

NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY

PROJECT APPLICATION

Are you applying for:  X  the Bond Program   the Straight Lease Program?

By what date do you wish to close the proposed project financing?  August 30, 1996

I. APPLICANT INFORMATION

Applicant's Name:  Atlantic Veal and Lamb, Inc.

Address:  120 Berry Street, Brooklyn, NY 11211

Telephone Number:  (718) 599- 6400

IRS Employer ID Number:  [REDACTED]  S.I.C. Code:  2010

NY State Dept. of Labor Number (if applicable):

Officer of Applicant completing this application (contact person):

Name:  Philip Peerless  Title:  President  Phone #:  (718) 599- 6400

Applicant's operation:  Manufacturing ( ) Service ( ) Wholesale ( ) Other

Brief description of business:  The Company buys dairy calves and processes them into Veal Products and sells to wholesalers. The company also processes lamb for lamb products.

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. ( ) Other (specify)

Applicant's State of Incorporation or Registration:  New York

States in which Applicant is qualified to do business:  All states and Europe

Applicant's Attorney: Name  Joel Berman ESQ  Phone #  [REDACTED] [REDACTED]

Firm and Address  1140 Ave of Americas, 17th Floor, New York 10036

Applicant's Accountant: Name  Thomas Rainery  Phone #  [REDACTED] [REDACTED]

Firm and Address  Rainery & Rainery, 203 North Blakely Street, Dunmore, PA 18512

**II. PROJECT INFORMATION**

1. Brief description of the proposed project:  
The acquisition and renovation of the property known  
as 275 Morgan Ave. Brooklyn, New York

2. Please give best estimates for all costs involved in the proposed project:

Land & Building (acquisition)	\$	██████████	
New Construction	\$	_____	
Renovations/Building improvements	\$	██████████	
Machinery/Equipment	\$	_____	
Fees/Other Soft Costs	\$	171,000	
Other (explain)	\$	179,000	Debt Service Reserve
<b>Total Project Costs</b>	\$	██████████	

3. Please identify proposed sources and amounts of funds to finance the above project costs:

Bonds	\$	██████████	
Loan from other sources	\$	██████████	Please identify sources <u>PM</u> from
Company funds	\$	260,000	Seller
Officer Equity/Loans	\$	-	
Other Sources	\$	-	Please identify sources _____
<b>Total Project Sources</b>	\$	██████████	

4. Provide the following information relating to the proposed project site.

<u>Street</u> <u>Address &amp;</u> <u>Borough</u>	<u>Block</u> <u>Lot &amp;</u> <u>Section</u> <u>Number</u>	<u>Square</u> <u>Footage</u> <u>of Land</u>	<u>Square</u> <u>Footage</u> <u>of</u> <u>Building</u>	<u>Currently</u> <u>Owned</u> <u>or</u> <u>Leased</u>	<u>Number</u> <u>of</u> <u>Floors</u> <u>Including</u> <u>Basement</u>	<u>Zoning</u>
---------------------------------------------------------	---------------------------------------------------------------------	---------------------------------------------------	-----------------------------------------------------------------	----------------------------------------------------------------	------------------------------------------------------------------------------------	---------------

a. 275 Morgan Ave. Brooklyn, NY	2918 26,19		26,000	N/A	1	
b.						
c.						
d.						

5. Give the following information with respect to all present tenant(s) and sub-tenants at the proposed project site.

<u>Name, Contact Person &amp; Tel.</u>	<u>Square Feet &amp; Floors Occupied</u>	<u>Lease Expiration/Renewal</u>
Kern/Rockenfield	6,000	November 30, 2000

## II. PROJECT INFORMATION...

6. Will any entity/person other than Applicant use the project facility? Does Applicant intend to lease out a portion of the project facility, and, if so, will there be tenants other than those listed under Question # 5? Provide all details.

Presently the building has 6,000 sq.ft. of the 26,000 sq ft. leased and this lease will remain with company listed in Question #5

7. 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? Provide all details. With respect to currently leased premises, provide the name and address of the landlord and the expiration date of the lease term.

Company will vacate 120 Berry Street, Brooklyn which is presently leased.

Landlord: Berry Packing Co.

8. If any of the present or proposed tenants in this project are related to, or affiliated with the Applicant, please so indicate and list percentage of occupancy.

N/A

## II. PROJECT INFORMATION...

9. If any of the present or proposed tenants in this project are related to, or affiliated with the seller of the property, please so indicate and list percentage of occupancy.

N/A

10. 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? If so, please provide details.

N/A

11. 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 benefitted 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? If yes, please provide details.

N/A

12. Will a real estate holding company/partnership be formed to own the project premises? Please provide the name and address of same, the kind of entity it is (corporation, partnership, etc.), and its officers/partners/shareholders/percentage ownership, etc.

A real estate company will be formed. It will be a LLC.

### III. DUE DILIGENCE

This section asks for more specific information about Applicant's operations. Please complete the following questions using attached Due Diligence Sheets, when necessary.

1. How many employees does Applicant employ in New York City at the time of the date of this Application?

Full Time 84 Part Time none  
(minimum 35 hours per week) (minimum 20 hours per week)

2. How many employees does Applicant employ outside of New York City but in New York State at the time of the date of this Application?

Full Time None Part Time none  
(minimum 35 hours per week) (minimum 20 hours per week)

3. Does Applicant intend to employ new employees at the proposed project site, and/or will Applicant transfer current employees from premises presently being used? Please provide details. Applicant will transfer its employees and will hire additional employees. App. 16 new employees in the first year.

4. List union affiliation, contact person, phone and fax numbers and contract expiration date on attached Due Diligence Sheet.

None See page 9

5. List bank affiliation, contact person, phone and fax numbers and account number on attached Due Diligence Sheet. See page 9

6. List three largest suppliers, their addresses, contact persons and phone and fax numbers on attached Due Diligence Sheet.

See page 9

7. List three major customers, their addresses, contact persons and phone and fax numbers on attached Due Diligence Sheet.

See page 8

8. List the principals (owners) of Applicant, their home addresses, titles, percentage of ownership, dates of birth and social security numbers on attached Due Diligence Sheet.

See page 8

**III. DUE DILIGENCE...**

9. List name(s), address(es), 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 or ownership interest in any such entity (an "Affiliate"). Please include real estate holding companies if applicable.

Royale Veal Corporation  
833 Washington Street  
New York, New York 10014  
(717) 489- 4781  
(212) 243-3161

100% owned by Philip Peerless and  
Martin Weiner

Philip Peerless  
Martin Weiner

own 50% Of North East Hides  
at 212 Hull Ave.  
Olyphant PA 18447 (717) 489-4781

10. 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 ? If so, provide all details.

N/A

11. 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      (x) NO      If yes, provide all details on attached sheet.

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

( ) YES      (x) NO      If yes, provide all details on attached sheet.

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

( ) YES      (x) NO      If yes, provide all details on attached sheet.

### III. DUE DILIGENCE...

14. In what litigation is Applicant, or any of the individuals and entities listed in response to Questions 9 and 10, currently involved, either as plaintiffs or as named defendants? Provide all details on attached sheet. N/A

15. Does Applicant have any contingent liabilities? (*e.g.*, pending claims; federal, state or local tax liabilities; judgment liens; other liens, etc.) N/A

YES       NO      if yes, provide all details on attached sheet.

16. Has Applicant filed all required tax returns with appropriate governmental jurisdictions entities?

YES       NO

**DUE DILIGENCE SHEET...**

**3. Suppliers**

Wisconsin Livestock  
Name Brokers  
Address 4520 Pittco Rd.  
Greenbay, Wisc 54313  
Phone Number (414) 865-7404  
Fax No. (414) 865-4001  
Contact Person Arden or Carol  
Christan

Name Montpak Ltee.  
Address 4293 Hogan  
Montreal Quebec.  
H2H2N2  
Phone Number (514) 527-8641  
Fax No. (514) 521-4684  
Contact Person Harvey

Name Natures Best Meats  
Address Rd 1, Box 57  
Pleasant Mount, PA  
18453  
Phone Number (607) 797-1665  
Fax No. (607) 797-2809  
Contact Person Steve DeGenero

Name W and G Livestock  
Address Box 63  
Dayton, PA. 16222  
Phone Number (814) 257-8432  
Fax No. (814) 257-9881  
Contact Person Bill Wolfgang

**4. Unions** N/A

Name -  
Address -  
-  
-  
Contact Person -  
Phone Number -  
Fax No. -  
Contract Expiration -

Name -  
Address -  
-  
-  
Contact Person -  
Phone Number -  
Fax No. -  
Contract Expiration -

**5. Banks**

Bank Name Chemical Bank  
Contact Person Kert Jenson  
Phone Number (718) 403-6539  
Fax No.   
Type of Account Checking, Business  
Account Number [REDACTED]  
Address 975 Bedford Ave.  
Brooklyn, NY 11205

Bank Name   
Contact Person   
Phone Number   
Fax No.   
Type of Account   
Account Number   
Address



# DUE DILIGENCE SHEET

## 1. Principals

Name Philip Peerless  
Address [REDACTED]  
[REDACTED]

Social Security # [REDACTED]  
Date of Birth 9-13-52  
Title President

Name Martin Weiner  
Address [REDACTED]  
[REDACTED]

Social Security # [REDACTED]  
Date of Birth 5-4-32  
Title Vice President

Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_

Social Security # \_\_\_\_\_  
Date of Birth \_\_\_\_\_  
Title \_\_\_\_\_

Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_

Social Security # \_\_\_\_\_  
Date of Birth \_\_\_\_\_  
Title \_\_\_\_\_

## 2. Major Customers

Name Hull Smith Sysco Corp.  
Address 380 Worcester Ave.  
Norton Mass. 02766

Phone Number 800- 887-1166  
Fax No. (508) 285-5067  
Contact Person Joe McGowan  
% of Total Sales 3%

Name Pent House Meat Co.  
Address P.O. 567  
Scranton, PA 18501

Phone Number (717) 563-1153  
Fax No. (717) 563-2665  
Contact Person Lenny Scheck  
% of Total Sales 5%

Name Ricci Packing Inc.  
Address 172 Berkshire St.  
Providence, Ri 02908

Phone Number (401) 331-2337  
Fax No. (401) 331-6811  
Contact Person Joe Ricci  
% of Total Sales 3%

Name Boston Sausage Co.  
Address 7 Wells Ave.  
Newton Centre, Mass  
02159

Phone Number (617) 969-5600  
Fax No. (617) 964-8350  
Contact Person Steve Freedman  
% of Total Sales 2%

#### IV. CONFIDENTIALITY

All information contained in this Application will be treated confidentially to the extent permitted by law (see "Certification" section V of this Application). Since 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), Applicant must, in a letter addressed to the New York City Industrial Development Agency and accompanying this Application, indicate which information provided in this Application it believes to fall into such category and an explanation as to why.

#### V. CERTIFICATION

I, the undersigned, request on behalf of Atlantic Veal and Lamb, 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; and 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 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 New York City Industrial Development Agency 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 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 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.

## V. CERTIFICATION...

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 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 IDA's request, Applicant shall provide to 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 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 IDA, and (z) any other reports required by law. If 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 financing lease which the Applicant and IDA will enter into at closing. If IDA does not approve this Application, and/or the IDA Board of Directors does not approve the financing 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.

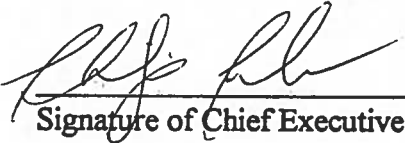
I, all other principals of Applicant, and Applicant, understand that IDA may be requested to disclose the information contained in this Application and the attachments hereto, under applicable disclosure laws, or at the request of investigative law enforcement or other governmental bodies. On behalf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

On behalf of Applicant, I acknowledge and agree that IDA reserves the right to require Applicant to submit at Applicant's sole expense, such other documentation as 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 IDA.

V. CERTIFICATION...

Approval of this Application may only be granted by 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 10 basis points of the bond/project amount (as applicable), which payment shall also accrue toward payment of the IDA Closing Fee should closing occur.

Date: July 2, 1996

Certification By:   
Signature of Chief Executive Officer

Philip Peerless  
Printed Name

Attested By:   
Chief Financial Officer/Secretary

Martin Weiner  
Printed Name