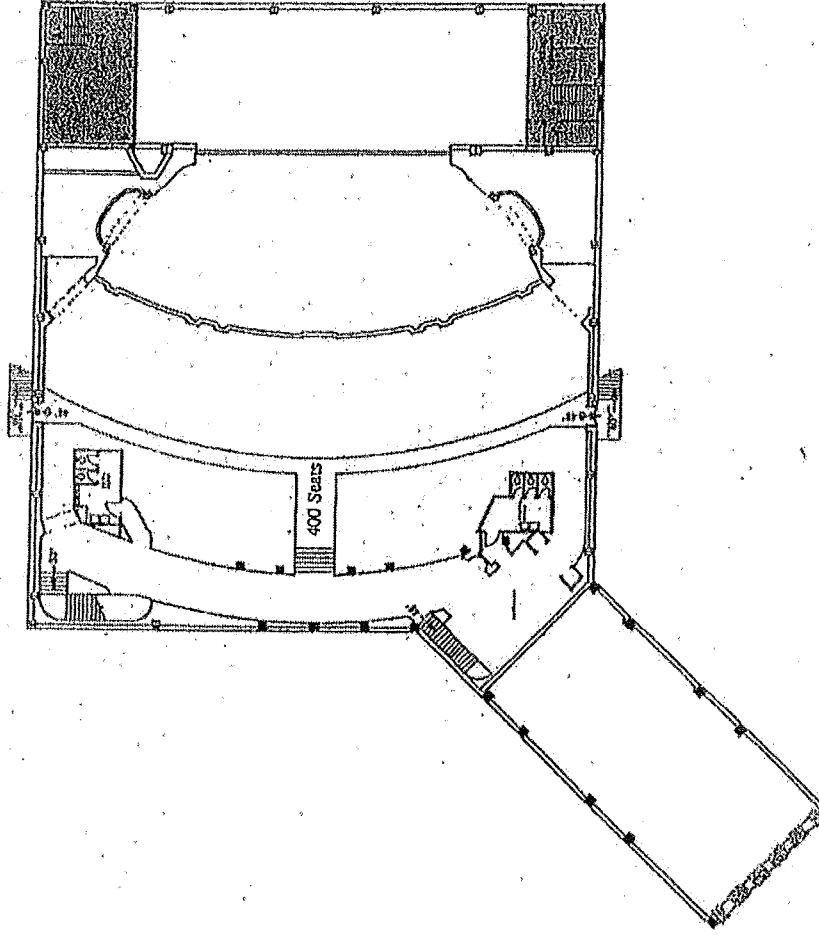


Balcony Floor Plan @ 1" = 20'
Orpheum Theater Capacity Determination
216 State Street, Madison, WI
October 22, 2009

FRANK PRODUCTIONS, INC.
EXHIBIT B-4 of 4

Restroom Facilities

	WC's	Urinals	Lavs
Grand Lobby	1		1
Orpheum			
Unisex	4		2
Basement	3	3	2
Men	3		2
Women	2	2	2
Balcony	3		2
Men	2		2
Women	3	2	2
Upper Balcony	2		2
Men	2		2
Women	2		2
Stage Door	2		1
Balcony	1	1	1
Men			
Women			



Upper Balcony Floor Plan @ 1" = 20'
Orpheum Theater Capacity Determination
216 State Street, Madison, WI
October 22, 2009

EXHIBIT D

FRANK PRODUCTIONS, INC.

BUSINESS PLAN FOR THE ORPHEUM THEATER

I. Executive Summary

A. Business Proposal

Frank Productions, Inc. plans to operate a live entertainment venue, Orpheum Theater, in downtown Madison, Wisconsin. The Orpheum is an important asset to downtown Madison, with a potential that far exceeds its recent history. Frank Productions intends to manage the theater according to best practices standards and thereby restore the theater as a vital part of downtown Madison's business community and cultural life.

Frank Productions, Inc. will enter into an Agreement with Attorney Rebecca DeMarb whom the Dane County Circuit Court appointed as Receiver of 216 State Street LLC, the current owner of the property known as the Orpheum. The Court ordered the appointment of the Receiver as part of the foreclosure action Monona State Bank has initiated. Frank Production's arrangement will be with the Receiver directly, as well as the Bank. Frank Productions will not be working with 216 State Street LLC or its underlying members.

B. Business Opportunity

There is sufficient demand for a mid-size live entertainment venue in downtown Madison. Live entertainment appeals to a wide range of ages and audience demographics, and a diversified programming schedule will seek to maximize venue use. The Orpheum's location on State Street makes the venue appealing to the entire community, but specifically to its young professionals, downtown residents and students. The Orpheum has iconic status due to its location and prominent marquee. Reopening the venue with the goal of engaging the entire Madison community will ensure its success.

C. Timeline

Frank Productions is currently negotiating with the Orpheum's Receiver to secure the management agreement to operate the theater as soon as possible. Incidental to providing live entertainment, we plan to serve alcohol beverages and, to do so, must obtain a liquor license for the premises. Once granted, Frank Productions would immediately commence with booking and managing a wide range of events in the theater.

II. History, Background and Ownership of Frank Productions

A. Frank Productions is a Madison-based company, founded here in 1965 by Herb and Sylvia Frank. The company is currently managed by their sons, Larry Frank, CEO, and Fred Frank, President. Frank Productions has promoted club, theater, arena, and stadium events throughout the United States and Eastern Canada for nearly 40 years. Frank Productions has presented a wide range of entertainment to the Madison music community, including the annual Halloween event, "Freakfest," Madison's largest official party and music festival. Throughout their history, Frank Productions has established a consistent and solid working relationship with the City of Madison. Overture Center for the Arts has contracted with Frank Productions the last three seasons to increase the use of the Capitol Theater facility. Frank Productions recently acquired True Endeavors, Madison's leading promoter of club and theater-level concerts for the past two decades. Though ranked as one of the largest independent promoting companies in the U.S., Frank Productions is local, has always been local, and will always be local. Frank Productions has the capacity and experience to ensure the Orpheum's success.

B. Interest and Intent

The intent of Frank Productions is to secure the management agreement in the immediate future and to ultimately bid upon and own the Orpheum Theater. Frank Productions intends that the Orpheum Theater will be a successful business enterprise for years to come, restoring the historic theater as a notable landmark and a marketable city attraction.

III. Business Proposal

A. General Statement

Frank Productions is planning to operate a live entertainment venue that would present national, regional and local talent on the historic Orpheum stage. Additionally, the Orpheum will be used for private and corporate events, including weddings, company parties, film festivals, speakers, and political events.

B. Location

The Orpheum Theater is located at 216 State Street in Madison, WI, within walking distance of the University of Wisconsin-Madison, the State Capitol, and many downtown businesses and residences.

C. Target Audience

The target audience will be young professionals, downtown residents and students ranging from 18 to 45 years of age, as well as fans of live entertainment of all ages.

D. Business Goals

It is the goal of Frank Productions to build a successful entertainment facility, offering diverse programming and engaging broad-based community support, bringing the Orpheum back to its rightful place as a centerpiece of downtown Madison's cultural life.

IV. Operating Plan

A. Venue Specifics

The Orpheum Theater's proscenium stage will host the majority of events scheduled at the venue. Private events such as weddings may take place on the floor in front of the stage. The entrance to the venue is located at 216 State Street. The venue's box office is located on the left-hand side of the outer lobby just inside the entrance. There is one bar located in the inner lobby outside of the main theater. Portable satellite bars will be used as warranted.

B. Hours of Operation

The Orpheum will only be open when live entertainment is being presented or special events are being managed. For live entertainment events, Frank Productions plans to open the venue one to two hours before start time and close immediately after the performance ends. Shows will start between 7:00 pm and 9:00pm, and end between 11:00pm and 1:00am.

C. Types of Events

A variety of entertainment genres will be presented including music and spoken word. The facility will also be available for private functions such as weddings, corporate functions, and community events. Frank Productions does not intend to operate the Orpheum Theater as a restaurant or bar. As a theater, entertainment will be the Orpheum's primary focus, with the sale of alcohol beverages being secondary.

D. Vendors

We are planning to use local suppliers. Some suppliers we plan to use include, but are not limited to:

- RTM Security
- Intellasound Productions LLC (Sound and Lighting)
- IATSE Local 251 (Stagehand Union)
- Frank Liquors (no relation to Frank Productions, Inc.)
- Wisconsin Distributors
- Pepsi-Cola of Madison

E. Menus

Food will be similar to movie theater concessions, i.e., popcorn and candy. Beverages will include beer, wine, liquor, soft drinks, and bottled water.

F. Employees

Frank Productions will hire an experienced, full-time operations manager and bar manager who will be responsible for hiring and training all part-time staff for events. Orpheum management personnel will report directly to Larry Frank and Fred Frank. All accounting, HR and risk management will be overseen by Marla Meyer Frank, CPA, the CFO for Frank Productions.

Frank Productions will employ the same employee manuals and professional standards for the Orpheum that we are currently using in our business.

G. Operating Plan

Frank Productions will work with our associate, C3 Presents, Inc., to recruit and train local staff and to develop policies and procedures for the bar operation.

V. Conclusion

Frank Productions and its new acquisition, True Endeavors, have presented the majority of concerts at the Orpheum for the last 13 years, indeed many more than any other promoter. Frank Productions knows the live entertainment business better than anyone. We have the experience and capacity to play a key role in revitalizing this important landmark. The Orpheum is a gem that needs proper management. Proper management requires proper experience, proper industry knowledge, proper financial backing, proper strategic planning, and proper execution. Our track record demonstrates the ability to deliver on all these facets of business. With the sale of alcohol beverages, we plan to bring in experienced consultants to help us hire local staff that would operate within our established high standards. Our long history of successful cooperation with the City of Madison ensures full and complete cooperation in maintaining a safe and successful venue. The Orpheum under the management of Frank Productions will become a source of pride for the City of Madison.

COPY - ORIGINAL SIGNED & MAILED TO DOT-TTB

OMB NO. 1513-0112 (03/31/2012)

DEPARTMENT OF THE TREASURY
 ALCOHOL AND TOBACCO TAX AND TRADE BUREAU (TTB)
Alcohol Dealer Registration – For Use On and After July 1, 2008
 (Please read instructions carefully before completing this form)

SECTION 1 – IDENTIFYING INFORMATION

Complete all fields in section 1 to correctly identify your business

NAME (Last, First, Middle) or CORPORATE NAME (If Corporation) FRANK PRODUCTIONS, INC.		EMPLOYER IDENTIFICATION NUMBER (See Instructions) 39 - 1433850	
MAILING ADDRESS (Street address or P.O. Box) 155 E. Wilson St. Suite 100		CITY Madison	STATE WI
		ZIP CODE 53703	

SELECT BOX a, b, or c:

- a. NEW BUSINESS
 b. OUT OF BUSINESS

c. EXISTING BUSINESS WITH
 CHANGE IN: (complete items below)

- NAME / TRADE NAME OWNERSHIP INFO
 ADDRESS / LOCATION EMPLOYER IDENTIFICATION NUMBER
 BUSINESS CLASS (OLD: -)
 PHONE (NEW: -)

DATE OF CHANGE, OR OF ENTRY
 INTO BUSINESS, OR OF TERMINATION
 OF BUSINESS (mm/dd/yyyy)

SECTION 2 – BUSINESS CLASS(ES) AND PREMISES LOCATIONS

Enter information below for each business location, using the appropriate class code

DEALER CLASS	SUBCLASS	CLASS CODE
RETAIL DEALER (Anyone who sells, or offers for sale, beverage alcohol products to any person other than a dealer. Examples are package stores, restaurants, bars, private clubs, fraternal organizations, grocery stores or supermarkets which sell such beverages.)	Liquors (Distilled Spirits, Wine or Beer)	11
	Beer Only	12
	Liquors (Distilled Spirits, Wine or Beer) – At Large*	15
	Beer Only – At Large*	16
WHOLESALE DEALER (Anyone who sells, or offers for sale, beverage alcohol products to another dealer. An IMPORTER must register as a wholesaler if he or she sells beverage alcohol products to other dealers.)	Liquors (Distilled Spirits, Wine, or Beer)	31
	Beer Only	32

* A retail dealer at large is one whose business requires him to move from place to place, such as a circus or carnival.

CLASS CODE	TRADE NAME	PREMISES ADDRESS STREET NUMBER AND NAME	CITY, STATE, ZIP CODE	TELEPHONE NUMBER
11		Orpheum Theater 216 State Street	Madison, WI 53703	(608) 284-5460
				()
				()
				()
				()

Under penalties of perjury, I declare that the statements in this registration are true and correct to the best of my knowledge and belief; that this registration applies only to the specified business and location or, where the registration is for more than one location, it applies only to the businesses at the locations specified on the attached list.

SIGNATURE 	TITLE President	DATE 10/15/2012
--	--------------------	--------------------

SECTION 3 – OWNERSHIP INFORMATION

INDIVIDUAL OWNER PARTNERSHIP CORPORATION LLC OTHER (Specify)

FULL NAME	RESIDENCE ADDRESS	POSITION
Larry Frank	155 E. Wilson St. #101 Madison, WI 53703	VP/CEO
Fred S. Frank	4599 Signature Dr. Middleton, WI 53562	President
FULL NAME	RESIDENCE ADDRESS	POSITION
FULL NAME	RESIDENCE ADDRESS	POSITION
FULL NAME	RESIDENCE ADDRESS	POSITION

INSTRUCTIONS

GENERAL INSTRUCTIONS

This registration is for use on and after July 1, 2008. If you are engaged in one or more of the alcohol activities listed on this form, you are required to file this form before beginning business. If there is a change in your business, you need to report it on or before the next July 1 (see CHANGES IN OPERATIONS, below). You may file one registration to cover several locations or several types of activity operating under the same Employer Identification Number (EIN).

NOTE: The special (occupational) tax on producers and marketers of alcohol beverages was repealed by Section 11125 of Public Law 109-59, effective July 1, 2008. However, tax liability and the registration requirement for periods before that date remain. If you need to file a delinquent or amended registration for a period through June 30, 2008, please use TTB Form 5630.5a, Alcohol Special (Occupational) Tax Registration and Return – For Periods Ending On or Before June 30, 2008.

SIGNING YOUR REGISTRATION

This form must be signed by the individual owner, a partner, or, in the case of a corporation or LLC, an individual authorized to sign on behalf of the corporation or LLC.

SECTION 1 – IDENTIFYING INFORMATION

Complete Section 1, Identifying Information, as specified on the form. Your registration must contain a valid Employer Identification Number (EIN). The EIN is a unique number for business entities issued by the Internal Revenue Service (IRS). You must have an EIN whether you are an individual owner, partnership, corporation, LLC, or a government agency. If you do not have an EIN, contact the Internal Revenue Service immediately to obtain one. While TTB may assign a temporary identification number (beginning with XX) to allow initial processing of a return which lacks an EIN, do not delay submission of your registration pending receipt of your EIN. If you have not received a number by the time you file this return, write "number applied for" in the space for the number. Submit your EIN by separate correspondence after receipt from the IRS.

SECTION 2 – PREMISES LOCATIONS

Enter the requested information in Section 2 for each premises location even if this repeats the business information listed in Section 1. If you are reporting a change, enter the date of the change in the appropriate space in Section 1. If additional sheets are needed, make a copy of page 1 of this form or enter the requested information on a separate sheet of paper with your EIN and Company's name.

SECTION 3 – OWNERSHIP INFORMATION

Please complete the ownership information in Section 3. Supply the information specified for each individual owner, partner or responsible person. For a corporation, partnership or association, a responsible person is anyone with the power to control the management policies or buying or selling practices pertaining to alcohol. For a corporation, association, or similar organization, it also means any person owning 10 percent or more of the outstanding stock in the business.

CHANGES IN OPERATIONS

If there is a change of your company's name, trade name, address, premises location, telephone number, ownership information, type of business, or EIN, complete TTB F 5630.5d and submit it no later than the next July 1 after the change. Check the box, Existing Business with Change(s), complete all fields in Section 1, and complete Sections 2 and 3 as necessary to show any changes there. Upon going out of business, submit TTB F 5630.5d within 30 days, checking box b in Section 1. If you are still in business but there are no changes since your last registration, this form does not need to be submitted.

MAILING INSTRUCTIONS

Please sign and date this registration and mail it to:

Alcohol and Tobacco Tax and Trade Bureau
550 Main Street, Suite 8002
Cincinnati, OH 45202-5215.

CONTACT INFORMATION

For further assistance, contact TTB National Revenue Center at 1-800-937-8864 or 1-877-882-3277; or email to ttbtaxstamp@ttb.gov. Additional information is also available at our Web site, www.ttb.gov.

PAPERWORK REDUCTION ACT NOTICE

This request is in accordance with the Paperwork Reduction Act of 1995. This information is used to ensure compliance with Section 11125 of Public Law 109-59, and the Internal Revenue Laws of the United States.

The estimated average burden associated with this collection of information is .8 hour per respondent or record keeper, depending on individual circumstances. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be addressed to the Reports Management Officer, Regulations and Rulings Division, Alcohol and Tobacco Tax and Trade Bureau, Washington, D.C. 20220.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a current, valid OMB control number.



WISCONSIN DEPARTMENT OF REVENUE
 PO BOX 8902
 MADISON, WI 53708-8902

State of Wisconsin • DEPARTMENT OF REVENUE

REGISTRATION UNIT
 2135 RIMROCK RD PO BOX 8902 MADISON, WI 53708-8902
 PHONE: 608-266-2776 FAX: 608-264-6884
 EMAIL: sales10@revenue.wi.gov WEBSITE: www.revenue.wi.gov

Letter ID: L0339849152

FRANK PRODUCTIONS, INC.
 211 S PATERSON ST STE 250
 MADISON WI 53703-4537



State of Wisconsin • DEPARTMENT OF REVENUE

Wisconsin Seller's Permit - Personal Wallet
 Copy

Sellers Permit Number: 456-0000483788-03
 Expiration Date: 28-Feb-2014
 Legal/Real Name: FRANK PRODUCTIONS, INC.

Signature _____

Registration Certificate

Certificate Expiration Date: 28-Feb-2014

LEGAL/REAL NAME: FRANK PRODUCTIONS, INC.

This certificate confirms that you are registered with the Wisconsin Department of Revenue.
 This certificate is not transferable.

If your business is not operated from a fixed location, such as craft shows, flea markets, etc., the wallet copy should be displayed or carried with you to various events.

You are authorized to engage in the business activity(ies) indicated for the following tax(es).

Tax Type	Account Type	Cease Date	Number
Sales & Use Tax	Seller's Permit		456-0000483788-03
Withholding Tax	Withholding Tax		036-0000483788-04

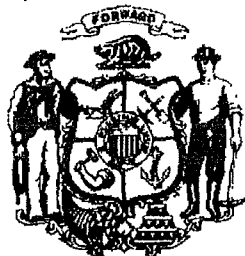
The following is a list of the business locations that you have registered with the Department of Revenue.

██████████
██████████ 456-0000483788-03

FRANK PRODUCTIONS, INC.
FRANK PRODUCTIONS INC
1881 EXPO MALL E
MADISON WI 53713-1447

UNITED STATES OF AMERICA

The State of Wisconsin



DATE: MAR 17 1983

OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

FRANK PRODUCTIONS, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under

- (X) Chapter 180 - Wisconsin Business Corporation Law
- () Section 180.99 - The Service Corporation Law
- () Chapter 185 - Wisconsin Co-operative Association Act

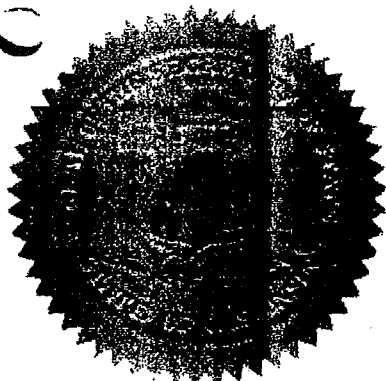
THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on

MAR 28 1983

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State



SEE REVERSE FOR MORE INFORMATION

Article 12. The name and address of incorporator (or incorporators) are:

NAME	ADDRESS (street & number, city, state and ZIP Code)
<u>Harvey L. Wendel</u>	<u>222 W. Washington Ave., Suite 317</u> <u>Madison, Wisconsin 53703</u>
_____	_____
_____	_____
_____	_____

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Executed in duplicate on the 17th day of

March, 19 83

Harvey L. Wendel

All incorporators
SIGN HERE

STATE OF WISCONSIN }
County of Dane } ss.

Personally came before me this 17th day of March A.D. 19 83

the above named Harvey L. Wendel

to me known to be the person who executed the foregoing instrument, and acknowledged the same.

Susan R. Pecore
Susan R. Pecore Notary Public

My Commission expires 11-17-85



This document was drafted by

Attorney Harvey L. Wendel
(Name of Person)

Please print or type

See instruction M

STATE OF WISCONSIN
FILED

MAR 17 1983

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

READ THE INSTRUCTIONS ON THE REVERSE SIDE
AND PLEASE FILL OUT THE RETURN ADDRESS BOX

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under the "Wisconsin Business Law", Chapter 180 of the Wisconsin Statutes:

Article 1. The name of the corporation is **Frank Productions, Inc.**

Article 2. The period of existence shall be **perpetual.**

Article 3. The purposes shall be **to engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin business corporation laws, Chapter 180 of the Wisconsin Statutes.**

Article 4. The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Common	None	2800	No Par Value

Article 5. The preferences, limitation, designation, and relative rights of each class or series of stock, are

None

Article 6. Address of initial registered office is

The complete address, including street and number, if assigned, and the ZIP Code, must be stated.

**222 West Washington Avenue, Suite 317
Madison, Wisconsin 53703**

Article 7. Name of initial registered agent at such address is

Harvey L. Wendel

See Instructions and Suggestions
on Page 4

Article 8. The number of directors constituting the board of directors shall be fixed by by-law.

~~XOR~~

~~Article 8. The number of directors constituting the board of directors shall be.....~~

Strike out the Article 8 you do not use.

Article 9. The names of the initial directors are:

Use of Article 9 is optional - See instruction K

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Herb Frank
Sylvia Frank

Article 10. (Other provisions)

None

Article 11. These articles may be amended in the manner authorized by law at the time of amendment.
(See instruction N)