

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. Any alteration of the wording or questions on the following application by the Applicant will render the application void.

Are you applying for the: Bond Program
Small Industry Incentive Program ("SIIP")
Industrial Incentive Program ("IIP")

(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? n/a

I. Applicant Information

Applicant's Name: Charmer Industries, Inc.

Address: 19-50 48th Street, Astoria , New York 11105

Phone/Fax Numbers: (718) 726-2500 / I(718) 726-4428

IRS Employer ID Number: [REDACTED]

S.I.C. Code: 5182

NY State Dept. of Labor Number (if applicable) [REDACTED]

Officer of Applicant completing this application (contact person):

Name: Stephen E. Meresman

Title: Chief Financial Officer

Phone #: [REDACTED]

Fax #: (718) 726-4428

Applicant's operation: Manufacturing Service Wholesale Other

Brief description of business: Wholesale wine and spirits distributor.

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: New York

States in which Applicant is qualified to do business: New York

Applicant's Attorney: Name: Andy Crisses

Phone #: [REDACTED]

Fax #: (646) 562-0669

Firm and Address: Dickstein Shapiro Morin & Oshinsky
1177 Avenue of the Americas
New York, NY 10036

Applicant's Accountant: Name: William Kolbert

Phone #: ([REDACTED])

Fax #: (516) 739-7388

Firm and Address: Ernest D. Loewenwarter & Co. LLP
200 Old Country Road – Suite 274
Mineola, NY 11501

II. PROJECT INFORMATION

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

Complete roof replacement for warehouse buildings.

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

Uses of Funds		Sources of Funds	
Land & Building (Acquisition)		Bonds	
New Construction		Loans (Please identify Sources)	
Renovations/Building Improvements	[REDACTED]	Company Funds	[REDACTED]
Machinery/Equipment		Officer Equity/Loans	
Fees/Other Soft Costs		Other Sources (Please identify)	
Other (explain)			
Total Project Costs		Total Project Sources	

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

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
19-50 48 th Street Queens	Block 765 Lot 1	165,030	145,000	Owned	2	M1-A1
48-11 20 th Avenue Queens	Block 764 Lot 1	145,006	138,000	Owned ¹	2	M1-A1

¹ See Vendex pg. 6B

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

Name Contact & Phone	Affiliation with Applicant	Square Feet & Floors (Percent of Occupancy)	Lease Expiration	Tenant Business

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. (see Vendex for complete listing)

Property Location	Borough/Town	Own/Lease	Landlord	Lease Expiration	Planned Disposition
19-50 48 th Street 765-LOT 1	Queens	Own			
48-11 20 th Avenue 764 LOT 1	Queens	Own ²			

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. (see Vendex)

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

² See Vendex pg. 6B

III. DUE DILIGENCE

1. 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 (an "Affiliate"). Please include real estate holding companies if applicable. (see Attachment A)

Entity Name	Address	Phone /Fax Number	Percent Interest

2. Has the 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. (see Attachment B)

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 with 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 the 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 the 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 the 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.

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

8. Does the 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 the Applicant filed all required 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 Principals (please attach a brief résumé) (see Vendex for complete list)

Name	Title	Address	Social Security Number	Date of Birth
Charles Merinoff	Chairman	317 Massachusetts Ave. Haworth, NJ 07641	[REDACTED]	5/11/57
Steven M. Drucker	President	8 Emerson Road Brookville, NY 11545	[REDACTED]	6/24/53
Herman Merinoff	Director	10 Westcliff Drive Lake Success, NY 11020	[REDACTED]	10/28/28
Stephen E. Meresman	CFO	381 West Neck Road Lloyd Harbor, NY 11743	[REDACTED]	12/10/44

11. Major Customers

Company Name	Address	Phone/Fax	Contact Person	Percent of Sales
K&D	1366 Madison Ave. New York, NY	[REDACTED]	Richard Klein	
Warehouse W&S	735 Broadway New York, NY	[REDACTED]	Steve Goldstein	
Zachy's	16 E Parkway Scarsdale, NY	[REDACTED]	Jeff Zacharia	
Greenvale W&S D/b/a Bottle Buys	350 Glen Head Rd. Glen Head, NY	[REDACTED]	Steve Herman	

12. Major Suppliers

Company Name	Address	Phone/Fax	Contact Person
Brown Foreman	1200 Abernathy Road Atlanta, GA		John Wittig
Bacardi USA	East 80 Rte 4 Paramus, NJ		Brian Gates
Allied Domecq	355 Riverside Ave. Westport, CT		Keith Bellinger
Sidney Frank Importers	20 Cedar Street New Rochelle, NY		Lee Einsidler

13. Unions

Union	Address	Phone/Fax	Contact Person	Contract Expiration
Local 1D	8402 18 th Avenue Brooklyn, NY 11214		Sal Cognaetta	10/03/05
Local 2	8402 18 th Avenue Brooklyn, NY 11214		Vincent Frye	10/03/05
Local 917	24 North Tyson Ave. Floral Park, NY 11001		John Vacca	10/03/05

14. Banks

Bank Name	Contact Person	Phone/Fax	Type of Account
Fleet Bank	Phil Davi		Checking
JP Morgan Chase	Sanford Wold		Checking

IV. CERTIFICATION

I, the undersigned, request on behalf of Charmer Industries, Inc. ("Applicant") that this Application, including financial data and any tax returns 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 (as amended from time to time, together with any additional materials submitted to the IDA, the "Submitted Materials"), are, to the best of my knowledge and belief, accurate, true, correct and complete. I understand that any intentional misstatements or misleading information contained in the Submitted Materials, or the omission of relevant information therefrom or the failure to deliver information in supplement thereto as required hereunder, could, at the option of the IDA, 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 due diligence, 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.

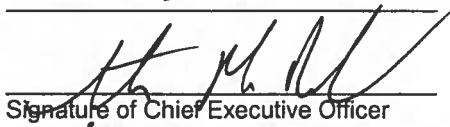

On behalf of myself, all other principals of Applicant, and Applicant, I hereby authorize the IDA and the New York City Department of Investigation (DOI) to initiate their background clearance procedure with respect to myself, all other principals of Applicant, and Applicant. I, all other principals 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 clearance procedure. I, all other principals of Applicant, and the Applicant agree to hold the IDA and the New York City Economic Development Corporation ("EDC"), their respective successors and assigns and the City of New York (collectively, "Information Recipient") 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 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 Information Recipient, 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 the Submitted Materials 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 the Submitted Materials, including any financial data or tax returns submitted herewith, to the IDA's financial advisors and attorneys.

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. IN ADDITION, ON BEHALF OF APPLICANT, I ACKNOWLEDGE AND AGREE THAT IF, AT ANY TIME FOLLOWING THE DATE HEREOF, I, ANY OTHER PRINCIPAL OF APPLICANT OR APPLICANT BECOMES AWARE THAT THE INFORMATION CONTAINED IN THE SUBMITTED MATERIALS WAS NOT OR IS NOT ACCURATE, TRUE, CORRECT AND COMPLETE IN ANY MATERIAL RESPECT, OR THAT SUCH SUBMITTED MATERIALS CONTAINED OR CONTAIN ANY INTENTIONAL MISSTATEMENT OR MISLEADING INFORMATION, OR OMITTED OR OMIT ANY RELEVANT INFORMATION, THEN SUCH SUBMITTED MATERIALS SHALL, AT APPLICANT'S SOLE COST AND EXPENSE, BE AMENDED BY APPLICANT TO CORRECT SUCH DEFICIENCY IN A TIMELY FASHION (AND, IN ANY EVENT, WITHIN A REASONABLE PERIOD OF TIME PRIOR TO THE NEXT DATE ON WHICH SUCH SUBMITTED MATERIALS ARE SCHEDULED TO BE REVIEWED BY THE BOARD OF DIRECTORS OF THE IDA), AND SUCH AMENDMENT SHALL BE ACCOMPANIED BY A CERTIFICATION FROM ME OR ANOTHER PRINCIPAL OF APPLICANT, ON BEHALF OF APPLICANT, STATING THAT, UPON SUBMISSION OF SUCH AMENDMENT, TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE INDIVIDUAL ATTESTING THERETO, THE SUBMITTED MATERIALS SHALL BE ACCURATE, TRUE CORRECT AND COMPLETE, SHALL NOT CONTAIN ANY INTENTIONAL MISSTATEMENT OR MISLEADING INFORMATION, AND SHALL NOT OMIT ANY RELEVANT INFORMATION

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 be non-refundable and shall so accrue toward payment of the IDA Closing Fee should closing occur.

Date:	<u>June 14, 2004</u>	
Certification By:	 Signature of Chief Executive Officer	<u>Steven M. Drucker</u> Printed Name
Attested By:	 Chief Financial Officer/Secretary	<u>STEPHEN E. MERESMAN</u> Printed Name