

COOPERATION AGREEMENT

Liquor Permit No: 6549480, D2-2X-3-3A-6

Premises Address: 14027 Madison Avenue
Lakewood, Ohio 44107

THIS COOPERATION AGREEMENT is entered into between the City of Lakewood, Ohio, an Ohio municipal corporation, whose mailing address is 12650 Detroit Avenue, Lakewood, Ohio, 44107, and Applicant 14027 Madison Avenue, LLC, (d.b.a. Richland Cafe) whose mailing address is 14027 Madison Avenue, Lakewood, Ohio 44107.

The City and Applicant state the following:

1. Applicant currently operates the business (Richland Café) at the Premises located at 14027 Madison Avenue, Lakewood, Ohio, Cuyahoga County, Ohio.
2. The Applicant has applied to transfer the ownership of the Liquor Permit used at the Premises.
3. Lakewood City Council has objected to the transfer of ownership to Applicant.
4. The Premises is located in an area containing residential and retail property.
5. Applicant has indicated its intent to abide by the law and to regulate activities at the Premises so as not to disturb the peace.
6. Applicant and the City have agreed to enter into this Agreement to encourage legal operations at the Premises.
7. It is in the parties' mutual best interests to enter into this Agreement.

In consideration of the promises and mutual obligations set forth herein, the parties agree as follows:

SECTION 1. The City agrees to withdraw its pending objection to the transfer of ownership.

SECTION 2. In consideration of the withdrawal of the City's objection, Applicant shall place special emphasis on its operations to insure that the following shall occur:

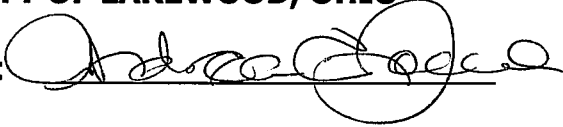
- a. Applicant shall do everything reasonably possible to control activity on the Premises that would disturb the public peace.
- b. Applicant shall ensure that noise levels coming from the Premises do not become so loud that they violate Section 515.01 *et. seq.* of the City's Codified Ordinances.
- c. Applicant shall ensure that all State and local laws are observed and obeyed in the operation of the Premises, including but not limited to, prohibiting the illegal sale of alcohol and tobacco products to underage persons or the after hours serving and/or consumption of alcohol.
- d. Applicant shall take all reasonable and necessary measures to ensure that its patrons and any other persons do not loiter outside the Premises. Applicant or an employee shall immediately contact the Lakewood Police concerning any criminal misconduct occurring on the Premises or any property under the control of Applicant, of which they have personal knowledge.
- e. Applicant agrees to maintain the Premises to City Building Code and Health Code standards at all times.
- f. Applicant shall not host any "teen night" activities or "college ID night" activities wherein persons under the age of 21-years-old are admitted into the Premises and which activities have as their theme and/or main objective the admission of primarily underage persons.
- g. Agree to abide by restrictions contained in §2915.07 and §2915.06 of the Ohio Revised Code concerning the operation of Skill-Based Amusement Machines should any be operated upon the premises.

SECTION 3. If at any time after the execution of this Agreement, the City becomes aware of problems associated with the operation of the business at the Premises, the City may proceed and renew with any objections pursuant to R.C. Chapter 4303.271, *et. seq.* as well as pursue any other remedies under the law.

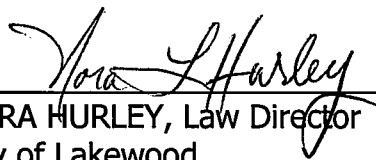
SECTION 4. This Agreement is binding upon the parties, their respective legal representatives, successors, and assigns and shall be void upon the sale of the Permit and business to a bona fide, unrelated purchaser.

SECTION 5. This Agreement is binding and effective on the date below.


CITY OF LAKEWOOD, OHIO

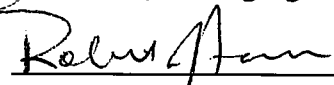
By: 

Approved by:

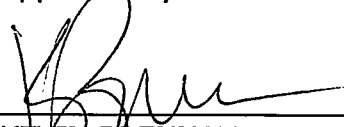

NORA HURLEY, Law Director
City of Lakewood

14027 MADISON AVENUE, LLC

By: 
JASON FARRELL, Managing Member


ROBERT FARRELL, Managing Member

Approved by:


KEVIN BRENNAN
Attorney for 14027 Madison Ave., LLC

4-27-2010
DATE