

# PROJECT APPLICATION

## Confidentiality

All information contained in this Application will be treated confidentially to the extent permitted by law (see "Certification" section IV of this Application). Under the New York State Freedom of Information Law, information must be disclosed unless such information contains trade secrets (which, if disclosed, would cause irreparable harm). Please indicate which information provided in this Application constitutes trade secrets with an explanation as to why in a letter accompanying this Application. The letter should be addressed to the New York City Industrial Development Agency.

Are you applying for the:

- Bond Program
- Small Industry Incentive Program
- Industrial Incentive Program

(SIIP, if annual revenues are less than \$5 million and IIP, if annual revenues are greater than \$5 million)

By what date do you wish to close the proposed project financing? July 1999

### I. Applicant Information

Applicant's Name: Kiwo Holdings, Inc.  
Address: 1929 Marvin Circle, Seabrook, TX 77586  
Phone/Fax Numbers: (281) 474-9777/(281) 474-7325  
IRS Employer ID number: [REDACTED]  
S.I.C. Code: \_\_\_\_\_  
NY State Dept. of Labor \_\_\_\_\_  
Number (if applicable) \_\_\_\_\_

Officer of Applicant completing this application (contact person):

Name: Richard D. Eisenbeiss Title: President  
Phone #: (281) 474-9777 Fax #: (281) 474-7235

Applicant's operation:  Manufacturing  Service  Wholesale  Other

Brief description of business: See attached Exhibit A.

To describe what kind of entity Applicant is, please check one of the following:

Public Corp.  Private Corp.  General Partnership  Limited Partnership  C Corp.  S Corp.  
 Limited Liability Company  Other (specify) \_\_\_\_\_

Applicant's State of Incorporation or Registration: Delaware  
States in which Applicant is qualified to do business: New York

Applicant's Attorney: Name: David Stadtmauer Phone #: (212) 751-8600 Fax #: (212) 980-957  
Firm and Address: Stadtmauer Bailkin LLP, 850 Third Avenue, New York, NY 10022

Applicant's Accountant: Name: \_\_\_\_\_ Phone #: \_\_\_\_\_ Fax #: \_\_\_\_\_  
Firm and Address: Pringle Jenkins Zetka & Assoc., 16815 Royal Crest #160, Houston, TX

**II. PROJECT INFORMATION**

1. Please briefly describe the proposed project; If machinery and equipment is to be acquired, please list the type:

Land and Building acquisition and renovation of 280 Bergen Street, 601 Bergen Street, 594 and 592 Dean Street, Brooklyn, New York

2. Please give best estimates for all anticipated costs and proposed sources of financing involved in the project.

<u>Uses of Funds</u>		<u>Sources of Funds</u>	
Land & Building (Acquisition)	<u>\$4,000,000</u>	Bonds	_____
New Construction	_____	Loans (Please Identify Sources)	_____
Renovations/Building Improvements	<u>\$ 575,000</u>	Company funds	_____
Machinery/Equipment	_____	Officer Equity/Loans	_____
Fees/Other Soft Costs	_____	Other Sources (Please Identify)	_____
Other (explain)	_____		
<b>Total Project Costs</b>	<b><u>\$7,000,000</u></b>	<b>Total Project Sources</b>	<b><u>\$7,000,000</u></b>

Please explain costs, loans and other sources of funding on a separate sheet.

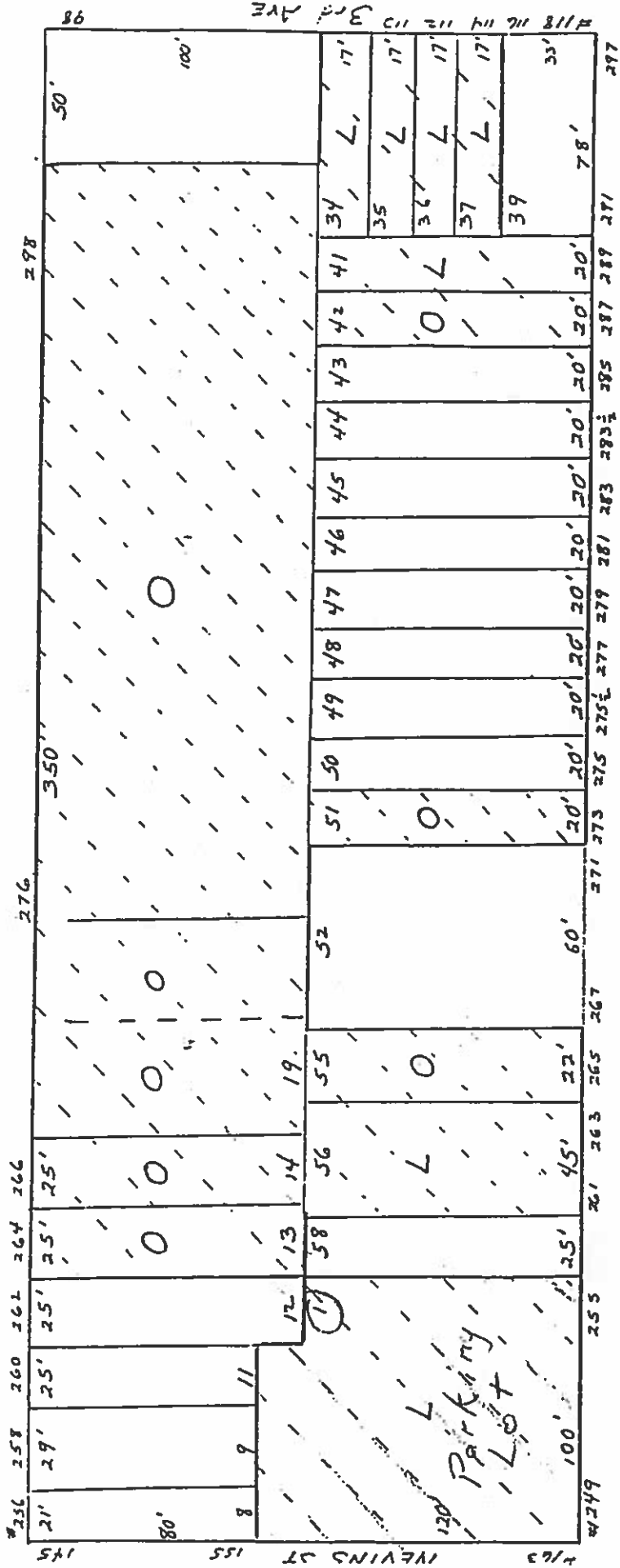
3. Please provide the following information relating to the proposed project site.

Street Address & Borough	Block Lot & Section Number	Square Footage of Land	Square Footage of Building	Currently Owned or Leased	Number of Floors including Basement	Zoning
See Attached Listing						

Street Address	Block & Lot	Square footage of land	Square footage of building	Currently owned or leased	Number of Floors	Zoning
265-298 Bergen Street	Bl: 388 Lots: 1, 13, 14, 19, 34, 35, 36, 37, 41, 42, 51, 55, 56	54,000	50,000	owned/leased	1 & 2	M1-2
601 Bergen Street	Bl: 1137; Lots: 75, 77, 81, 82	4,000	Vacant/parking lot	owned	N/A	M1-2
592 Dean Street	Bl: 1137; Lot: 18	5,564	5,564	owned	1	M1-2
594 Dean Street	Bl: 1137; Lot: 25	32500	20,000	owned	2	M1-2

# Block 388

BERGEN ST.



WYCKOFF

O - Owned or to be owned. - 19, 42, 51, 55, 13, 14  
 L - Leased or to be leased - 34, 35, 36, 37, 41, 1, 56

Dean Street

#592

#594

#610-612

18

19

Lot  
25

Lot 82

Lot  
81

Lot  
77

Lot  
75

#601

Bergen Street

BLOCK 1137

4. Please provide the following information regarding all present and proposed tenant(s) and sub-tenant(s) at the proposed project site, their percentage of occupancy, and affiliation with the Applicant.

Name Contact & Phone	Affiliation with Applicant	Square Foot & Floors (Percent of Occupancy)	Lease Expiration	Tenant Business
N/A				

5. Provide street address, borough or town, for premises which you currently own or lease, even if you don't occupy same. Do you plan to terminate/sell/vacate/remain at such premises? With respect to currently leased premises, provide the name and address of the landlord and the expiration date of the lease term. Please provide additional details on an attached sheet.

Property Location	Borough/Town	Own/Lease	Landlord	Lease Expiration	Planned Disposition
None					

6. Is there a relationship, by virtue of common control or through related persons, directly or indirectly, between the Applicant and the present owner of the project site?

YES  NO If yes, please provide all details on attached sheet.

7. Will a real estate holding company, limited liability company, or partnership be formed to own the Project or premises?

YES  NO

If Yes, Please provide the name and address of same, the kind of entity (corporation, partnership, etc.), and its officers, partners, shareholders, members, and their respective percentage ownership, etc.

B&D LLC (currently being formed)  
 c/o Matthews & Keller LLP  
 770 South Post Oak Lane, Suite 660  
 Houston, TX 77056

### III. DUE DILIGENCE

1. List name(s), addresses), and phone and fax numbers of any other entity in which, directly or indirectly, Applicant or any of its shareholders, partners, directors, or officers individually or collectively hold 5% or more of the stock ownership interest (an "Affiliate"). Please include real estate holding companies if applicable.

Entity Name	Address	Phone/Fax Number	Percent Interest
Kissel & Wolf GmbH	In den Ziegelwiesen 6, D-69168 Wiesloch, Germany	49 62222578 0 49 622225778 100	
Kiwo Inc.	1929 Marvin Circle, Searbrock, TX 77586	(281) 474-9777 (281) 474-7325	

2. Has Applicant or any of its Affiliates ever received, or is currently receiving, financial assistance or any other kind of discretionary benefit from any governmental entity or agency, including the New York City Industrial Development Agency?

YES       NO If yes, please provide all details on attached sheet.

3. Has the Applicant, or any existing or proposed tenant of the proposed project facility, or any person related to any of the foregoing, received or benefited from within the past six months, or is contemplating to receive or benefit from within the next six months, tax-exempt financing anywhere within the United States?

YES       NO If yes, please provide all details on attached sheet.

4. Has Applicant, or any stockholder, partner, officer or director, or any entity with which any of the foregoing individuals have been associated, ever been adjudicated bankrupt or placed in receivership, or otherwise been the subject of a bankruptcy or similar proceedings (prior or current)?

YES       NO If yes, please provide all details on attached sheet.

5. Have any of Applicant's stockholders, partners, officers or directors ever been convicted of any criminal proceedings?

YES       NO If yes, please provide all details on attached sheet.

6. Is Applicant, or any stockholder, partner, officer or director of Applicant, a plaintiff or defendant in any civil or criminal proceedings?

YES       NO If yes, please provide all details on attached sheet.

**interoffice**  
M E M O R A N D U M

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**to:** Tracy Capune  
**from:** Michael E. Keller  
**subject:** Question No. 6  
**date:** May 12, 1999

Question No. 6      Is applicant, or any stockholder, partner, officer or director of applicant, a plaintiff or defendant in any civil or criminal proceedings?

Answer:              Yes. Kiwo Incorporated, an affiliate of Kiwo Holdings, Inc. is a named defendant, together with Ulano Corporation in a wrongful death lawsuit filed in Lackawana County, Pennsylvania. The style of that lawsuit is Carol A. Mascari, Administratrix for Estate of Douglas E. Mascari vs. The Chrome Line Corporation, et al; Civil Action No. CCP Lackawana 98-CV-2487.

Ms. Mascari is suing virtually every major supplier in the screen printing industry (there are more than 24 defendants) claiming that they were responsible for the death of her husband. Kiwo, Inc. vigorously denies any responsibility in this lawsuit and believes it to be frivolous. It is our understanding that Ulano's counsel shares that view.



7. If You responded yes to the previous two questions, in what litigation is Applicant, or any of the individuals entities currently involved, either as plaintiffs or as named defendants? Provide all details on attached sheet.

8. Does Applicant have any contingent liabilities? (e.g., pending claims, federal; state or local tax liabilities; judgment liens; other liens, etc.

YES  NO If yes, please provide all details on attached sheet.

9. Has Applicant filed all rewired -tax returns with appropriate governmental jurisdictions entities?

YES  NO If no, please provide all details on attached sheet.

Please provide the following information:

10. Company Principal (please attach a brief resume)

Name	Title	Address	Social Security Number	Date of Birth
David Eisenbeis	President	1929 Marvin Circle Seabrook, TX	[REDACTED]	4/16/62
Clark King	Vice Pres.	1104 12th Man Circle College Station TX 77845	[REDACTED]	5/3/46

11. Major Customers

Company Name	Address	Phone/Fax	Contact Person	Percent of Sales
See attached Exhibit C.				

12. Major Suppliers

Company Name	Address	Phone/Fax	Contact Person
Chemcentral Houston	8425 Market Street Houston, TX 77229	713-675-5241 713-675-3237 (f)	Gretchen McGuire
Ciba Geigy	Seven Skyline Drive Hawthorne, NY 10591	800-431-2360	Accounts Rcvbl.
Mitsubishi Intl.	PO Box 98819 Chicago, IL 60693	212-605-2410 212-605-1020	Shikako Simone

13. Unions

Union	Address	Phone/Fax	Contact Person	Contact Expiration
N/A				

14. Banks

Bank Name	Contact person	Phone/Fax	Type of Account
Wells Fargo Bank	Lou Devall	281-474-2501 281-474-9233 (f)	Checking
Deutsch Bank	Ms. Mateu	011-49-622-150-1316	

#### IV. CERTIFICATION

I, the undersigned, request on behalf of Kiwo Holdings, Inc. ('Applicant') that this Application, including financial data and any tax returns submitted herewith, be submitted for review by the Board of Directors of the New York City Industrial Development Agency ('IDA'). I hereby certify that the information contained herein and in the attachments hereto, are, to the best of my knowledge and belief, accurate, true and correct. I understand that any intentional misstatements or misleading information contained herein, or the omission of relevant information, could be cause for rescission of IDA approval and IDA benefits. Further, I fully understand and accept the fees associated with the IDA program, including but not limited to the IDA Closing Fee; I fully understand and accept the benefit package I am to receive under the IDA program; and I acknowledge receipt from the IDA of a memorandum explaining legal, insurance and various real estate related requirements, all of which will be necessary for the contemplated project.

On behalf of Applicant, I hereby acknowledge and agree that Applicant shall be, and is responsible for, and shall promptly pay all costs incurred by the IDA, in connection with document negotiations, closing and, where applicable, bond issuance and sale, whether or not closing occurs and whether or not bond issuance and sale occur in applicable instances. The aforesaid costs, and Applicant's obligation hereunder to pay for same, shall include, but not be limited to, attorney's fees. Applicant's obligations hereunder are absolute and shall in no event be contingent upon closing.

On behalf of myself, all other principals of Applicant, and Applicant, I hereby authorize the IDA and the New York City Department of Investigation (DOI) to initiate their background clearance procedure with respect to myself, all other principals of Applicant, and Applicant. I, all other principals of Applicant, and Applicant agree to give the DOI permission to secure all necessary personal data from all relevant sources, public and private, and I, all other principals of Applicant, and Applicant further agree to cooperate in all phases of the DOI background and clearance procedure. I, all other principals of Applicant, and the Applicant agree to hold the IDA and the City of New York harmless with respect to any claims for injury, damage, loss or expense which may arise should the above mentioned background clearance procedure not be completed satisfactorily.

On behalf of Applicant and its existing and future affiliates, I authorize any private or governmental entity, including but not limited to The New York State Department of Labor ('DOL'), to release to the IDA and/or to the New York City Economic Development Corporation ('EDC'), and/or to the successors and assigns of either (collectively, the 'Information Recipients'), any and all employment information under its control and pertinent to Applicant and its existing and future affiliates and the employees of same. In addition, upon the IDA's request, Applicant shall provide to the IDA any employment information in Applicant's possession or in the possession of any of Applicant's existing and future affiliates, which is pertinent to Applicant and Applicant's existing and future affiliates and the employees of same. Information released or provided to Information Recipients by the DOL, or by any other governmental entity, or by any private entity, or by Applicant itself (collectively, 'Employment Information'), may be disclosed by the Information Recipients in connection with the administration of the programs of the IDA, and/or EDC, and/or the successors and assigns of either, and/or the City of New York, and/or as may be necessary to comply with law; and, without limiting the foregoing, the Employment Information may be included in (x) reports prepared by the Information Recipients pursuant to New York City Local Law 69 of 1993, (y) other reports required of the IDA, and (z) any other reports required by law. If the IDA approves this Application and the IDA Board of Directors approves the financing project which is the subject of this Application, this authorization shall remain in effect through the term of the financial assistance documents which the Applicant and the IDA will enter into at closing. If the IDA does not approve this Application, and/or the IDA Board of Directors does not approve the project which is the subject of this Application, this authorization shall remain in effect through the earlier to occur of the aforesaid decisions not to approve.

I, all other principals of Applicant, and Applicant, understand that the IDA may be requested to disclose the information contained in this Application and the attachments hereto, under applicable disclosure laws, or at the request of investigative law enforcement or other governmental bodies. On behalf of myself, all other principals of Applicant, and Applicant, I authorize the IDA to disclose any such information, under such law or where so requested, and I, all other principals of Applicant and the Applicant release the IDA from any liability to the Applicant, all other principals, and/or myself for such disclosure. I also authorize the IDA at its discretion to transmit this Application, including any financial data or tax returns submitted herewith, to the IDA's financial advisors.

On behalf of Applicant, I acknowledge and agree that the IDA reserves the right to require Applicant to submit at Applicant's sole expense, such other documentation as the IDA may require in addition to the documentation required hereunder, and that all such documentation, whether requested hereunder or hereafter, shall be provided at Applicant's sole cost and expenses, and shall be in form and substance satisfactory to the IDA.

Approval of this Application may only be granted by the IDA's Board of Directors through the Board's adoption of an inducement or authorizing resolution for the project described in this Application. Additionally, it is understood and agreed that the \$2,500 Application fee accompanying this Application is non-refundable, regardless of whether or not this Application is so approved. Applicant acknowledges and accepts that: the \$2,500 Application fee will accrue toward payment of the IDA Closing Fee should closing occur; and if and when the IDA's Board of Directors approves this Application, the Agency may additionally require Applicant to pay at such time an amount equal to 1/10 of a percent of the bond/project amount (as applicable), which payment shall also accrue toward payment of the IDA Closing Fee should closing occur.

Date: May 12, 1999

Certification By:   
Signature of Chief Executive Officer

Richard D. Eisenbeiss  
Printed Name

Attested By: \_\_\_\_\_  
Secretary

\_\_\_\_\_  
Printed Name