

Lincoln Police Department
Thomas K. Casady, Chief of Police
575 South 10th Street
Lincoln, Nebraska 68508

402-441-7204
fax: 402-441-8492



MAYOR COLEEN J. SENG

lincoln.ne.gov

November 27, 2006

Mayor Seng and City Council
City of Lincoln
City County Building
Lincoln, NE

Mayor Seng and Members of the City Council:

An investigation has been made regarding the application of Noodles & Company, 210 North 14th Street requesting a class I liquor license.

This location currently has a class I liquor license but it has been purchased by Nebraska Dining Holding LLC.

Edward Lynch will be the manager of this liquor license. Background information on Mr. Lynch will be omitted as the Council has approved him for the Noodles & Company located at 2801 Pine Lake Road.

Stockholder information has been included for your review.

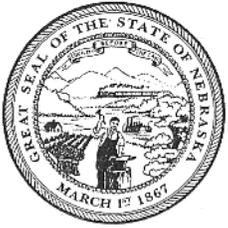
If this application is approved, it should be with the understanding that it conforms to all the rules and regulations of Lincoln, Lancaster County and the State of Nebraska.

THOMAS K. CASADY, Chief of Police



A nationally accredited law enforcement agency





FILED

PH: 12-18-06

STATE OF NEBRASKA

Dave Heineman
Governor

NOV 22 2006

NEBRASKA LIQUOR CONTROL COMMISSION

Hobert B. Rupe

Executive Director

301 Centennial Mall South, 5th Floor

P.O. Box 95046

Lincoln, Nebraska 68509-5046

Phone (402) 471-2571

Fax (402) 471-2814

TRS USER 800 833-7352 (TTY)

web address: <http://www.lcc.ne.gov/>

CITY CLERK'S OFFICE
LINCOLN, NEBRASKA

November 21, 2006

A6-128307

City Clerk of Lincoln
City/County Building
555 S 10 Street
Lincoln, NE 68508

NEBRASKA Timing Holdings LLC
dba Woodles & CO 7103
210 NO 14TH CLASS I

Dear Local Governing Body:

Attached is the form to be used on all retail liquor license applications. Local clerks must collect proper license fees and occupation tax per ordinance, if any, before delivering the license at time of issuance.

TWO KEY TIME FRAMES TO KEEP IN MIND ARE:

- 1) Publicize one time not less than 7 days not more than 14 days prior to date of hearing.
- 2) You have 45 days to conduct a hearing after the date of receipt of the notice from this Commission (§53-134). You may choose **NOT** to make a recommendation of approval or denial to our Commission.

PER §53-133, THE LIQUOR CONTROL COMMISSION SHALL SET FOR HEARING ANY APPLICATION WHEREIN:

- 1) There is a recommendation of denial from the local governing body,
- 2) A citizens protest; or
- 3) Statutory problems that the Commission discovers.

PLEASE NOTE A LICENSEE MUST BE "PROPERLY" LICENSED IN ORDER TO PURCHASE FROM WHOLESALERS, AND A LICENSE IS EFFECTIVE:

- 1) Upon payment of the license fees;
- 2) Physical possession of the license;
- 3) Effective date on the license.

Sincerely,

Jackie B. Matulka

NEBRASKA LIQUOR CONTROL COMMISSION
Jackie B. Matulka
Licensing Division

Enclosures
Rhonda R. Flower
Commissioner

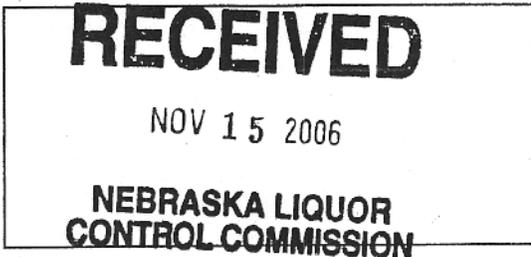
Bob Logsdon
Chairman

R.L. (Dick) Coyne
Commissioner

local

APPLICATION FOR LIQUOR LICENSE

NEBRASKA LIQUOR CONTROL COMMISSION
301 CENTENNIAL MALL SOUTH
PO BOX 95046
LINCOLN, NE 68509-5046
PHONE: (402) 471-2571
FAX: (402) 471-2814
Website: www.lcc.ne.gov



OFFICE USE ONLY

75061

JM

CLASS OF LICENSE FOR WHICH APPLICATION IS MADE AND FEES CHECK DESIRED CLASS(S)

RETAIL LICENSE(S)

- A Beer, On Sale Only \$45.00
- B Beer, Off Sale Only \$45.00
- C Beer, Wine & Distilled Spirits, On & Off Sale \$45.00
- D Beer, Wine & Distilled Spirits, Off Sale Only \$45.00
- ~~I Beer, Wine & Distilled Spirits, On Sale Only \$45.00~~

Class K Catering license may be added to any of these classes with an additional fee of \$100.00 and filing form 35-4202

MISCELLANEOUS

			Bond
<input type="checkbox"/>	L	Craft Brewery (Brew Pub)	\$295.00 1,000 min.
<input type="checkbox"/>	O	Boat	\$ 95.00 N/A
<input type="checkbox"/>	V	Manufacturer, Beer, Wine & Distilled Spirits (additional fee of \$100 to \$1,000-call for exact amount)	\$ 45.00 10,000 min.
<input type="checkbox"/>	W	Wholesale Beer	\$545.00 5,000 min.
<input type="checkbox"/>	X	Wholesale Liquor	\$795.00 5,000 min.
<input type="checkbox"/>	Y	Farm Winery	\$295.00 1,000 min.

All Class C licenses expire October 31st

All other licenses expire April 30th

Catering expire same as underlying retail license

TYPE OF APPLICATION BEING APPLIED FOR (CHECK ONE)

- Individual License, requires insert form 1
- Partnership License, requires insert form 2
- Corporate License, requires insert form 3a and manager application 3b

NAME OF PERSON OR FIRM ASSISTING WITH APPLICATION

(Commission will call this person with any questions we may have)

Name: Kregg S. Anderson

Phone: (303) 539-3070

Firm Name: Nebraska Dining, LLC

Firm address: 1720 S. Bellaire Street, Suite 1209 Denver, CO 80222

PREMISE INFORMATION

RECEIVED

Trade Name (doing business as) Noodles & Company #7103

Street Address #1 210 N. 14th Street

NOV 15 2006

Street Address #2 _____

NEBRASKA LIQUOR CONTROL COMMISSION

City Lincoln

County Lancaster

#2

Zip Code ~~68516~~ 68508

Telephone number at premise to be licensed (402) 475-4131

Is this location inside the city/village corporate limits: YES

NO

CITY

Mail to Address (where you want receipt of Liquor Control Commission mailings)

Name: Nebraska Dining Holding, LLC

Street Address #1 1720 S. Bellaire Street, Suite 1209

Street Address #2 _____

City Denver

County Denver

Zip Code 80222

DESCRIPTION AND DIAGRAM OF THE STRUCTURE TO BE LICENSED

In the space provided or on an attachment draw the area to be licensed. This should include storage areas, basement, sales areas and areas where consumption or sales of alcohol will take place. If only a portion of the building is to be covered by the license, you must still include dimensions (length x width) of the licensed area as well as the dimensions of the entire building in situations. No blue prints please. Be sure to indicate the direction north and number of floors of the building.

See Attached

APPLICANT INFORMATION

1. READ CAREFULLY. ANSWER COMPLETELY AND ACCURATELY.

Has anyone who is a party to this application, or their spouse, EVER been convicted of or plead guilty to any charge. Charge means any charge alleging a felony, misdemeanor, violation of a federal or state law; a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.

- Yes If yes, please explain below or attach a separate page.
 No

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**NEBRASKA LIQUOR
CONTROL COMMISSION**

2. Are you buying the ~~business and/or assets of a licensee?~~ If yes, submit a copy of the ~~sales agreement~~ with a listing of assets being acquired including liquor inventory (name brand and container size required). Liquor Inventory may be taken at time of application being submitted.

- Yes
Current business name and license number Noodles & Company, State #69585
 No

3. Are you filing a temporary agency agreement, Commission form 4231, whereby current licensee allows you to operate on their license. If yes, attach agreement. **Please note:** This agreement is not effective until Commissions assigns you a 3-digit ID number.

- Yes
 No

4. Are you borrowing any money from any source to establish and/or operate the business? If yes, list the lender.

- Yes
 No

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NEBRASKA LIQUOR
CONTROL COMMISSION

*OK
everyone
is listed
on corp
phone*

5. Will any person or entity other than applicant be entitled to a share of the profits of this business? If yes, explain. All involved members must be disclosed on application.

- Yes managers, members, officers, etc... call Jackie
 No

6. Will any of the furniture, fixtures and equipment to be used in this business be owned by others? If yes, list such items and the owner.

- Yes
 No

7. Will any person(s) other than named in this application have any direct or indirect ownership or control of the business? If yes, explain? (No silent partners)

- Yes
 No

8. Are the premises to be licensed within 150 ft of a church, school, hospital, home for the aged or indigent persons or for veterans, their wives, children, or within 300 ft of a college or university campus? If yes, list the name of such institution and where it is located in relation to the premises. Neb. Rev. Stat. 53-177.

- Yes
 No

9. Is anyone listed on this application a law enforcement officer? If yes, list the person, the law enforcement agency involved and the person's exact duties.

- Yes
 No

10. List the primary bank and/or financial institution (branch if applicable) to be utilized by the business and the individual(s) who will be authorized to write checks and/or make withdrawals on accounts at the institutions.

US Bank - Scott Barton

Martin Herzog Edward Lynch

11. List all past and present liquor licenses held in Nebraska or any other state by any person named in this application. Include license holder name, location of license and license number. Also list reasons for termination of any licenses previously held.

N/A

12. List the person who will be the on site supervisor of the business and the estimated number of hours per week such person or manager will be on the premises supervising operations.

Manager - Edward J. Lynch

13. List the training or experience (when and where) of the person listed in #12 above in connection with selling and/or serving alcohol products.

1 year and 4 months with Noodles, Hospitality Management Training and Certified

14. If the property for which this license is sought is owned, submit a copy of the deed, or proof of ownership. If leased, submit a copy of the lease covering the entire license year. Documents must show title or lease held in name of applicant as owner or lessee in the individual(s) or corporate name for which the application is being filed.

- Lease: expiration date
 Deed
 Purchase Agreement

3-1-2015

15. When do you intend to open for business? August 30, 2006

16. What will be the main nature of business? What are the anticipated hours of operation?

Restaurant 11am - 10pm

17. List the principal residence(s) for the past 10 years for all persons required to sign application, including spouses. If necessary attach a separate sheet.

Applicant Name	From: Year	To: Year	City/State
Martin H. Herzog	1985	2006	Denver/CO
Marie F. Herzog	1985	2006	Denver/CO

The undersigned applicant(s) hereby consent(s) to a background investigation and release present & future records of every kind and description including police records, tax records (State and Federal), bank or lending institution records, and said applicant(s) and spouse(s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information. Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance

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NEBRASKA LIQUOR CONTROL COMMISSION

of the application investigation or any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Revenue Commission. The undersigned understand and acknowledge that any license issued based on the information submitted in this application is subject to cancellation if the information contained herein is incomplete, inaccurate or fraudulent.

Individual applicants agree to supervise in person the management and operation of the business and that they will operate the business authorized by the license for themselves and not as an agent for any other person or entity. Corporate applicants agree the approved manager will superintend in person the management and operation of the business. Partnership applicants agree one partner shall superintend the management and operation of the business. All applicants agree to operate the licensed business within all applicable laws, rules, regulations, and ordinances and to cooperate fully with any authorized agent of the Nebraska Liquor Control Commission.

Must be signed in the presence of a notary public by applicant(s) and spouse(s). If partnership or LLC (Limited Liability Company), all partners, members and spouses must sign. If corporation all officers, directors, stockholders (holding over 25% of stock) and spouses. Full (birth) names only, no initials.

VIOLA 2006 LLC a Colorado limited liability company,

NEBRASKA DINING LLC, a Colorado limited liability company,

By: Martin Herzog
Martin Herzog, Manager

By: Martin Herzog
Viola 2006 LLC Manager;
Martin Herzog, Manager

(sign here)

(sign here)

(sign here)

(sign here)

X Marie Herzog
(sign here)

(sign here)

Subscribed in my presence and sworn to before me this

23 day of Oct, 2006

Carol M. Williams
Notary Public Signature & Seal

my comm. expires 8-22-07

Notary said only one signature was necessary per lawyer

In compliance with the ADA, this application for license form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternate format.

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NEBRASKA LIQUOR CONTROL COMMISSION

APPLICATION FOR LIQUOR LICENSE CORPORATION MANAGER - FORM 3b *MUST BE A NEBRASKA RESIDENT*

301 CENTENNIAL MALL SOUTH PO BOX 95046 LINCOLN, NE 68509-5046 PHONE: (402) 471-2571 FAX: (402) 471-2814 Website: http://www.lcc.ne.gov/

EMPLOYER INFORMATION

NAME OF LICENSED CORPORATION Nebraska Dining Holding, LLC CLASS & LICENSE NUMBER Class I TRADE NAME Noodles & Company STREET ADDRESS 210 N. 14th Street CITY Lincoln

SIGNATURE OF CORPORATION PRESIDENT/CEO

Signature: M. Lynch

APPLICANT INFORMATION (MUST BE A FOREIGNER AND NEBRASKA RESIDENT)

NAME Edward Lynch ADDRESS 1342 Shalene Circle CITY Wahoo STATE NE ZIP CODE 68066 HOME PHONE NUMBER 402 443-8674 BUSINESS PHONE NUMBER 402 423 4131 SEX [X] MALE [] FEMALE SOCIAL SECURITY NUMBER [REDACTED] DATE OF BIRTH [REDACTED] PLACE OF BIRTH Philadelphia Pa DRIVERS LICENSE NUMBER & STATE NEBRASKA [REDACTED]

SIGNATURE OF SPOUSE (NOT NECESSARY)

SPOUSE NAME ANN LYNCH SOCIAL SECURITY NUMBER [REDACTED] DATE OF BIRTH [REDACTED] DRIVERS LICENSE NUMBER & STATE NEBRASKA [REDACTED]

Spousal

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NEBRASKA LIQUOR
CONTROL COMMISSION

1. READ CAREFULLY. ANSWER COMPLETELY AND ACCURATELY.

Has anyone who is a party to this application, or their spouse, EVER been convicted of or plead guilty to any charge. Charge means any charge alleging a felony, misdemeanor, violation of a federal or state law; a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.

YES NO

If yes, please explain below or attach a separate page.

2. Have you or your spouse ever made application for any liquor license or manager for any liquor license? IF YES, for what premise give license number and date.

YES NO

#67838 - 5-01-2006 - 4/30/2007

3. Have you or your spouse ever made a compromise settlement for violation of such laws?

YES NO

4. Do you, as a manager, have all the qualifications required by any person entitled to hold a Nebraska Liquor License? Nebraska Liquor Control Act (§53-131.01)

YES NO

5. Have you filed fingerprint cards and **PROPER FEES** (if check, make out to the NE State Patrol), with this application?

YES NO

prints enclosed

RESIDENCES FOR THE PAST 10 YEARS. APPLICANT AND SPOUSE MUST COMPLETE

APPLICANT: CITY & STATE	YEAR		SPOUSE: CITY & STATE	YEAR	
	FROM	TO		FROM	TO
1342 1342 SHAKLE, WAHOO 68066	7/05	pres.	SAME		
1714 LINDEN, WAHOO 68066	5/04	7/05	SAME		
1209 BELAIRE CT. TOMS RIVER NJ	3/03	7/05	SAME		
112 GLENMERE GRETNA NE	4/01	5/03	SAME		

EMPLOYERS - LIST LAST TWO EMPLOYERS

MONTH/YEAR	NAME OF EMPLOYER	NAME OF SUPERVISOR	TELEPHONE NUMBER
FROM TO			
3/05 pres.	Noodles & Company	JOE SEREFIN	402 423 4131
9/04 3/05	Attorney Pot		402 391 6358

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**PERSONAL OATH AND CONSENT OF INVESTIGATION
MUST BE SIGNED BY APPLICANT & SPOUSE**

**NEBRASKA LIQUOR
CONTROL COMMISSION**

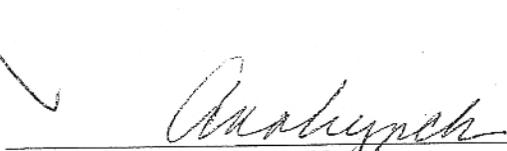
The above individual(s), being first duly sworn upon oath, deposes and states that the undersigned is the applicant and/or spouse of the applicant in the foregoing application, that said application has been read and that the contents thereof and all statements contained therein are true. If any false statement is made in any part of this application, the applicant(s) shall be deemed guilty of perjury and subject to penalties provided by law. (Sec. §53-131.01) Nebraska Liquor Control Act.

The undersigned applicant hereby consents to an investigation of his/her background including all records of every kind and description including police records, tax records (State and Federal), and bank or lending institution records, and said applicant and spouse waive any rights or causes of action that said applicant or spouse may have against the Nebraska Liquor Control Commission and any other individual disclosing or releasing said information to the Nebraska Liquor Control Commission. If spouse has NO interest directly or indirectly, an affidavit of non participation may be attached.

The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete, inaccurate, or fraudulent.



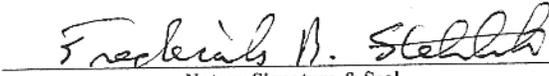
Signature of Applicant



Signature of Spouse

Subscribed in my presence and sworn to before me this 20th
day of October 2006.

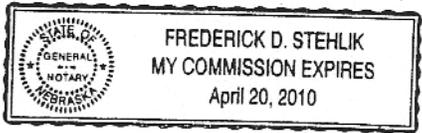
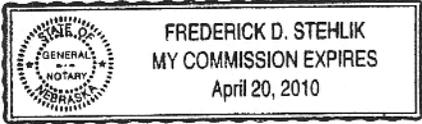
Subscribed in my presence and sworn to before me this 20th
day of October 2006.



Notary Signature & Seal



Notary Signature & Seal



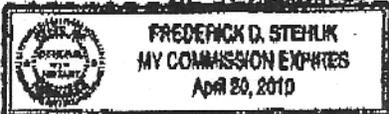
NEBRASKA LIQUOR CONTROL COMMISSION AFFIDAVIT OF NON PARTICIPATION

The undersigned individual acknowledges that he/she will have no interest, directly or indirectly, in the operation or profit of the business, as prescribed in Section §53-125(13) of the Liquor Control Act. Such individual shall not tend bar, make sales, serve patrons, stock shelves, write checks, sign invoices, represent themselves as owner or in any way participate in the day to day operations in any capacity. Undersigned will also be waived of filing fingerprint cards, however, has disclosed any violation(s) on application.

[Handwritten Signature]
Signature of Spouse

SUBSCRIBED in my presence and sworn to before me this 14th day

of November, 2006.



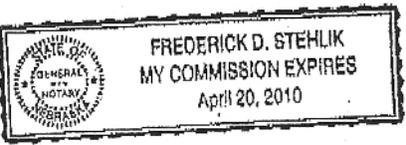
[Handwritten Signature]
Signature of Notary Public

The licensee/applicant understands that he/she is responsible for compliance with the conditions set out above, and that if such terms are violated, the Commission may cancel or revoke the license.

X *[Handwritten Signature]* Edward Lynch
Signature of licensee/applicant Print name of licensee/applicant

SUBSCRIBED in my presence and sworn to before me this 17th day

of November, 2006.



[Handwritten Signature]
Signature of Notary Public

**APPLICATION FOR LIQUOR LICENSE
CORPORATION/LLC INSERT - FORM 3a**

NEBRASKA LIQUOR CONTROL COMMISSION
301 CENTENNIAL MALL SOUTH
PO BOX 95046
LINCOLN, NE 68509-5046
PHONE: (402) 471-2571
FAX: (402) 471-2814
Website: <http://www.lcc.ne.gov/>

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**NEBRASKA LIQUOR
CONTROL COMMISSION**

Name of Corporation or Limited Liability Company that will hold license. Attach copy of Articles of Incorporation. (Document must show [barcode] receipt by Secretary of States Office.

Nebraska Dining, *holding, LLC*

Corporate Street Address: 1720 S. Bellaire Street

City: Denver State: CO Zip Code: 80222

Corporate Telephone Number 303.757.8811

Total number of shares issued (if corporation) _____

Is this a Non Profit Corporation? YES NO

If yes, what is your Federal ID #? _____

Name of Registered Agent Corporagent, Inc.

Name of Proposed Manager Edward Lynch

This person must complete form 35-4013

List name of Chief Executive Officer

Last Name: Herzog First Name: Martin MIH

Address Street 1720 S. Bellaire Street City Denver

State CO Zip Code 80222 Home Phone number 303.520.3353

Social Security Number [REDACTED] Date of Birth [REDACTED]

List names of all Officers, Directors, Stockholders, Members and their Spouses

Signed app

Last Name Viola 2006 LLC First Name _____

Social Security Number _____ Date of Birth _____

Title _____ Number of Shares _____

Spouse Name (indicate N/A if single) _____

Spouse Social Security Number _____ Date of Birth _____

Title _____ Number of Shares _____

Signed app

Last Name NE Dining LLC First Name _____

Social Security Number _____ Date of Birth _____

Title _____ Number of Shares _____

Spouse Name (indicate N/A if single) _____

Spouse Social Security Number _____ Date of Birth _____

Title _____ Number of Shares _____

Signed app prints

Last Name Herzog First Name Martin H

Social Security Number ~~XXXXXXXXXX~~ Date of Birth ~~XXXX-XX-XX~~

Title Member Number of Shares _____

Spouse Name (indicate N/A if single) Herzog, Marie F

Spouse Social Security Number ~~XXXXXXXXXX~~ Date of Birth ~~XXXX/XX/XX~~

Title _____ Number of Shares _____

Spouse

Signed app spouse

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NEBRASKA LIQUOR CONTROL COMMISSION

Is this Corporation or Limited Liability Company controlled by another Corporation?

Yes No

If yes, give name of corporation and supply organizational chart

Indicate tax year with the IRS

Starting Date 01/01/2006

Ending Date 12/31/2006

VIOLA 2006 LLC, A Colorado limited liability company,

BY:

Martin Herzog

Signature of President/Managing Member

Martin Herzog, Manager

Carol M. Williams

Notary Public Signature & Seal

Subscribed in my presence and sworn to before me this

23 day of Oct., 2006

Carol M. Williams

Notary Public Signature & Seal

my comm. expires 8-22-07

In compliance with the ADA, this application for license form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternate format.

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**NEBRASKA LIQUOR CONTROL COMMISSION
AFFIDAVIT OF NON PARTICIPATION**

**NEBRASKA LIQUOR
CONTROL COMMISSION**

The undersigned individual acknowledges that he/she will have no interest, directly or indirectly, in the operation or profit of the business, as prescribed in Section §53-125(13) of the Liquor Control Act. Such individual shall not tend bar, make sales, serve patrons, stock shelves, write checks, sign invoices, represent themselves as owner or in any way participate in the day to day operations in any capacity. Undersigned will also be waived of filing fingerprint cards, however, has disclosed any violation(s) on application.

Maria Herzog
Signature of Spouse

SUBSCRIBED in my presence and sworn to before me this 23 day
of October, 2006.

Carol M. Williams
Signature of Notary Public
my Comm. expires
8-22-07

The licensee/applicant understands that he/she is responsible for compliance with the conditions set out above, and that if such terms are violated, the Commission may cancel or revoke the license.

Martin H. Herzog
Signature of licensee/applicant
Nebraska Dining Holdings, LLC a Nebraska
limited liability company
By: Viola 2006, ~~LLC~~ Manager;
Martin H. Herzog, Manager
Print name of licensee/applicant

SUBSCRIBED in my presence and sworn to before me this 23 day
of Oct., 2006.

Carol M. Williams
Signature of Notary Public
my Comm expires 8-22-07

