

Lincoln



Nebraska's Capital City

September 26, 2003

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

Mayor Seng and Members of the City Council:

An investigation has been made regarding the application of Chipolte Mexican Grill, 232 North 13th Street requesting a class I liquor license. This location was previously Valentino's which held a liquor license

Chipolte Mexican Grill has requested that Heather Quitmeyer be approved as the manager of the liquor license.

Background information on the applicant is as follows:

Heather Quitmeyer was born in Minneapolis, Minnesota. She attended the University of Nebraska graduating in 2003.

Heather Quitmeyer employment history is as follows:

2002 – 2003	Bartender, Madsen's	Lincoln, NE.
2000	Phlebotomist. Quest	Lincoln, NE.
1999 - 2000	Laboratory Assistant, Endocrinology	Edina, MN.

Stockholder information on Chipolte Mexican Grill is included for your review.

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

THOMAS K. CASADY, Chief of Police



Liquor License Investigation

Business (DBA) Chipotle Mexican Grill

Manager Owner Other _____

Name: HEATHER QUITMEYER

US Citizen? Yes No

Has applicant ever been cited for liquor law violations? No Yes
Explain _____

Does applicant have an interest in another liquor license? No Yes
Explain _____

Is spouse qualified to hold a license? Yes No N/A

How is applicant if not an owner to be paid? Salary Hourly

How many hours will applicant be at the establishment? 40+

Any other employment? No Yes, explain _____

Any previous experience with a liquor license? Yes No

Any criminal convictions? No Yes
Comments _____

Is applicant a property owner in Lincoln? Yes No

Is applicant involved in any civil litigation? No Yes
Comments _____

Photo Records Check References

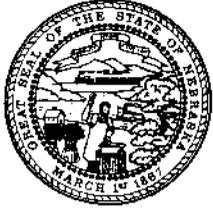
Comments _____

Interview Date 9 125 103

STATE OF NEBRASKA

set: 10/6/03

PH: 10/20/03



NEBRASKA LIQUOR CONTROL COMMISSION

Forrest D. Chapman

Executive Director

301 Centennial Mall South, 5th Floor

P.O. Box 95046

Lincoln, Nebraska 68509-5046

Phone (402) 471-2571

Fax (402) 471-2814

TRS USER 800 833-7352 (TTY)

web address: <http://www.nol.org/home/NLCC/>

September 17, 2003

Mike Johanns
Governor

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

Chipotle Mexican Grill 108147
232 NO 13th Street 74
Class I

RE: License for Chipotle Mexican Grill #61224

Dear Local Governing Body:

9-25-03
Interview

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

TWO KEY TIME FRAMES TO KEEP IN MIND ARE:

- 1) You have 45 days to conduct a hearing after the date of receipt of the notice from this Commission (§53-134). You may choose **NOT** to make a recommendation of approval or denial to our Commission.

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

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

PLEASE NOTE A LICENSEE MUST BE APROPERLY LICENSED IN ORDER TO PURCHASE FROM WHOLESALEERS. A LICENSE IS EFFECTIVE:

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

03 SEP 19 PM 1:41
CITY OF LINCOLN
NEBRASKA

Sincerely,

NEBRASKA LIQUOR CONTROL COMMISSION
Jackie B. Matulka
Licensing Division

Bob Logsdon
Chairman

R.L. (Dick) Coyne
Commissioner

Rhonda R. Flower
Commissioner

Enclosures

An Equal Opportunity/Affirmative Action Employer

Printed with soy ink on recycled paper

FORM 35-4001
REV. 12/99

Local-jbm I# 61224

APPLICATION FOR LICENSE
 Nebraska Liquor Control Commission
 PO Box 95046,
 301 Centennial Mall South
 Lincoln, NE 68509-5046

<http://www.nol.org/home/NLCC/>
 Phone: (402) 471-2571
 Fax: (402) 471-2814

RECEIVED
 SEP 16 2002

NEBRASKA LIQUOR CONTROL COMMISSION

INSTRUCTIONS: Include: 1. Applicable fees payable to Liquor Control Commission 2. Copy of birth certificate or naturalization papers proving U.S. citizenship for each individual and spouse named on application (not required of corporations or spouse(s) who file an affidavit of no interest with application, Commission form 4178 3. Corporations must include copy of articles of incorporation as filed with the Secretary of States office in the state of Nebraska 4. Commission checklist, form 4251 5. Fingerprint cards and processing fees (are required of individuals, all partners and spouses. Corporate applicants must file for CEO/Manager & stockholders holding over 25% stock 6. All applications must be typewritten or printed clearly 7. Submit in Triplicate 8. Required areas marked by a red asterisk (*)

CLASS OF LICENSE FOR WHICH APPLICATION IS MADE AND LIST OF FEES FOR EACH

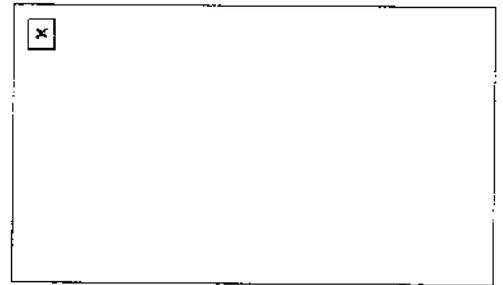
Class of License (Check applicable class) *	Registration Fee	License Fees	Corporate Surety Bond
<input type="checkbox"/> A Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> F Beer, On Sale Only - Outside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> B Beer, Off Sale Only - Inside/Outside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> J Wine, Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input checked="" type="checkbox"/> I Spirits, Wine, Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> D Spirits, Wine, Beer, Off Sale Only - Inside Corporate Limits	\$45.00	\$150.00	exempt
<input type="checkbox"/> DI Spirits, Wine, Beer, Off Sale Only - within extraterritorial zoning jurisdiction	\$45.00	\$150.00	exempt
<input type="checkbox"/> C Spirits, Wine, Beer On & Off Sale - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> M Bottle Club (Spirits, Wine, Beer, On Sale)	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> H Nonprofit Corporation	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> K Wine Only, Off Sale	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> O Boat	\$45.00	\$50.00	exempt
<input type="checkbox"/> V Manufacturer of Beer, Wine & Distilled Spirits	\$45.00	Varies \$100 to \$1,000	\$10,000 min.
<input type="checkbox"/> X Wholesale Liquor	\$45.00	\$500.00	\$ 5,000 min.
<input type="checkbox"/> W Wholesale Beer	\$45.00	\$250.00	\$ 5,000 min.
<input type="checkbox"/> Y Farm Winery	\$45.00	\$250.00	\$ 1,000 min.
<input type="checkbox"/> L Craft Brewery (Brew Pub)	\$45.00	\$250.00	\$ 1,000 min.

TYPE OF APPLICATION *	NAME OF PERSON ASSISTING WITH APPLICATION
Type of application being applied for (check appropriate box) 1. <input type="radio"/> Individual License requires Form 1 to be attached. 2. <input type="radio"/> Partnership License requires Form 2 to be attached. 3. <input checked="" type="radio"/> Corporate License requires Forms 3 and Manager Application to be attached	Name John M. Boehm Firm Name Butler, Gaiter, O'Brien & Boehm Address 811 S. 13th St., Lincoln, NE 68502

SECTION A -- LOCATION INFORMATION -- Must be completed by all applicants			
Trade Name (name of business) Chipotle Mexican Grill		Telephone Number at premise to be licensed	
1) Street Address of Proposed licensed premise 232 North 13th Street		2) Mailing Address for receipt of Liquor Control Commission mailings 1543 Wazee Street, Suite 200	
City Lincoln	County Lancaster	City Denver	County Denver
Zip Code 68508	Is this located inside the city limits? <input checked="" type="radio"/> Yes <input type="radio"/> No		Zip Code 80202

DESCRIPTION AND DIAGRAM OF THE STRUCTURE TO BE LICENSED

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



Example: East portion approximately 50' x 100' of main floor of 3 story building plus basement. Approximately 30' x 50' at the East end.

See attached diagram

one story area at north end of building approx 35 x 60, including sidewalk cafe approx 9 x 44

SECTION B		OTHER INFORMATION REQUIRED *	
	Yes	No	Explanation/Comments Note: Only what is visible on screen will be printed
<p>* 1. READ CAREFULLY. Answer completely and accurately.</p> <p>Has anyone who is a party to this application, or their spouse, ever been convicted of or plead guilty to any criminal charge. Criminal charge means any charge alleging a felony or misdemeanor violation of a federal or state law; or a violation of a local law, ordinance or resolution. Include any DWIs or DUIs. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.</p>	Yes <input checked="" type="radio"/>	No <input type="radio"/>	See attached
<p>* 2. Are you buying the business and/or assets of a licensee? If yes, submit a copy of the sales agreement with a listing of assets being acquired including liquor inventory (name brand and container size required).</p>	Yes <input type="radio"/>	No <input checked="" type="radio"/>	
<p>* 3. Are you filing a temporary agency agreement, Commission form 4231, whereby current licensee allows you to operate on their license? If yes, attach copy.</p>	Yes <input type="radio"/>	No <input checked="" type="radio"/>	
<p>* 4. Are you borrowing any money from any source to establish and/or operate the business? If yes, list the lender.</p>	Yes <input type="radio"/>	No <input checked="" type="radio"/>	
<p>* 5. Will any person or entity other than licensee be entitled to a share of the profits of the establishment? If yes, explain.</p>	Yes <input type="radio"/>	No <input checked="" type="radio"/>	

<p>* 6. Will any of the furniture, fixtures and equipment to be used in this business be owned by others? If yes, list such items and the owner.</p>	<p>Yes <input type="radio"/></p>	<p>No <input checked="" type="radio"/></p>	
<p>* 7. Will any person(s) other than named in this application have any direct or indirect ownership or control of the business? If yes, explain?</p>	<p>Yes <input type="radio"/></p>	<p>No <input checked="" type="radio"/></p>	
<p>* 8. Are the premises to be licensed within 150 ft. of a church, school, hospital, home for the aged or indigent persons or for veterans, their wives, children, or within 300 ft. of a college or university campus? If yes, list the name of such institution and where it is located in relation to the premises. Per Sec. §53-177.</p>	<p>Yes <input type="radio"/></p>	<p>No <input checked="" type="radio"/></p>	
<p>* 9. Is anyone listed on this application a law enforcement officer? If yes, list the person, the law enforcement agency involved and the persons exact duties.</p>	<p>Yes <input type="radio"/></p>	<p>No <input checked="" type="radio"/></p>	
<p>10. List the primary bank and/or financial institution (branch if applicable) to be utilized by the business and the person(s) who will be authorized to write checks and/or make withdrawals on accounts at such institutions.</p>	<p>Wells Fargo M. Steven Ellis Kevin M. Reddy</p>		
<p>11. List all past and present liquor licenses held by any person named in this application. Include license holder name, location of license and license number. Also list reasons for termination of any licenses previously held.</p>	<p>See attached</p>		
<p>12. List the person who will be the on site supervisor of the business and the estimated number of hours per week such person or manager will be on the premises supervising operations.</p>	<p>40-50 hours Heather Quitmeyer</p>		

<p>13. List the training and experience of the person listed in #12 above in connection with selling and/or serving alcohol products.</p>	<p>Has worked ten months in licensed on sale establishment, serving and bartending. Will participate in company alcohol training program and required local training.</p>
<p>14. If the property for which this license is sought is owned, submit a copy of the deed, or proof of ownership, if leased submit a copy of the lease covering the entire license year. (Documents must show title or lease held interest in name of applicant as owner or lessee in the individual(s) or corporate name for which the application is being filed)</p>	<p>See attached lease and assignment.</p>
<p>15. When do you intend to open for business?</p>	<p>October 20, 2003</p>

16. List the principal residence for the past 10 years for all persons required to sign application. If necessary attach a separate sheet.

NAME	FROM (YEAR)	TO (YEAR)	RESIDENCE (CITY, STATE)
M. Steven Ells	1993	2003	Denver, CO
M. Steven Ells	1992	1993	Boulder, CO
Kevin M. Reddy	1998	2003	Littleton, CO
Kevin M. Reddy	1995	1998	Cary, NC
Kevin M. Reddy	1992	1995	Aurora, IL

The undersigned applicant(s) hereby consent(s) to a background investigation and release of present & future records of every kind and description including police records, tax records (State and Federal), bank or lending institution records, and said applicant(s) and spouse(s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information. Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance of the application investigation or any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Patrol. The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete and/or inaccurate.

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

Must be signed in the presence of a notary public. Must be signed by applicant and spouse; if a partnership, all partners and spouses must sign and corporation, all stockholders (holding more than 25% of the stock), officers, directors and spouses must sign. Full names only, initials not acceptable.

Sign here _____

Sign Here MR

Sign Here _____

Sign Here Kevin Reddy

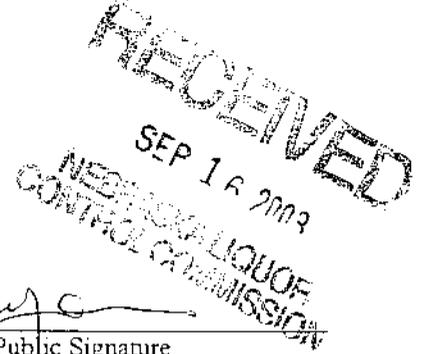
Sign Here _____

Sign Here _____

Sign Here _____

Sign Here _____

Subscribed in my presence and sworn to before me this 9th day of Sept., 2003



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

Sign here _____
My Comm. Expires _____
Notary Public Signature

Verify & Print form

FORM 35-4010
1
REV 1/01

BUTLER, GALTER,
O'BRIEN & BOEHM
LAW FIRM

Paul E. Galter
Patrick T. O'Brien
John M. Boehm

811 South 13th Street
Lincoln, Nebraska 68508
(402) 475-0811
Fax (402) 475-6416

Hal W. Bauer (1927-1993)
Richard J. Butler (1951-2000)

September 16, 2003

Forrest D. Chapman, Executive Director
Nebraska Liquor Control Commission
P O Box 95046
Lincoln, NE 68509-5046

RECEIVED
SEP 16 2003
NEBRASKA LIQUOR
CONTROL COMMISSION

RE: Application of Chipotle Mexican Grill

Dear Mr. Chapman:

Enclosed please find the application for Chipotle Mexican Grill of Colorado, LLC. This will be the first location for this popular national chain in the State of Nebraska, with at least one more planned. Because it is a large corporate organization headquartered out of state, in this case Denver, Colorado, we are again requesting, as you have permitted in the past, the waiver of the signature of the spouse of one of the managers of the LLC which will hold the license. She does not reside in Nebraska and has submitted an affidavit of nonparticipation.

Chipotle Mexican Grill is an upscale adult oriented "fast food" restaurant, which also serves alcoholic beverages to accompany its menu items. It is primarily, first and foremost a restaurant, as over 70% of its revenues are derived from food sales. If you have any questions, I would be happy to answer them. I believe that the Chipotle chain of restaurants will be a welcome addition to the state of Nebraska.

Sincerely,



John M. Boehm

JMB/nw
Enclosure

RECEIVED
SEP 16 2003
NEB. LIQUOR CONTROL COMMISSION

Application for Corporate Manager

Must Be A Nebraska Resident

Please submit in Triplicate

Return to: Nebraska Liquor Control Commission, PO Box 95046
301 Centennial Mall So., Lincoln NE 68509

Phone: (402) 471-2571

Fax: (402) 471-2814

Web address: <http://www.nol.org/home/NLCC/>

Required areas marked by a red asterisk (*)

LIQUOR LICENSE INFORMATION

Name of Licensed Corporation

Chipotle Mexican Grill of Colorado, LLC *

Class & License number

1- *

Trade Name of Licensed Premise

Chipotle Mexican Grill *

Street Address of Licensed Premise

232 North 13th Street *

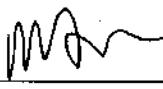
City

Lincoln *

County

Lancaster *

On behalf of the corporation, I designate this individual as corporate manager.

Signature of Corporate President/CEO: 

APPLICANT INFORMATION (MUST BE 21 OR OVER)

Full Name (Last, First, Middle, Maiden)

Quitmeyer, Heather Diane *

Sex *

F	M
G	C

Social Security Number

_____ *

Date of Birth

_____ *

Place of Birth

Minneapolis, Minnesota *

Home Street Address

5330 New Castle Road *

City

Lincoln *

County

Lancaster *

State

NE *

Zip Code

68516 *

Home Telephone Number

402-770-0539*

Business Telephone Number

_____ *

Drivers License Number

_____ *

State

NE *

Are You Married? * Yes No If Yes, You must complete the following:

Are You Married? * Yes No If Yes, You must complete the following:

SPOUSE'S INFORMATION

Full Name (Last, First, Middle, Maiden)

None

Social Security Number

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NEBRASKA LIQUOR
CONTROL COMMISSION

Drivers License Number

State

Date of Birth

Place of Birth

*** 1. READ CAREFULLY.** Answer completely and accurately.

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

Yes No

See attached

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

Yes No

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

Yes No

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

Yes	No
<input checked="" type="radio"/>	<input type="radio"/>

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

Yes	No
<input checked="" type="radio"/>	<input type="radio"/>

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 NEBRASKA LIQUOR
 CONTROL COMMISSION

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

	Year	
	From	To
Applicant: City & State		
Lincoln, Nebraska	2000	2003
Spouse: City & State		

	Year	
	From	To
Applicant: City & State		
St. Paul, Minnesota	1999	2000
Spouse: City & State		

	Year	
	From	To
Applicant: City & State		
Ocean Side, California	1998	1999
Spouse: City & State		

	Year	
	From	To
Applicant: City & State		
Los Angeles, California	1997	1998
Spouse: City & State		

EMPLOYERS - LIST LAST TWO EMPLOYERS

	Year	
	From	To
Name of Employer		
Madsen's	2002	2003
Name of Supervisor	Telephone Number	
Debra Barbie	402-467-3263	

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 NEBRASKA LIQUOR CONTROL COMMISSION
 COUNCIL ON GAMES & AMUSEMENTS

	Year	
	From	To
Name of Employer		
Quest Diagnostics	2000	2000
Name of Supervisor	Telephone Number	
Lanita Towers	402-481-3101	

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

STATE OF NEBRASKA)
) SS
 COUNTY OF LANCASTER

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

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

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

incomplete and inaccurate.



[Signature]
Signature of Applicant

Signature of Spouse

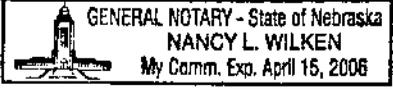
Subscribed in my presence and sworn to before me this 12 day of September, 2003.

Subscribed in my presence and sworn to before me this _____ day of _____.

[Signature]
Notary Signature & Seal

Notary Signature & Seal

FILED
SEP 16 2003
NEBRASKA
MEDICAL GROUP
CONTROL COMMISSION



Verify and Print

FORM 35-4013
REV. 8/01

APPLICATION FOR CORPORATE MANAGER.

Managers
App #1

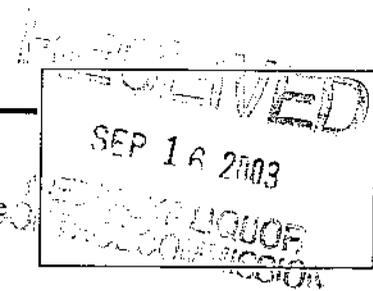
1. Speeding; 11-2000; Tekamah, Nebraska
Driving Under Suspension; 02-1997; Beatrice, Nebraska
Unknown number of speeding violations between 1995-1996; Lincoln, Lancaster County, Nebraska

RESIDENCES FOR THE PAST 10 YEARS

Lincoln, Nebraska 1978 to 1997

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NEBRASKA LIQUOR
CONTROL COMMISSION

Corporation/LLC Application for License - Form 3 Nebraska Liquor Control Commission



INSTRUCTIONS:

- 1) Application and application for manager must be typewritten and submitted in triplicate
- 2) Fingerprint cards (2 cards per person) must be submitted for: a) each stockholder owning over 25% of the stock, b) chief executive officer, c) proposed manager and d) all spouses
- 3) Information regarding spouses must be completed

Required areas marked by a red asterisk (*)

Name of Corporation That Will Hold License. **Attach copy of Articles of Incorporation** Total Number of Shares (if corporation)
 * *

Corporate Street Address Mailing address for receipt of Liquor Control Commission Mailings
 * *

Corporate Telephone Number City County State Zip Code
 * * * * * -

Name of Registered Agent Name of Proposed Manager
 * *

IN THIS SECTION LIST THE NAME OF THE CHIEF EXECUTIVE OFFICER

Name Title Date of Birth
 * * *

Social Security Number Home Address (1) City
 * * *

State Zip Code Home Telephone Number
 * * - *

PRINCIPLE OFFICERS, DIRECTORS, STOCKHOLDERS, MEMBERS AND SPOUSES

Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases	Social Security Number	Date of Birth	Title
<input type="text" value="Ells, Matthew Steven"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="Manager"/>
Spouse Name <input type="text" value="None"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Partner Number of Shares / % <input type="text" value="0"/>	Spouse Number of Shares / % <input type="text"/>		
Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases	Social Security Number	Date of Birth	Title
Name <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Reddy, Kevin Michael			Manager
Spouse Name			
Reddy, Leigh Overstreet			N/A
Partner Number of Shares / %	0	Spouse Number of Shares / %	0

Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases	Social Security Number	Date of Birth	Title
Name			
Spouse Name			
Partner Number of Shares / %		Spouse Number of Shares / %	

Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases	Social Security Number	Date of Birth	Title
Name			
Spouse Name			
Partner Number of Shares / %		Spouse Number of Shares / %	

Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases	Social Security Number	Date of Birth	Title
Name			
Spouse Name			
Partner Number of Shares / %		Spouse Number of Shares / %	

(If Necessary, Continue on Separate Sheet)

Is this Corporation/LLC controlled by another Corporation?
 Yes No

Name of control Corporation
 Chipotle Mexican Grill, Inc.

IF YES, LIST EACH STOCKHOLDER/MEMBER OWNING MORE THAN 25% stock/interest in that corporation/LCC. Any applicant who has a Corporation as a shareholder MUST file an organizational chart listing all shareholders and/or corporations owning more than 25% stock and listing of the percentage of stock owned.

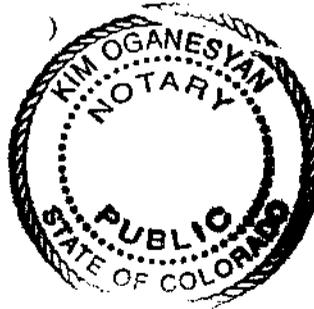
Please indicate below your corporate tax year with the IRS

Starting date: January 1 Ending date: December 31

State of Colorado

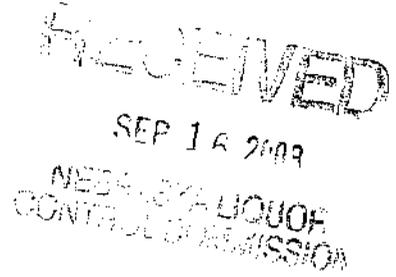
Denver County

)
) ss.
)



[Signature]
Notary Public Signature & Seal

By [Signature]
President/Member



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

[Signature]
Secretary/Member

Verify Form and Print

NEBRASKA LIQUOR CONTROL COMMISSION AFFIDAVIT OF NON PARTICIPATION

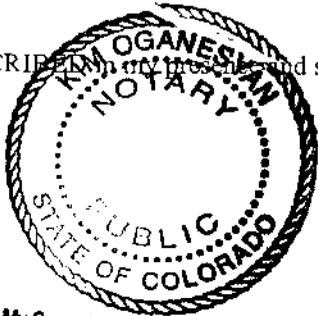
The undersigned individual acknowledges that he/she will have no interest, directly or indirectly, in the operation or profit of the business, as prescribed in Section §53.125(13) of the Liquor Control Act. Such individual shall not tend bar, make sales, serve patrons, stock shelves, write checks, sign invoices, represent themselves as owner or in any way participate in the day to day operations in any capacity. Undersigned will also be waived of filing fingerprint cards, however, has disclosed any violation(s) on the application.

Kevin M. Reddy

Signature of Spouse

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NEBRASKA LIQUOR CONTROL COMMISSION

SUBSCRIBED in my presence and sworn to before me this 8th day of Sept, A.D., 2003



Kim Oganesyan

Signature of Notary Public

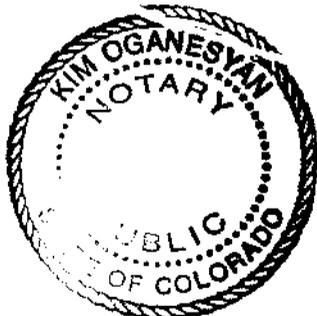
The licensee/applicant understands that he/she is responsible for compliance with the conditions set out above, and that if such terms are violated, the Commission may cancel or revoke the license.

Kevin M. Reddy
Signature of Licensee/Applicant

KEVIN M. REDDY

Print Name of Licensee/Applicant

SUBSCRIBED in my presence and sworn to before me this 8th day of Sept., A.D., 2003



Kim Oganesyan

Signature of Notary Public

FORM 35-4178
REV 2/01

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

SEP 16 2003
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STATE DEPARTMENT
LINCOLN, NEBRASKA

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of the Certificate of Authority to transact business in the State of Nebraska for

CHIPOTLE MEXICAN GRILL OF COLORADO, LLC

a Colorado limited liability company, as filed in this office on July 24, 2003.

I further certify that said limited liability company is hereby authorized to transact business in the State of Nebraska.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on July 24, in the year of our Lord, two thousand three.



John A. Gale
SECRETARY OF STATE

NO. 0034 P. 10
NE Sec of State - CORP
1000413819
CHIPOTLE MEXICAN GRILL OF COLORADO
Filed: 07/24/2003 01:12 PM

**APPLICATION FOR CERTIFICATE
OF AUTHORITY
LIMITED LIABILITY COMPANY
(FOREIGN)
Submit in Duplicate**

John A. Gale, Secretary of State
Room 1305 State Capitol, P.O. Box 94608
Lincoln, NE 68509
(402) 471-4079
<http://www.sos.state.ne.us>

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CORPORATION DIVISION

An original certificate of good standing from the appropriate authority in the jurisdiction or state under whose laws the limited liability company was organized must be filed with this document.

NOTE: A certified copy of the company's articles of organization may not be filed in lieu of a certificate of good standing.

Name of Limited Liability Company Chipotle Mexican Grill of Colorado, LLC

Address of Principal Business office:

1543 Wazee Street, Ste. 200 Denver CO 80202
Street Address City State Zip

Organized under the laws of the State of Colorado

Date of Organization 1/05/1999

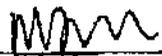
Nature of the Business or purposes to be conducted or promoted in this state:

The operation of restaurants and any other lawful purpose.

Name and address of registered agent in Nebraska:

Registered Agent Name: CT Corporation

Address: 206 South 13th Street Lincoln NE 68508
Street Address City Zip


Signature of Member

M. Steven Ellis
Printed name of Member

FILING FEE: \$120.00



STATE OF COLORADO

**DEPARTMENT OF
STATE
CERTIFICATE**

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

CHIPOTLE MEXICAN GRILL OF COLORADO, LLC
(Colorado LIMITED LIABILITY COMPANY)
File # 19991002003

was filed in this office on January 5, 1999 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: July 3, 2003

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NEEDS A LIQUOR
CONTROL COMMISSION

For Validation:

Certificate ID: 683289

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

Donetta Davidson

SECRETARY OF STATE

**ARTICLES OF ORGANIZATION
FOR CHIPOTLE MEXICAN GRILL OF COLORADO, LLC,
A COLORADO LIMITED LIABILITY COMPANY**

The undersigned, a natural person of at least 18 years of age, acting as organizer of a limited liability company under the Colorado Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company.

ARTICLE I

Name

19991002003 C
\$ 65.00

SECRETARY OF STATE

01-05-1999 16:49:23

The name of the limited liability company is Chipotle Mexican Grill of Colorado, LLC.

ARTICLE II

Principal Place of Business

The principal place of business of the limited liability company is 2546 Fifteenth Street, Denver, CO 80211.

ARTICLE III

Registered Agent

The registered agent of the limited liability company in this state is Messner & Reeves, LLC. The business address of the registered agent is 600 17th Street, Suite 2800-South, Denver, Colorado, 80202.

ARTICLE IV

Initial Manager

The management of the limited liability company shall be vested in managers rather than members. The name and business address of the initial manager who is to serve as manager until the first annual meeting of the members or until his successor is elected and qualified is as follows:

M. Steven Ellis, Chief Executive Officer
Chipotle Mexican Grill, Inc.
2546 Fifteenth Street
Denver, CO 80211

IN WITNESS WHEREOF, I have signed these Articles of Organization this 31st day of December, 1998, and I acknowledge the same to be my true act and deed.


Montgomery F. Moran, Organizer
Messner & Reeves, LLC
600 17th Street, Suite 2800
Denver, Colorado 80202

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SEP
MESSNER & REEVES
REGISTERED AGENTS

COLOREDADO STATE COMMISSION
COMPLETE

CONSENT TO USE OF NAME

The undersigned corporation hereby certifies to the Colorado Secretary of State that:

(A) Chipotle Mexican Grill, Inc., a corporation duly organized and existing under the Delaware General Corporation Law (the "Company"), is a foreign corporation registered to transact business in the State of Colorado.

(B) The Company desires to form a Colorado limited liability company, by virtue of the Colorado Limited Liability Company Act, of which the Company shall be the sole member (the "LLC").

(C) The LLC shall use the name "Chipotle Mexican Grill of Colorado, LLC" in connection with its business activities both within and without the State of Colorado and shall be known as "Chipotle Mexican Grill of Colorado, LLC, a Colorado limited liability company."

(D) This document constitutes the written consent of the undersigned to the use by the LLC of the name "Chipotle Mexican Grill of Colorado, LLC"

IN WITNESS WHEREOF, the undersigned has executed this document as of the 15th day of January, 1999.

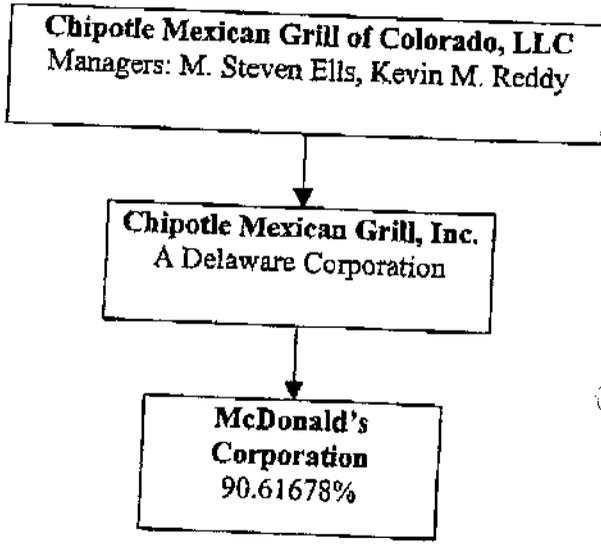
**CHIPOTLE MEXICAN GRILL, INC.,
a Delaware Corporation**

By: M. Steven Ellis
M. Steven Ellis, Chief Executive Officer

Controlling Corp

Exhibit "B"

Organizational Chart - Chipotle Mexican Grill



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Board of Directors of Chipotle Mexican Grill, Inc.

Albert S. Baldocchi
Robert H. Ells
M. Steven Ells
Darlene Friedman
Patrick J. Flynn

Russell Smyth
Raymond C. Mines
John R. Hartung
John Charlesworth
Mats Lederhausen

CEO – M. Steven Ells

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MEDIC ALIQUOT
CONTROL COMMISSION

APPLICATION FOR LICENSE.

4. Kevin M. Reddy

Defective/unsafe vehicle
Arapahoe County, CO
5/7/01

Following too close
Arapahoe County, CO
2/16/00

Fail to give/improper signal
Arapahoe County, CO
7/20/98

Matthew Steven Ellis

Speeding
Routt County, CO
12/31/02

Speeding
Denver, CO
3/2/98

APP for
Lic. #1

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NEW YORK OFFICE
CONTACT COMMISSION

Chipotle Mexican Grill

List of Locations with Liquor License

Address	City	State	County	Phone	Subst
Roswell - 374	Roswell	GA	Fulton	30076	770-642-0710
Gwinnett - 379	Duluth	GA	Gwinnett	30096	678-584-0011
Stadium Village - 21	Minneapolis	MN	Hennepin	55414	(612) 378-7078
Highland Crossing - 25	St. Paul	MN	Ramsey	55116	(651) 699-1000
Rainbow Village - 28	St. Cloud	MN	Benton	56301	(320) 253-7014
Calloun Commons - 30	Minneapolis	MN	Hennepin	55416	(612) 922-6662
Apple Valley - 33	Apple Valley	MN	Dakota	55124	(612) 997-2211
Arbor Lakes - 19	Maple Grove	MN	Hennepin	55369	(612) 494-5005
Lawson - 128	St. Paul	MN	Ramsey	55101	651-291-5411
Plymouth - 198	Plymouth	MN	Hennepin	55447	(763) 519-0063
Maplewood - 224	Maplewood	MN	Ramsey	55109	651-777-2155
Robert Street - 226	West St. Paul	MN	Ramsey	55118	651-552-2110
Woodbury - 234	Woodbury	MN	Washington	55125	651-7389366
Sluway - 186	Minneapolis	MN	Hennepin	55402	612-3330434
Burnhaven - 265	Burnsville	MN	Hennepin	55337	952-4353176
7 Corners - 268	Minneapolis	MN	Hennepin	55454	612-659-7830
St. Anthony - 261	Minneapolis	MN	Hennepin	55414	612-33318330
Nicollet Mall - 263	Minneapolis	MN	Ramsey	55403	612-659-7965
Coon Rapids - 324	Coon Rapids	MN	Anoka	55448	763-4213455
St. Louis Park - 311	St. Louis Park	MN	Hennepin	55416	952-9221970
Charhassen - 431	Charhassen	MN	Hennepin	55317	952-284-0301
Hennepin - 365	Minneapolis	MN	Hennepin	55408	612-377-6035
Bell - 16	Kansas City	MO	Jackson	64111	(816) 931-8006
Waldo - 51	Kansas City	MO	Jackson	64113	(816) 822-8820
Mizzou - 315	Columbia	MO	Boone	65201	573-875-6622
Barry North - 335	Kansas City	MO	Platte	64154	816-746-0050
Grand Central - 436	New York	NY	Franklin	10017	212-682-9860
Crosswoods - 20	Columbus	OH	Franklin	43235	(614) 433-0221
Blacklick Crossing - 22	Reynoldsburg	OH	Franklin	43213	(614) 501-7250
German Village - 27	Columbus	OH	Franklin	43215	(614) 621-2601
Perimeter Center - 29	Dublin	OH	Franklin	43215	(614) 932-9342
Strandview Heights - 34	Grandview Heights	OH	Franklin	43212	(614) 481-0105
Kent State U - 37	Kent	OH	Summit	44240	(330) 673-9665
Cedar Center Plaza - 39	South Euclid	OH	Cuyahoga	44118	(216) 932-5001
Easton - 46	Columbus	OH	Franklin	43219	(614) 337-8044

Updated 8/15/2003

#11

SEP 16 2003

MISSOURI LIQUOR COMMISSION

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Chipotle Mexican Grill

List of locations with Liquor License

Address	City	State	County	License #	Phone #
Bexley - 55	Bexley	OH	Franklin	43209	(614) 236-8733
Parmatown - 57	Parma	OH	Cuyahoga	44129	(440) 845-8400
Kenwood - 61	Madeira	OH	Hamilton	45235	(513) 936-9188
U of Cincinnati - 62	Cincinnati	OH	Hamilton	45219	(513) 281-8600
Rockside Corners - 80	Independence	OH	Cuyahoga	44131	216-986-0551
Sawmill - 76	Columbus	OH	Franklin	43235	(614) 210-0451
Strongsville - 81	Strongsville	OH	Cuyahoga	44136	440-846-9625
Coventry - 79	Cleveland Heights	OH	Cuyahoga	44118	216-320-0280
Eastgate - 121	Mayfield Heights	OH	Cuyahoga	44124	440-442-0620
Beechmont - 82	Cincinnati	OH	Hamilton	45255	513-528-5938
Kingsdale - 84	Upper Arlington	OH	Franklin	43221	614-326-2631
Lakewood - 152	Lakewood	OH	Cuyahoga	44107	216-221-9100
Arena District - 181	Columbus	OH	Franklin	43215	(614) 228-5488
Hyde Park - 124	Cincinnati	OH	Hamilton	45209	(513) 631-3800
OSU - 83	Columbus	OH	Franklin	43201	(614) 291-0274
OSU - 83	Columbus	OH	Franklin	43201	(614) 291-0274
Brice/Tussing - 149	Columbus	OH	Franklin	43068	614-5011548
Western Hills - 289	Cincinnati	OH	Hamilton	45238	513-4512683
Fairlawn - 282	Akron	OH	Summit	44333	3306708393
Fairlawn - 282	Akron	OH	Summit	44333	3306708393
Chestnut Hill - 301	Columbus	OH	Franklin	43230	614-4723720
Polaris - 256	Columbus	OH	Delaware	43240	614-7811320
Mentor - 310	Mentor	OH	Lake	44060	440-2698237
N. Olmstead	North Olmstead	OH	Cuyahoga	44070	440-686-0476

APPROVED

SEP 16 2003

NEBRASKA LIQUOR
CONTROL COMMISSION



RICHARD E. PAPPAS
 ARCHITECT
 1543 WALKER STREET
 LINCOLN, NEBRASKA 68508
 PHONE: 402-461-1111
 FAX: 402-461-1112
 INTERNET: WWW.PAPPASARCH.COM



1543 WALKER STREET
 LINCOLN, NEBRASKA 68508
 PHONE: 402-461-1111
 FAX: 402-461-1112
 INTERNET: WWW.PAPPASARCH.COM

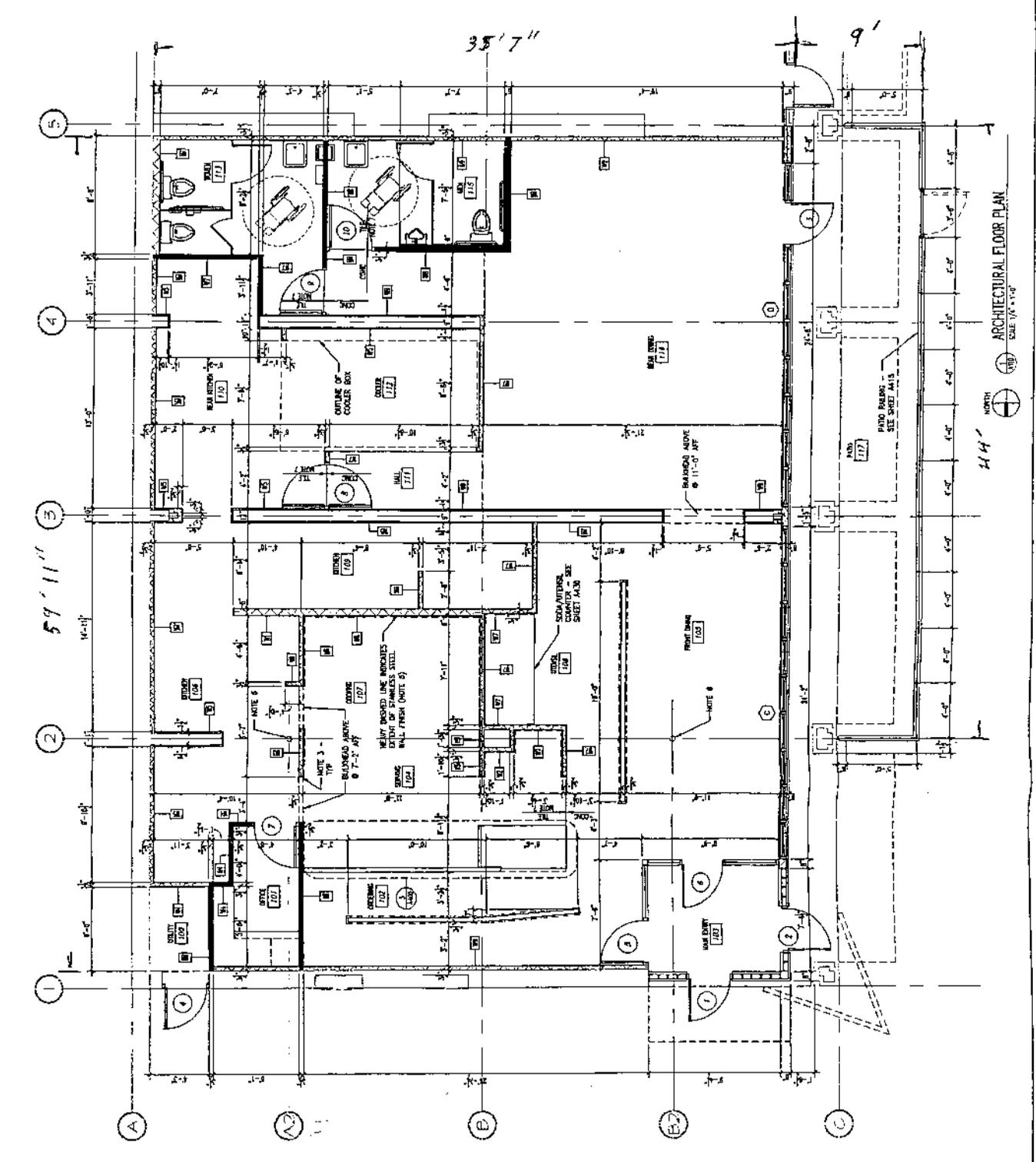
Store: #0439
 University of Nebraska
 232 North 13th Street
 Lincoln, Nebraska 68508

PROJECT NO.: 08-19-09
 DATE: 08-26-09
 DRAWING NO.: 08-26-09
 PROJECT NAME: Pappas/Health
 PROJECT NO.: 120102 - PPA
 DATE: 08-26-09

Architectural Floor Plan
 A 110
 DATE OF LAST PRINT: June 26, 2003

- EXISTING CONSTRUCTION
 SOUND BAY INSULATION
 ALL DIMENSIONS ARE FROM FACE OF FRAMING OR CENTERLINE OF STRUCTURE UNLESS NOTED OTHERWISE.
 1. STAINLESS STEEL CHIMNEY GUARD, TYP. OF (S). REFER TO DETAIL 7/102D.
 2. STAINLESS STEEL CHIMNEY GUARD, TYP. OF (S). REFER TO DETAIL 7/102D.
 3. ALL STAINLESS STEEL TO UNDERGO AN ANNEALING PROCESS TO REMOVE BURNED SEAMS.
 4. PAINT EXPOSED COLUMN "CHIPOTLE RED".
 5. PROVIDE ALUMINUM TRANSITION STRIP @ EDGE OF QUARRY TILE & CONCRETE.
 - SEE DETAIL 11/102D

NO.	DESCRIPTION	QTY	UNIT	PRICE	TOTAL
101	WOOD	102	SQ. FT.	1.25	127.50
102	WOOD	103	SQ. FT.	1.25	127.50
103	WOOD	104	SQ. FT.	1.25	127.50
104	WOOD	105	SQ. FT.	1.25	127.50
105	WOOD	106	SQ. FT.	1.25	127.50
106	WOOD	107	SQ. FT.	1.25	127.50
107	WOOD	108	SQ. FT.	1.25	127.50
108	WOOD	109	SQ. FT.	1.25	127.50
109	WOOD	110	SQ. FT.	1.25	127.50
110	WOOD	111	SQ. FT.	1.25	127.50
111	WOOD	112	SQ. FT.	1.25	127.50
112	WOOD	113	SQ. FT.	1.25	127.50
113	WOOD	114	SQ. FT.	1.25	127.50
114	WOOD	115	SQ. FT.	1.25	127.50
115	WOOD	116	SQ. FT.	1.25	127.50
116	WOOD	117	SQ. FT.	1.25	127.50
117	WOOD	118	SQ. FT.	1.25	127.50
118	WOOD	119	SQ. FT.	1.25	127.50
119	WOOD	120	SQ. FT.	1.25	127.50



NO.	DESCRIPTION	QTY	UNIT	PRICE	TOTAL
120	WOOD	121	SQ. FT.	1.25	127.50
121	WOOD	122	SQ. FT.	1.25	127.50
122	WOOD	123	SQ. FT.	1.25	127.50
123	WOOD	124	SQ. FT.	1.25	127.50
124	WOOD	125	SQ. FT.	1.25	127.50
125	WOOD	126	SQ. FT.	1.25	127.50
126	WOOD	127	SQ. FT.	1.25	127.50
127	WOOD	128	SQ. FT.	1.25	127.50
128	WOOD	129	SQ. FT.	1.25	127.50
129	WOOD	130	SQ. FT.	1.25	127.50

ARCHITECTURAL FLOOR PLAN
 SCALE: 1/8" = 1'-0"
 NORTH

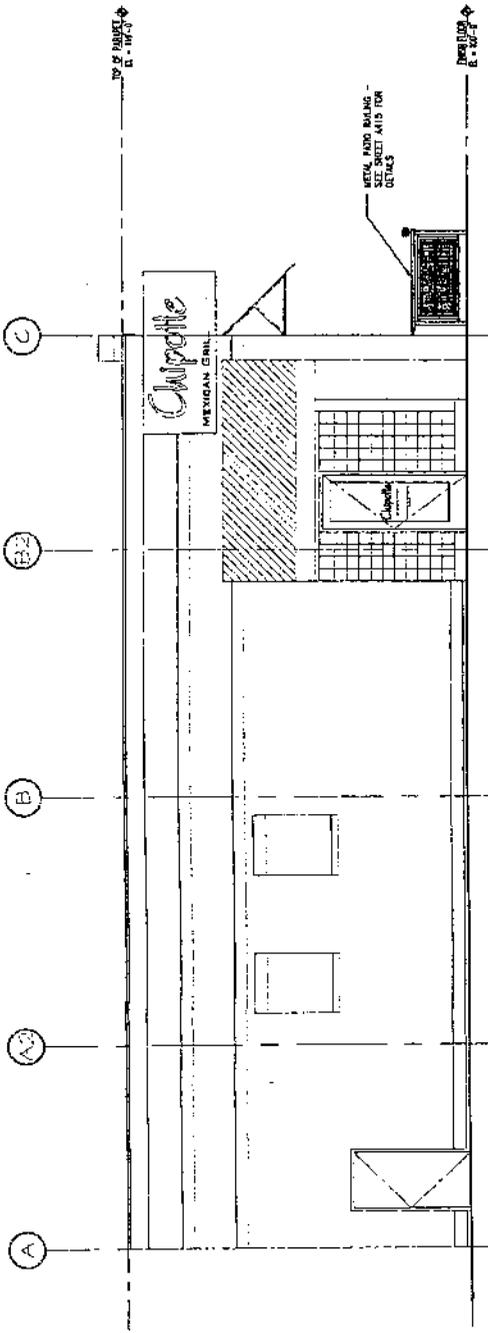


1825 WAZEE BLVD
 OMAHA, NE 68104
 402.555.8278
 402.555.5544 FAX
 WWW.CHIPOTLE.COM

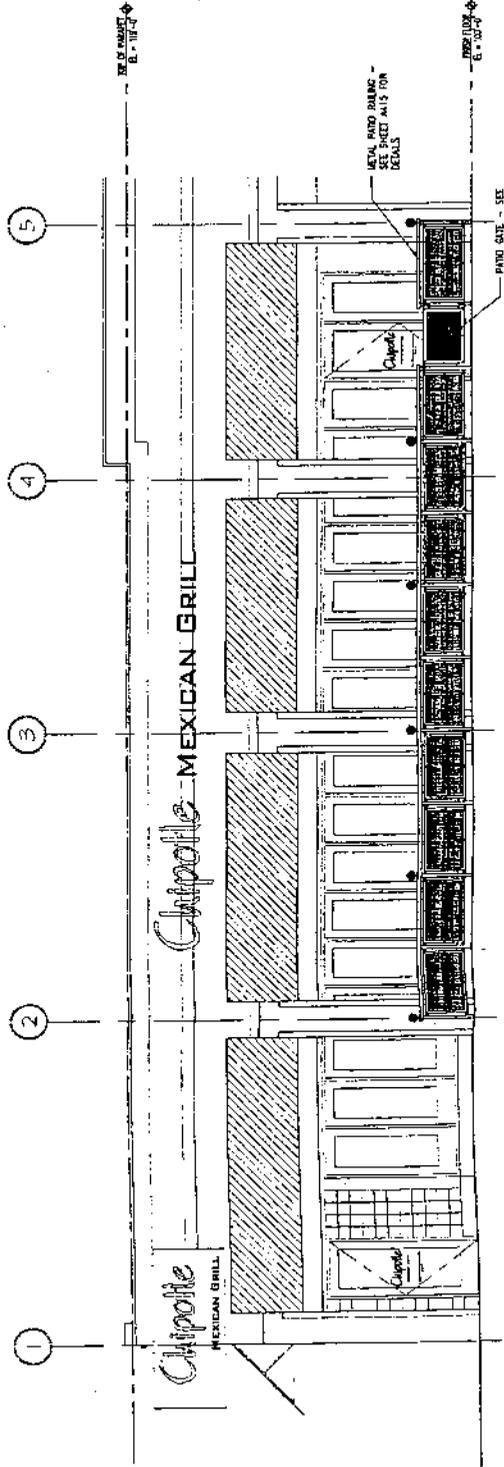
Store: #0439
 University of Nebraska
 232 North 13th Street
 Lincoln, Nebraska 68508

DATE: 06-18-03
 06-18-03
 06-26-03
 06-26-03
 120102 - PMA
 120102 - PMA
 120102 - PMA
 120102 - PMA

Building Elevations:
 Patio Rafting



PATIO ELEVATION
 SCALE: 1/4" = 1'-0"



PATIO ELEVATION
 SCALE: 1/4" = 1'-0"