

April 28, 2005

TO: Mr. John Szerlag, City Manager

FROM: Charles Craft, Chief of Police
Gary Mayer, Police Captain
Thomas Gordon, Police Sergeant

SUBJECT: Agenda Item: Application to Transfer Ownership of a Class C Liquor License - Delaware California Pizza Kitchen, Inc. (Somerset North)

DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION), requests to transfer ownership thru merger of a 2004 12 months Resort Class C licensed business (MCL 436.1531(4); non-transferable) with official permit (food), located at Somerset Collection North, 2800 W. Big Beaver, Space N 126, Troy, MI 48084, Oakland County, from California Pizza Kitchen, Inc. (A California Corporation).

This request is a "paper transfer". The current licensee, California Pizza Kitchen, Inc. (A California Corporation), is being merged into Delaware California Pizza Kitchen, Inc. Both companies have the exact same ownership. The newly formed Delaware entity will bear the same corporate name as the current licensee, however it will now be a Delaware corporation authorized to do business in Michigan, rather than a California corporation. This type of corporate restructuring is referred to as a "reincorporation merger", and is being done for a number of internal business reasons.

The Liquor Advisory Committee heard this request at their April 11 meeting, and approved the requests. The police department has no objection to this request.

TJG/tjg

MM 1-4-05

Michigan Department of Labor & Economic Growth
LIQUOR CONTROL COMMISSION
7150 Harris Drive
P.O. Box 30005
Lansing, Michigan 48909-7505

POLICE INVESTIGATION REQUEST
[Authorized by MCL 436.1201(4)]

To: TROY POLICE DEPARTMENT
CHIEF OF POLICE
500 WEST BIG BEAVER ROAD
TROY, MI 48084-5285

Date: December 27, 2004
REF#: 274929

Chief Law Enforcement Officer

Applicant:

DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION) REQUESTS TO TRANSFER OWNERSHIP THRU MERGER OF 2004 12 MONTHS RESORT CLASS C LICENSED BUSINESS (MCL 436.1531(4); NON-TRANSFERABLE) WITH OFFICIAL PERMIT (FOOD), LOCATED AT SOMERSET COLLECTION NORTH, 2800 W. BIG BEAVER, SPACE N 126, TROY, MI 48084, OAKLAND COUNTY, FROM CALIFORNIA PIZZA KITCHEN, INC. (A CALIFORNIA CORPORATION).

Please make an investigation of the application. If you do not believe that the applicants are qualified for licensing, give your reasons in detail. Complete the Police Inspection Report on Liquor License Request, LC-1800, or for Detroit police, the Detroit Police Investigation of License Request, LC-1802. If there is not enough room on the front of the form, you may use the back.

Forward your report and recommendations of the applicant to the Licensing Division.

If you have any questions, contact the Licensing Division at (517) 322-1400, after 10:00 a.m.

LC-1972 Rev. 9/17
4880-1658

sfs

POLICE INSPECTION REPORT ON LIQUOR LICENSE REQUEST
Req ID # 274929 (Authorized by MCL 436.1217)

Michigan Department of Labor & Economic Growth
MICHIGAN LIQUOR CONTROL COMMISSION
7150 Harris Drive
P.O. Box 30005
Lansing, Michigan 48909-7505

Important: Please conduct your investigation as soon as possible and complete all four sections of this report.
Return the completed report and fingerprint cards to the Commission.

BUSINESS NAME AND ADDRESS: (include zip code)
DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION), SOMERSET COLLECTION
NORTH, 2800 W. BIG BEAVER, SPACE N 126, TROY, MI 48084, OAKLAND COUNTY

REQUEST FOR:
REQUEST TO TRANSFER OWNERSHIP THRU MERGER OF 2004 12 MONTHS RESORT CLASS C
LICENSED BUSINESS (MCL 436.1531(4); NON-TRANSFERABLE) WITH OFFICIAL PERMIT (FOOD) FROM
CALIFORNIA PIZZA KITCHEN, INC. (A CALIFORNIA CORPORATION).

Section 1. APPLICANT INFORMATION

APPLICANT #1: NO FINGERPRINTS REQUIRED DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION)	APPLICANT #2:
HOME ADDRESS AND AREA CODE/PHONE NUMBER: C/O SIEGEL, MOSES & SCHOENSTADT, PC), ATTENTION ASSOCIATE ATTORNEY JENNIFER G. GALLERY, 444 NORTH MICHIGAN AVENUE, SUITE 2600, CHICAGO, IL 60611 (312)658-2000	HOME ADDRESS AND AREA CODE/PHONE NUMBER:
DATE OF BIRTH: If the applicant is not a U.S. Citizen: <input type="radio"/> Does the applicant have permanent Resident Alien status? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="radio"/> Does the applicant have a Visa? Enter status: Date fingerprinted:	DATE OF BIRTH: If the applicant is not a U.S. Citizen: <input type="radio"/> Does the applicant have permanent Resident Alien status? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="radio"/> Does the applicant have a Visa? Enter status: Date fingerprinted:

Attach the fingerprint card and \$30.00 for each card and mail to the Michigan Liquor Control Commission.

ARREST RECORD: <input type="checkbox"/> Felony <input type="checkbox"/> Misdemeanor Enter record of all arrests & convictions (attach a signed and dated report if more space is needed)	ARREST RECORD: <input type="checkbox"/> Felony <input type="checkbox"/> Misdemeanor Enter record of all arrests & convictions (attach a signed and dated report if more space is needed)
--	--

Section 2. Investigation of Business and Address to be Licensed

Does applicant intend to have dancing or entertainment?
 No Yes, complete LC-693N, Police Investigation Report: Dance/Entertainment Permit

Are gas pumps on the premises or directly adjacent? No Yes, explain relationship:

Section 3. Local and State Codes and Ordinances, and General Recommendations

Will the applicant's proposed location meet all appropriate state and local building, plumbing, zoning, fire, sanitation and health laws
and ordinances, if this license is granted? Yes No

If you are recommending approval subject to certain conditions, list the conditions: (attach a signed and dated report if more space is needed)

Section 4. Recommendation

From your investigation:

1. Is this applicant qualified to conduct this business if licensed? Yes No
2. Is the proposed location satisfactory for this business? Yes No
3. Should the Commission grant this request? Yes No
4. If any of the above 3 questions were answered no, state your reasons: (Attach a signed and dated report if more space is needed)

Signature (Sheriff or Chief of Police) _____ Date _____

TROY POLICE DEPARTMENT

APPLICATION FOR OFFICIAL PERMIT FOR DIFFERENCE IN HOURS OF OPERATION
(Authorized by MAC R 436.1437)

Applicant or Licensee Name: DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION)

Address: _____

Type of License: _____

The Commission is requested to grant an after hours permit for: (check boxes that apply)

- Operating our restaurant for the sale of food
- Operating night league bowling, tournaments or Sunday morning bowling
- Registering golfers
- Registering Skiers
- Registering Tennis Players
- Other: _____

During the Hours of:

Weekdays _____ A.M. to _____ A.M.

Sundays 11 A.M. to 12 NOON A.M.

It is understood that customers shall not be on the licensed premises for any activity other than the requested activity.

* Licensee or Applicant Signatures: _____

LOCAL LAW ENFORCEMENT RECOMMENDATION

To Law Enforcement Agency:

This application is for official permits allowing the after hours operations indicated above. Please enter your recommendations below and return one signed copy to the Commission. Thank you.

- Recommended. Comments: _____
- Recommended except for _____ permit.
- Not Recommended

Signature and Title _____ Date: _____

SIEGEL MOSES & SCHOENSTADT, P.C.

ATTORNEYS AT LAW
444 NORTH MICHIGAN AVENUE • SUITE 2600
CHICAGO, ILLINOIS 60611

TELEPHONE (312) 658-2000
FACSIMILE (312) 658-2022

JENNIFER G GALLERY

VIA TELECOPY TRANSMISSION

March 29, 2005

Sergeant Thomas Gordon,
Services Section Administrator
Troy Police Department
500 West Big Beaver Road
Troy, Michigan 48084

**Re: Information for Corporate Restructuring
California Pizza Kitchen, Inc.**

Dear Sergeant Gordon:

As a follow-up to our telephone conversation, I wanted to provide you with some information regarding our client's corporate changes. Specifically, the company underwent a corporate restructuring by which the licensed entity reincorporated in the state of Delaware via a merger with and into a newly formed Delaware entity bearing the same corporate name as the current licensed entity (this merger will be referred to as "reincorporation merger").

Therefore, the transferee/Applicant has the same corporate name as a result of the reincorporation merger. However, rather than being a California corporation authorized to do business in your state, it is a Delaware corporation authorized to do business in your state. Further, I can advise you that FEIN and State Sales Tax Numbers for the post-merger entity were unchanged from the current registrations and there will be no changes in the officers, directors or shareholders of the company (as the post-merger entity become the publicly traded company). For your reference, I have attached a chart evidencing the "before and after" so you can see the result of the reincorporation merger. This reincorporation merger was done for a multitude of internal business reasons.

SIEGEL MOSES & SCHOENSTADT, P.C.

Sergeant Thomas Gordon
March 29, 2005
Page 2

Once you have had an opportunity to review the above and attached, please call me if you require anything further to complete your investigation of this file. Your assistance with this matter is greatly appreciated.

Very truly yours,

SIEGEL, MOSES & SCHOENSTADT, P.C.

By: 
Jennifer G. Gallery,
Associate Attorney

JGG/kh

Attachment

CALIFORNIA PIZZA KITCHEN
Corporate Structure Before Merger

California Pizza Kitchen, Inc.,
a California corporation authorized to transact
business in Michigan

Larry Flax	Co-Chair/Co-Pres.
Richard Rosenfield	Co-Chair/Co-Pres.
Susan Collyns	Secy/VP/CFO
Joel Mayer	Vice President
Clinton Coleman	Vice President

FEIN: 95-4040623
A publicly traded company
Licensee



California Pizza Kitchen, Inc.
a Delaware corporation

Larry Flax	Co-Chair/Co-Pres.
Richard Rosenfield	Co-Chair/Co-Pres.
Susan Collyns	Secy/VP/CFO
Joel Mayer	Vice President
Clinton Coleman	Vice President

To effect the reincorporation merger, California Pizza Kitchen, Inc. (the CA corporation) will merge into and with California Pizza Kitchen, Inc. (the DE corporation).

Corporate Structure After Merger

California Pizza Kitchen, Inc.,
a Delaware corporation authorized to transact
business in Michigan

Larry Flax	Co-Chair/Co-Pres.
Richard Rosenfield	Co-Chair/Co-Pres.
Susan Collyns	Secy/VP/CFO
Joel Mayer	Vice President
Clinton Coleman	Vice President

FEIN: 95-4040623
A publicly traded company
Licensee

AGREEMENT REGARDING LIQUOR LICENSE REQUEST

This Agreement, made this 28 day of March, 2005, by and between the CITY OF TROY, MICHIGAN, a municipal corporation, with offices located at 500 W. Big Beaver Road, Troy, Michigan, 48084, hereinafter known as THE CITY, and DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION), the Applicant, hereinafter known as APPLICANT.

1. The City Council of the City of Troy, for and in consideration of the following covenants and conditions, agrees to recommend to the Michigan Liquor Control Commission Approval of the transfer of ownership (thru merger) of a 2004 12 Months Resort Class C licensed business, located at 2800 W. Big Beaver Rd., from California Pizza Kitchen, Inc. (A California Corporation).
2. In consideration of the City of Troy's recommendation for approval of the transfer, the applicant hereby agrees that:
 - a) It has read and is aware of the provisions of City of Troy Ordinances, Chapter No. 68 and Chapter No. 98, and agrees that it shall be deemed to have knowledge of any subsequent amendments to said Chapters which may become effective during the term of this agreement.
 - b) It has read and is in receipt of copies of the provisions of the City of Troy, City Council Resolution No. 93-1028, and agrees that it shall be deemed to have knowledge of any subsequent amendments to the Resolution which may become effective during the term of this agreement.
 - c) It agrees to observe and comply with all laws, statutes, ordinances, rules, regulations or resolutions of the United States government, State of Michigan, and the City of Troy, or any department or agency of the governmental entities, as well as the rules and regulations of the Michigan Liquor Control Commission as they pertain to the operation of a liquor licensed business in the City of Troy.
 - d) It agrees to immediately require all employees who serve/sell alcohol to attend a recognized alcohol awareness program, and forward the names of each certified employee to the Troy Police Department. The alcohol awareness program must either be recognized by the Troy Police Department (i.e. TIPS,TAMS), or the program must be reviewed by the Troy Police Department to insure that the program is comparable to the recognized programs.
3. Applicant agrees that the recommendation for Approval agreed upon by the City Council is not a property right and is approved upon the express and continuing condition that no violation as set forth in paragraph 2 of this agreement shall occur.
4. Applicant agrees that the recommendation for Approval agreed upon by the City Council is approved upon the express and continuing condition that the physical characteristics (including but not limited to the inside layout, building design and engineering, seating capacity, parking space allocations, fire exits, and other physical attributes); and also the nature and type of business intended to be conducted remain virtually the same.
5. Applicant agrees that upon such violation, after full investigation and an opportunity for said applicant to be heard, upon a finding by the City Council that a violation as set forth in paragraph 2 of this agreement has occurred, the City Council shall have just cause for revocation of said recommendation for approval.

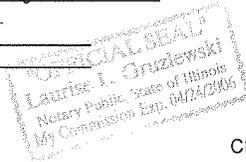

Jennifer S. Allen Attorney
Authorized Representative
DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION)

Witnesses:

Subscribed and sworn to before me
this 28 day of MARCH, 200 5

Laurie I. Grzlewski

Notary Public, ILLINOIS
County, COOK
My commission expires:



CITY OF TROY

By: _____
Louise Schilling, Mayor

By: _____
Tonni Batholomew, City Clerk

Witnesses:

Subscribed and sworn to before me
this ___ day of _____, 200 ____

Notary Public, _____
County, _____
My commission expires:

A regular meeting of the Liquor Advisory Committee was held on Monday, April 11, 2005 in Conference Room C of Troy City Hall, 500 West Big Beaver Road. Chairman Max K. Ehlert called the meeting to order at 7:00 p.m.

ROLL CALL:

PRESENT: Max K. Ehlert, Chairman
Henry W. Allemon
Alex Bennett
W. Stan Godlewski
Patrick C. Hall
James R. Peard
Bohdan L. Ukrainec
Sergeant Thomas J. Gordon

Resolution to Approve Minutes of March 14, 2005 Meeting

Resolution #LC2005-04-010

Moved by Allemon

Seconded by Ukrainec

RESOLVED, that the Minutes of the March 14, 2005 meeting of the Liquor Advisory Committee be approved.

Yes: All - 7

No: None

Absent: None

Agenda Items:

1. **MORTON'S OF CHICAGO/TROY, LLC (A DELAWARE LIMITED LIABILITY COMPANY)**, requests to transfer ownership of a 2004 Class C licensed business with official permit (food), located in escrow at 25938 Middlebelt, Farmington Hills, MI 48336, Oakland County, from Stearn & Company, L.L.C.; transfer location (governmental unit), (MCL 436.1531) to 888 W. Big Beaver Rd, Troy, MI 48084, Oakland County, and requests a new SDM license to be held in conjunction. [MLCC REQ ID# 280550]

A representative of Morton's of Chicago was not present at the meeting. This item has been tabled.

2. **DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION)**, requests to transfer ownership thru merger of a 2004 12 months Resort Class C licensed business (MCL 436.1531(4); non-transferable) with official permit (food), located at Somerset Collection North, 2800 W. Big Beaver, Space N 126, Troy, MI 48084, Oakland County, from California Pizza Kitchen, Inc. (A California Corporation). [MLCC REQ ID# 274929]

A representative of Delaware California Pizza Kitchen, Inc. was not present at the meeting. Sergeant Thomas Gordon presented the issue.

Resolution #LC2005-04-011

Moved by Allemon

Seconded by Hall

RESOLVED, that DELAWARE CALIFORNIA PIZZA KITCHEN, INC. (A DELAWARE CORPORATION), be allowed to transfer ownership thru merger of a 2004 12 months Resort Class C licensed business (MCL 436.1531(4); non-transferable) with official permit (food), located at Somerset Collection North, 2800 W. Big Beaver, Space N 126, Troy, MI 48084, Oakland County, from California Pizza Kitchen, Inc. (A California Corporation).

Yes: All - 7

No: None

Absent: None

Resolution #LC2005-04-012

Moved by Ukrainec

Seconded by Hall

RESOLVED, that name changes or corporate reorganization license changes be allowed without the necessity of applicant or applicant's counsel to attend the Liquor Advisory Committee meeting.

Yes: All - 7

No: None

Absent: None

The meeting adjourned at 7:10 p.m.

Max K. Ehlert, Chairman

Sergeant Thomas J. Gordon