

IN THE DISTRICT COURT IN AND FOR TULSA COUNTY DISTRICT COURT
STATE OF OKLAHOMA

FILED

OCT 13 2016

MARK PERKINS, ALBERT CARRILLO, and)
PERKINS REAL ESTATE GROUP, LLC,)
)
)
)
)
 Plaintiffs,)

SALLY HOWE SMITH, COURT CLERK
STATE OF OKLA. TULSA COUNTY

v.)

CJ-2016-03708 Case No.

BLAKE EWING, an individual,)
THE MAX RETROPUB, L.L.C.,)
an Oklahoma limited liability company;)
THE ENGINE ROOM LLC,)
an Oklahoma limited liability company;)
THE PHOENIX CAFE, LLC, an Oklahoma)
limited liability company; FUR SHOP LLC,)
an Oklahoma limited liability company; and)
BLUE OX DINING GROUP, LLC,)
an Oklahoma limited liability company)
)
)
 Defendant.)

MARY F. FITZGERALD

PETITION

Plaintiffs, Mark Perkins, Albert Carrillo and Perkins Real Estate Group, LLC (collectively, "Plaintiffs"), for their claim for relief against Defendant Blake Ewing, state as follows.

1. Mark Perkins ("Mr. Perkins") is an Oklahoma resident who resides in Tulsa County.
2. Albert Carrillo ("Mr. Carrillo") is an Oklahoma resident who resides in Tulsa County.
3. Perkins Real Estate Group, LLC ("Perkins Real Estate Group") is a closely-held Oklahoma limited liability company, with its principal place of business in Tulsa County. It and Mr. Perkins are collectively referred to herein as "Perkins," "Mr. Perkins," or "the Perkins Group."
4. Defendant Blake Ewing ("Ewing") is an Oklahoma resident who resides in Tulsa County.
5. The Max Retropub, L.L.C. ("The Max"), is an Oklahoma limited liability company, with its principal place of business in Tulsa County.

6. The Engine Room LLC (“The Engine Room”), is an Oklahoma limited liability company, with its principal place of business in Tulsa County.

7. The Phoenix Cafe, LLC (“The Phoenix Cafe”), is an Oklahoma limited liability company, with its principal place of business in Tulsa County.

8. Fur Shop LLC (“Fur Shop”), is an Oklahoma limited liability company, with its principal place of business in Tulsa County.

9. Blue Ox Dining Group, LLC (“Blue Ox”), is an Oklahoma limited liability company, with its principal place of business in Tulsa County.

10. All acts complained of herein occurred in Tulsa County, thus, jurisdiction and venue are appropriate in this matter.

COUNT 1: FRAUD

11. Ewing is a Tulsa businessman who manages and owns majority positions in several bars, restaurants, and other entities focused primarily in downtown Tulsa’s Blue Dome District (the “Ewing Enterprises”).

12. Recently, Ewing and certain Ewing Enterprises received adverse publicity when the *Tulsa World* and other news outlets reported that three of the Ewing Enterprises, The Max Retro Pub, the Fur Shop, and Legends Dance Hall & Saloon, had failed to pay state taxes to the Oklahoma Tax Commission, in the amount of \$80,262.38 plus \$16,400.35 in penalties, fees, and interest (hereafter, the “Tax Lien Disclosure”).

13. This revelation revealed the tip of theretofore hidden massive acts of malfeasance and misappropriation by Ewing in his dealings with certain of the Ewing Enterprises. This Petition focuses on transactions involving The Max, and on certain acts perpetrated by Ewing personally and through his *alter egos* among the Ewing Enterprises.

14. The Max Retro Pub is an 80's themed arcade bar serving beer and cocktails in downtown Tulsa. It was formed as a limited liability company by Ewing through a filing made with the State of Oklahoma on January 27, 2010. The Max did not open for business, however until September 10, 2010. In the interim Ewing raised capital for The Max as partially disclosed hereafter.

15. Prior to The Max opening for business, certain Ewing Enterprises already existed in Tulsa, including at least the following:

- a. Joe Momma's Pizza, LLC ("Joe Momma's"), which was a pizza parlor.
- b. Boomtown Tees, LLC ("Boomtown"), which designs and sells t-shirts.
- c. The Engine Room, LLC ("Engine Room"), an entity whose primary function seemed to be providing services for other Ewing Enterprises.
- d. Back Alley Blues & Barbeque, LLC ("Back Alley Blues"), which was a restaurant.
- e. The Phoenix Cafe, which is a coffee house.

16. Beginning after January 27, 2010, Ewing, as promoter, owner, and manager, solicited potential investors in The Max ostensibly to raise initial capital for the creation, construction, and establishment of The Max at 114 S. Elgin Ave. in downtown Tulsa.

17. In time Ewing contacted Mr. Carrillo, who on April 7, 2010 invested a substantial sum in The Max, which amount became the first deposit in its checking account.

18. At the time of Mr. Carrillo's investment Ewing did not inform Mr. Carrillo of his then existing intent to use funds raised from Mr. Carrillo (and others) to bolster and support one or more of the Ewing Enterprises, or to otherwise use Max funds for improper personal benefit. Ewing intended that Mr. Carrillo rely on this false state of affairs and he did so rely, to his detriment.

19. For example, on May 4, 2010, three days before its grand opening, and *over four*

months before *The Max* was open for business, Ewing caused a \$9,130.93 check to be written from The Max checking account to the order of Boomtown Tees.

20. On May 27, 2010, there was a \$7,500.00 transfer out of the checking account of The Max, which was stated to be for “Joe Momma’s . . . to cover credit card . . . problem. A. Blake Ewing.”

21. Like Mr. Carrillo, Mr. Perkins was solicited by Ewing to invest in The Max. Mr. Perkins invested by causing his closely-held Perkins Real Estate Group, LLC to invest substantial sums in The Max between August 12, 2010 and September 3, 2010.

22. Individually, Mr. Perkins, on September 3, 2010, also acquired an ownership interest in The Max Retro pub.

23. Upon making his investments, Mr. Perkins was neither personally, nor as the manager of Perkins Real Estate Group, LLC, informed of Ewing’s intent to use capital raised for The Max for improper personal benefit, or to support one or more of the Ewing Enterprises. Ewing intended that Mr. Perkins rely on this false state of affairs and he did so rely, to his detriment.

24. For example, Mr. Perkins was not informed of the \$14,000.00 transfer out of The Max account on June 23, 2010 to “Cover Debt on Joe Momma’s,” nor of any of the prior misappropriations such as those alleged above. Nor did Ewing disclose his then present intent to make similar fraudulent transfers in the future for the benefit of himself or other Ewing Enterprises.

25. After Mr. Perkins’ investment, Ewing continued utilizing The Max’s checking account to spend his partners’ investment funds on unrelated Ewing Enterprises.

26. In addition, with the opening of The Max on September 10, 2010, Ewing commenced to also draw funds from the revenues of The Max for his own personal benefit and to benefit the Ewing Enterprises, as shown through the following, which is intended to be only a partial disclosure

of facts expected to be more fully discovered through this lawsuit:

27. **The Engine Room:** This was a Ewing Enterprise, the purpose for which was never fully disclosed to the Plaintiffs, and with whom The Max had no written agreement.

28. It is Plaintiffs' good faith belief that The Engine Room was used by Ewing as a clearinghouse through which The Max funds were fraudulently redistributed to other Ewing Enterprises.

29. Ewing may suggest there was management provided by it to The Max, however, at the time of Mr. Perkins' investment, and shortly after the investment of Mr. Carrillo, each of the Plaintiffs were provided with a copy of and subscribed to the 1st Amended Operating Agreement of The Max (the "Operating Agreement"), dated September 3, 2010. Among other things, it provided:

In addition, for good consideration received by performing his duties as Manager, this Company shall issue and convey to Ewing One (1) Common Unit for every Preferred Unit issued and conveyed to any member.

By this provision, and by Ewing's representations to the investors, management of The Max was to be by Ewing and not by or through a Ewing Enterprise.

30. In fact, Ewing was given a full 50% ownership interest as sweat equity, in lieu of cash, for managing The Max. Despite this provision and for no disclosed reason, Ewing caused the following transfers of The Max's funds to the Engine Room:

(1) In 2010, at least \$21,015.00 of The Max's funds were transferred to The Engine Room.

(2) In 2011, at least \$89,999.99 of The Max's funds were transferred to The Engine Room.

(3) In 2012, at least \$46,850.00 of The Max's funds were transferred to The

Engine Room.

(4) In 2013, at least \$39,485.00 of The Max's funds were transferred to The

Engine Room.

(5) In 2014, at least \$52,078.53 of The Max's funds were transferred to The

Engine Room.

(6) In 2015, at least \$69,024.44 of The Max's funds were transferred were written

to The Engine Room.

(7) Thus, from 2010 through 2015, The Engine Room received at least

\$318,452.96 from The Max for no justified purpose.

31. **Joe Momma's:** In addition to the transfers of funds to Joe Momma's referred to above, Ewing caused additional transfers of The Max's funds to Joe Momma's, including \$4,953.10 on September 23, 2010, and \$2,947.08 on April 3, 2014.

32. On July 8, 2015, the interior of Joe Momma's was destroyed by a fire. It has remained closed since that date. Nevertheless, on August 12, 2015, Ewing caused a \$1,651.54 check to be written out of The Max account to Joe Momma's, and on February 12, 2016, another \$4,000.00 in Max funds was transferred to Joe Momma's, *which had been closed since it had been destroyed by a fire six months previously.*

33. In addition, on January 12, 2016, Ewing caused a \$16,746.99 check to be written out of Max funds to the order of Servpro, a Fire Damage and Restoration Company. On January 19, 2016, Servpro was paid another \$2,409.98 out of The Max account. Unlike Joe Momma's, The Max has not been damaged by a fire.

34. **The Phoenix Cafe** is another Ewing Enterprise that has received an unknown amount of The Max's funds. As one example of the modus operandi of the Ewing Enterprises, on June 29,

2016, the Oklahoma Tax Commission shut down The Phoenix for the nonpayment of sales taxes. Shortly thereafter, The Phoenix was reopened, likely with the help of Ewing's \$6,000.00 transfer of Max funds to the Phoenix.

35. **Fur Shop** is another Ewing Enterprise that has received an unknown amount of The Max's funds. It is Plaintiffs' good faith belief that The Engine Room was used by Ewing as a clearinghouse through which Max funds were fraudulently redistributed to other Ewing Enterprises. For example, on May 21, 2015, Ewing caused a \$5,000.00 check to be written to The Engine Room out of Max funds. On that very same day, a \$5,000.00 deposit was made into the Fur Shop account by the Engine Room.

36. The Max owns no real estate. Despite this fact, Ewing, to benefit one or more of the Ewing Enterprises, caused checks to be paid out of the checking account of The Max to the Tulsa County Treasurer, including: \$5,635.50 on July 22, 2011, \$3,356.34 on December 20, 2012, and \$7,404.22 on August 26, 2016.

37. In addition to the above transfers, Plaintiffs, through examination of the checking account of The Max believe further significant funds were caused to be transferred by Ewing for the benefit of the Ewing Enterprises, the full extent of which can only be determined through discovery. Ewing intentionally concealed from Plaintiffs the misappropriation of Max funds, to their detriment.

38. Further, Ewing caused expenditures by The Max for his own personal benefit. These are at least partially shown on the attached Exhibit A, which details charges at various restaurants, gas stations, furniture stores, baseball games, bars, hotels, airlines, veterinary clinics, musical instrument stores, bicycle shops, bookstores, consumer electronics stores, auto mechanics, flower shops, fast food chains, movie theaters, yacht clubs, skate shops, and other businesses. It is believed

that at least 41,235.77 in The Max funds were used by Ewing for improper personal benefit, in direct violation of the Oklahoma Limited Liability Act.

39. Ewing concealed all of the above transfers and expenditures from the Plaintiffs and provided to them financial statements that were false and failed to fully disclose the fraudulent transfers alleged herein. Ewing intended that Mr. Carrillo and Mr. Perkins rely on this false state of affairs and they did so rely, to their detriment.

40. In making their investments in The Max, Mr. Carrillo and Mr. Perkins both relied upon an offering circular provided by Ewing, a true copy of which is attached as Exhibit B. Ewing intended that this offering circular be relied upon, and Mr. Carrillo and Mr. Perkins did so rely on the circular, to their detriment.

41. Among other things, the offering circular provided the following representations, each of which Ewing did not intend to be true, as shown by the actual facts that occurred as set forth hereafter following each representation.

a. "In all its operational processes, The Max Retropub will benefit from the direct, relevant experience of its owner/operator - award-winning businessman Blake Ewing, proprietor of Joe Momma's." The true facts were that Ewing never implemented nor followed the business plan.

b. "Check-signing authority for the general operating account will be the sole duty of the managing member." The true facts were that Ewing directed others to write one or more of the checks and transfers alleged above, including bestowing signature authority on Max accounts to individuals who were not Max employees.

c. "The managing member also will be responsible for the timely preparation of monthly financial statements, including monthly profit and loss and balance sheets." The true

facts were that Ewing rarely provided timely, and never provided accurate financial statements.

d. "A primary method for promoting The Max will be through "guerilla" or social marketing. Utilizing online social networks like Facebook and Twitter will allow The Max to get the word out about the pub and its events in relational ways. Well-planned promotions can easily "go viral" via social networking and "buzz" tools. And these value-filled tactics will very minimally impact the marketing budget." Although The Max was marketed through social media, Ewing fraudulently paid either himself or other of his Ewing Enterprises exorbitant sums to perform this extremely basic business task.

e. "Funding will be used to fulfill the projected capital budget requirements as explained in the Financial Projections section." The true facts are that Ewing never tried to fulfill the projected capital budget requirements, and diverted capital and revenue to himself and the Ewing Enterprises as alleged herein.

f. "Current financial projections indicate a return on investment in less than two years with an average annual return on investment of roughly 50 percent after taxes." The true facts were that while a return on investment did not occur within two years, the return on investment would have been sooner, and the annual returns larger, had the alleged defalcations not occurred.

42. Moreover, the opacity with which Ewing interacted with investors concerning company business, and the delay in investment returns caused by the fraudulent misappropriations, compelled Perkins to limit his exposure by selling nearly 10% shares in The Max to partner, Chris Matthes, on March 15, 2013. As a result, Perkins suffered additional damages at every distribution between March of 2014 through present day. The calculation of damages to Perkins Real Estate Group should be premised on the full interest it initially purchased.

43. Through the above-alleged acts, each of the Plaintiffs has been damaged in an amount

in excess of \$75,000.00.

44. For the acts alleged, punitive damages should be assessed against Ewing.

45. Each of the above Defendants, *i.e.*, The Engine Room, The Phoenix Cafe, Fur Shop, and Blue Ox are *alter egos* of Ewing, and, therefore, actual and punitive damages for fraud assessed against Ewing should also be assessed against each of the aforesaid.

46. Following the Tax Lien Disclosure, the Plaintiffs, upon their demand, were first provided the bank statements for The Max for the years 2013, 2014, and 2015, on August 1, 2016, and for the years 2010, 2011, 2012 on August 18, 2016, at which point in time they were first put on notice of Ewing's fraud, thus this action is not time-barred under Okla. Stat. tit. 12 § 95(A)(3).

47. Subsequent to the Tax Lien Disclosure and after Mr. Perkins stepped forward to pay unpaid insurance of The Max, Ewing claimed to have infused \$100,000.00 into The Max. Any such payment was an admission of the fraud, misappropriation, and conversions Ewing had made or caused to be made of The Max's funds, was insufficient to make up for all of the defalcations alleged herein, and did not absolve Ewing of his liability for his wrongful and fraudulent acts.

COUNT 2 – BREACHES BY EWING OF HIS FIDUCIARY DUTY AND DUTY OF LOYALTY

48. Paragraphs 1-47 above are hereby incorporated by reference as if fully set forth herein.

49. Ewing, as promoter, Manager, and majority partner, owed a fiduciary duty to his investors and partners. Ewing, including but not limited to his actions referenced above, breached his fiduciary duties and duty of loyalty to Plaintiffs, thus causing each of the Plaintiffs damages in an amount in excess of \$75,000.00.

50. For the acts alleged, punitive damages should be assessed against Ewing.

51. Each of the above Defendants, *i.e.*, The Engine Room, The Phoenix Cafe, Fur Shop, and Blue Ox are *alter egos* of Ewing, and, therefore, actual and punitive damages assessed against Ewing should also be assessed against each of the aforesaid.

COUNT 3 – MALICIOUS WRONG

52. Paragraphs 1-47 above are hereby incorporated by reference as if fully set forth herein.

53. Ewing, including but not limited to his actions referenced above, committed a malicious wrong against Plaintiffs in that his actions, were intentional and calculated in the ordinary course of events to damage, and which did, in fact, damage another person's property or trade, thus constituting a malicious wrong, under *Mangum Electric Co. v. Border*, 1923 OK 547 and *Fulton v. People Lease Corp.*, 2010-OK CIV APP 84.

54. Plaintiffs pray for actual damages in excess of \$75,000.00 each, and punitive damages against Ewing for his multiple wrongs alleged.

55. Each of the above Defendants, *i.e.*, The Engine Room, The Phoenix Cafe, Fur Shop, and Blue Ox are *alter egos* of Ewing, and, therefore, actual and punitive damages assessed against Ewing should also be assessed against each of the aforesaid.

COUNT 4 – ACCOUNTING

56. Paragraphs 1-47 are hereby incorporated by reference as if fully set forth herein.

57. As noted above, funds belonging to The Max have come into the possession of Ewing and his *alter egos*, for which he has not accounted. In such circumstances a trust relationship arises by operation of law, and Ewing is required to account for all funds of The Max. Moreover, in his capacity as Manager, Ewing owes a fiduciary duty to the Plaintiffs which further requires him to account to them. Plaintiffs pray that the Court enforce a full and complete accounting to be rendered

by Ewing for his actions as Manager from inception of The Max to the present.

COUNT 5 – DECLARATORY JUDGMENT

58. Paragraphs 1-47 above are hereby incorporated by reference as if fully set forth herein.

59. A dispute exists between the Plaintiffs and Ewing concerning the rights and liabilities of Ewing under the Operating Agreement. Each of Plaintiffs ask the Court to determine that Ewing has no right to indemnity for any of his actions as alleged herein under § 7.04 of the Operating Agreement, and that he should be terminated as Manager of The Max. Indemnification for the acts alleged herein is also disallowed under 18 O.S. § 2017(B).

COUNT 6 – DERIVATIVE CLAIM – CONVERSION

60. Paragraphs 1-47 above are hereby incorporated by reference as if fully set forth herein.

61. Each of the transfers of funds out of The Max alleged above for the benefit of Ewing and the Ewing Enterprises constitute a conversion. No demand need be made on The Max to have it pursue claims against Ewing for such acts, because such demand would be futile. Ewing owns more than 50% of the units of The Max and controls it as the Manager, therefore, he lacks the requisite disinterestedness to determine fairly whether the corporate claim should be pursued, and, consequently, a demand of The Max to bring a claim is further excused. In the event judgment is not awarded against Ewing under Counts 1, 2, or 3 in the full amount of all damages, then the Plaintiffs, suing derivatively, demand judgment on behalf of The Max for all converted funds.

COUNT 7 – DERIVATIVE CLAIM - FRAUDULENT TRANSFERS

62. Paragraphs 1-47 above are hereby incorporated by reference as if fully set forth herein.

63. The transfers alleged above to one or more of the Ewing Enterprises constitute fraudulent transfers. No demand need be made on The Max to have it pursue claims against Ewing for such acts, because such demand would be futile. Ewing owns more than 50% of the units of The Max and controls it as the Manager, therefore, he lacks the requisite disinterestedness to determine fairly whether the corporate claim should be pursued, and, consequently, a demand of The Max to bring a claim is further excused. In the event judgment is not awarded against Ewing under Counts 1, 2 or 3 for the amounts of all wrongfully-transferred funds, then the Plaintiffs, suing derivatively, demand judgment on behalf of The Max for all converted funds for all funds transferred to each transferee entity, resulting in The Max being unable to pay its debts to third parties and accruing penalties and interest thereon.

COUNT 8 – DERIVATIVE CLAIM - BREACH OF CONTRACT

64. Paragraphs 1-47, above are hereby incorporated by reference as if fully set forth herein.

65. On or about July 26, 2016, with the Tax Lien Disclosure, Plaintiffs unsuccessfully attempted to contact Ewing. Instead, Ewing sent Mr. Ron Durbin (“Mr. Durbin”) of The Durbin Law Firm to meet with Plaintiffs. Mr. Durbin purported to be acting on behalf of The Max as its attorney with the approval of Ewing. Mr. Durbin and Mr. Ewing failed to disclose to Plaintiffs his long history of working for Ewing individually and for several of the Ewing Enterprises against whom The Max has claims.

66. Mr. Durbin and Mr. Ewing also failed to disclose that he advised and assisted Ewing in selling his equity interests in Boomtown Tees, Back Alley, and Joe Momma’s, all Ewing Enterprises, which have been major recipients of misappropriated Max funds. Thus, not only did Durbin assist in Ewing’s unjust enrichment through the sale of his equity interest in businesses

fraudulently supported by The Max, but as the purported general counsel of The Max he failed to secure for it the repayment of any misappropriated Max funds out of the proceeds of those sales.

67. Moreover, since Mr. Durbin registered as the agent for The Max on February 10, 2015, at least \$121,436.37 in Max funds have been transferred to other entities for which Ewing is the majority partner or Manager. The recipients of these fraudulent transfers include Ewing Enterprises for whom Durbin was counsel and agent *at the time they received misappropriated Max funds*. These recipients include the Fur Shop, Joe Momma's, The Phoenix, and Blue Ox Dining Group.

68. In addition, Mr. Durbin has acted in other ways contrary to the best interests of The Max Retropub, in violation of his duties as the purported counsel to The Max. In a meeting with the Plaintiffs on July 29, 2016, Mr. Durbin informed Plaintiffs that The Max insurance had been allowed to lapse under Ewing's mismanagement. Mr. Perkins suggested The Max close until insurance was reinstated, and agreed to provide the emergency funds for the reinstatement of the insurance. Mr. Durbin advised against closing The Max, despite it not having insurance coverage.

69. At the same meeting, Plaintiff's asked for the resignation of Ewing as Manager of The Max. Mr. Durbin argued against the same, and has continued to either maintain that position or refused to offer an opinion on the matter when asked in writing by the entire board of directors to do so, despite knowing of virtually all facts disclosed in this Petition. Mr. Durbin has thus conducted himself in a manner that is disloyal to the best interests of The Max.

70. Given such actions, that Mr. Durbin is a *de facto* agent of Ewing, and that Ewing's bad acts have been the cause for Mr. Durbin's and his firm's actions that purport to be on behalf of The Max, all fees billed by Mr. Durbin or his law firm to The Max since July 26, 2016 should be the liability of Ewing.

71. The acts of Ewing alleged above constitute a breach of one or more of the following provisions of the Operating Agreement by Ewing.

72. "Section 6.01: The business and affairs of the Company shall be managed under the direction and control of the Manager. By this Agreement, the Members hereby designate Andrew Blake Ewing as the Manager."

73. "Section 6.02(D): Notwithstanding any other provision hereof, a Manager shall not have the authority to do the following acts without a unanimous vote of the Board of Directors: Acts in Contravention of Business. Do any act which would make it impossible to carry on the ordinary business of the Company."

74. "Section 6.02(G): Notwithstanding any other provision hereof, a Manager shall not have the authority to do the following acts without a unanimous vote of the Board of Directors: Cause Personal Liability. Knowingly perform any act that would subject a Member to personal liability."

75. "Section 6.03: Company Funds: The funds of the Company shall be deposited in an account or accounts maintained with a nationally insured bank located in Tulsa, Oklahoma as may be designated by the Members *and shall not be commingled with any other funds.*" (Emphasis added.)

76. "Section 6.06: The Manager shall be solely responsible for the management of this Company's business."

77. No demand need be made on The Max to have it pursue claims against Ewing for such acts, because such demand would be futile. Ewing owns more than 50% of the units of The Max and controls it as the Manager, therefore, he lacks the requisite disinterestedness to determine fairly whether the corporate claim should be pursued, and, consequently, a demand of The Max to

bring a claim is further excused. In the event judgment is not awarded against Ewing under Counts 1, 2 or 3 for the amounts of all funds lost through Ewing's breaches, then the Plaintiffs, suing derivatively, demand judgment on behalf of The Max for each act constituting breach.

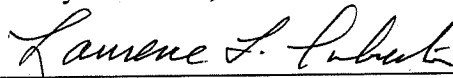
PRAYER FOR RELIEF

WHEREFORE, premises considered, each of the Plaintiffs hereby prays for judgment in their favor and against Ewing as follows:

- a. Actual damages on Counts 1-3 in excess of \$75,000.00, and punitive damages against Ewing for his alleged acts in Counts 1 and 2;
- b. An accounting under Count 4;
- c. A declaratory judgment on Count 5 that Ewing has no right to indemnification, and that he should be terminated; and
- d. Attorney fees, costs, and other just and appropriate relief.

FURTHER, Plaintiffs pray for judgment in favor of The Max for its damages as alleged in Counts 6-8, punitive damages under Counts 6 and 7, and that the Plaintiffs be awarded their attorney fees, costs, and other just and appropriate relief for bringing such claims.

Respectfully submitted,



Laurence L. Pinkerton, Esq. (OBA #7168)

PINKERTON LAW, P.C.

Penthouse Suite

15 E. 5th Street

Tulsa, Oklahoma 74103-4303

(918) 587-1800

(918) 582-2900 – fax

pf@att.net

and

J. Brian Brandes, Esq. (OBA #21112)
BRANDES & YANCY, P.L.L.C.
1214 E. 33rd St.
Tulsa, OK, 74105
918-924-5520
918-796-5717 – fax
brian@brandesandyancy.com

Attorneys for Plaintiffs

7/22/2016	QT	\$37.50
7/11/2016	The Stevenson GRSale	\$67.97
7/05/2016	Station at Utic	\$41.71
6/27/2016	Olive Garden	\$71.70
6/17/2016	ATM Withdrawal- OK Employees	\$103.00
6/07/2016	GIH*Globalindus	\$101.68
6/06/2016	MSA Group (absorbill pay)	\$1,244.60
6/03/2016	Facebook	\$32.65
6/02/2016	Burkeen & Clagg Bill IMPND	\$500.00
6/01/2016	Non-telephone Transfer	\$300.00
5/20/2016	QT	\$43.68
5/17/2016	QT-BA	\$25.79
5/10/2016	Ellsworth Cream	\$272.12
5/10/2016	ATM Withdrawal- OK Employees	\$23.00
4/22/2016	Olive Garden	\$53.69
4/07/2016	Ellsworth Cream	\$284.69
4/01/2016	Pollo Asados	\$22.50
3/31/2016	McDonald's	\$8.97
3/29/2016	On the Border	\$16.82
3/29/2016	Freddie's Hamburgers	\$30.90
3/23/2016	Ellsworth Cream	\$144.11
3/23/2016	Olive Garden	\$178.06
1/22/2016	Budget Box Mobile Storage	\$873.00
12/21/2015	Hotels*Cheaprooms.com	\$169.14
10/29/2015	Hotel*Cheaprooms.com	\$112.38
9/30/2015	Travelers Insurance Pmt	\$100.00
9/21/2015	Travelocity.com	\$101.03
9/01/2015	BestBuy	\$363.55
7/17/2015	Olive Garden	\$105.88
7/16/2015	Tulsa County District	\$305.70

EXHIBIT A

6/30/2015	QT	\$20.05
5/13/2015	Harvard Meats	\$50.00
5/12/2015	Excalibur Bagel Bakery- NJ	\$308.47
4/17/2015	Tulsa Airport	\$24.00
4/03/2015	UNITED	\$50.00
3/31/2015	Walgreens	\$85.00
3/19/2015	DKC*DIGI Key Corp	\$57.37
3/11/2015	Z's Tacoshop	\$79.18
3/05/2015	QT	\$25.79
3/05/2015	Southern Agriculture	\$43.35
1/05/2015	Meadow lake Ranch	\$155.18
1/05/2015	McDonalds	\$14.70
1/05/2015	Fortune Chef	\$15.57
12/24/2014	Zanmai	\$101.37
12/24/2014	Waffle House	\$50.75
12/22/2014	Ithaca Digital Visual	\$30.28
12/19/2014	SHELL	\$25.00
12/19/2014	7224 S Olympia W	\$83.90
12/16/2014	Mexicali Border	\$254.15
10/16/2014	El Rio Verde	\$18.73
10/14/2014	Arbys	\$7.57
10/14/2014	ATM from checking-arvest gilc	\$23.00
9/25/2014	SQ * Jumpin Jiminy INC	\$332.06
9/15/2014	Travelocity.com	\$112.38
9/03/2014	QT	\$32.85
8/11/2014	QT	\$31.00
8/11/2014	Garden Ridge	\$374.13
8/11/2014	Super Stop	\$3.49
8/06/2014	Guitar Center	\$342.75

8/04/2014	AMC Theatres	\$89.75
7/28/2014	Tacos Don Francisco	\$22.36
7/28/2014	Cracker Barrel	\$62.82
7/28/2014	Jack in the Box	\$18.19
7/28/2014	QT	\$53.56
7/28/2014	QT	\$32.09
7/28/2014	Smoke	\$50.92
7/25/2014	H&M Mail/Phone	\$93.45
7/25/2014	Fassler Hall	\$35.06
7/22/2014	Shell Oil-OKC	\$53.12
7/22/2014	The Brook	\$57.87
7/22/2014	QT	\$12.66
7/21/2014	Taboulis	\$55.48
7/21/2014	Walgreens	\$55.48
7/21/2014	QT	\$5.19
7/18/2014	QT	\$56.78
7/18/2014	QT	\$21.49
7/17/2014	In the Raw	\$68.97
7/17/2014	Ron's Hamburgers	\$68.72
7/16/2014	Mazzios	\$63.90
7/16/2014	Wine & Spirits	\$109.97
7/15/2014	Pei Wei	\$41.89
7/14/2014	Verifone INC-CA	\$210.00
7/14/2014	Logans	\$33.11
7/14/2014	Academy LTD	\$52.77
7/14/2014	Chick-Fil-A	\$22.42
7/14/2014	Bath & Body	\$15.19
7/14/2014	Dick's Clothing	\$32.52
7/14/2014	Logans	\$13.59

7/14/2014	McDonalds	\$4.72
7/14/2014	McDonalds	\$2.49
7/14/2014	Pacsun	\$65.34
7/14/2014	On the Border	\$42.47
7/14/2014	Lolli &Pops	\$20.98
7/11/2014	Whataburger	\$4.87
7/11/2014	Whataburger	\$13.65
7/11/2014	El Guapos	\$54.63
7/11/2014	Ranch Acres Veterinary	\$84.42
7/10/2014	Walgreens	\$10.00
7/10/2014	Tacos Don	\$18.19
7/09/2014	The Bros Hooligan	\$31.88
7/09/2014	Pie Hole Pizzeria	\$30.50
7/08/2014	Maxxwells	\$33.21
7/07/2014	ATM- Transfund	\$200.00
7/07/2014	Side Door Antiques	\$472.09
7/07/2014	ATM-Transfund	\$200.00
7/07/2014	Taco Bell	\$10.59
7/07/2014	QT	\$38.38
7/07/2014	QT	\$63.46
7/07/2014	Target	\$409.09
7/07/2014	Target	\$90.63
7/07/2014	Quickie Mart	\$34.69
7/07/2014	1443 S Denver	\$67.15
7/07/2014	Tuccis	\$35.91
7/07/2014	Taco Bueno- Broken Arrow	\$10.15
7/07/2014	AMC	\$22.00
7/07/2014	PP*Mikesmantiques	\$186.64
7/07/2014	11015 E. 51 st St	\$594.52

7/07/2014	Arbys	\$7.69
7/07/2014	Outback	\$117.41
7/03/2014	SQ Retro Den	\$237.65
7/03/2014	Taco Bell	\$8.54
7/03/2014	ATM from chckng-Tallys Good	\$202.50
7/03/2014	St John Clinic	\$110.40
7/03/2014	Whataburger	\$10.48
7/03/2014	Dalesandros	\$269.96
7/02/2014	The Brook	\$74.83
7/02/2014	Charleston's	\$45.98
7/01/2014	Full Moon Café	\$28.46
6/30/2014	Sonic-Langley, OK	\$36.58
6/30/2014	Tacos El Rinconcito	\$22.96
6/30/2014	SQ*Retro Den	\$727.08
6/30/2014	1525 S Yale Ave	\$98.19
6/30/2014	SQ*Retro Den	\$43.41
6/30/2014	Arrowhead Yacht Club	\$5.55
6/27/2014	Schlotzsky's	\$7.14
6/27/2014	Promenade Palace	\$8.75
6/26/2014	Kilkennys	\$322.32
6/25/2014	Whataburger	\$5.12
6/25/2014	Mi Cocina	\$66.95
6/23/2014	QT	\$24.47
6/16/2014	El Chico	\$33.93
6/16/2014	ATM from checking	\$60.00
6/16/2014	QT	\$50.00
5/29/2014	DNCSS St. Louis	\$21.25
5/29/2014	DNCSS St. Louis (cardinals game)	\$16.50
5/29/2014	DNCSS St. Louis	\$52.25

5/29/2014	IMOS Pizza	\$80.64
5/29/2014	DNCSS St. Louis	\$16.50
5/28/2014	Zanmai	\$249.40
5/27/2014	QT	\$6.78
5/27/2014	ATM from checking- Jenks, OK	\$202.50
5/23/2014	QT	\$20.00
5/20/2014	QT	\$20.20
5/15/2014	McDonalds	\$5.84
5/15/2014	Taco Bell	\$3.03
5/14/2014	SQ Retro Den	\$832.87
5/14/2014	Taco Bell	\$6.27
5/14/2014	Pier 1	\$271.28
5/14/2014	Sunshine International-food	\$1,653.67
5/13/2014	Rosegatecarriagecompany	\$65.00
5/13/2014	Pier 1	\$350.46
5/13/2014	Hilton Garden Inn- OKC	\$231.24
5/13/2014	Subway	\$21.12
5/12/2014	EZ-GO-Stroud, OK	\$4.36
5/12/2014	Papa John's	\$54.95
5/12/2014	Mom's Family Diner	\$42.96
5/12/2014	IDA Red	\$14.92
5/12/2014	Sonic	\$19.87
5/12/2014	QT	\$19.32
5/12/2014	SQ Retro Den	\$86.81
5/12/2014	Jimmy Johns	\$12.67
5/12/2014	Topeca Coffee @ the Hyat	\$4.50
5/12/2014	Harkins Bricktown, OKC	\$23.25
5/12/2014	Senor Tequila	\$127.48
5/12/2014	EZ-GO-Stroud, OK	\$55.03

5/12/2014	Harkins Bricktown, OKC	\$28.00
5/12/2014	Target	\$542.37
5/09/2014	Zio's	\$45.05
5/09/2014	Toys R US	\$97.33
5/09/2014	Coney I lander	\$27.81
5/08/2014	Hyatt Regency	\$172.79
5/08/2014	McDonalds	\$15.16
5/08/2014	Stone Horse	\$80.03
5/08/2014	QT	\$4.74
5/07/2014	Taco Cabana	\$18.40
5/07/2014	Topeca Coffee @ the Hyat- Tulsa	\$4.50
5/06/2014	ATM from checking-employee fe	\$43.00
4/11/2014	SIVAL Inc- CA	\$922.11
4/07/2014	Target	\$33.59
3/27/2014	Ross Stores	\$21.68
3/25/2014	Target	\$144.39
3/14/2014	Hertz Rent-a-car	\$153.28
3/12/2014	Shell Oil- Temple, TX	\$51.58
3/11/2014	Little Woodrows- Austin, TX	\$17.80
3/11/2014	Little Woodrows- Austin, TX	\$17.80
3/11/2014	Hut's Hamburgers- Austin, TX	\$58.23
3/10/2014	The Dogwood- Austin, TX	\$43.72
3/10/2014	Hotwire- Sales Final- CA	\$320.21
3/10/2014	Exxon Mobil	\$12.74
3/10/2014	Exxon Mobil	\$45.88
3/10/2014	2915 S Interstate 35- Austin, TX	\$17.80
3/05/2014	Mazzios	\$23.86
3/04/2014	Whataburger	\$22.37
3/03/2014	Tulsa ADV prot of children	\$20.00

3/03/2014	Shakespeare's Pizza- Columb, MO	\$9.00
3/03/2014	McDonalds	\$13.22
3/03/2014	Zio's	\$84.00
3/03/2014	Braums	\$10.81
3/03/2014	Wizards Asylum	\$11.00
2/28/2014	Kum & GO- Joplin, MO	\$22.99
2/27/2014	Southwest	\$420.00
2/27/2014	Southwest	\$12.50
2/27/2014	Southwest	\$12.50
2/27/2014	Phat Phillys	\$2.17
2/27/2014	Taco Bueno	\$10.49
2/27/2014	QT	\$11.88
2/27/2014	Phat Phillys	\$27.79
2/27/2014	Tonis Flowers and Gifts	\$29.30
2/26/2014	Kendall Whittier	\$195.00
2/26/2014	Fassler Hall	\$250.06
2/25/2014	Event Supplies- Plano, TX	\$35.00
2/24/2014	Whataburger	\$8.01
2/24/2014	SMG BOK center	\$11.00
2/24/2014	Target	\$28.30
2/21/2014	Rib Crib	\$11.93
2/20/2014	EZ GO- Chandler, OK	\$8.05
2/20/2014	EZ GO-Chandler, OK	\$48.43
2/18/2014	McDonalds	\$3.45
2/18/2014	Chuy's Tulsa	\$84.08
2/14/2014	Walgreens	\$38.45
2/06/2014	Residence Inns- OKC	\$255.99
1/08/2014	Target	\$179.29
1/02/2014	Walgreens	\$7.34

11/18/2013	Ziegler Art	\$208.35
11/18/2013	Ziegler Art	\$35.58
11/15/2013	Sams Club	\$12.90
11/06/2013	Target	\$39.03
11/05/2013	QT	\$40.00
11/04/2013	Corner Store-Tulsa	\$71.09
11/04/2013	Pepboys Store-Tulsa	\$42.70
11/04/2013	Pepboys Store-Tulsa	\$14.99
11/04/2013	Corner Store-Tulsa	\$56.95
10/25/2013	Supercuts	\$15.95
9/23/2013	PAK Mail- CA	\$359.00
9/09/2013	A-LOFT Tulsa	\$101.03
7/31/2013	D&L 60-Nowata, OK	\$40.00
7/30/2013	Dickeys	\$249.59
7/23/2013	Apple Store-Tulsa OK	\$139.99
7/11/2013	QT – Tulsa, OK	\$60.00
7/08/2013	CheckPlus-velero1777 Conway, AR	\$60.00
7/03/2013	Yokozuna	\$28.00
7/03/2013	Snap Display Frames	\$687.00
7/02/2013	Barnes N Noble	\$86.77
7/02/2013	Barnes N Noble	\$147.37
6/28/2013	Target	\$287.55
6/27/2013	Target	\$23.72
6/27/2013	Barnes N Noble	\$50.81
6/25/2013	Junkfood Clothing	\$111.00
6/20/2013	QT	\$44.91
6/19/2013	Barnes N Noble	\$97.37
6/13/2013	Target	\$126.76
6/07/2013	Target	\$228.94

6/04/2013	Best Buy	\$352.56
6/04/2013	Best Buy	\$174.67
6/03/2013	QT	\$40.01
5/21/2013	QT	\$36.80
4/18/2013	Barnes N Noble	\$110.33
4/16/2013	Walgreens	\$50.32
4/11/2013	Target	\$82.21
4/08/2013	Lolli & Pops	\$21.57
4/04/2013	Barnes N Noble	\$51.76
4/02/2013	Garden Ridge	\$60.65
3/21/2013	Target	\$150.01
3/21/2013	Ross Stores	\$29.26
3/18/2013	Dilly Deli	\$33.62
3/18/2013	Target	\$41.20
3/13/2013	T-Shirt City	\$81.75
3/07/2013	QT	\$35.00
3/07/2013	Walgreens	\$24.83
3/07/2013	Barnes N Noble	\$124.06
3/04/2013	Community Thrift	\$14.73
3/04/2013	Big Lots Stores	\$60.77
3/01/2013	Target	\$17.34
3/01/2013	Walgreens	\$32.37
2/14/2013	Main Mall Int.	\$132.31
2/12/2013	Garden Ridge	\$71.55
2/08/2013	Gordmans	\$39.01
2/04/2013	QT	\$30.00
1/31/2013	Big Lots Stores	\$62.53
1/29/2013	Target	\$8.67
1/28/2013	Gaslite Liquors	\$19.50

1/24/2013	Walgreens	\$32.51
1/22/2013	Target	\$47.54
1/10/2013	Barnes n Noble	\$54.41
12/31/2012	Big Lots	\$37.70
12/27/2012	Big Lots	\$63.63
12/20/2012	Big Lots	\$37.54
12/13/2012	Ziegler Art & Frame	\$980.45
12/13/2012	Taco Cabana	\$133.88
12/13/2012	Walgreens	\$63.75
11/29/2012	Walgreens	\$50.80
11/29/2012	Big Lots	\$35.68
11/29/2012	U-Haul Downtown	\$109.74
11/29/2012	Tecra Tools Inc	\$63.06
11/29/2012	U-Haul Downtown	\$133.32
11/28/2012	EZ GO- Stroud, OK	\$66.41
11/16/2012	Generations Antique Mall	\$44.76
11/14/2012	Ross Stores	\$40.10
8/31/2012	Chicago Institute	\$54.00
8/27/2012	FedExOffice	\$16.26
8/24/2012	Chicago Institute	\$232.85
7/05/2012	Genghis Grill	\$74.75
4/06/2012	Lee's Bicycle Shop	\$19.51
3/30/2012	JoAnn Fabric	\$75.58
3/16/2012	2010 S. Sheridan	\$66.92
3/01/2012	Cellar Dweller	\$17.00
12/13/2011	Virtual Seating	\$950.00
12/02/2011	A-AAAKEYMiniStorage	\$193.00
11/25/2011	QT	\$41.00
11/25/2011	ATM from Chckng 3190 W. 21S	\$42.50

11/03/2011	A-AAAKEYMiniStorage	\$193.00
10/03/2011	A-AAAKEYMiniStorage	\$193.00
9/30/2011	Sherwin Williams	\$145.80
9/06/2011	A-AAAKEY Mini Storage	\$193.00
8/11/2011	CAN ACHPREM-PYMT	\$650.82
8/02/2011	A-AAAKEY Mini Storage	\$193.00
7/14/2011	QT	\$6.94
7/05/2011	A-AAAKEY Mini Storage	\$193.00
6/16/2011	A-AAAKEY Mini Storage	\$114.93
5/31/2011	Norfolkline	\$215.92
5/12/2011	BGB Steel Supply- Temple, AZ	\$249.93
3/14/2011	Garden Ridge	\$650.97
3/14/2011	Kum & Go	\$20.00
1/24/2011	Guitar Center	\$348.31
1/21/2011	The Copy Shop	\$405.31
1/07/2011	Walmart, Sand Springs	\$44.39
1/07/2011	Chase Epay	\$2,058.18
11/29/2010	QT	\$20.00
10/29/2010	Wal-Mart	\$269.12
10/18/2010	United Air	\$448.60
10/18/2010	travelocity.com	\$19.95
10/06/2010	Guitar Center	\$65.08
10/01/2010	Secretary of State	\$104.00
9/23/2010	Reeders 66	\$34.68
9/07/2010	Globe Ticket- Elk Grove, Vil IL	\$115.68
9/07/2010	ATM From Chckng- One Bank	\$20.00
TOTAL		\$41,126.38

Vintage Arcade
Clever Cocktails
'Gourmet' Junk Food

THE MIX retro pub

a spirited blast with the past



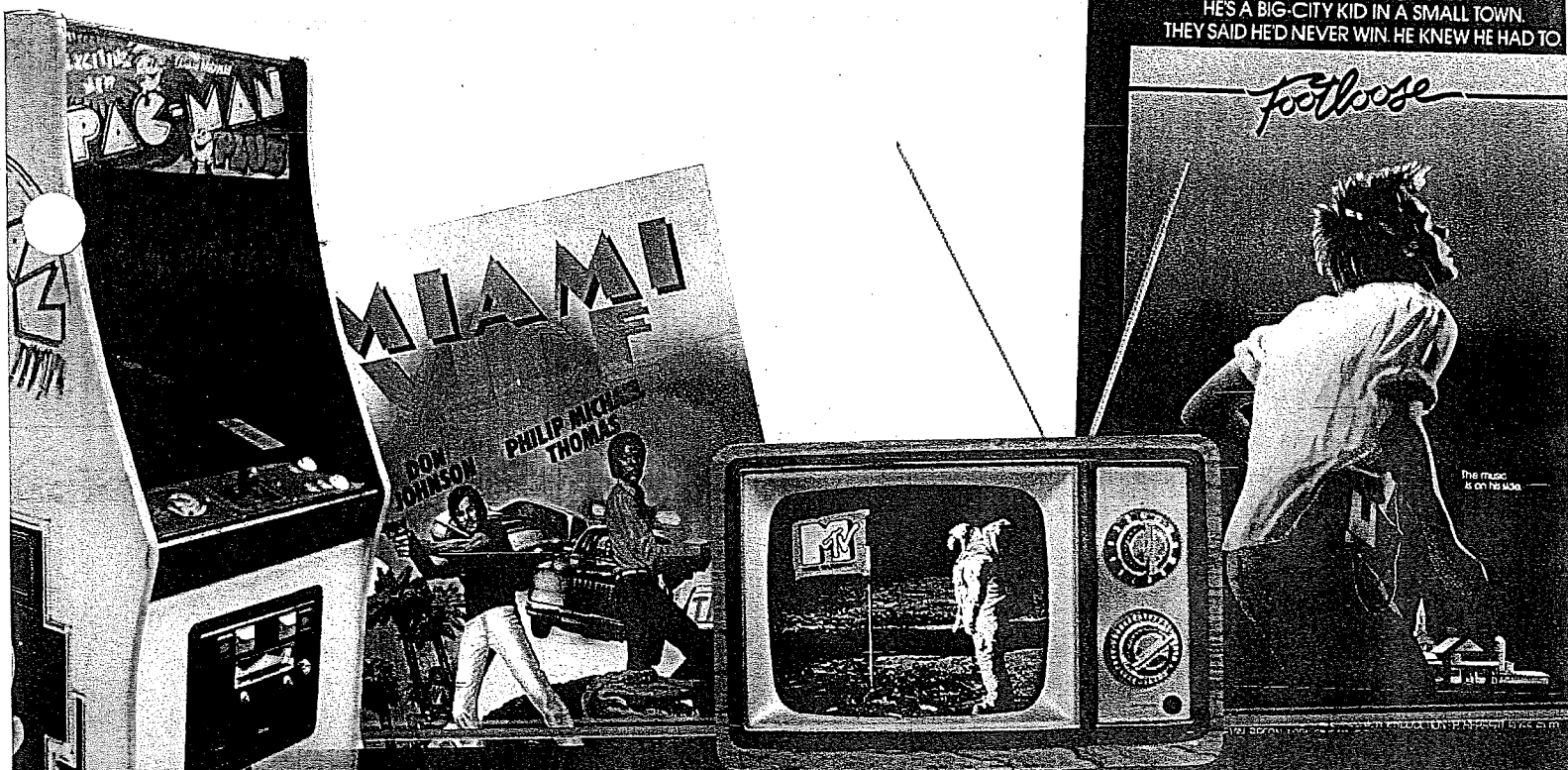
EXHIBIT B



**"Bruce Springsteen, Madonna, Way before Nirvana
There was U2 and Blondie, And music still on MTV
Her two kids in high school, They tell her that she's uncool,
'Cause she's still preoccupied, With 1985.**

Table of Contents

Executive Summary	page 1976
Company Overview	page 1978
Business Concept	page 1980
Business Environment	page 1982
Market Details	page 1984
Marketing Strategy	page 1985
Operational Plan	page 1988
Investment Analysis	page 1994
Conclusion	page 1995



She hates time - make it stop!
When did Motley Crue become classic rock?
And when did Ozzy become an actor?
Please make this stop. Stop! And bring back 1985!"

- lyrics to "1985," by Bowling for Soup

THE
MAX
retro pub

Executive Summary

High Spirits Meet Real Opportunity Responding to a growing market trend, **The Max RetroPub** combines an impressive full-service bar with a vintage 1980s-and-'90s arcade in a lively, retro-styled space. Opportunity abounds as the pub creates a unique experience in the heart of Downtown Tulsa's burgeoning Blue Dome entertainment district. While captivatingly high-spirited in its presentation, the concept for **The Max** is firmly anchored in clear-minded business thinking, like a practical and proactive marketing strategy and responsible operations planning backed by a proven track record of success in the competitive Tulsa market.

On tap at The Max will be a comprehensive selection of draught beers, liquor and casual cocktails. And on TV will be our own special blend of "RetroVision"—iconic '80s and '90s shows. A juke box filled with period hits will further help transport patrons to a more festive state of mind. Meanwhile, a limited but fresh and novel menu will keep patrons powered-up for an array of contests and coin-operated amusements—like Skee-Ball, classic video games and billiards. In short, this event-oriented hotspot will capture market as it specializes in a full spectrum of interactive fun.

Weird Science—Not!

Research indicates that as today's younger consumers grow into adulthood (and boost

their buying power) they are increasingly looking for businesses that offer them relational and active entertainment options. Today, people don't just want to go out; they want to be doing something.

Our target customers are these locally minded young adults who grew up during the 1980s and '90s. Additionally, our market includes a range of adults who simply appreciate the novelty of classic games and an activity-rich atmosphere. For instance, to further The Max experience, our talented bartenders will perform "flair bartending" (à la the 1988 movie "Cocktail").

A Metro Ready For Retro

We have discovered that the idea of a downtown retro-themed pub excites Tulsans. And more of them are looking to

THE SCENE: As you walk into The Max you're captivated by the dancing colored lights and familiar breedles and



downtown for their entertainment. With a significant concentration of daytime workers; a new \$60-million ballpark project moving toward completion just two blocks away from The Max; and the almost \$200-million BOK Center also nearby (and news of more developments on the horizon), our pub will capitalize on the current momentum in downtown investment.

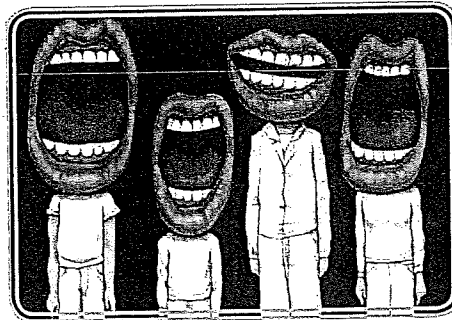
Many new downtown venues are known for the experience they deliver as much as—or more than—their food. The Max caters to this growing scene. And while the arcade-pub concept has enjoyed great success in cities across the U.S., no other Tulsa business is offering the unique retro emphasis and specialty entertainment that The Max will deliver. Consequently, we are well positioned to grow our brand and to grow profits for shareholders.

Ringing Our Differences

As part of an effective and efficient strategy to communicate our unique brand, The

Max will take full advantage of social and viral marketing avenues, using tools like Twitter and Facebook. We will focus on building relationships and will foster PR and earned media through promotional events, like hot-dog-eating contests for charity, weekly classic video game tournaments (e.g., Donkey Kong, Mortal Kombat),

and a weekly retro trivia night. Additionally, we will purchase some print advertising to communicate weekly specials and events.



More Than Just Talking Heads

The Max will benefit from an experienced management team and the leadership of successful restaurateur Blake Ewing, owner of the award-winning Joe Momma's restaurant. Employees will be hired based on values including proven consistency, dedication, talent and willingness to be accountable to customers and shareholders.

First-year sales projections are \$500,000; and Mr. Ewing will take no salary. Currently, we are seeking equity capital of \$175,000 to complete our build-out, purchase equipment and provide operating capital.

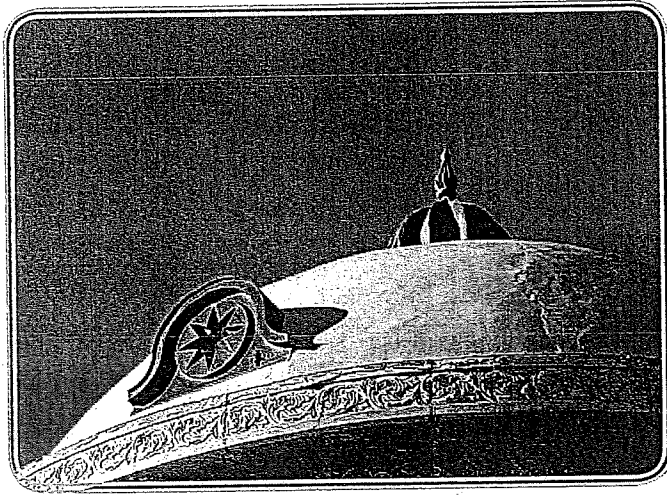
beeps from arcade games you haven't seen or heard in years! Nearby, a juke box is loaded with Sublime, Blind Melon, The Talking Heads, The Cure! You smile. You know a sensational trip down memory lane awaits and at no point will you be subjected to Creed or Toby Keith tonight!

THE MAX
retro pub

Company Overview

A Blue Dome Base

The Max RetroPub will operate at 114 S. Elgin Ave. in Tulsa, OK; its corporate office will reside at the same address. Our corporate form will be Arcade Bar, LLC, a limited liability company with one majority operating partner and the possibility of several minority partners.



The facility is a pre-existing lease space of some 2,400 square feet in the Blue Dome entertainment district. The proposed lease term is five years, with options for renewal each year thereafter. The landlord is FUSE, LLC, a limited liability company whose members include Blake Ewing, Mike Burkhart and Shelby Navarro.

Taking Retro 'To The Max'

The Max will offer a full-service liquor and beer bar, and will serve up downtown Tulsa's largest selection of cocktails—mostly fun party drinks. The limited-but-fresh, retro-themed food menu will feature such staples as hot dogs, nachos, pretzels and popcorn.

In addition to distinctive beverages and food, The Max will be home to a diverse array of retro entertainment, including coin-operated video arcade and pinball machines, a juke-box and more. The Max also will regularly host special events like live music, video-game and Skee-Ball tournaments, and hot dog eating contests.

Strengths & Core Competencies

The Max will be a unique offering in this market and has been designed to be directly and strategically aligned with market-audience behaviors and attitudes.

Research shows that young adults want to combine "playing" with socializing. Add to that the popularity of vintage video games, and The Max becomes uniquely positioned to attract patrons. Unlike traditional nightclubs, The Max will offer guests the opportunity to play games alone or with others while enjoying unique drink and food offerings.

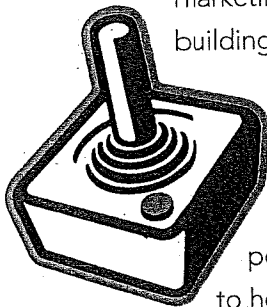
THE SCENE:

You're excited as you pony up to a never-ending custom brass-topped bar. On Max rewind, your mind says: "Awesome!" as agile bartenders fling and catch

While Tulsa has yet to see one, arcade-bars are growing in popularity and similar establishments have found success in many large U.S. cities. The concept for The Max adds the twist of a distinctive retro flair. And operating partner Blake Ewing's record of prior success as a local restaurateur contributes even greater viability to the enterprise.

Challenges Vs. Opportunities

Downtown Tulsa is growing and renewing rapidly and is poised to attract large after-hours groups. As new life comes to the area—and this spring as a 6,000-plus-seat minor league ballpark opens just a couple blocks away—foot traffic is destined to surge. Additionally, The Max's events and marketing strategy are all geared toward building the excitement that drives visitors.



The Ultimate Game Plan

During the next five years, we plan to grow The Max into a popular destination while continuing to hone its business model. The long-term plan is to perfect operations so we can replicate the arcade-pub in another city or area of Tulsa.

The new Oneok Field ballpark, the new BOK arena downtown, and the rapidly growing number of downtown residential units all bode well. And getting in on the ground floor of a downtown resurgence provides us with a great opportunity to establish The Max as an important player in that growth.

Weighing The Risks

Typically, bars enjoy a lower overhead than most businesses. So, it often takes an event like an in-house theft or a lawsuit or a poor reputation to cause failure. While not all risks are predictable, The Max will put in place robust security measures, administrative protocols and marketing tools to protect the RetroPub's interests and those of its shareholders.

The Max's authentic and unique atmosphere will help drive its reputation as a popular and universally appealing establishment. While neighborhood competition poses the potential for stealing some market share, currently any new business is good for business, and ultimately "a rising tide lifts all ships."

spinning bottles, literally "juggling" drink orders. A bit later you totally get why your friend is a Facebook fan of this place and you start Tweeting: "This place throws the best beers, unpretentious cocktails and best party in town...!"

THE
MAX
retropub

Business Concept

On A Continuing Mission

A central mission of The Max RetroPub and Arcade Bar, LLC will be to continually find ways to stand out and throw the best party in town. People need a place to get together and play; and we will make The Max the city's "most happening" (literally) and unique venue to do just that.

What Do We Mean By Unique?

The Max's full-service bar will offer "unpretentious" cocktails and an enormous beer selection, including several premium beers. And while the retro theme clearly harks back to the days of "big hair," prices will be anything but big. A key

demographic for The Max is young adults, so cultivating a perception of value and affordability will play a key role in our pricing strategies.

The RetroPub will offer a large menu of non-traditional, non-alcoholic mixers to combine with house liquors.



THE SCENE:

From your barstool you observe. All around you bartenders are match-making - putting together some

Some mixers will be entertainingly delivered via our vintage house ICEE machine. We also will offer unique mixers like Jolt Cola, SoBe's Tsunami Orange Cream or Jones Apple Soda to blend with house rum, vodka or tequila.

Adding to the festivity will be the house mix—a trashcan-style punch drink—which will be served in a complimentary commemorative plastic cup. Bartenders will be outgoing, experienced and well-practiced in "flair bartending" skills—like juggling bottles and blowing fire.

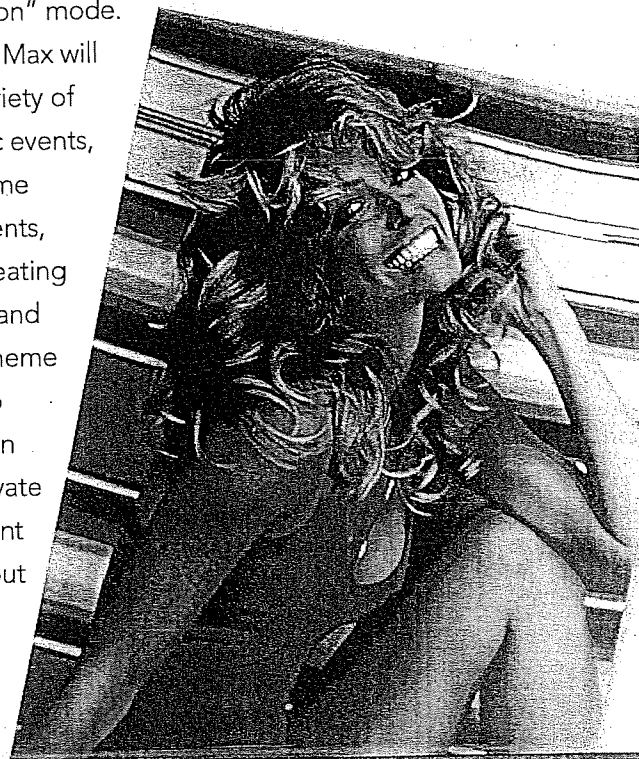
Connoisseurs of fun need food, too. And we want customers to stick around and play. While basic and—like our cocktails—unpretentious, the food menu puts a customer-satisfying twist on bar fare. For items like The Max's specialty chili dogs, hot dogs and nachos, for instance, "gourmet"-quality (i.e., not just dumped from a can) ingredients will be carefully prepped in-house. And items like chili, queso and the warm and toasty pretzels will be homemade.

A celebration of the 1980s and '90s, The Max's distinctive décor will be more deliberate and polished than common

"dive" bars. But the overall atmosphere will still present itself as light and fun to remain consistent with our pricing strategy.

And then there is playtime. Central to The Max theme is its large selection of coin-operated classic arcade games, such as Pac-Man, Galaga, Golden Tee and Skee-Ball. Patrons will be incentivized to play because, by doing so, they earn tickets/coupons for food and drinks. Meanwhile, a vintage juke box will be filled with '80s and '90s hits, and the arcade-pub's televisions will be set on "RetroVision" mode.

Also, The Max will host a variety of live music events, video game tournaments, hot dog eating contests and regular theme parties to deliver fun and cultivate excitement throughout the year.



very unlikely couples and with spectacular results! They're combining cocktail ingredients you've never thought of putting together. Who'da thunk that some of your favorite everyday drinks would make such great mixers. You chuckle. You'll never look at a can of Jolt quite the same again.

THE
MAX
retro pub

Business Environment

Location, Location, Location

Much of the buzz in Tulsa centers around the growth and revitalization of downtown. Since 2004, several developments have thrust the once-dormant urban core back into the public eye—creating exciting implications for The Max.

The City of Tulsa's Vision 2025 initiative was designed to bolster tourism and attract large, national-caliber industries and businesses to town. This initiative helped prompt projects like construction of the 18,000-seat BOK arena and the new downtown ballpark, renovation of the current convention hall facilities, establishment of the Jazz Hall of Fame in the restored Union Depot building, and large allocations of grants to foster downtown-living.

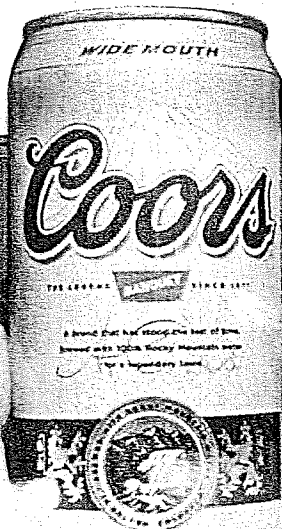
As the public sector has stepped to the plate to invest in downtown, so too has the private sector—and to an amazing degree. Several new restaurants and clubs have opened or are in the planning stages; a new art-deco-themed museum is in the works; and major investors are pursuing huge plots of downtown real estate.

Meanwhile, developers are actively engaged in several new retail and residential projects, and they are aggressively renewing blighted and empty buildings within the city's inner loop. There also is interest in creating more public transportation options in and around downtown and midtown to help make travel in and around the city's core easier.

Indeed, Tulsans are watching and adjusting their attitudes as downtown rapidly transforms its image from simply a work destination into a "work, live, play and stay" destination. And with each successful venture, the confidence and excitement of the public grows.

Because The Max is designed to be one of Tulsa's premier places to socialize and play, it is important that it meets its key target market where they are and locates near a large group of potential patrons.

Thousands of people work downtown; and co-workers are often looking for a unique place to go as a group. The Max will fill that need, not only because it offers people value and quality fare, but also because the arcade-pub delivers a truly different experience.



THE SCENE: You're enjoying one of your office's regular after-hours get-togethers. But you're realizing nothing is regular about

Complement Vs. Compete

Additionally, the unique arcade-pub concept makes The Max more of a complement to—instead of a competitor with—surrounding businesses. As such, The Max is positioned perfectly to take advantage of foot traffic that the new ballpark will generate as well as foot traffic already produced by the several restaurants,

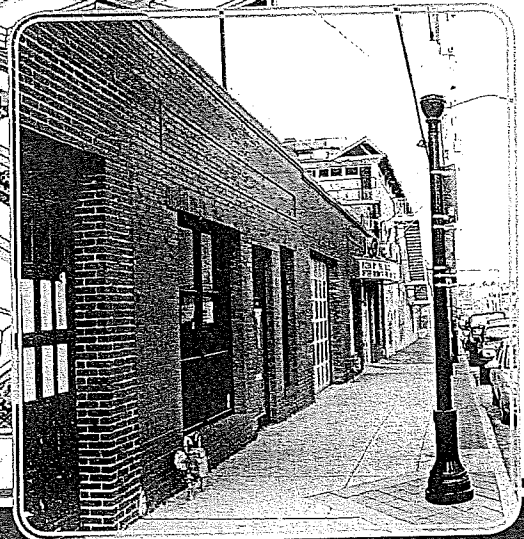
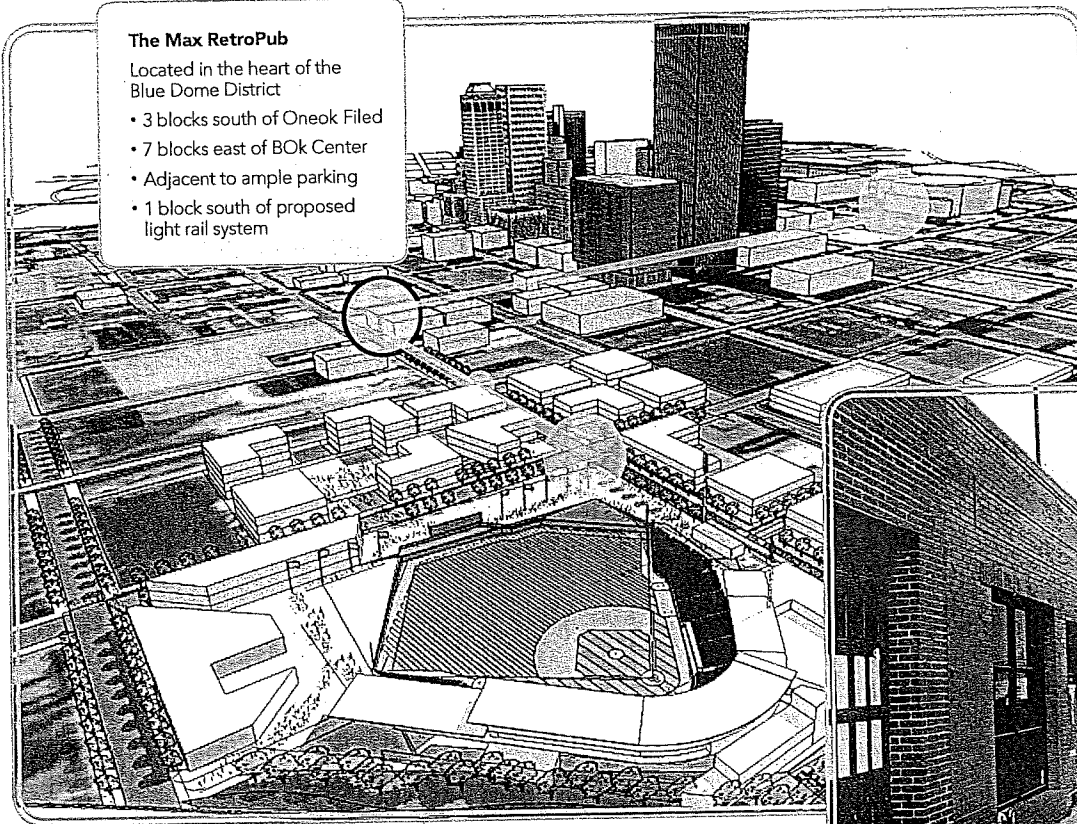
art venues and bars currently surrounding it in the Blue Dome and Brady districts.

It has taken time, but we believe that as private investors place their faith and dollars into the area, larger developers and companies will become even more enticed to discover Tulsa. The Max plans to be a proud contributor amid this renaissance as well as a beneficiary of it.

The Max RetroPub

Located in the heart of the Blue Dome District

- 3 blocks south of Oneok Field
- 7 blocks east of BOK Center
- Adjacent to ample parking
- 1 block south of proposed light rail system



The Max. Like even making those usually easy beer choices. Drats to all the specialty taps and tempting specials! Tulsa's own Marshall beer is represented. So is Franziskaner, Stella Artois, Guinness, Boddington's... There are even flash-back-inspiring dollar-draws of Coors Banquet.... Ah, decisions, decisions!

THE
MAX
retropub

Market Details

An 'A-Ha' Moment for Downtown

The Max RetroPub capitalizes on multiple trends and principles not fully addressed in the current downtown marketplace. Along with value, The Max offers innovation—including benefits that will resonate on an emotional level—to a market in need of more solutions and alternatives.

All The Right Moves

Max RetroPub primarily will focus its attention on the young-adult and adult-age markets—ages 21-40. Many downtown bars target these same demographics. But few or none offer an appeal that is simultaneously “niche-like” and specific (i.e., the colorful 1980s era) yet so broadly approachable in its application. Indeed, most everyone who is of drinking age is directly connected at some emotional level to the 1980s and/or early-to-mid 1990s.

Seemingly more than ever, people are romanticizing the “simpler” times of their youth. Nostalgia reigns; and The Max arcade-pub will capitalize. By richly turning up the volume on a not-so-distant, yet distinctly-bygone era, the arcade-pub will provide direct emotional benefits to patrons at a level surpassing that of other bars.

Marketing principle tells us that when a

business connects with its customers on this emotional level, that business will enjoy a great advantage, and it can rather quickly develop a very loyal following.

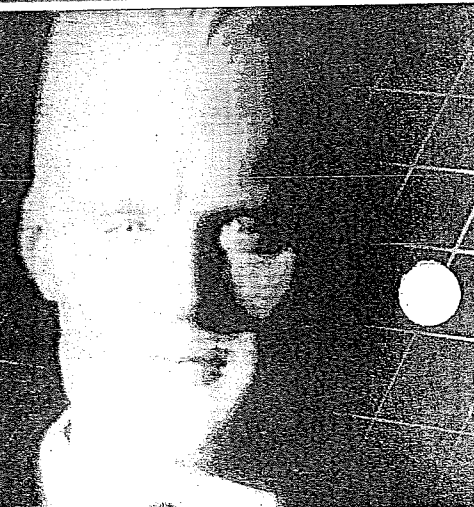
Customers of The Max will relate immediately to its décor and entertainment, including its large selection of circa-1980s arcade games. The RetroPub's younger customers, meanwhile, will enjoy the novelty of the classic games as well as some more current arcade offerings.

Just Wanna Have Fun

Research also tells us that the current young-adult generation—more than ever—seeks to organize their social interactions around structured games and activities. Indeed, The Max resolves a question central for our market. That is: “Where are we going to play (literally play) after dark?”

Our market also wants great drinks and atmosphere to go with their socializing. So, it will be our continuing goal to make The Max an authentic “party experience” for guests—one rooted in value, great beer, superb cocktails and true participatory fun. More than just a retro pub with games, The Max will be unrivaled as a place to take a date, meet co-workers or catch up with friends.

THE SCENE: Reaching for a cue, you notice the old brick walls are covered with cool stuff, like that Hulk Hogan mural and Max Headroom mural—just like your old lunchbox. The place is really taking you and your eight-ball buddy, Chad, back.



Crowded Houses

As noted, the unique environment of The Max protects it somewhat from head-to-head competition with other nearby venues. Also, the Blue Dome nightlife scene is an expanding marketplace—one in which, together, legitimate businesses create more foot traffic for everyone. Competitors, yes; but they also are allies, each serving as a complement to the others.

Still, on a general level, other bars/pubs in the area will compete for customers' entertainment dollars—especially those in the immediate vicinity. Bars located within a block of our location are:

McNellie's Pub—a large Irish-themed pub with Tulsa's largest beer selection. Its game room features shuffleboard, pool and darts; and it's often filled to overflowing.

Dirty's Tavern—part of chain from Stillwater. It appeals to a blue-collar crowd, offers a few pool tables and is known for its red-dirt and country bands.

Arnie's Bar—a very small Irish-themed pub. It boasts a long history and loyal service-industry employees following.

Tiny Lounge—a small swanky dive bar. It offers very few tap beers but several

cocktails and a patio for fair-weather overflow.

Of these, only McNellie's offers any food. Each offers beer (though not always a good variety on tap). But no other establishment will be able to compete with The Max's selection of classic games, cocktails and ingenious signature mixed drinks. Other aspects that will set The Max apart will include: our simple-but-"gourmet" food menu, our performing bartenders, our many themed events, our relationship to the award-winning Joe Momma's restaurant, and our indomitable 1980s-style flair.

The Max: Beyond The Dome

Nearby live-entertainment venues—like Cain's Ballroom, Brady Theater, the BOK Center, and new ballpark—are likely to attract additional customers to The Max. Instead of choosing concerts or ballgames in lieu of drinks, customers are more likely to want to meet friends for drinks before an event and/or go out together afterward. And, while an adult arcade-pub/restaurant is located several miles away in South Tulsa (i.e., Dave and Busters), because of geography and other factors it should not affect our customer base.

"This is boss," you say. "Yeah," says Chad, "reminds me of your mullet days."

"Hey, hey, that-doo was schweet," you counter, laughing. The culture crash continues between turns as you scope '80s reruns on a wall of analog TVs. Just when it couldn't get better, Bill points to the Thundercats logo opposite the bar. You just nod and smile at each other.

**THE
MAX**
retropub

Marketing Strategy

Back & To The Future

Simultaneously looking forward and 180 degrees back to the '80s, The Max concept will blend a theme of yesteryear together with today's powerful and forward-thinking marketing tactics and strategies.

A Secret Of Our Success

A primary method for promoting The Max will be through "guerilla" or social marketing. Utilizing online social networks like Facebook and Twitter will allow The Max to get the word out about the pub and its events in relational ways. Well-planned promotions can easily "go viral" via social networking and "buzz" tools. And these value-filled tactics will very minimally impact the marketing budget.

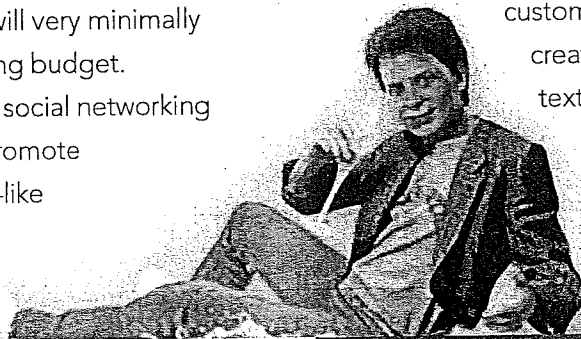
The Max will use social networking tools to regularly promote upcoming events—like

interactive contests and tournaments—and to personally invite people to the RetroPub. Every month, The Max also will host Twitter parties—that is, special themed events, featuring live music and great beer specials.

The Max always will be seeking new methods and opportunities to meet guests face-to-face, so we can engage them practically and personally. As long as the marketing approach focuses on building relationships and responding to customer needs and desires, our communications will continue to be effective.

Clubby E-mails & The News

The Max will work to build a potent customer database and to create an active e-mail and texting club. Guests will be encouraged to join the club, and they



twitter

facebook

THE SCENE: You're kicking back with a gourmet hotdog, delicious locally brewed Marshall beer and a group of your BFs. They're hyped, because you just came heart-thumpingly close to winning this week's video game tournament. One of them just took an iPhone pic of a bartender high-jiving

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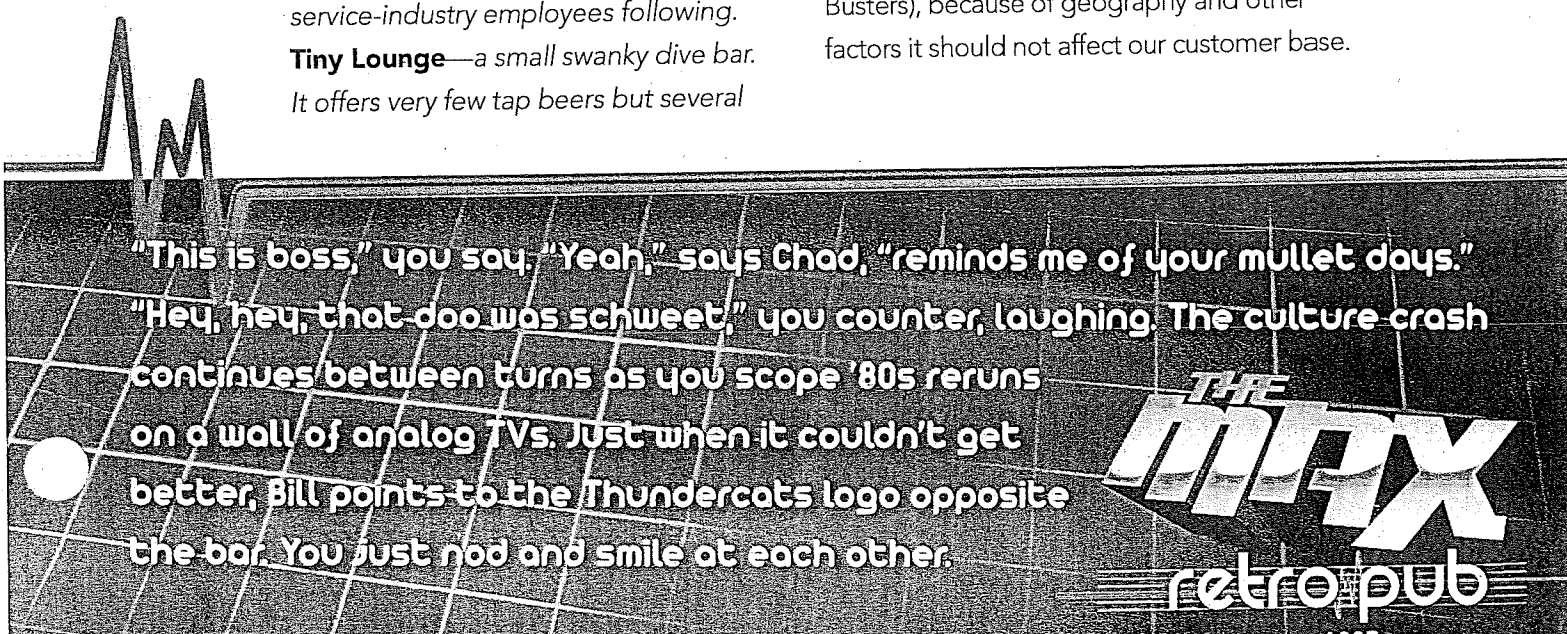
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**THE
MAX**
retro pub

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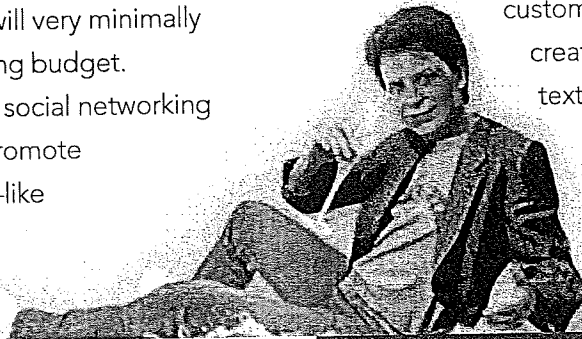
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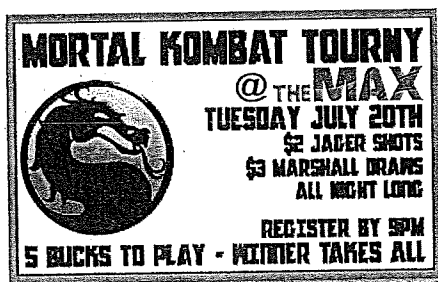
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will receive monthly e-mails and/or weekly texts about coming events and specials. They also will receive special coupons and discounts. The database will allow the pub to directly market itself to people who have already visited The Max—people who can become engaged as “recommenders.”

Special events will help build excitement and attract media attention to The Max. The arcade-pub will host monthly gaming tournaments as well as fundraising hotdog eating contests. These events will underscore The Max’s unique brand, and



they constitute a significant part of how we will interact directly with the community.

The Max also will promote its events via press releases and news alerts to prompt earned (free) media across channels, including print, radio, the blogosphere and TV. Additionally, The Max website will be optimized for internet search engines.

When UTW Talks, People Listen

Traditional advertising will be used as a

supplement to other marketing efforts. The Max will use less-expensive print media options, like weekly changeable ads in Urban Tulsa Weekly. The UTW is a free publication featuring editorials and reviews about local people, places, entertainment and events. It is widely read by The Max’s target audience. Other advertising will be used as necessary on an event-by-event basis.

The Right Stuff

Max RetroPub will create the sort of environment that makes customers want souvenirs. So, house-branded cups, pint glasses, T-shirts, and more will be developed for The Max as saleable merchandise and promotional tools.

It Works Hard For The Money

As noted, The Max will employ several low-cost, social networking and PR tactics as awareness tools and a means to complement traditional advertising methods. This sort of integrated marketing strategy will yield maximum benefit from every promotional dollar. Specifically, the RetroPub will devote about 5 percent of its total budget for advertising/marketing (see *Financial Projections* section).

you to text with details. Taking it all in, you like how the room seems to glow with ambient lighting—from vintage pendants, games, TVs and even a Lite-Brite sign. “Free drink—you are so gonna be mine!” you proclaim, checking out the chalkboard filled with recent high-score earners’ names.



Operational Plan

Major League Leadership

In all its operational processes, The Max RetroPub will benefit from the direct, relevant experience of its owner/operator—award-winning businessman Blake Ewing, proprietor of Joe Momma's. During the annual Tulsey Awards ceremony on Nov. 20, 2009, Ewing was named both the 2009 Tulsa Entrepreneur of the Year and the 2009 Restaurateur of the Year.

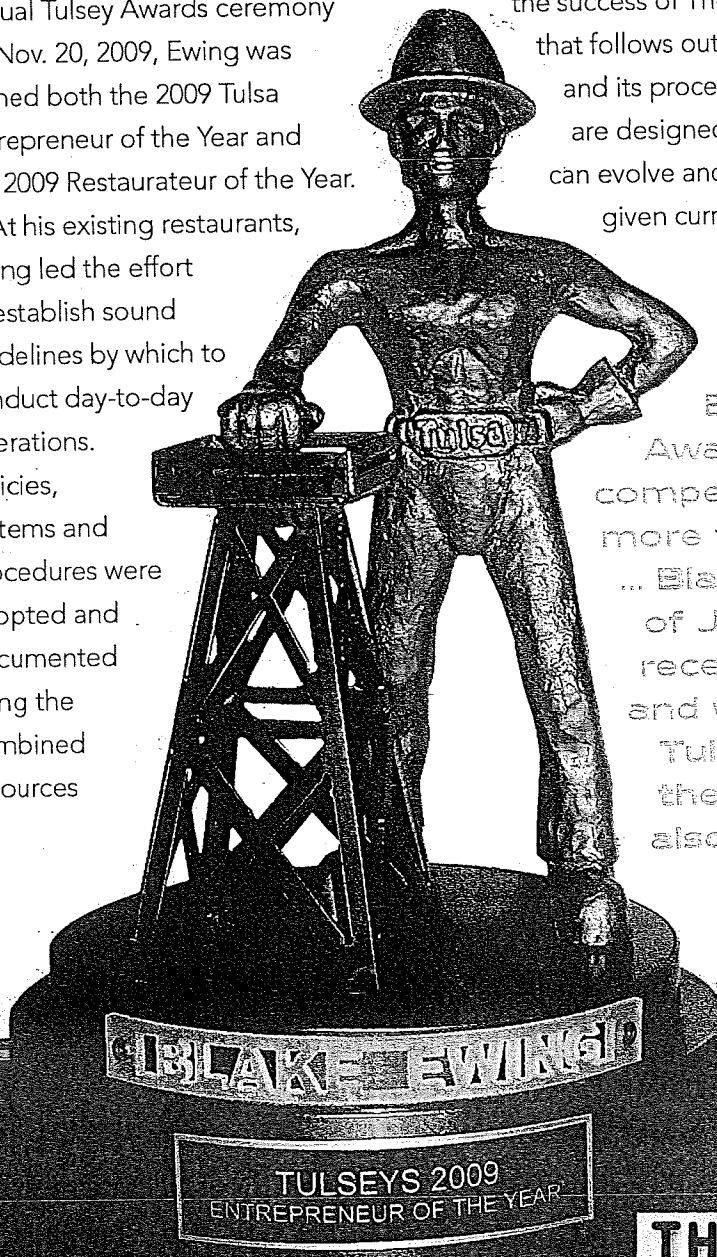
At his existing restaurants, Ewing led the effort to establish sound guidelines by which to conduct day-to-day operations. Policies, systems and procedures were adopted and documented using the combined resources

and experiences of the restaurants' entire management teams.

Five years of hands-on, successful restaurant/hospitality experience has well-prepared Ewing. He has developed what he believes to be a very solid plan for ensuring the success of The Max. The information that follows outlines that operational plan and its processes. These protocols also are designed to be flexible, so they can evolve and be ever-responsive to any given current market condition.

"The Tulseys are an outgrowth of the Mayor's Entrepreneurial Spirit Award, a business-model competition that attracted more than 85 contestants ... Blake Ewing, the owner of Joe Momma's Pizza, received the most votes and was named the 2009 Tulsey Entrepreneur of the Year as a result. He also won in the category for Restaurateur."

— Tulsa World 11/20/09



THE SCENE: You've been

gaming and sharing pitchers for an hour and now you're starving for what (back in "the day") you used to call "grindage." But you don't really want to leave this great party atmosphere. Thankfully, at the

Recruitment & Training

The Max will employ approximately five people. A time-tested, comprehensive interview process will help ensure that the pub is staffed with highly qualified people. Each applicant will be rated and evaluated according to a pre-defined set of standards. Background checks will be conducted.

A thorough training program has been created for bartenders; they will be provided training materials as well as personal instruction. The entire staff will be expected to have a background in bartending, but The Max will still conduct training according to its own rigorous standards of service. Training manuals will reflect those unique requirements.

All newly hired personnel will be instructed in customer service, safety and health laws in addition to the job functions of their position. In addition, bartenders will be asked to perform "flair bartending." So it is important that they have training in at least some of the arts of tossing and spinning bottles.

Daily Operations & Production

Consistent with bars in the area, The Max's daily hours of operation will be 2 p.m. to 2

a.m., seven days a week. (Note: The Max could ultimately develop to include noon-time service. But that would not happen until we establish that our limited menu could support a downtown lunch crowd.)

The Max is designed so each shift can be operated by just one person—or up to five people—if need be. This flexible design allows staffing to be adjusted according to current business volume.

Due to its long hours of operation, The Max will employ multiple shifts daily. The manager will post a schedule every two weeks. In order to maintain consistent labor-cost controls, the schedule will be written so it allows management to increase or decrease hourly labor according to sales volume.

Management will use operational checklists to verify that each shift is properly prepared for and to ensure The Max's operational standards are followed before, during and after work shifts. Every shift change will require cleanup, restocking and preparation. All monies will be settled at the end of each shift. The closing shift will involve designated closing duties that will leave the pub clean and fully prepared for the next day's opening crew.

end of the bar, you notice some fresh, warm popcorn dancing inside a large theater-style machine and some aromatic homemade pretzels calling you from their rotating perch. Then, you spot the menu's pièce de résistance: The Max's signature huge, made-to-order gourmet franks, hotlinks, brats and Italian sausages.

THE
MAX
retropub

Operational Plan (continued)

Management Controls

Management at The Max RetroPub will practice sound operational procedures to protect inventory, to control costs, to ensure product quality, and to provide top-rate service. The Max's bottom line will benefit greatly from all the following management controls.

A POS System: We have carefully evaluated and researched available systems to select a POS system that best meets the needs of The Max. The system software will be configured with requisition controls—which forces food and beverage items to be registered in the system before they can be prepared. Requisition printing has proven to reduce costs by up to 3-to-5 percent. The POS system also will help regulate the flow of inventory, service and item-preparation. Built-in cash controls will help to track sales and receipts. The POS system also will track time and attendance, thus allowing management to accurately evaluate productivity and labor costs at all times.

Menu Guidelines: The food menu is very simple, but it will feature superior ingredients. It is designed to allow preparation to take place ahead of time. Proper labeling and rotation techniques, accompanied by ample storage facilities, will ensure that high-quality, prepared product is sufficiently available to meet demands during peak business hours. Replenishment and ongoing



THE SCENE:

Something seems familiar about that guy who's talking and joking with several of the patrons a few seats down the bar. Luckily, the Jolt soda mixer in your cocktail helps to jog

preparation will continue during off-peak business hours.

Scheduling: Management will adopt a scheduling system that expedites the preparation of schedules, reflects anticipated labor budgets and helps to regulate labor cost.

Operations Checklists: The pub will be managed with the use of various checklists. Consistent use of checklists will help to maintain quality while ensuring that established protocol is followed. Staff will use checklists to control several functions: customer service, purchasing, receiving, storage, preparation, cleaning, shift changes, opening and closing.

Supplier Selection: During the past several years, Blake Ewing has established relationships with qualified suppliers. These vendors will provide reasonably priced product for The Max. Product will be delivered according a schedule that benefits the business. Alternate suppliers will be identified to provide flexibility in

ordering and to ensure product delivery, if the regular supplier cannot deliver necessary products.

Order Guides: The business will use an item-specific order guide to track order history and maintain designated levels of product in inventory.

Weekly Reports: Management will conduct a weekly inventory to determine valuation for use in the preparation of weekly profit and loss reports.

Daily Inventory Tracking: Daily inventory will be taken on specific items. Movement will be compared to sales data to ensure designated products are properly accounted for. Particularly in a pub setting, this important security measure helps protect against theft.

Cash Audits: Management will conduct periodic cash audits for all cashier stations. Surprise shift audits are an effective tool to determine cashier/ bartender under-ringing.

your neurons. Oh, yeah, he's the same guy who owns the place next door, one of your favorite downtown restaurants—Joe Momma's. No wonder you like this place so much. The eats are good here, too. But you do happen to overhear that Joe Momma's will deliver right to your chair. Hmm? Sounds good, you think, raising your hand to get the bartender's attention.

**THE
MAX**
retro pub

Operational Plan (continued)

Video Surveillance: Video surveillance will be implemented to monitor The Max and deter crime. Cameras will record and transmit the footage of restaurant activities via a secure website.

Safety and Liability Reviews:

Management will perform periodic safety and liability assessments to help ensure that employees and guests of The Max are kept safe from potential dangers and harmful situations. Regular evaluations will cover topics like alcohol awareness issues, employee relations and guest treatment. These measures also will help guarantee that business partners' investments are not put at risk.

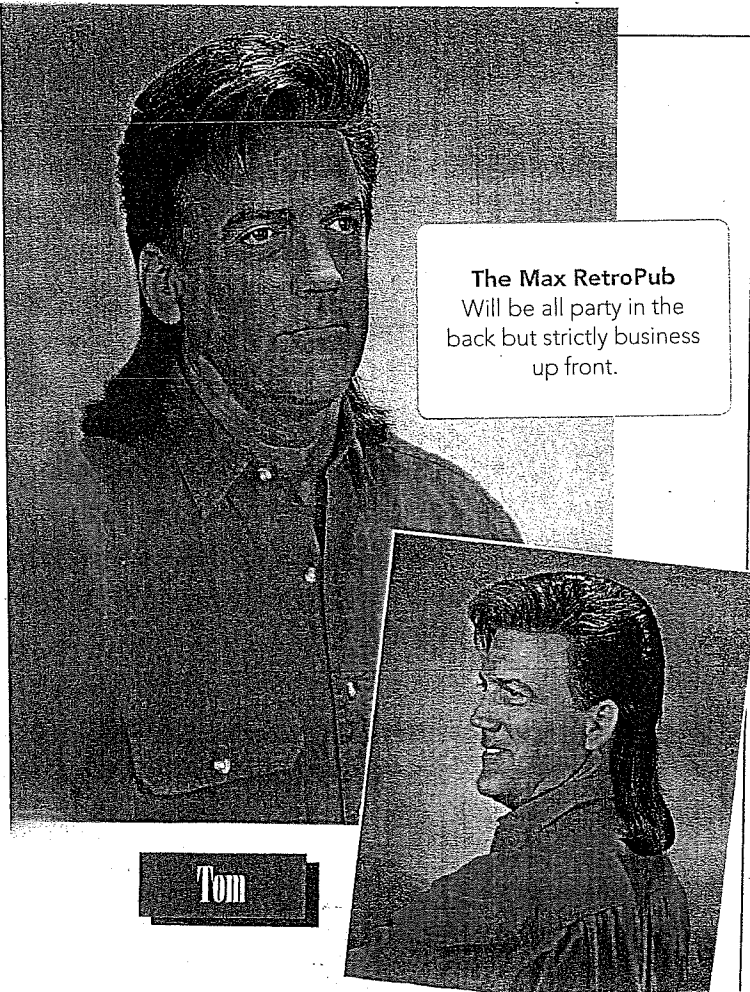
Administrative Systems

In addition to the aforementioned management controls, the following administrative systems will help secure The Max's bottom line.

Daily Cash Control: Sales and receipts recorded by the POS system will be compared to actual cash and credit card deposits on a daily basis. For accuracy, monthly totals will be compared to actual profit and loss (P&L) statements.

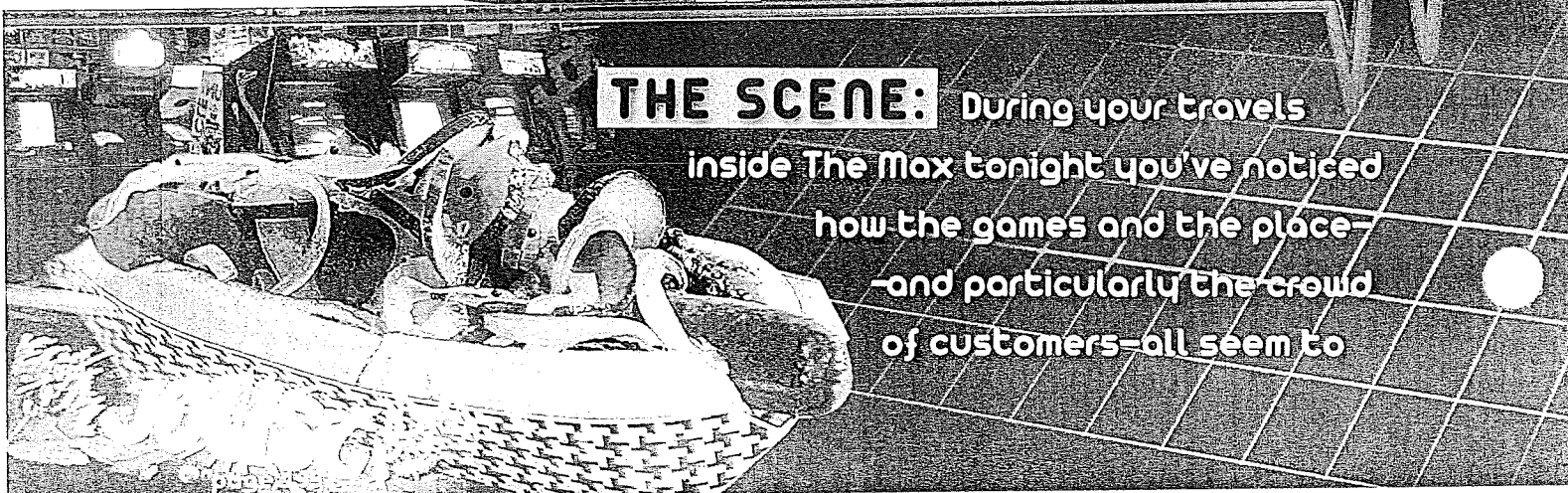
A Weekly Prime Cost Report:

The manager will prepare a weekly report that shows the gross profit margin after cost-of-goods-sold and labor-cost have



The Max RetroPub
Will be all party in the back but strictly business up front.

THE SCENE: During your travels inside The Max tonight you've noticed how the games and the place—and particularly the crowd of customers—all seem to



been deducted from the sales revenue. The prime cost is the single most effective measure of management's ability to operate the pub. Weekly monitoring will allow for quick reaction to adverse cost ratios.

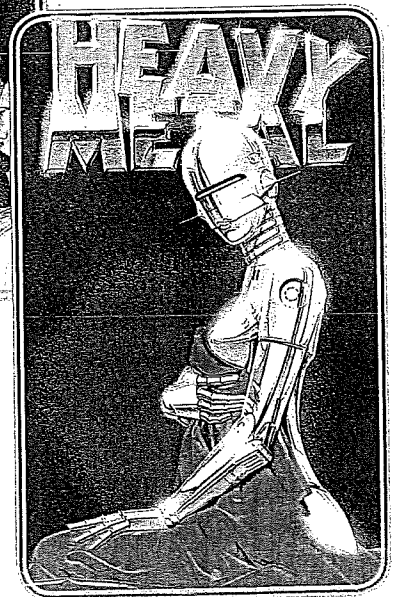
Purchasing Records/Payables:

The company's controller will process and record invoices and credits daily. Reports detailing cash expenditures, payments by check and accounts payable transactions will be readily available. Check disbursements will be prepared by the controller. Check-signing authority for the general operating account will be the sole duty of the managing member.

Accounting system/service: The managing member also will be responsible for the timely preparation of monthly financial statements, including monthly profit and loss and balance

sheets. To help accomplish this task, The Max will employ a bookkeeping service.

Payroll Processing: Payroll checks will be issued bi-weekly. The controller will run reports from the time and attendance system, make any necessary adjustments, and prepare for transfer to the payroll system. Payroll will be processed by a reliable payroll service.



be taken care of really well. It's the little details, you decide that help make this place stand-out. Like the food, for instance: The chips are warm and fresh, the chili and queso appear to be house-made and not from a can, and the quarter-pound gourmet dogs can be garnished with more than 20 specialty toppers.

**THE
MAX**
retropub

Investment Analysis

Modeled With Built-In Multipliers

Investment in Arcade Bar, LLC (The Max RetroPub) is not simply one short-term investment into one establishment. It is an investment that holds great promise and residual dividend distributions as well as the possibility of even more substantial rewards if the company model is reproduced in new locations and the business expands.

Funding Options

It is the company's goal to raise capital in its entirety through equity investment. The option of alternative financing methods is available and will be pursued as a last resort should efforts to raise equity capital ultimately prove insufficient. The following table is shown as a possible example of financing:

Source of Funds	Amount
Equity Capital	\$175,000
Equity Capital (Trade)	\$25,000
Total	\$200,000

The Max RetroPub concept is attracting significant interest. Already, interested parties have pledged nearly \$25,000 of equity capital through trade services,

such as design work and architectural construction.

Contributions & ROI

Funding will be used to fulfill the projected capital budget requirements as explained in the Financial Projections section. Adjustments to the amount of funds needed by each source may be necessary in the event of unforeseen circumstances.

Current financial projections indicate a return on investment in less than two years with an average annual return on investment of roughly 50 percent after taxes. The unique nature of the financial arrangement allows all members to continue to reap dividends from the company for as long as it exists or until they choose to sell their shares.

Naturally, as the business grows and systems are tightened the company will become even more profitable. Furthermore, as the company grows to new locations, Arcade Bar, LLC will continue to be the parent company for the business and so investors will profit directly from the long-term growth of the business.

