

**APPLICATION FOR LICENSE
Common Victualler**

**BEETLEBUNG
COFFEE HOUSE
24 Basin Road
Menemsha
Town of Chilmark**

Beetlebung®

EXECUTIVE SUMMARY

Beetlebung is a small, family-run, growing coffee house and retail business on Martha's Vineyard started eight years ago by year-round, married Island residents John and Renee Molinari.

Mr. Molinari graduated from Middlebury College and the Harvard Business School Advanced Management Program. He founded and ran a high-growth technology company. Mrs. Molinari graduated from the University of California at San Diego and founded two public relations groups.

Goal

[Martha's Vineyard is] one of those magical places where people of all different walks of life come together. Where they take each other at face value. I can wander around in shorts and not shave in the morning and no one talks about it.

Barack Obama
President of the United States
As quoted in the *Vineyard Gazette* on August 31, 2007

Our goal is to create a coffee house and retail brand—Beetlebung—strongly identified with the lifestyle and culture of Martha's Vineyard.

Background

TIMELINE

- 2005 – Launched Beetlebung Coffee House
- 2007 – Launched Beetlebung Dry Goods, our first retail store
Received Beetlebung® Certificate of Registration from the U.S. Trademark Office
- 2008 – Launched Beetlebung.com, our e-commerce web site
- 2009 – Launched our second and third Dry Goods retail stores
Won Best Coffee House from *Cape Cod Life* magazine
Launched our blog, CaffeinatedAgitator.com
- 2010 – Won first-place prize for a weekly advertising campaign from the New England Newspaper & Press Association

In 2005 we changed a rundown yet centrally-located sandwich shop on Beach Street in Vineyard Haven into an attractive destination—Beetlebung Coffee House. We gave Beetlebung Coffee House a warm, tavern-like atmosphere, like the TV set of *Cheers*, and residents and seasonal visitors adopted us. In 2009, *Cape Cod Life* magazine named Beetlebung Coffee House “Best Coffee House on Martha's Vineyard,” ahead of numerous established coffee alternatives venues in town and around the Island.

From the start, because the season on the Vineyard is so short, we treated the coffee house like a “retail Trojan Horse” to also sell retail products and increase our revenues. We would make it not as a coffee house alone. Rather, we would

combine the coffee house experience with a retail one in which we sold branded products to our customers in addition to first-rate espresso and panini.

Putting the two operations under one roof has been our goal. We are finally endeavoring to do it in Menemsha where since 2009 we have operated the retail component.

Beetlebung ("Beetlebung Group LLC") is owned and operated by husband-wife team John and Renee Molinari. We live on Island year-round and each of us is directly and equally involved in the full-time, year-round operation of the Company. Mr. Molinari has frequented Menemsha since 1975, spearing and selling fish to Poole's in the summertime as a boy. We lived in Chilmark year-round before moving to Vineyard Haven to be close to the coffee house. Our children attended The Chilmark School before attending Tisbury School (now one will be entering the MVRHS as another graduates). We built and own a residence in Chilmark; and Mr. Molinari's parents, Fred and Maureen, live at Stonewall in the summer; Mr. Molinari's sister, Deborah, lived in Chilmark, conceived the interior design of the Vineyard Haven coffee house, was a long-time fixture at the Chilmark Flea, and is a crafter of hand-made jewelry for the Company. Chilmark, and Menemsha in particular, is to our extended family the dearest part of Martha's Vineyard. We decided to name the business, "Beetlebung," to identify ourselves and our business brand with Chilmark.



Coffee House – Barista Anna



Coffee House



Coffee House – Grilling Panini



Edgartown Retail Display



Vineyard Haven Dry Goods store



Vineyard Haven Dry Goods store



Menemsha Hand-Carved Exterior Sign

Employees

Martha's Vineyard's remoteness, seasonality, and high cost of living can make employee recruitment difficult and expensive. Therefore, we make a strategic priority of attracting, training, and retaining excellent people. We advertise open positions and receive resumes through our web site and the Martha's Vineyard Chamber of Commerce web site. We post open positions at the MVRHS. We carefully interview each candidate. We give each new recruit a training manual and in-store hands-on training, and each must pass a written exam to stay with us. At the Coffee House, the aspiring barista must pass a live "on bar" exam. We do not tolerate drug and alcohol use, repeat dereliction, or lackadaisical behavior. We hold a high standard to foster a self-enforcing culture of excellence. Customers often compliment us on our employees.

<u>Q1</u> <u>Jan-Mar</u>	<u>Q2</u> <u>Apr-Jun</u>	<u>Q3</u> <u>Jul-Sep</u>	<u>Q4</u> <u>Oct-Dec</u>
3.6	8	13.6	4.3

Average throughout 2009: 7.4

The Menemsha Operation: Beetlebung Coffee House

Our plan for Beetlebung Coffee House Menemsha is to closely copy what has worked best at our original coffee house in Vineyard Haven and add one new menu feature (cold sandwiches).

Drinks

The operation is by design un-complex. It is not a restaurant or a bakery. It is a coffee house. The majority of menu items—both in terms of unit and sales volume—are these drinks:

Hot Drinks

- Coffee
- Tea
- Espresso

Cold Drinks

- Bungaccino (proprietary frozen blended espresso drink)
- Smoothies (fruit and yogurt frozen blended drinks)
- Iced Coffee
- Iced Teas
- Lemonade (from fresh squeezed lemons)

All of these drinks are described in detail at www.beetlebung.com. According to customers both locally and from all over the world, our espresso is especially impressive. We use the absolute highest-quality coffee beans, strict, proven extraction procedures, double-filtered water, and—La Marzocco—the very original and best espresso equipment array in the world.

Food

Our main food item is the panini, which is Italian (plural) for “sandwich,” a grilled light-bite staple of a Milan café. We have two panini categories.

Eggwich

The first, Eggwich, is a breakfast egg panini. The Eggwich has been a good success for us. It is simple—a poached egg, cheeses, ham, and optional add-ons like spinach or New Mexican chile on a Thomas’ English muffin. It is affordable (\$4.95-\$5.25). It is wholesome. We loved the time the actor Bill Murray came in with his gaggle of children and all of them ordered Eggwich and, leaving, Mr. Murray gave us a big funny smile and a thumbs up. That says it all about Eggwich.

Panini

The second panini category are all served for lunch and through to dinner. The core ingredients are meats—ham, pastrami, prosciutto, roast beef, turkey—and

cheeses—imported Swiss, Vermont cheddar, mozzarella, feta. We don't characterize panini as "dinner" per se, but customers order and eat them from lunchtime right up until closing—dinner. Panini are delightful because they are grilled using a simple tabletop press. The interior ingredients melt and meld together and the outer bread is crisp. We have learned to offer many varieties and options that all sell briskly. After all these years, our family loves eating our own panini.

Cold Sandwiches

Based on requests from local fishermen and tips from locals on the needs of boaters who dock at Menemsha, we plan to add one new major menu item: cold sandwiches. We will make them fresh daily in the form of sandwiches and wraps. We will offer them in a new "grab and go" refrigerated display. This means that a fisherman, boater, or family going to the beach can quickly, easily, and affordably purchase a substantial, healthy bite to eat and head out—as many sandwiches as needed for a boat load or whole family. They do not have to wait for something to be grilled or worry about it cooling off after they leave. It sounds small but it's been the single biggest tip from locals in the area.

Baked Goods

In the mornings, in addition to Eggwich, we do bake a small number of items in a tabletop, electric, Italian-made commercial oven. These include muffins, croissants, and cookies.

Salads

And in the afternoons and evenings, in addition to panini, we serve fresh salads with Island-grown basil, fresh baby spinach, and other healthy ingredients like shredded carrot, grape tomatoes, and, if ordered, Kalamata olives. If ordered, a dollop of wild, hand-picked crab salad or Albacore tuna salad may be added atop the salad.

Wild Salmon and Bagel

Last and not least, all day we serve wild Alaskan Sockeye salmon (cured, lox style), Philadelphia cream cheese, capers, and purple onion are assembled on a bagel as a bagel sandwich.

Season and Hours

We plan to operate Beetlebung Coffee House Menemsha from May to October.

We plan to open around 7am and close by 8pm.

Free WiFi

We plan to offer free WiFi, allowing people with laptops, mobile computing devices, and smart phones to access the Internet.

Non-Profit Support

American Heroes Saltwater Challenge

We contribute the gift bags in this veterans fishing tournament event, led by the Beach Plum Inn.

The M.V. Cancer Support Group

We are one of the sponsors of the Martha's Vineyard Cancer Support Group that provides group counseling and financial assistance year-round to Vineyard cancer patients and their families.

Chilmark Community Center

We contribute to the Chilmark Road Race, which benefits the Chilmark Community Center.

Chilmark Firefighters

We contribute retail product(s) each year to the Chilmark Firefighters summer event to help keep our volunteers up and running.

Dukes County Sheriffs Association

The Farm Institute

We donate to the Meals in the Meadow event that helps fund the farm's mission to teach kids about sustainable agriculture.

Hospice of Martha's Vineyard

Island Schools

We donate to a variety of funding-raising events for schools across the Island, including the Edgartown School, the Tisbury School, the Martha's Vineyard Public Charter School, and the Martha's Vineyard Regional High School.

Martha's Vineyard Film Festival

We host Director/Producer "coffees" at Beetlebung Coffee House on behalf of the Martha's Vineyard Film Festival.

Red Stocking Fund

The Vineyard Playhouse

We advertise in the Vineyard Playhouse Playbill, which circulates to Playhouse patrons throughout the summer.

The Vineyard Sound (A Capella Singers)

We provide for free our coffee beans and discounted coffee house meals to the ten college undergraduate members of the Island's popular a capella singing group, The Vineyard Sound, and we designed and produced their Beetlebung-branded 2009 Vineyard Sound shirt, which they promote as Beetlebung-created at 80 concerts per summer and sell to their fans.

Management

Beetlebung is owned and managed by the husband-wife team John and Renee Molinari. Each is a veteran business manager.

John Molinari

Mr. Molinari graduated from Middlebury College and the Harvard Business School Advanced Management Program. Mr. Molinari founded and, as Chief Executive Officer, managed a NASDAQ-listed (public) technology company that pioneered desktop computer systems for editing video and film, and streaming video on the Internet. Mr. Molinari led hundreds of employees in offices around the world and was awarded an Emmy for technical achievement.

Beetlebung Responsibilities

- New product development;
- Art direction;
- Web site development;
- Store design.

Renee Molinari

Mrs. Molinari graduated from the University of California at San Diego in 1985. She founded and, as President, managed a public relations agency, then successfully sold the business and was recruited by McCann-Erickson, one of the world's largest media groups. There, she personally persuaded client Danon to build 53 USA-style children's playgrounds throughout Eastern Europe, following the fall of the Berlin Wall, which gave Danon unprecedented television, radio, and print publicity and earned Mrs. Molinari accolades for "raising the PR industry to new heights."

Beetlebung Responsibilities

- Management of the coffee house and retail store operations;
- In-store merchandising;
- Special promotions;
- Recruiting, training, employee reviews, and payroll.

Professional Support Team

LLC Members	John Molinari, Vineyard Haven, MA Renee Molinari, Vineyard Haven, MA
Architect	Chuck Sullivan, Sullivan O' Connor Architects, Inc. Oak Bluffs, MA
CPA	Stephen Coughlin, Coughlin, Sheff & Associates, P.C., Acton, MA
Espresso Extraction	Barth Anderson, Barrington Coffee Roasting Company Lee, MA
General Counsel	Marcia Cini, Law Offices of Marcia Mulford Cini, Edgartown, MA
Insurance Agency	Cheryl Lowe, Martha's Vineyard Insurance Agency, Inc., Vineyard Haven, MA
Interior Design	Deborah Molinari Southboro and Chilmark, MA
Trademarks & Copyrights	John DuPre, Hamilton, Brook, Smith & Reynolds, P.C., Concord, MA

Other

Travelers Insurance Policy #: **IHUB-7813M34-0-11**

Employer EIN: **76-0790048**

Retail Product Shots

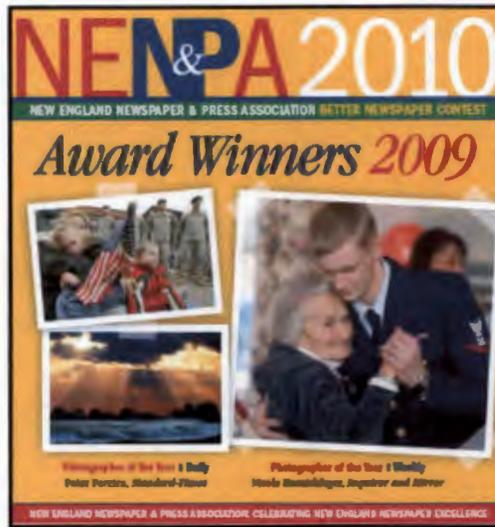


NENPA Awards Beetlebung First Place in Advertising



New England Newspaper & Press Association (NENPA):

“The use of a creatively-cropped, dominant art element in each ad helps this series jump off the page. The layout and theme are very consistent from one ad to the next, so important in a campaign. The headline, fonts and placement of web address are consistent as well. The headlines not only supported the art element, but were fun — Rorschach Lobster and Badboy Bluefish, especially. Great use of white space.”



Certificate of Organization ("LLC")



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

Secretary of the Commonwealth, Corporations Division
 One Ashburton Place, 17th floor
 Boston, MA 02108-1512
 Telephone: (617) 727-9640

Restated Certificate of Organization

(General Laws, Chapter)

Federal Employer Identification Number: 760790048 (must be 9 digits)

The date of filing of the original certificate of organization: 4/26/2005

1. The exact name of the limited liability company is: BEETLEBUNG GROUP LLC
 and if changed, the name under which it was originally organized:

2a. Location of its principal office:

No. and Street: 74 CENTER STREET
 City or Town: VINEYARD HAVEN State: MA Zip: 02568 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 74 CENTER STREET
 City or Town: VINEYARD HAVEN State: MA Zip: 02568 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

THE GENERAL CHARACTER OF THE BUSINESS OF THE LIMITED LIABILITY COMPANY IS TO OWN AND OPERATE AN APPAREL AND BEVERAGE BUSINESS AND RELATED BUSINESS ACTIVITIES; AND TO EXERCISE ALL POWERS PERMITTED BY THE ACT.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: RENEE WENRICK MOLINARI
 No. and Street: 74 CENTER STREET
 City or Town: VINEYARD HAVEN State: MA Zip: 02568 Country: USA

I, RENEE WENRICK MOLINARI resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	RENEE WENRICK MOLINARI	74 CENTER STREET VINEYARD HAVEN, MA 02568 USA

(continued)

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	JOHN A. MOLINARI	74 CENTER STREET VINEYARD HAVEN, MA 02568 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	RENEE WENRICK MOLINARI	74 CENTER STREET VINEYARD HAVEN, MA 02568 USA
REAL PROPERTY	JOHN A. MOLINARI	74 CENTER STREET VINEYARD HAVEN, MA 02568 USA

9. Additional matters:

10. Describe any amendments to be effected by the restated certificate, and if none, include a statement to that affect:

THIS RESTATED CERTIFICATE OF ORGANIZATION CHANGES THE FEDERAL EMPLOYER IDENTIFICATION NUMBER WHICH WAS INCORRECT ON THE CERTIFICATE OF AMENDMENT FILED 1/23/2008.

11. The restated certificate shall be effective when filed unless a later effective date is specified:

SIGNED UNDER THE PENALTIES OF PERJURY, this 4 Day of January, 2010,
RENEE WENRICK MOLINARI, Signature of Applicant.

State Tax Registration Certificates



Massachusetts Department of Revenue
Data Integration Bureau
100 Cambridge Street
Boston, MA 02204

MT-1

6263348
CERTIFICATE NUMBER

MEALS AND ALL BEVERAGES SALES TAX REGISTRATION

The vendor herein named is registered to sell meals and all beverages pursuant to the General Laws, Chapters 62C and 64H. This registration is effective only for the registrant at the location specified herein. Any change of name or address renders this registration null and void.

BEEBLEBUNG GROUP LLC
BEEBLEBUNG COFFEE HOUSE
32 BEACH ST
VINEYARD HAVEN MA 02568

766-796-048

IDENTIFICATION
NUMBER

07/03/05

ISSUE DATE

ALAN LEECVIDGE

This registration must be displayed for customers to see and is not assignable or transferable.

COMMISSIONER OF REVENUE

SALES AND USE TAX REGISTRATION

The vendor herein named is registered to sell tangible personal property at retail or for resale, pursuant to the General Laws, Chapters 62C, 64H and 64I. This registration is effective only for the registrant at the location specified herein. Any change of name or address must be reported to the Department of Revenue so that a correct ST-1 can be issued.

BEEBLEBUNG GROUP LLC
BEEBLEBUNG DRY GOODS
24 BASIN RD
CHILMARK MA 02535

766-796-048

IDENTIFICATION
NUMBER

05/22/09

ISSUE DATE

JAVJEET BAL

This registration must be displayed for customers to see and is not assignable or transferable.

COMMISSIONER OF REVENUE

90M 3/09 2006UPRINTOFF160002

Tisbury (Vineyard Haven) Board of Health Permit

THE COMMONWEALTH OF MASSACHUSETTS

NUMBER FS-22-9

FEE: \$250.00

TOWN OF TISBURY
BOARD OF HEALTH

PERMIT TO OPERATE

Permit No 9

January 1, 2009

In accordance with Regulations promulgated under authority of Chapter 94, Section 305A and Chapter 111, Section 5 of the General Laws a Permit is hereby granted to:

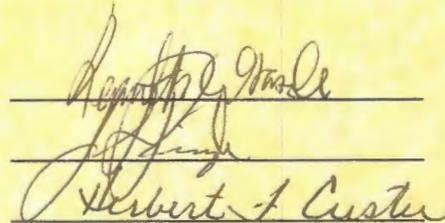
Renee Molinari
d/b/a Beetlebung Coffee House

Whose place of business is **32 Beach St., Vineyard Haven**

Type of business and any restrictions: **Food Service**

To operate an establishment in: **Tisbury**

Permit expires **December 31, 2009**



Two handwritten signatures are present, each written over a horizontal line. The top signature is in cursive and appears to read 'Robert J. Wade'. The bottom signature is also in cursive and appears to read 'Herbert J. Custer'.

Board of Health

1/97, ADAPTED FROM HOBBS & WARREN FORM 738

ATLANTIS

- Premium albacore tuna—the very best—& Vermont Cabot cheddar \$7⁹⁵

TAOS

- Low-fat turkey, Vermont Cabot cheddar, Santa Fe green chile (mild heat, exotic flavor) & guacamole \$8⁵⁰

LA JOLLA

- Low-fat turkey, Vermont Cabot cheddar, fresh baby spinach, guacamole, tomato & Grey Poupon Dijon \$8⁵⁰

ATHENA

- Feta and mozzarella mix, fresh baby spinach, imported all natural black olive spread & tomato \$6⁹⁵

HOG ISLAND

- Black Forest ham (98% fat-free), imported Swiss, tomato & all natural honey mustard \$7⁹⁵

Ask about
SPECIALS!

CABOT

Vermont Cabot cheddar or mozzarella plus (you choose) \$4⁹⁵ :

- Black Forest ham, \$3
- Pastrami, \$3
- Prosciutto, \$3
- Rare roast beef, \$3
- Turkey, \$3

- Imported Swiss, 50¢
- Feta, 50¢

- Santa Fe, NM, green chile, 50¢
- Guacamole, 50¢
- Fresh basil, 75¢
- Fresh baby spinach, 50¢
- Fresh tomato, 50¢
- Organic carrot, 50¢
- Purple onion, 50¢
- Imported black olive spread, 50¢

BIG SALADS

GARDEN

Baby spinach, romaine, basil, cherry tomatoes & carrots \$5⁵⁰

TUNA

Premium albacore tuna on Garden salad \$7²⁵

GREEK

Baby spinach, romaine, feta, Kalamata olives & tomatoes \$5⁷⁵

Dressings: Balsamic / Blue Cheese / Caesar / Italian / Ranch / Vidalia

MENU

BREAKFAST
EGGWICH

PANINI

508-696-7122

FREE WiFi
OPEN DAILY

DRY GOODS

STORE LOCATIONS

- Vineyard Haven
- Menemsha
- beetlebung.com

COFFEE HOUSE

32 Beach Street
VINEYARD HAVEN
MARTHA'S VINEYARD

Beetlebung.com



Beetlebung.com



Beetlebung®

BREAKFAST EGGWICH

Opening to 11am

ORGANIC EGGWICH

- Poached organic egg, Black Forest ham (98% fat-free) & Vermont Cabot cheddar on an English muffin \$4⁹⁵

OUR EGG

USDA-certified organic; hens (and eggs) are hormone- and antibiotic-free, eat organic feed & live cage-free—the result is a healthy, tasty treat.

EGGWHITE EGGWICH NOT ORGANIC

- Poached egg whites (99% whites/zero fat/zero cholesterol), Black Forest ham (98% fat-free), Vermont Cabot cheddar on an English muffin \$3⁹⁵

GREEN CHILE EGGWICH

- Organic Eggwich—or request poached egg whites—with flame-roasted Santa Fe, New Mexico green chile \$5²⁵

BABY SPINACH EGGWICH

- Vegetarian Organic Eggwich—or request poached egg whites—with fresh baby spinach \$4⁹⁵

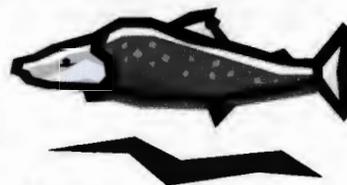
WILD ALASKAN SOCKEYE SALMON

ANCHORAGE SERVED ON A BAGEL

- Wild Alaskan Sockeye salmon, Philadelphia cream cheese, capers & purple onion on a bagel \$7⁷⁵

WILD v. FARMED SALMON

Wild Sockeye is richer in Omega-3 and the taste, texture & color are superior. Farmed salmon is artificially dyed to make it look natural and contains more pollutants, including PCBs, than conventional beef.



OUR ESPRESSO

Our beans are from some of the finest small coffee farms in the world. Like a Formula One car, our brew gear is technically masterful and operated by a properly trained driver—the Barista. On bar, we grind only upon your order. The result is velvety espresso with intense coffee flavor that is free of bitterness.

GRILLED PANINI

11:30am-kitchen closing
20% OFF TO ISLAND CLUB

BREAD CHOICES

- Flatbread: classic / sundried tomato / whole wheat (or)
- Pain D'Avignon sourdough

NORTH BEACH

- Low-fat turkey, mozzarella, all natural basil pesto & tomato \$8⁵⁰

EAST (or) WEST BROADWAY

- Lean pastrami ("East") or low-fat turkey ("West"), aged sauerkraut, imported Swiss & Russian dressing \$8⁹⁵

KENSINGTON

- Rare roast beef, imported Swiss, horseradish spread, purple onion & tomato \$8⁹⁵

AMHERST VEGAN

- Hummus, fresh baby spinach, shredded organic carrot & tomato \$6⁹⁵

—over—

Before placing an order, please inform your server of any food allergies. Prices subject to change without notice.

MENEMSHA Floor Plan

1-10-12
0.25" = 1'

