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City of Las Cruces[®]
 PEOPLE HELPING PEOPLE

Council Action and Executive Summary

Item # 13 Ordinance/Resolution# 11-159 Council District: 6

For Meeting of January 18, 2011

(Adoption Date)

A RESOLUTION APPROVING THE TRANSFER OF OWNERSHIP (CHANGE IN CORPORATE STRUCTURE) OF LIQUOR LICENSE NO. 2782 TO OUTBACK STEAKHOUSE OF FLORIDA, LLC D/B/A OUTBACK STEAKHOUSE #5114, LOCATED AT 940 NORTH TELSHOR, LAS CRUCES, NEW MEXICO.

PURPOSE(S) OF ACTION: To approve, disapprove, or not approve the transfer of ownership due to a change in corporate structure for Liquor License No. 2782, Outback Steakhouse.

Drafter and Staff Contact: Monica Campbell <i>mc</i>		Department: Legal		Phone: 541-2128	
Department	Signature	Phone	Department	Signature	Phone
Department Director			Budget	<i>Richard D. Hubert</i>	541-2107
Other			Assistant City Manager		541-2271
Legal	<i>A. McBlaney</i>	541-2128	City Manager	<i>John W. ...</i>	541-2076

BACKGROUND / KEY ISSUES / CONTRIBUTING FACTORS:

Pursuant to state law, a corporation must notify the Alcohol and Gaming Division of the Regulation and Licensing Department of the State of New Mexico ("Alcohol and Gaming") when there is any change in the structure of the corporation (NMSA 1978, § 60-6B-6). An application for transfer of ownership due to a change in corporate structure must be accompanied by a resolution of the City Council approving of and consenting to the change after a public hearing.

Outback Steakhouse of Florida, LLC d/b/a Outback Steakhouse #5114 applied to Alcohol and Gaming for a transfer of ownership due to a change in corporate structure for Liquor License No. 2782. Alcohol and Gaming granted preliminary approval on December 9, 2010.

The Council is required to hold a public hearing within 45 days after the date of receipt of the preliminary approval from Alcohol and Gaming. A public hearing to review this issue is scheduled for Tuesday, January 18, 2011, beginning at 1:00 p.m. in the City Council Chambers, City Hall, 700 North Main Street, Las Cruces, New Mexico. Notice of this public hearing was published in the *Las Cruces Sun-News* on December 26, 2010 and January 2, 2011, and in the *Las Cruces Bulletin* on December 24 and 31, 2010.

(Continue on additional sheets as required)

Council may approve or disapprove the issuance of the license. However, Council's disapproval must be based on substantial evidence that the issuance of the license would adversely affect the health, safety or welfare of the citizens of the City of Las Cruces.

Council may also fail to either approve or disapprove the issuance of the license. If Council fails to approve or disapprove issuance within 30 days after the public hearing, the Director of Alcohol and Gaming may give final approval of this license.

SUPPORT INFORMATION:

1. Resolution with Alcohol and Gaming's preliminary approval and the application attached as Exhibit "A".
2. Notices of Intent to Adopt, Attachments "1" and "2".
3. Traffic Impact Report from the Traffic Engineering Section, Attachment "3".
4. Liquor License Impact Report (zoning) from the Community Development Department, Attachment "4".
5. Economic Development Report (registration and permits) from the Economic Development Department, Attachment "5".
6. Criminal Activity Report from the Las Cruces Police Department, Attachment "6".
7. Fire and Safety Compliance Report from the Las Cruces Fire Department, Attachment "7".

SOURCE OF FUNDING:

Is this action already budgeted? N/A	Yes	<input type="checkbox"/>	See fund summary below
	No	<input type="checkbox"/>	If No, then check one below:
	<i>Budget Adjustment Attached</i>	<input type="checkbox"/>	Expense reallocated from: _____
		<input type="checkbox"/>	Proposed funding is from a new revenue source (i.e. grant; see details below)
		<input type="checkbox"/>	Proposed funding is from fund balance in the _____ Fund.
Does this action create any revenue?	Yes	<input checked="" type="checkbox"/>	Funds will be deposited into this fund: <u>1015-10180020-520002</u> in the amount of \$300.00.
	No	<input type="checkbox"/>	There is no new revenue generated by this action.

(Continue on additional sheets as required)

FUND EXPENDITURE SUMMARY:

Fund Name(s)	Account Number(s)	Expenditure Proposed	Available Budgeted Funds in Current FY	Remaining Funds	Purpose for Remaining Funds
N/A					

OPTIONS / ALTERNATIVES:

1. Vote "Yes." This will approve of and consent to the transfer of ownership (change in corporate structure) for Liquor License No. 2782, Outback Steakhouse of Florida, LLC d/b/a Outback Steakhouse #5114 and Alcohol and Gaming will continue with the application process.
2. Vote "No." A "No" vote must be based on substantial evidence that the transfer of ownership of the liquor license would adversely affect the health, safety or welfare of the citizens of the City of Las Cruces.
3. Vote to "Amend." Any amendments must comply with state statute and/or the requirements of Alcohol and Gaming.
4. Vote to "Table." If the Council fails to approve, disapprove or not approve the transfer of ownership of the liquor license, the Director of Alcohol and Gaming may give final approval and issue the license.

REFERENCE INFORMATION

None.

(Continue on additional sheets as required)

RESOLUTION NO. 11- 159

A RESOLUTION APPROVING THE TRANSFER OF OWNERSHIP (CHANGE IN CORPORATE STRUCTURE) OF LIQUOR LICENSE NO. 2782 TO OUTBACK STEAKHOUSE OF FLORIDA, LLC D/B/A OUTBACK STEAKHOUSE #5114, LOCATED AT 940 NORTH TELSHOR, LAS CRUCES, NEW MEXICO.

The City Council of the City of Las Cruces is informed that:

WHEREAS, Outback Steakhouse of Florida, LLC d/b/a Outback Steakhouse #5114 applied to the Alcohol and Gaming Division of the Regulation and Licensing Department of the State of New Mexico ("Alcohol and Gaming") for a transfer of ownership due to a change in corporate structure of Liquor License No. 2782; and

WHEREAS, on December 9, 2010, Alcohol and Gaming granted preliminary approval for the transfer of ownership, as evidenced by their letter with the application attached; and

WHEREAS, pursuant to law, the application for the transfer of ownership for the liquor license must be accompanied by a resolution of the City Council approving of and consenting to the transfer after a public hearing upon reasonable public notice of such hearing; and

WHEREAS, the City Council did on this date hold a public hearing after reasonable public notice setting forth the appropriate information concerning the public hearing. The City Council has considered the transfer of ownership for the liquor license and it has determined that the approval of said transfer is not detrimental to the public health, safety or welfare of the City of Las Cruces.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF LAS CRUCES:

(I)

THAT the transfer of ownership of Liquor License No. 2782, due to a change in corporate structure, to Outback Steakhouse of Florida, LLC d/b/a Outback Steakhouse #5114 located at 940 North Telshor, Las Cruces, New Mexico, is hereby approved.

(II)

THAT a copy of this Resolution shall be conveyed to the Director of the Alcohol and Gaming Division of the Regulation and Licensing Department, Post Office Box 25101, Santa Fe, New Mexico 87504-5101.

(III)

THAT City staff is authorized to do all deeds necessary to accomplish the intent of this Resolution.

DONE AND APPROVED on this 18 day of January 2011.

Mayor

ATTEST:

City Clerk

{SEAL}

Moved by: _____

Seconded by: _____

Mayor Miyagishima:	_____
Councillor Silva:	_____
Councillor Connor:	_____
Councillor Pedroza:	_____
Councillor Small:	_____
Councillor Sorg:	_____
Councillor Thomas:	_____

APPROVED AS TO FORM:



City Attorney

New Mexico Regulation and Licensing Department
ALCOHOL AND GAMING DIVISION

Toney Anaya Building ▪ 2550 Cerrillos Road ▪ Santa Fe, New Mexico 87505
(505) 476-4875 ▪ Fax (505) 476-4595 ▪ www.rld.state.nm.us/agd



Bill Richardson
GOVERNOR

Kelly O'Donnell, Ph.D.
SUPERINTENDENT

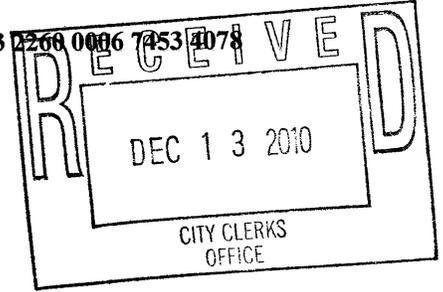
Pamelya Herndon
DEPUTY
SUPERINTENDENT

Julie Ann Meade
CHIEF LEGAL COUNSEL

Gary J. Tomada
DIRECTOR

December 9, 2010

Certified Mail No. 7003 2266 0006 7253 4078



City of Las Cruces
Attn: Ester Martinez, Clerk
PO Box 20000
Las Cruces, NM 88004

Re: License / App. No. Liquor License # 2782 / Application # 650040
Applicant Name: Outback Steakhouse of Florida, LLC
Doing Business As: Outback Steakhouse #5114
Proposed Location: 940 North Telshore Blvd., Las Cruces

ATTENTION: Department or person responsible for conducting or preparing the public hearing for liquor license transfers or issuance of new liquor licenses. ***(Please review the revised instructions for approval or disapproval below.)**

Greetings:

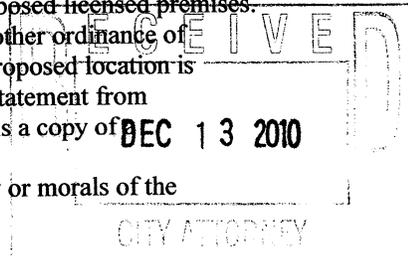
The referenced application and is being forwarded to you in accordance with Section 60-6B-4 NMSA of the Liquor Control Act.

Within forty-five days after receipt of a notice from the Alcohol and Gaming Division, the governing body shall hold a public hearing in the question of whether the department should approve the proposed issuance or transfer. Notice of the public hearing required by the Liquor Control Act shall be given by the governing body by publishing a notice of the date, time and place of the hearing at least once a week for two consecutive weeks in a newspaper of general circulation within the territorial limits of the governing body, **which requires that two full weeks of publication must be satisfied before a hearing can be conducted. For example, the hearing cannot be conducted until a full week has elapsed after the second publication.** The notice shall include: (A) Name and address of the Applicant/Licensee; (B) The action proposed to be taken by the Alcohol and Gaming Division; (C) The location of the licensed premises. The governing body is required to send notice by certified mail to the applicant of the date, time and place of the public hearing. The governing body may designate a hearing officer to conduct the hearing. A record shall be made of the hearing.

The applicant is requesting a Transfer of Ownership.

The governing body may disapprove the issuance or transfer of the license if:

- 1) The proposed location is within an area where the sale of alcoholic beverages is prohibited by the laws of New Mexico. (The governing body may disapprove if the proposed location is within 300 feet of a church or school unless the license has been located at this location prior to 1981 or unless the applicant/licensee has obtained a waiver from the local option district governing body for the proposed licensed premises.
- 2) The issuance or transfer would be in violation of a zoning or other ordinance of the governing body. The governing body may disapprove if the proposed location is not properly zoned. Because this office is in receipt of a zoning statement from the governing body, this is not a basis for disapproval. Attached is a copy of
- 3) The issuance would be detrimental to the public health, safety or morals of the



Alcohol and Gaming Division
(505) 476-4875

Boards and Commissions Division
(505) 476-4600

Construction Industries Division
(505) 476-4700

Financial Institutions Division
(505) 476-4885

Manufactured Housing Division
(505) 476-4770

Securities Division
(505) 476-4580

Administrative Services Division
(505) 476-4800

residents of the local option district. Disapproval by the governing body on public health, safety or morals must be based on and supported by substantial evidence pertaining to the specific prospective transferee or location and a copy of the record must be submitted to the Alcohol and Gaming Division.

*Within thirty (30) days after the public hearing, the governing body shall notify the Alcohol and Gaming Division *in writing* as to whether the local governing body has approved or disapproved the issuance of transfer of the license *and* by signing the enclosed original Page 1 of the application. ***The letter of approval/disapproval and the Page 1 must be returned together with the notice of publication(s).*** If the governing body fails to either approve or disapprove the issuance or transfer of the license within thirty days after the public hearing, the director may give final approval to the issuance or transfer of the license.

If the governing body disapproves the issuance or transfer of the license, it shall notify the Alcohol and Gaming Division within thirty (30) days setting forth the reasons for the disapproval. A copy of the minutes of the public hearing shall be submitted to the Alcohol and Gaming Division with the notice of disapproval (page 1 of the application page noting disapproval).

Sincerely,

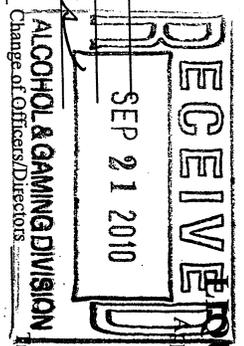

Jackie Gallegos
Hearing Officer



ENTERED
10
P.O. Box 25101 • Santa Fe, New Mexico 87504-5101 • (505) 476-4875 • Fax (505) 476-4595 • www.rld.state.nm.us/agd

New Mexico Regulation and Licensing Department • Alcohol and Gaming Division

G-10-26-10
garcia



Application fee - \$200.00 Fees are non-refundable.
Record Owner of Existing License Outback/Phoenix II, LP
Current D/B/A Name Outback Steakhouse #5114
Current Premises Address 940 North Telshore Boulevard, Las Cruces, NM 87011
Partial liquidation from limited partnership to general partner
Transfer Ownership of Existing License Transfer Ownership and Location Transfer Location Other

State Liquor License # 2782
Application Number 650040
Local option (AGD use) *See License*
Application is for: Change of Stock

Issue New License _____ Type of License being applied for _____
Applicant is: Individual _____ Corporation _____ Partnership (General or Limited) _____ Limited Liability Company

NAME OF APPLICANT (company or individual)
Outback Steakhouse of Florida, LLC
ADDRESS (including city, state, zip)
2202 N. West Shore Blvd, 5th Floor, Tampa, FL 33607
TELEPHONE NUMBER 813-282-1225
Notice also to: Ray H. Schollenbarger, Esq.
6565 Americas Parkway NE, Suite 1000Albuquerque, NM 87110 505-883-2500
D/B/A name to be used: Outback Steakhouse #5114
Phone number for licensed premises: 575-522-1370

Physical location where license is to be used: 940 North Telshore Boulevard, Las Cruces, NM 87011
(Include street number/highway number/state road, city and county, state, and zip code)
Mailing address: 2202 N. West Shore Blvd. 5th Floor, Tampa, FL 33607

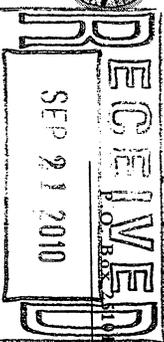
Are alcoholic beverages currently being dispensed at the proposed location? Yes No If yes, give license number and type 2782
I, (print name) Joseph J. Kadow as (title) Executive Vice President being first duly sworn upon oath
deposes and says: that he/she is the applicant or is authorized by the applicant to make this application; that he/she has read the contents therein contained are true. Applicant(s) agree(s) that
if any statements or representations herein are found to be false, the director may refuse to issue or renew the license or may cause the license to be revoked at any time.
You must sign and date this form in the presence of a notary public.



Signature of Applicant _____ Date 8/27/2010
Notary Public Use Only
SUBSCRIBED AND SWORN TO before me this 27 day of August, 2010 by Joseph Kadow
Notary Public My Commission Expires 11/18/2011

Local Governing Body of: _____ (City or County). Hearing held on _____ 20
Check one: Approved _____ Disapproved _____ City/County Official _____ (Signature & Title)

Approved _____ Disapproved _____ Director Approval _____ Date _____
For Alcohol and Gaming Division Use Only



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Rev. 05/10

LIMITED LIABILITY COMPANY

SS 60-6B-24

1. Name of **ALCOHOL AND GAMING DIVISION** Outback Steakhouse of Florida, LLC

2. Date company formed (attach copy of Operating Agreement) 8 / 27 / 1987 New Mexico Charter number 1766831

3. Date company registered (attach copy of certificate and Article of Organization) 8 / 2 / 2007

4. Mailing Address: Street 2202 N. West Shore Blvd. 5th Floor City Tampa State FL Zip 33607 Phone (813) 282-1225

5. Names and addresses of all Members – full disclosure is required. If a Member is a corporation, Trust, Limited Liability Company, General or Limited Partnership, complete the appropriate entity information page.

LIST ALL MEMBERS AND MANAGERS

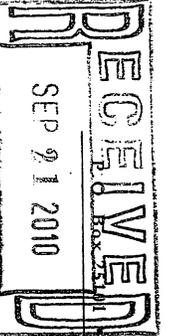
Name	Title	Address	% of interest/contribution
Joseph J. Kadow, Exec. Vice Pres., Secretary, & Director		2202 N. West Shore Blvd. 5th Floor, Tampa, FL 33067	
Dirk A. Montgomery, CFO & Director		2202 N. West Shore Blvd. 5th Floor, Tampa, FL 33067	
OSI Restaurant Partners, LLC		2202 N. West Shore Blvd. 5th Floor, Tampa, FL 33067	100%

6. Has this Limited Liability Company ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Limited Liability Company been denied the issuance of a liquor license? No Yes If Yes, provide details:

7. List every liquor license in which this Limited Liability Company owns any interest, direct or indirect:
 See attached list of stores

NOTE: For each Member who is an individual, complete the *Personal Data Information Form* (page 6), and for each person attach two (2) completed fingerprints cards (available from the Alcohol and Gaming Division) along with fees and supporting documentation. Fingerprints must be taken by City Police, State Police or Sheriff (any state).

Return this form to the Alcohol and Gaming Division, 2550 Cerrillos Road, Santa Fe, New Mexico 87505, if using overnight delivery.



New Mexico Regulation and Licensing Department • Alcohol and Gaming Division
 Santa Fe, New Mexico 87504-5101 • (505) 476-4875 • Fax (505) 476-4595 • www.rld.state.nm.us/agd

LIMITED LIABILITY COMPANY
 SS 60-6B-24

Rev 05/10

1. Name of Limited Liability Company RESTAURANT PARTNERS, LLC
2. Date company formed (attach copy of Operating Agreement) 4 / 23 / 1991
3. Date company registered (attach copy of certificate and Article of Organization) 6 / 14 / 2007
4. Mailing Address: Street 2202 N. West Shore Blvd. 5th Floor City Tampa State FL Zip 33607 Phone (813) 282-1225
5. Names and addresses of all Members – full disclosure is required. If a Member is a corporation, Trust, Limited Liability Company, General or Limited Partnership, complete the appropriate entity information page.

LIST ALL MEMBERS AND MANAGERS

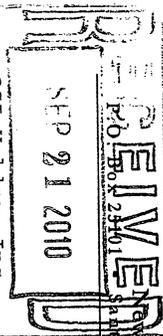
Name	Title	Address	% of interest/contribution
See attached list			

OSI Holdco, Inc.		2202 N. West Shore Blvd. 5th Floor, Tampa, FL 33067	100%
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6. Has this Limited Liability Company ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Limited Liability Company been denied the issuance of a liquor license? No Yes If Yes, provide details: _____
7. List every liquor license in which this Limited Liability Company owns any interest, direct or indirect:
 See attached list of stores

NOTE: For each Member who is an individual, complete the *Personal Data Information Form* (page 6), and for each person attach two (2) completed fingerprints cards (available from the Alcohol and Gaming Division) along with fees and supporting documentation. Fingerprints must be taken by City Police, State Police or Sheriff (any state).

Return this form to the Alcohol and Gaming Division, 2550 Cerrillos Road, Santa Fe, New Mexico 87505, if using overnight delivery.



CORPORATION
SS 60-6B-2

Name of Corporation: OSI HOLDCO, INC. (Corporations must attach certified copy of its Certificate of Incorporation and Articles of Incorporation. Foreign corporations must also include a certified copy of its New Mexico certificate of authority.)

Date of Incorporation: February 16, 2007 In what State? Delaware

Mailing Address of Corporate Office: 2202 N. West Shore Blvd. City Tampa State FL Zip 33607 Phone 813-282-1225

Provide complete names and addresses of all officers and directors of the Corporation, also the names and addresses of all stockholders of 10% or more of the stock in the Corporation. If a stockholder of 10% or more of the stock is any other legal entity, complete the appropriate disclosure page for the stockholding entity.

Name and Title of Officers, Directors and Stockholders % Stock Held

See attached list of Officers and Directors

OSI Holdco I, Inc. 100%
2202 N. West Shore Blvd., Tampa, FL 33607

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USE ADDITIONAL PAGES IF NECESSARY.

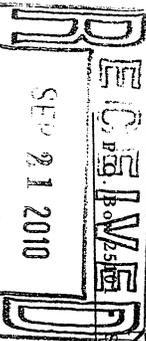
Has this Corporation ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Corporation been denied the issuance of a liquor license? No Yes If Yes, provide details:

List every liquor license in which the Corporation holds any interest, direct or indirect: indirect - see attached list of stores

Has this Corporation ever been convicted of a felony? No Yes If Yes, provide details:

**** Note:** For each individual applicant, partner, officer, director, and stockholder of 10% or more of stock in corporation, complete the **Personal Data Information Form** (page 6) and attach two completed sets of fingerprint cards (available from the Alcohol and Gaming Division) along with fees and supporting documentation. Fingerprints must be taken by City Police, State Police, or Sheriff (any state).

Return this form to the Alcohol and Gaming Division, 2550 Cerrillos Road, Santa Fe, New Mexico 87505, if using overnight delivery.



CORPORATION
SS 60-6B-2

New Mexico Regulation and Licensing Department • Alcohol and Gaming Division
Santa Fe, New Mexico 87504-5101 • (505) 476-4875 • Fax (505) 476-4595 • www.rld.state.nm.us/agd

Name of Corporation: OSI Holdco II, Inc. (Corporations must attach a certified copy of its New Mexico certificate of authority.)

Date of Incorporation: February 16, 2007 In what State? Delaware

Mailing Address of Corporate Office: 2202 N. West Shore Blvd. City Tampa State FL Zip 33607 Phone 813-282-1225

Provide complete names and addresses of all officers and directors of the Corporation, also the names and addresses of all stockholders of 10% or more of the stock in the Corporation. If a stockholder of 10% or more of the stock is any other legal entity, complete the appropriate disclosure page for the stockholding entity.

Name and Title of Officers, Directors and Stockholders Complete Address % Stock Held

Name and Title of Officers, Directors and Stockholders	Complete Address	% Stock Held
See attached list of Officers and Directors		
OSI Holdco II, Inc.	2202 N. West Shore Blvd., Tampa, FL 33607	100%

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USE ADDITIONAL PAGES IF NECESSARY.

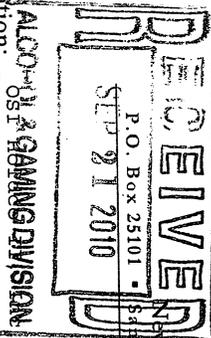
Has this Corporation ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Corporation been denied the issuance of a liquor license? No Yes If Yes, provide details:

List every liquor license in which the Corporation holds any interest, direct or indirect: indirect - see attached list of stores

Has this Corporation ever been convicted of a felony? No Yes If Yes, provide details:

**** Note:** For each individual applicant, partner, officer, director, and stockholder of 10% or more of stock in corporation, complete the **Personal Data Information Form** (page 6) and attach two completed sets of fingerprint cards (available from the Alcohol and Gaming Division) along with fees and supporting documentation. Fingerprints must be taken by City Police, State Police, or Sheriff (any state).

Return this form to the Alcohol and Gaming Division, 2550 Cerrillos Road, Santa Fe, New Mexico 87505, if using overnight delivery.



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Santa Fe, New Mexico 87504-5101 • (505) 476-4875 • Fax (505) 476-4595 • www.rld.state.nm.us/agd

Rev. 05/10

CORPORATION
SS 60-6B-2

Name of Corporation: ALCOHOL & GAMING DIVISION
(Corporations must attach certified copy of its Certificate of Incorporation and Articles of Incorporation. Foreign corporations must also include a certified copy of its New Mexico certificate of authority.)

Date of Incorporation: February 16, 2007 In what State? Delaware

Mailing Address of Corporate Office: 2202 N. West Shore Blvd. City Tampa State FL Zip 33607 Phone 813-282-1225

Provide complete names and addresses of all officers and directors of the Corporation, also the names and addresses of all stockholders of 10% or more of the stock in the Corporation. If a stockholder of 10% or more of the stock is any other legal entity, complete the appropriate disclosure page for the stockholding entity.

Name and Title of Officers, Directors and Stockholders Complete Address % Stock Held

See attached list of Officers and Directors
Kangaroo Holdings, Inc. 2202 N. West Shore Blvd., Tampa, FL 33607 100%

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USE ADDITIONAL PAGES IF NECESSARY.

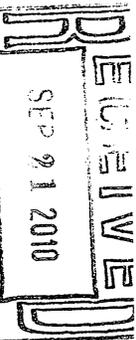
Has this Corporation ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Corporation been denied the issuance of a liquor license? No x Yes If Yes, provide details:

List every liquor license in which the Corporation holds any interest, direct or indirect: indirect - see attached list of stores

Has this Corporation ever been convicted of a felony? No x Yes If Yes, provide details:

**** Note:** For each individual applicant, partner, officer, director, and stockholder of 10% or more of stock in corporation, complete the **Personal Data Information Form** (page 6) and attach two completed sets of fingerprint cards (available from the Alcohol and Gaming Division) along with fees and supporting documentation. Fingerprints must be taken by City Police, State Police, or Sheriff (any state).

Return this form to the Alcohol and Gaming Division, 2550 Cerrillos Road, Santa Fe, New Mexico 87505, if using overnight delivery.



CORPORATION

Name of Corporation: Alcohol & Gaming Division Holdings Inc.
(New Mexico corporations must attach certified copy of its Certificate of Incorporation and Articles of Incorporation. Foreign corporations must also include a certified copy of its New Mexico certificate of authority.)

Date of Incorporation: 10/24/2006 In what State? Delaware
Mailing Address of Corporate Office: 2202 N. Westshore Blvd, Tampa Florida 33607 Phone number: 813-282-1225

Complete names and addresses of all officers and directors of the Corporation, also the names and addresses of all stockholders of 10% or more of the stock in the Corporation. If a stockholder of 10% or more of the stock is Partnership or Corporation, complete Corporation Information sheet (page 4) for the stockholding corporation and/or the partnership information sheet (page 3).

Name & Title of Officers Directors	Complete Address	% Stock Held
Bain Capital IX, LP		49.93%
Bain Capital IX Coinvestment, LP		13.99%
Catterton Partners VI Kangaroo, LP		9.15%
Catterton Partners VI Kangaroo Coinvest LP		4.12%
Various Individuals Trust and Foundations		7.62%
RDB Equities Limited Partnership		7.87%
CTS Equities Limited Partnership		4.86%
Equities Limited Partnership		1.107%
BCIP TCV, LLC		0.58%
BCIP Associates G		0.12%
Bain Capital Integral Investors 2006, LLC		0.01%
See attached list of Officer and Directors of Kangaroo Holdings Inc.		
SEE ADDITIONAL SHEETS IF NECESSARY		

Has this Corporation ever had a liquor license in which it held any interest in any State suspended or revoked, or has it been denied the issuance of a liquor license? No

If yes, provide details _____

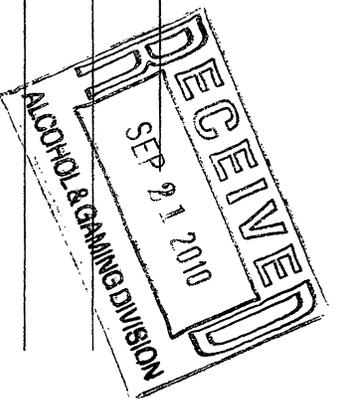
List every liquor license in which the Corporation holds any interest, direct or indirect _____
indirect - see attached list of stores

Has this Corporation ever been convicted of a felony? No

If yes, provide details _____

** Note: For each individual applicant, partner, officer, director, and stockholder of 10% or more of stock in corporation, complete the Personal Data Information sheet (page 6) and attach two completed sets of fingerprint cards on cards furnished by the Alcohol and Gaming Division. Fingerprints must be taken by City Police, State Police, or Sheriff (any state).

LIMITED PARTNERSHIP OR GENERAL PARTNERSHIP INFORMATION SHEET



1. Name of Limited Partnership or General Partnership Bain Capital (OSD) IX, L.P.
2. Date Partnership formed (attach copy of Partnership Agreement) 11 / 14 / 2006
3. Date Partnership registered (attach copy of certificate) 11 / 14 / 2006
4. Mailing Address: Street _____ City _____ State _____ Zip _____ Phone # _____
5. Names and addresses of all General and Limited Partners. If General Partner or Limited Partner is a corporation or other General or Limited Partnership, which holds an interest of 10% or more, complete the appropriate corporation information on Page 4, or appropriate Partnership Statement (Another Page 3).

General Partners

Name	Address		% Interest
<u>Bain Capital Partners IX, LP</u>	_____		<u>0.09%</u>

**89
1 Limited Partners**

Name	Address		% Interest
<u>OSI Holdings IX, LP</u>	_____		<u>3.44%</u>
<u>OSI (Cayman) Holdings IX, LP</u>	_____		<u>28.51%</u>
<u>256 Entities collectively own 67.95% and none will own more than 4.0%</u>			

v. Has this Partnership ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Partnership been denied the issuance of a liquor license? No Yes If Yes, please provide details:
to the best of our knowledge _____

7. List every liquor license in which this Partnership owns any interest, direct or indirect:
indirect - to the best of our knowledge see attached store list

NOTE: For each General or Limited Partner who is an individual, complete the Personal Data Information sheet (page 6), and attach two (2) completed sets of fingerprints on cards furnished by the Alcohol and Gaming Division. Fingerprints must be taken by City Police, State Police or Sheriff (any state).

LIMITED PARTNERSHIP OR GENERAL PARTNERSHIP INFORMATION SHEET

1. Name of Limited Partnership or General Partnership OSI (Cayman) Holdings IX, L. P.

2. Date Partnership formed (attach copy of Partnership Agreement) 6 / 14 / 2007

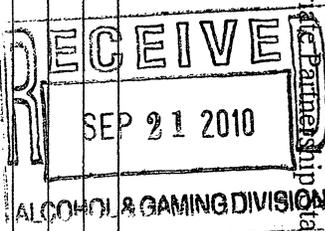
3. Date Partnership registered (attach copy of certificate) 5 / 4 / 2007

4. Mailing Address: Street _____ City _____ State _____ Zip _____ Phone # _____

5. Names and addresses of all General and Limited Partners. If General Partner or Limited Partner is a corporation or other General or Limited Partnership, which holds an interest of 10% or more, complete the appropriate corporation information on Page 4, or appropriate Partnership information on Page 3).

General Partners

Name	Address	% Interest
Bain Capital Partners IX, L.P.		0%



169

Limited Partners

Name	Address	% Interest
146 Entities collectively own 100% of OSI (Cayman) Holdings IX, LP, and none will own more than 9.86% of OSI (Cayman) Holdings IX, Limited Partnership		

6. Has this Partnership ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Partnership been denied the issuance of a liquor license? No Yes If Yes, please provide details:

7. List every liquor license in which this Partnership owns any interest, direct or indirect:

indirect - to the best of our knowledge see attached store list

NOTE: For each General or Limited Partner who is an individual, complete the Personal Data Information sheet (page 6), and attach two (2) completed sets of fingerprints on cards furnished by the Alcohol and Gaming Division. Fingerprints must be taken by City Police, State Police or Sheriff (any state).

LIMITED PARTNERSHIP OR GENERAL PARTNERSHIP INFORMATION SHEET

1. Name of Limited Partnership or General Partnership Bain Capital (OSI) Coinvestment IX, L.P.

2. Date Partnership formed (attach copy of Partnership Agreement) 11 / 14 / 2006

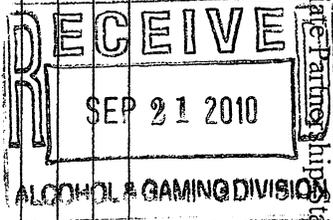
3. Date Partnership registered (attach copy of certificate) 11 / 14 / 2006

4. Mailing Address: Street 111 Huntington Avenue City Boston State MA Zip 02119 Phone # _____

5. Names and addresses of all General and Limited Partners. If General Partner or Limited Partner is a corporation or other General or Limited Partnership, which holds an interest of 10% or more, complete the appropriate corporation information on Page 4, or appropriate Partnership information (Another Page 3).

General Partners

Name	Address	% Interest
<u>Bain Capital Partners IX, L.P.</u>		<u>1.0%</u>



Limited Partners

Name	Address	% Interest
<u>OSI (Cayman) Holdings IX Coinvestment, L.P.</u>		<u>21.41%</u>
<u>127 Investors - None holding 10% or more</u>		<u>78.59%</u>

6. Has this Partnership ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Partnership been denied the issuance of a liquor license? No Yes If Yes, please provide details:

7. List every liquor license in which this Partnership owns any interest, direct or indirect: _____
indirect to the best of our knowledge see attached

NOTE: For each General or Limited Partner who is an individual, complete the Personal Data Information sheet (page 6), and attach two (2) completed sets of fingerprints on cards furnished by the Alcohol and Gaming Division. Fingerprints must be taken by City Police, State Police or Sheriff (any state).

LIMITED PARTNERSHIP OR GENERAL PARTNERSHIP INFORMATION SHEET

1. Name of Limited Partnership or General Partnership Bain Capital Partners IX, L.P.
2. Date Partnership formed (attach copy of Partnership Agreement) 3 / 31 / 2006
3. Date Partnership registered (attach copy of certificate) 1 / 11 / 2006
4. Mailing Address: Street 111 Huntington Avenue City Boston State MA Zip 02119 Phone # _____
5. Names and addresses of all General and Limited Partners. If General Partner or Limited Partner is a corporation or other General or Limited Partnership, which holds an interest of 10% or more, complete the appropriate corporation information on Page 4, or appropriate Partnership Statement (Another Page 3).

General Partners

Name	Address	% Interest
<u>Bain Capital Investors, LLC</u>	<u>111 Huntington Avenue, Boston, MA 02119</u>	

171

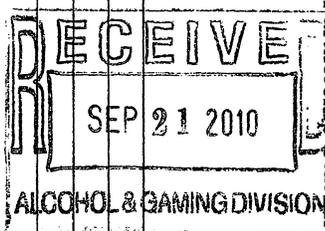
Limited Partners

Name	Address	% Interest

6. Has this Partnership ever had a liquor license in which it held any interest in any State suspended or revoked, or has the Partnership been denied the issuance of a liquor license? No Yes If Yes, please provide details:

7. List every liquor license in which this Partnership owns any interest, direct or indirect: Indirect - to the best of our knowledge see attached statements

NOTE: For each General or Limited Partner who is an individual, complete the Personal Data Information sheet (page 6), and attach two (2) completed sets of fingerprints on cards furnished by the Alcohol and Gaming Division. Fingerprints must be taken by City Police, State Police or Sheriff (any state).





AD FORM
LAS CRUCES SUN NEWS
LEGAL CLASSIFIED

City contact: Monica Campbell; 541-2014 / 541-2128

Account No. 26484 (Bill to City Clerk, PO Box 20000, Las Cruces, NM 88004)

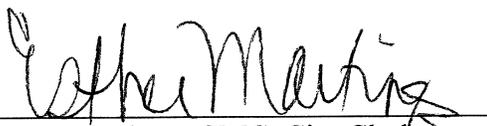
Dates to Publish: December 26, 2010 and January 2, 2011

Copy to publish:

Notice is hereby given that the Las Cruces City Council will hold a Public Hearing to discuss approval or disapproval of a Transfer of Ownership (change in corporate structure) of Liquor License No. 2782 to Outback Steakhouse of Florida, LLC d/b/a Outback Steakhouse #5114, located at 940 North Telshor, Las Cruces, New Mexico.

The Public Hearing will be held in conjunction with the regular meeting of the Las Cruces City Council to be held on Tuesday, January 18, 2011, at 1:00 p.m. in the City Council Chambers, 700 North Main Street, City Hall. If passed, the State of New Mexico Regulation & Licensing Department may approve the transfer.

Witness my hand and seal of the City of Las Cruces on this the 14th day of December 2010.



Esther Martinez, CMC, City Clerk



**AD FORM
LAS CRUCES BULLETIN
LEGAL CLASSIFIED**

City contact: Monica Campbell; 541-2014 / 541-2128

Proof of publication/bill to: City Clerk, PO Box 20000, Las Cruces, NM 88004

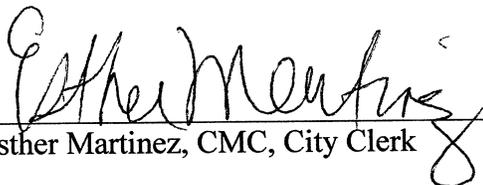
Dates to Publish: December 24 and 31, 2010

Copy to publish:

Notice is hereby given that the Las Cruces City Council will hold a Public Hearing to discuss approval or disapproval of a Transfer of Ownership (change in corporate structure) of Liquor License No. 2782 to Outback Steakhouse of Florida, LLC d/b/a Outback Steakhouse #5114, located at 940 North Telshor, Las Cruces, New Mexico.

The Public Hearing will be held in conjunction with the regular meeting of the Las Cruces City Council to be held on Tuesday, January 18, 2011, at 1:00 p.m. in the City Council Chambers, 700 North Main Street, City Hall. If passed, the State of New Mexico Regulation & Licensing Department may approve the transfer.

Witness my hand and seal of the City of Las Cruces on this the 14th day of December 2010.



Esther Martinez, CMC, City Clerk



City of Las Cruces®
PEOPLE HELPING PEOPLE

**INTER-DEPARTMENTAL
MEMORANDUM**

TO: Harry "Pete" Connelly, Interim City Attorney

FROM: Dan Soriano, Traffic Engineer, Public Works 

SUBJECT: Traffic Investigation Report

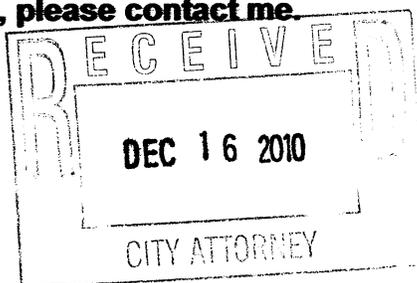
DATE: December 14, 2010

As requested, Traffic Engineering has completed a traffic investigation for Outback Steakhouse #5114, 940 North Telshor Boulevard, Las Cruces, New Mexico. The following information is submitted for review:

- Telshor Boulevard at this location carries approximately 17,000 vehicles per day.
- Telshor Boulevard is operated as a two lane roadway and primarily serves commercial use.
- Access to the property in question is off of Telshor Boulevard. No sight distance or potential operational problems exist.
- The speed limit on Telshor Boulevard is 35 mph.

The approval of a Liquor License Transfer at this location does not appear it will adversely impact traffic operations along this segment of roadway.

Should any additional information be needed, please contact me





City of Las Cruces

To: Harry Connelly, Interim City Attorney

From: Adam Ochoa, Planner *AO*

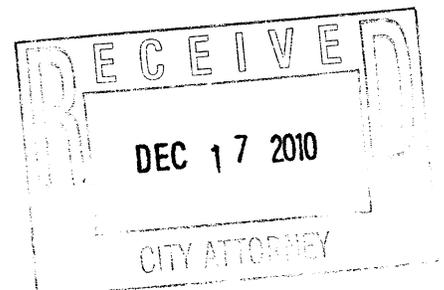
Re: Liquor License Impact Report, Outback Steakhouse of Florida, LLC
d/b/a/ Outback Steakhouse #5114

Date: December 17, 2010

M-010-296

Development Services staff has reviewed the request for a transfer of ownership of Liquor License No. 2782 for Outback Steakhouse of Florida, LLC d/b/a/ Outback Steakhouse #5114 located at 940 N. Telshor Boulevard. Because this license is a transfer of ownership request and no actual change in the operation/activities at this location will occur, staff recommends approval of the request.

Cc: Cheryl Rodriguez



ECONOMIC DEVELOPMENT REPORT

From: Christine Logan

The business license and current liquor license for Outback Steakhouse #5114 is up to date.

From: Monica Campbell
Sent: Monday, December 13, 2010 3:46 PM
To: Christine Logan
Cc: Vicki Montez
Subject: Review of liquor license application

The corporation which owns Outback Steakhouse #5114 at 940 North Telshor has applied to Alcohol & Gaming for a transfer of ownership of their liquor license. The A&G preliminary approval letter and application is attached.

Please review the application and report on whether or not the business has obtained applicable licenses and/or permits.

In order to meet the time limits and publication deadlines imposed by law, I would appreciate it if you would submit your report no later than **December 29, 2010**.

Monica Campbell
Legal Dept. Operations Analyst
541-2014 / 541-2128



LAS CRUCES POLICE DEPARTMENT
PO BOX 20000
217 E. Picacho
Las Cruces, New Mexico 88004

DATE: June 8, 2010
TO: Pete Connelly, City Attorney
From: Richard S. Williams, Chief of Police
Subject: Outback Steakhouse # 5114

I have reviewed all available statistical information obtained from the Las Cruces Police Department Crime Analyst in reference to the attached liquor license application for The Outback Steakhouse located at 940 N. Telshor, Las Cruces, NM 88011

No anomalies were found that would warrant denial of this license; therefore, I recommend the liquor license application for The Outback Steakhouse to be approved.

Richard S. Williams
Chief of Police

**City of Las Cruces**

TO: Fermin A. Rubio, City Attorney

FROM: Lt. Robert P. Gonzales, Prevention Bureau

L.R.D.

SUBJECT: Liquor License #2782 / Application #650040

DATE: 12/21/10

FILE #:

Our department has reviewed the liquor license application #2782 / Application #650040 for the transfer of ownership of a restaurant liquor license to Outback Steakhouse #5114, at 940 N.Telshor Blvd., Las Cruces, NM 88001.

The facility is an existing restaurant which was inspected and found to be in compliance with the 2006 International Fire Code. This facility is in conformance with the requirements for a facility that serves alcoholic beverages.

Please contact me if you have any questions or desire additional information.

