

Upton Connell & Devlin, LLP

112 Water Street, Suite 201
Boston, Massachusetts 02109

617-227-3277

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episano@ucdlaw.com

8/12/22
860-712-2799

July 27, 2022

FedEx

Donna Donovan
Select Board/Town Administrator's Office
Natick Town Hall
13 East Central St.
Natick, MA 01760

**Re: P.F. Chang's China Bistro, Inc., 1245 Worcester Street, Natick, MA
Application for a Change of Officers**

Dear Ms. Donovan:

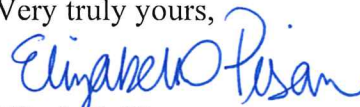
Please find enclosed the following documents in regard to the above-referenced Application:

1. DOR and DUA Certificates of Good Standing;
2. ABCC Monetary Transmittal Form and Receipt of ABCC Payment;
3. ABCC Application and Exhibits;
4. CORI Forms; and
3. Corporate Vote.

Also enclosed, please find a check made payable to the Town of Natick in the amount of \$200. We kindly request the Applicant be scheduled to be heard on the next available agenda date. If you need any additional information or documents, please do not hesitate to contact me.

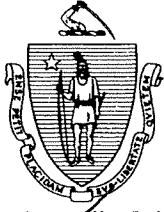
Thank you for your attention to this matter.

Very truly yours,



Elizabeth Pisano

Enclosures



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

APPLICATION FOR MULTIPLE AMENDMENTS

Please select all of the amendments you are applying for(continued):

☒ **CHANGE OF OFFICERS/DIRECTORS/LLC MANAGERS**

\$200 fee via ABCC website and Payment Receipt

Monetary Transmittal Form

DOR Certificate of Good Standing

DUA Certificate of Compliance

Change of Officers/Directors Application

Vote of the Entity Board

CORI Authorization Complete one for the proposed manager of record. This form **must** be *notarized with a stamp or raised seal*.

Business Structure Documents

If Sole Proprietor, Business Certificate

If partnership, Partnership Agreement

If corporation or LLC, Articles of Organization from the Secretary of the Commonwealth

☐ **CHANGE OF OWNERSHIP INTEREST** (e.g. LLC Members, LLP Partners, Trustees etc.)

\$200 fee via ABCC website and Payment Receipt

Monetary Transmittal Form

DOR Certificate of Good Standing

DUA Certificate of Compliance

Change of Officers/Directors Application

Financial Statement

Vote of the Entity Board

CORI Authorization Complete one for the proposed manager of record. This form **must** be *notarized with a stamp or raised seal*.

Business Structure Documents

If Sole Proprietor, Business Certificate

If partnership, Partnership Agreement

If corporation or LLC, Articles of Organization from the Secretary of the Commonwealth

Purchase and Sale Agreement

Supporting Financial Records

Advertisement*

☐ **CHANGE OF STOCK INTEREST** (e.g. New Stockholders or Transfer or Issuance of Stock)

\$200 fee via ABCC website and Payment Receipt

Monetary Transmittal Form

DOR Certificate of Good Standing

DUA Certificate of Compliance

Change of Officers/Directors Application

Financial Statement

Vote of the Entity Board

CORI Authorization Complete one for the proposed manager of record. This form **must** be *notarized with a stamp or raised seal*.

Business Structure Documents

If Sole Proprietor, Business Certificate

If partnership, Partnership Agreement

If corporation or LLC, Articles of Organization from the Secretary of the Commonwealth

Purchase and Sale Agreement

Supporting Financial Records

Advertisement*

*If abutter notification and advertisement are required for transaction, please see the local licensing authority.

Payment Confirmation

YOUR PAYMENT HAS PROCESSED AND THIS IS YOUR RECEIPT

Your account has been billed for the following transaction. You will receive a receipt via email and via text message.



Transaction Processed Successfully.

INVOICE #: 606ed528-e35f-44fc-94a4-321b00595ff7

| Description | Applicant, License or Registration Number | Amount |
|--------------------|---|-----------------|
| FILING FEES-RETAIL | P.F. Chang's China Bistro Inc. | \$200.00 |
| | | \$200.00 |

Total Convenience Fee: \$4.70

Date Paid: 7/27/2022 10:46:30 AM EDT

Total Amount Paid: \$204.70

Payment On Behalf Of

License Number or Business Name:

P.F. Chang's China Bistro Inc.

Fee Type:

FILING FEES-RETAIL

Billing Information

First Name:

John

Last Name:

Connell

Address:

112 water street

City:

boston

State:

MA

Zip Code:

02109

Email Address:

episano@ucdlaw.com



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

**APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL
LICENSING AUTHORITY.**

ECRT CODE: RETA

Please make \$200.00 payment here: [ABCC PAYMENT WEBSITE](#)

PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL AND INCLUDE THE
PAYMENT RECEIPT

ABCC LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

00047-RS-0768

ENTITY/ LICENSEE NAME P.F. Chang's China Bistro, Inc.

ADDRESS 1245 Worcester St., Ste #4008

CITY/TOWN Natick

STATE MA

ZIP CODE 01760

For the following transactions (Check all that apply):

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> New License | <input type="checkbox"/> Change of Location | <input type="checkbox"/> Change of Class (i.e. Annual / Seasonal) | <input type="checkbox"/> Change Corporate Structure (i.e. Corp / LLC) |
| <input type="checkbox"/> Transfer of License | <input type="checkbox"/> Alteration of Licensed Premises | <input type="checkbox"/> Change of License Type (i.e. club / restaurant) | <input type="checkbox"/> Pledge of Collateral (i.e. License/Stock) |
| <input type="checkbox"/> Change of Manager | <input type="checkbox"/> Change Corporate Name | <input type="checkbox"/> Change of Category (i.e. All Alcohol/Wine, Malt) | <input type="checkbox"/> Management/Operating Agreement |
| <input checked="" type="checkbox"/> Change of Officers/ Directors/LLC Managers | <input type="checkbox"/> Change of Ownership Interest (LLC Members/ LLP Partners, Trustees) | <input type="checkbox"/> Issuance/Transfer of Stock/New Stockholder | <input type="checkbox"/> Change of Hours |
| | | <input type="checkbox"/> Other <input type="text"/> | <input type="checkbox"/> Change of DBA |

**THE LOCAL LICENSING AUTHORITY MUST MAIL THIS
TRANSMITTAL FORM ALONG WITH
COMPLETED APPLICATION, AND SUPPORTING DOCUMENTS TO:**

Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150-2358

DOR COGS
and
DUA COC



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



396690959

Rosalin Acosta
SECRETARY

Connie C. Carter
DIRECTOR

P.F. CHANGS CHINA BISTRO INC
8377 E Hartford Dr #200
Scottsdale, AZ 85255-3404

EAN: 83041530
July 05, 2022

Certificate Id:60376

The Department of Unemployment Assistance certifies that as of 7/5/2022 ,P.F. CHANGS CHINA BISTRO INC is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Connie C. Carter, Director

Department of Unemployment Assistance



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1389116864
Notice Date: July 11, 2022
Case ID: 0-001-619-803



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



P F CHANGS CHINA BISTRO INC
8 PARK PLZ SPC D-6
BOSTON MA 02116-3952

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, P F CHANGS CHINA BISTRO INC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau

APPLICATION AND FORMS



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
www.mass.gov/abcc

APPLICATION FOR AMENDMENT

-Change of Officers, Stock or Ownership Interest

☒ **Change of Officers/ Directors/LLC Managers** ☐ **Change of Stock Interest**

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Officer/Directors Application
- CORI Authorization
- Vote of the Entity
- Payment Receipt
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

(e.g. New Stockholders or Transfer or Issuance of Stock)

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- CORI Authorization
- Financial Statement
- Vote of the Entity
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement
- Payment Receipt
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

☐ **Change of Ownership Interest**

(e.g. LLC Members, LLP Partners, Trustees etc.)

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- CORI Authorization
- Financial Statement
- Vote of the Entity
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement
- Payment Receipt
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Non-Profit Club Change of Officers/ Directors

- ☐
- DOR Certificate of Good Standing
 - DUA Certificate of Compliance
 - Change of Officer/Directors Application
 - Vote of the club signed by an approved officer
 - Payment Receipt
 - Business Structure Documents - **Articles of Organization** from the Secretary of the Commonwealth

Management Agreement

- ☐
- DOR Certificate of Good Standing
 - DUA Certificate of Compliance
 - Management Agreement
 - Vote of Entity
 - Payment Receipt

**If abutter notification and advertisement are required for transaction, please see the local licensing authority.*

1. BUSINESS ENTITY INFORMATION

| Entity Name | Municipality | ABCC License Number |
|---------------------------------|--------------|---------------------|
| P.F. Chang's China Bistro, Inc. | Natick | 00047-RS-0768 |

Please provide a narrative overview of the transaction(s) being applied for. Attach additional pages, if necessary.

The Licensee is seeking to remove and replace John Antioco with Damola Adamolekun as CEO of PF Chang's China Bistro, Inc., and the upper-tier entities, Wok Holdings, Inc., PFC Intermediate Corp., and PFC Parent Corp. In addition, the Licensee is seeking to add Jessica Kuczaj as treasurer of PF Chang's China Bistro, Inc. All upper-tier entities and ownership interests will remain the same.

APPLICATION CONTACT

The application contact is the person who should be contacted with any questions regarding this application.

| Name | Title | Email | Phone |
|--------------|----------|-------------------|--------------|
| Andrew Upton | Attorney | aupton@ucdlaw.com | 617-227-3277 |

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

2. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.). Attach additional page(s) provided, if necessary, utilizing Addendum A.

- The individuals and titles listed in this section must be identical to those filed with the Massachusetts Secretary of State.
- The individuals identified in this section, as well as the proposed Manager of Record, must complete a CORI Release Form.
- Please note the following statutory requirements for Directors and LLC Managers:
On Premises (E.g. Restaurant/ Club/Hotel) Directors or LLC Managers - At least 50% must be US citizens;
Off Premises (Liquor Store) Directors or LLC Managers - All must be US citizens and a majority must be Massachusetts residents.
- If you are a Multi-Tiered Organization, please attach a flow chart identifying each corporate interest and the individual owners of each entity as well as the Articles of Organization for each corporate entity. Every individual must be identified in Addendum A.

| Name of Principal | Residential Address | SSN | DOB |
|------------------------------------|--|---|---|
| Damola Adamolekun | 24910 N. 124th Way, Scottsdale, AZ 85255 | [REDACTED] | 02/20/1989 |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen |
| CEO | 0% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No |
| MA Resident | | | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Arthur Kilmer | 5410 Golden Sunset Court, Frisco, TX 75036 | [REDACTED] | 05/09/1965 |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen |
| President, COO, Director | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No |
| MA Resident | | | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Lisa V. Gressell | 1001 E Fanfol Drive, Phoenix, AZ 85028 | [REDACTED] | 01/29/1960 |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen |
| Secretary, CCO, Director | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No |
| MA Resident | | | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Jessica Kuczaj | 17784 N. 97th Way, Scottsdale, AZ 85255 | [REDACTED] | 12/12/1975 |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen |
| CAO, Treasurer | 0% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No |
| MA Resident | | | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Wok Holdings, Inc. | 8377 E. Hartford Dr., Ste. 200, Scottsdale, AZ 85255 | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen |
| LLC Member | 100% | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |
| MA Resident | | | <input type="radio"/> Yes <input type="radio"/> No |
| See Ex. A - structure chart | | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen |
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |
| MA Resident | | | <input type="radio"/> Yes <input type="radio"/> No |

Additional pages attached?

☒ Yes ☐ No

CRIMINAL HISTORY

Has any individual listed in question 2, and applicable attachments, ever been convicted of a State, Federal or Military Crime? If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

MANAGEMENT AGREEMENT

Are you requesting approval to utilize a management company through a management agreement?
Please provide a copy of the management agreement.

☐ Yes ☒ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

Wok Holdings, Inc.

100%

| | | | |
|---------------------|--|------------|------------|
| Name of Principal | Residential Address | SSN | DOB |
| Lisa Gressel | 1001 E Fanfol Drive, Phoenix, AZ 85028 | [REDACTED] | 01/29/1960 |

| | | | | |
|--------------------------|-------------------------|---|---|---|
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Director, Secretary, CCO | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |

| | | | |
|----------------------|--|------------|------------|
| Name of Principal | Residential Address | SSN | DOB |
| Arthur Kilmer | 5410 Golden Sunset Court, Frisco, TX 75036 | [REDACTED] | 05/09/1965 |

| | | | | |
|-----------------------|-------------------------|---|---|---|
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Director | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |

| | | | |
|--------------------------|--|------------|------------|
| Name of Principal | Residential Address | SSN | DOB |
| Damola Adamolekun | 24910 N. 124th Way, Scottsdale, AZ 85255 | [REDACTED] | 02/20/1989 |

| | | | | |
|-----------------------|-------------------------|---|---|---|
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| CEO | 0% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |

| | | | |
|-----------------------|---|------------|------------|
| Name of Principal | Residential Address | SSN | DOB |
| Jessica Kuczaj | 17784 N. 97th Way, Scottsdale, AZ 85255 | [REDACTED] | 12/12/1975 |

| | | | | |
|-----------------------|-------------------------|---|---|---|
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Treasurer, CAO | 0% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |

| | | | |
|-------------------------------|---|-----|-----|
| Name of Principal | Residential Address | SSN | DOB |
| PFC Intermediate Corp. | 850 New Burton Road, Suite 201, Dover, DE 19904 | | |

| | | | | |
|-----------------------|-------------------------|--|--|--|
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| LLC Member | 100% | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| | | | |
|-------------------|---------------------|-----|-----|
| Name of Principal | Residential Address | SSN | DOB |
| | | | |

| | | | | |
|-----------------------|-------------------------|--|--|--|
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| | | | |
|-------------------|---------------------|-----|-----|
| Name of Principal | Residential Address | SSN | DOB |
| | | | |

| | | | | |
|-----------------------|-------------------------|--|--|--|
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

| Entity Name | Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed) | | | |
|--------------------------|---|---|---|---|
| PFC Intermediate Corp. | 0% | | | |
| Name of Principal | Residential Address | SSN | DOB | |
| Lisa Gressel | 1001 E Fanfol Drive, Phoenix, AZ 85028 | | 01/29/1960 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Director, Secretary, CCO | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| Arthur Kilmer | 5410 Golden Sunset Court, Frisco, TX 75036 | | 05/09/1965 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Director | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| Damola Adamolekun | 24910 N. 124th Way, Scottsdale, AZ 85255 | | 02/20/1989 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| CEO | 0% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| PFC Parent Corp. | 850 New Burton Road, Suite 201, Dover, DE | | 1 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Owner | 100% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| | | | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| | | | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| | | | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

| Entity Name | Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed) | | | |
|-----------------------|---|---|---|---|
| PFC Parent Corp. | 0% | | | |
| Name of Principal | Residential Address | SSN | DOB | |
| | | | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| | | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| Arthur Kilmer | 5410 Golden Sunset Court, Frisco, TX 75036 | | 05/09/1965 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| COO | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| Damola Adamolekun | 24910 N. 124th Way, Scottsdale, AZ 85255 | | 02/20/1989 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| CEO, Director | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| Rohit Manacocho | 1214 Fifth Ave, 41 B, New York, New York, 10029 | | 05/13/1959 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Director | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| Michael Waldorf | 2 River Terrace, #28D, New York, New York 10282 | | 05/25/1970 | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Director | 0% | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| PFC Associates LLC | 850 New Burton Road, Suite 201, Dover, DE | | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| Owner | 100% | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |
| Name of Principal | Residential Address | SSN | DOB | |
| | | | | |
| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

PFC Associates LLC

0%

Name of Principal

Residential Address

SSN

DOB

John Paulson

9 East 86th St., New York, New York, 10028

[REDACTED]

12/14/1955

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Director

0%

☒ Yes ☐ No

☒ Yes ☐ No

☐ Yes ☒ No

Name of Principal

Residential Address

SSN

DOB

Arthur Kilmer

5410 Golden Sunset Court, Frisco, TX 75036

[REDACTED]

05/09/1965

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

COO

0%

☒ Yes ☐ No

☒ Yes ☐ No

☐ Yes ☒ No

Name of Principal

Residential Address

SSN

DOB

Damola Adamolekun

24910 N. 124th Way, Scottsdale, AZ 85255

[REDACTED]

02/20/1989

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Treasurer, Director

0%

☒ Yes ☐ No

☒ Yes ☐ No

☐ Yes ☒ No

Name of Principal

Residential Address

SSN

DOB

Rohit Manacocho

1214 Fifth Ave, 41 B, New York, New York, 10029

[REDACTED]

05/13/1959

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

President

0%

☒ Yes ☐ No

☒ Yes ☐ No

☐ Yes ☒ No

Name of Principal

Residential Address

SSN

DOB

Michael Waldorf

2 River Terrace, #28D, New York, New York 10282

[REDACTED]

05/25/1970

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Secretary, Vice President, Director

0%

☒ Yes ☐ No

☒ Yes ☐ No

☐ Yes ☒ No

Name of Principal

Residential Address

SSN

DOB

Albert Kotite

exempted from past disclosure

[REDACTED]

[REDACTED]

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Director

0%

☒ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

TriArtisan PFC Partners L

850 New Burton Road, Suite 201, Dover, DE

[REDACTED]

[REDACTED]

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

LLC Member

12.3%

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

PFC Associates LLC (cont.)

0%

Name of Principal

Residential Address

SSN

DOB

Paulson PFC LLC

1209 Orange Street, Wilmington, DE

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

LLC Member

82.7%

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Direct Investments LLC

850 New Burton Rd., Suite 201, Dover, DE

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

LLC Member

5%

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name

Percentage of Ownership in Entity being Licensed
(Write "NA" if this is the entity being licensed)

TriArtisan PFC Partners LLC

0%

Name of Principal

Residential Address

SSN

DOB

TriArtisan PFC MM LLC

850 New Burton Rd., Suite 201, Dover, DE

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

LLC Member

100%

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager

US Citizen

MA Resident

☐ Yes ☐ No

☐ Yes ☐ No

☐ Yes ☐ No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

| Entity Name | Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed) |
|-----------------|---|
| Paulson PFC LLC | 0% |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---|------------|------------|
| John Paulson | 9 East 86th Street, New York, New York, 10028 | [REDACTED] | 12/14/1955 |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|---|---|---|
| Member | 100% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

| Entity Name | Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed) |
|------------------------|---|
| Direct Investments LLC | 0% |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---|------------|------------|
| John Paulson | 9 East 86th Street, New York, New York, 10028 | [REDACTED] | 12/14/1955 |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|---|---|---|
| Member | 100% | <input type="radio"/> Yes <input checked="" type="radio"/> No | <input checked="" type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input checked="" type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

| Name of Principal | Residential Address | SSN | DOB |
|-------------------|---------------------|-----|-----|
| | | | |

| Title and or Position | Percentage of Ownership | Director/ LLC Manager | US Citizen | MA Resident |
|-----------------------|-------------------------|--|--|--|
| | | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Yes <input type="radio"/> No |

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☐ No

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

3. CURRENT OFFICERS, STOCK OR OWNERSHIP INTEREST

List the individuals and entities of the current ownership. Attach additional pages if necessary utilizing the format below.

| Name of Principal | Title/Position | Percentage of Ownership |
|--------------------|---|-------------------------|
| Lisa Gressel | Secretary, CCO, Director | 0% |
| Name of Principal | Title/Position | Percentage of Ownership |
| Arthur Kilmer | President, COO, Director | 0% |
| Name of Principal | Title/Position | Percentage of Ownership |
| John F. Antioco | CEO | 0% |
| Name of Principal | Title/Position | Percentage of Ownership |
| Wok Holdings, Inc. | LLC Member / Parent Company of Licensee | 100% |
| Name of Principal | Title/Position | Percentage of Ownership |
| | | |
| Name of Principal | Title/Position | Percentage of Ownership |
| | | |

4. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Does any individual or entity identified in question 2, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes ☒ No ☐ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

| Name | License Type | License Name | Municipality |
|---|--------------|---------------------------------|--------------|
| Individuals / entities disclosed herein | Section 12 | P.F. Chang's China Bistro, Inc. | Boston |
| Individuals / entities disclosed herein | Section 12 | P.F. Chang's China Bistro, Inc. | Dedham |
| | | | |

5. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified identified in question 2, and applicable attachments, ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held? Yes ☒ No ☐ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

| Name | License Type | License Name | Municipality |
|---|--------------|---------------------------------|--------------|
| Individuals / entities disclosed herein | Section 12 | P.F. Chang's China Bistro, Inc. | Cambridge |
| Individuals / entities disclosed herein | Section 12 | P.F. Chang's China Bistro, Inc. | Peabody |
| | | | |

6. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question 4 or 5 ever been suspended, revoked or cancelled?

Yes ☒ No ☐ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

| Date of Action | Name of License | City | Reason for suspension, revocation or cancellation |
|----------------|-------------------------------|------|---|
| | Please see attached Exhibit B | | |
| | | | |
| | | | |

7. FINANCIAL DISCLOSURE

Associated Cost(s): (E.g. Costs associated with License Transaction including but not limited to: Property price, Business Assets, Renovations costs, Construction costs, Initial Start-up costs, Inventory costs, or specify other costs):"

Associated Cost(s):

n/a

SOURCE OF CASH CONTRIBUTION

Please provide documentation of available funds. (E.g. Bank or other Financial institution Statements, Bank Letter, etc.)

| Name of Contributor | Amount of Contribution |
|---------------------|------------------------|
| | |
| | |
| | |
| | |
| | |
| Total: | |

SOURCE OF FINANCING

Please provide signed financing documentation.

| Name of Lender | Amount | Type of Financing | Is the lender a licensee pursuant to M.G.L. Ch. 138. |
|----------------|--------|-------------------|--|
| | | | <input type="radio"/> Yes <input type="radio"/> No |
| | | | <input type="radio"/> Yes <input type="radio"/> No |
| | | | <input type="radio"/> Yes <input type="radio"/> No |
| | | | <input type="radio"/> Yes <input type="radio"/> No |

FINANCIAL INFORMATION

Provide a detailed explanation of the form(s) and source(s) of funding for the cost identified above.

N/A

APPLICANT'S STATEMENT

I, JOSEPH BERKELEY the: ☐ sole proprietor; ☐ partner; ☒ corporate principal; ☐ LLC/LLP manager
Authorized Signatory

of P.F. Chang's China Bistro, Inc.
Name of the Entity/Corporation

hereby submit this application (hereinafter the "Application"), to the local licensing authority (the "LLA") and the Alcoholic Beverages Control Commission (the "ABCC" and together with the LLA collectively the "Licensing Authorities") for approval.

I do hereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the Application, and as such affirm that all statements and representations therein are true to the best of my knowledge and belief. I further submit the following to be true and accurate:

- (1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision;
- (2) I state that the location and description of the proposed licensed premises are in compliance with state and local laws and regulations;
- (3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application;
- (4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the ownership as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted;
- (5) I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license;
- (6) I understand that all statements and representations made become conditions of the license;
- (7) I understand that any physical alterations to or changes to the size of the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities;
- (8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and
- (9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted.
- (10) I confirm that the applicant corporation and each individual listed in the ownership section of the application is in good standing with the Massachusetts Department of Revenue and has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting of child support.

Signature:

[Signature]

Date:

6/28/22

Title:

Authorized Signatory



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

| | | | | |
|--|--|--|------------|--|
| ABCC NUMBER: <small>(IF EXISTING LICENSE)</small> | | LICENSEE NAME: P.F. Chang's China Bistro, Inc. | CITY/TOWN: | |
|--|--|--|------------|--|

APPLICANT INFORMATION

| | | | |
|--|--------------------------------|-------------------------------------|------------------|
| LAST NAME: Adamolekun | FIRST NAME: Damola | MIDDLE NAME: | |
| MAIDEN NAME OR ALIAS (IF APPLICABLE): | | PLACE OF BIRTH: Nigeria | |
| DATE OF BIRTH: 02/20/1989 | SSN: [REDACTED] | ID THEFT INDEX PIN (IF APPLICABLE): | |
| MOTHER'S MAIDEN NAME: Wura Akinleye | DRIVER'S LICENSE #: [REDACTED] | STATE LIC. ISSUED: AZ | |
| GENDER: MALE | HEIGHT: 6 0 | WEIGHT: 185 | EYE COLOR: Brown |
| CURRENT ADDRESS: 24910 N. 124th Way | | | |
| CITY/TOWN: Scottsdale | STATE: AZ | ZIP: 85255 | |
| FORMER ADDRESS: 15446 N Greenway Hayden Loop #3003 | | | |
| CITY/TOWN: Scottsdale | STATE: AZ | ZIP: 85260 | |

PRINT AND SIGN

| | |
|---------------------------------|--|
| PRINTED NAME: Damola Adamolekun | APPLICANT/EMPLOYEE SIGNATURE: X <i>[Signature]</i> |
|---------------------------------|--|

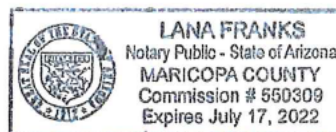
NOTARY INFORMATION

| | |
|---|--|
| On this <u>June 20, 2022</u> | before me, the undersigned notary public, personally appeared <u>Damola Adamolekun</u> |
| (name of document signer), proved to me through satisfactory evidence of identification, which were <u>driver's license</u> | |
| to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose. | |
| NOTARY | |

DIVISION USE ONLY

| | |
|--------------------------------------|--|
| REQUESTED BY: | |
| SIGNATURE OF CORI AUTHORITY/EMPLOYEE | |

The DCI Identity Theft Index PIN Number is to be completed by those applicants that have been issued an Identity Theft PIN Number by the DCI. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCI via mail or by fax to (617) 660-6614.





JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

| | | |
|--------------------------------------|--|------------|
| ABCC NUMBER: OF EXISTING LICENSES | LICENSEE NAME: P.F. Chang's China Bistro, Inc. | CITY/TOWN: |
|--------------------------------------|--|------------|

APPLICANT INFORMATION

| | | |
|--|--------------------------------|---|
| LAST NAME: Kilmer | FIRST NAME: Arthur | MIDDLE NAME: Ford |
| MAIDEN NAME OR ALIAS (IF APPLICABLE): n/a | PLACE OF BIRTH: Baltimore | |
| DATE OF BIRTH: 05/09/1965 | SSN: [REDACTED] | ID THEFT INDEX PIN (IF APPLICABLE): n/a |
| MOTHER'S MAIDEN NAME: Janis Ida (Schuler) Kilmer | DRIVER'S LICENSE #: [REDACTED] | STATE LIC. ISSUED: AZ |
| GENDER: MALE | HEIGHT: 5' 9" | WEIGHT: 170 |
| | | EYE COLOR: Brown |
| CURRENT ADDRESS: 9327 E. Mountain Spring Road | | |
| CITY/TOWN: Scottsdale | STATE: AZ | ZIP: 85255 |
| FORMER ADDRESS: 5410 Golden Sunset Court | | |
| CITY/TOWN: Frisco | STATE: TX | ZIP: 75036 |

PRINT AND SIGN

| | |
|-----------------------------|---|
| PRINTED NAME: Arthur Kilmer | APPLICANT/EMPLOYEE SIGNATURE: X [Signature] |
|-----------------------------|---|

NOTARY INFORMATION

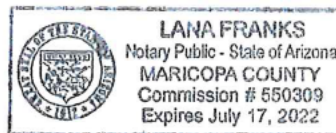
On this June 20, 2022 before me, the undersigned notary public, personally appeared Arthur Kilmer
(name of document signer), proved to me through satisfactory evidence of identification, which were driver's license
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

Lana Franks
NOTARY

DIVISION USE ONLY

| | |
|--------------|------------------------------------|
| ACQUIRED BY: | SIGNATURE OF CONFIDENTIAL EMPLOYEE |
|--------------|------------------------------------|

The DCI Identity Theft Index PIN Number is to be completed by those applicants that have been listed on Identity Theft PIN Number by the DCI. Criminal agencies are required to provide an applicant the opportunity to indicate the information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCI via mail or by fax to (617) 664-6634.





JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

| | | |
|--|--|------------|
| ABCC NUMBER: (IF EXISTING LICENSEE) | LICENSEE NAME: P.F. Chang's China Bistro, Inc. | CITY/TOWN: |
|--|--|------------|

APPLICANT INFORMATION

| | | |
|---|--------------------------------|---|
| LAST NAME: Gressel | FIRST NAME: Lisa | MIDDLE NAME: Volmer |
| MAIDEN NAME OR ALIAS (IF APPLICABLE): Lisa Ann Volmer | PLACE OF BIRTH: Cincinnati, OH | |
| DATE OF BIRTH: 1/29/1960 | SSN: [REDACTED] | ID THEFT INDEX PIN (IF APPLICABLE): n/a |
| MOTHER'S MAIDEN NAME: n/a | DRIVER'S LICENSE #: [REDACTED] | STATE LIC. ISSUED: Arizona |
| GENDER: FEMALE | HEIGHT: 5' 4" | WEIGHT: 190 |
| | | EYE COLOR: Brown |
| CURRENT ADDRESS: 4001 E. Fanfol Drive | | |
| CITY/TOWN: Phoenix | STATE: AZ | ZIP: 85028 |
| FORMER ADDRESS: 7501 Dockside Court | | |
| CITY/TOWN: Plano | STATE: TX | ZIP: 75093 |

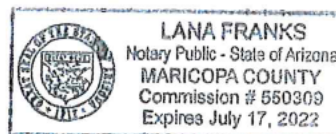
PRINT AND SIGN

| | |
|-------------------------------|--|
| PRINTED NAME: Lisa V. Gressel | APPLICANT/EMPLOYEE SIGNATURE: <i>Lisa V. Gressel</i> |
|-------------------------------|--|

NOTARY INFORMATION

On this June 20, 2022 before me, the undersigned notary public, personally appeared Lisa V. Gressel
(name of document signer), proved to me through satisfactory evidence of identification, which were driver's license
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

Lana Franks
NOTARY



DIVISION USE ONLY

| | |
|---------------|--------------------------------------|
| REQUESTED BY: | SIGNATURE OF COM-AUTHORIZED EMPLOYEE |
|---------------|--------------------------------------|

The DCJL identify Theft Index PIN Number is to be completed by those applicants that have been issued an identify Theft PIN Number by the DCJL. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCJL via mail or by fax to (617) 650-4514.



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

| | | |
|---|--|------------|
| ABCC NUMBER: <small>OF EXISTING LICENSES</small> | LICENSEE NAME: P.F. Chang's China Bistro, Inc. | CITY/TOWN: |
|---|--|------------|

APPLICANT INFORMATION

| | | |
|--|--------------------------------|-------------------------------------|
| LAST NAME: Kuczaj | FIRST NAME: Jessica | MIDDLE NAME: Heather |
| MAIDEN NAME OR ALIAS (IF APPLICABLE): Acklin | PLACE OF BIRTH: Beatrice, NE | |
| DATE OF BIRTH: 12/12/1975 | SSN: [REDACTED] | ID THEFT INDEX PIN (IF APPLICABLE): |
| MOTHER'S MAIDEN NAME: Susan Brandt | DRIVER'S LICENSE #: [REDACTED] | STATE LIC. ISSUED: Arizona |
| GENDER: FEMALE | HEIGHT: 5 6 | WEIGHT: 120 |
| | EYE COLOR: Blue | |
| CURRENT ADDRESS: 17784 N 97th Way | | |
| CITY/TOWN: Scottsdale | STATE: AZ | ZIP: 85255 |
| FORMER ADDRESS: 11069 E Cortez Street | | |
| CITY/TOWN: Scottsdale | STATE: AZ | ZIP: 85259 |

PRINT AND SIGN

| | |
|------------------------------|---|
| PRINTED NAME: Jessica Kuczaj | APPLICANT/EMPLOYEE SIGNATURE: <i>Jessica A Kuczaj</i> |
|------------------------------|---|

NOTARY INFORMATION

| | |
|---|---|
| On this <u>June 27, 2022</u> | before me, the undersigned notary public, personally appeared <u>Jessica Kuczaj</u> |
| (name of document signer), proved to me through satisfactory evidence of identification, which were <u>driver's license</u> | |
| to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose. | |
| NOTARY | |



DIVISION USE ONLY

| | |
|---------------|---------------------------------------|
| REQUESTED BY: | SIGNATURE OF CORI-AUTHORIZED EMPLOYEE |
|---------------|---------------------------------------|

The CORI Identify Theft Index PIN Number is to be completed by those applicants that have been issued an Identify Theft PIN Number by the DCI. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the security of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCI via mail or by fax to (617) 660-4814.

CERTIFICATE OF AUTHORIZATION

CORPORATE VOTE

The Board of Directors or LLC Managers of

P.F. Chang's China Bistro, Inc.

Entity Name

duly voted to apply to the Licensing Authority of

NAHICK

City/Town

and the

Commonwealth of Massachusetts Alcoholic Beverages Control Commission on

06-03-22

Date of Meeting

For the following transactions (Check all that apply):

- ☒ Change of Officers/Directors/LLC Manager
☐ Change of Ownership Interest (LLC Members, LLP Partners, Trustees)
☐ Issuance/Transfer of Stock/New Stockholder
☐ Management/Operating Agreement
☐ Other

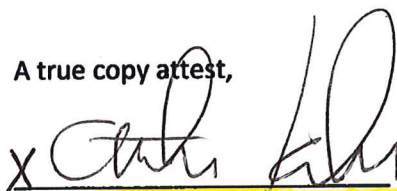
"VOTED: To authorize

Joseph Berkebile, Esq.

Name of Person

to sign the application submitted and to execute on the Entity's behalf, any necessary papers and do all things required to have the application granted."

A true copy attest,

X 

Corporate Officer /LLC Manager Signature

Arthur Kilmer

(Print Name)

For Corporations ONLY

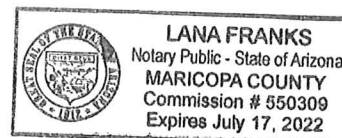
A true copy attest,



Corporation Clerk's Signature

LANA FRANKS

(Print Name)



LIST OF EXHIBITS

Change of Officers Application – P.F. Chang’s China Bistro, Inc.

Exhibit A OWNERSHIP STRUCTURE OF P.F. CHANG’S CHINA BISTRO, INC.

- A-1 Chart showing the ownership structure of P.F. Chang’s China Bistro, Inc.
- A-2 MA SOC of P.F. Chang’s China Bistro, Inc.
- A-3 Certificate of Amendment of Wok Holdings, Inc.
- A-4 Certificate of Formation of PFC Intermediate Corp.
- A-5 Certificate of Formation of PFC Parent Corp.
- A-6 Certificate of Formation of PFC Associates LLC
- A-7 Certificate of Formation of TriArtisan PFC Partners LLC
- A-8 Certificate of Formation of Paulson PFC LLC
- A-9 Certificate of Formation of Direct Investments LLC
- A-10 Certificate of Formation of TriArtisan PFC MM LLC

Exhibit B SUSPENSIONS, REVOCATIONS OR CANCELLATIONS

EXHIBIT A

P.F. CHANG'S CHINA BISTRO, INC. POST-ORGANIZATIONAL STRUCTURE

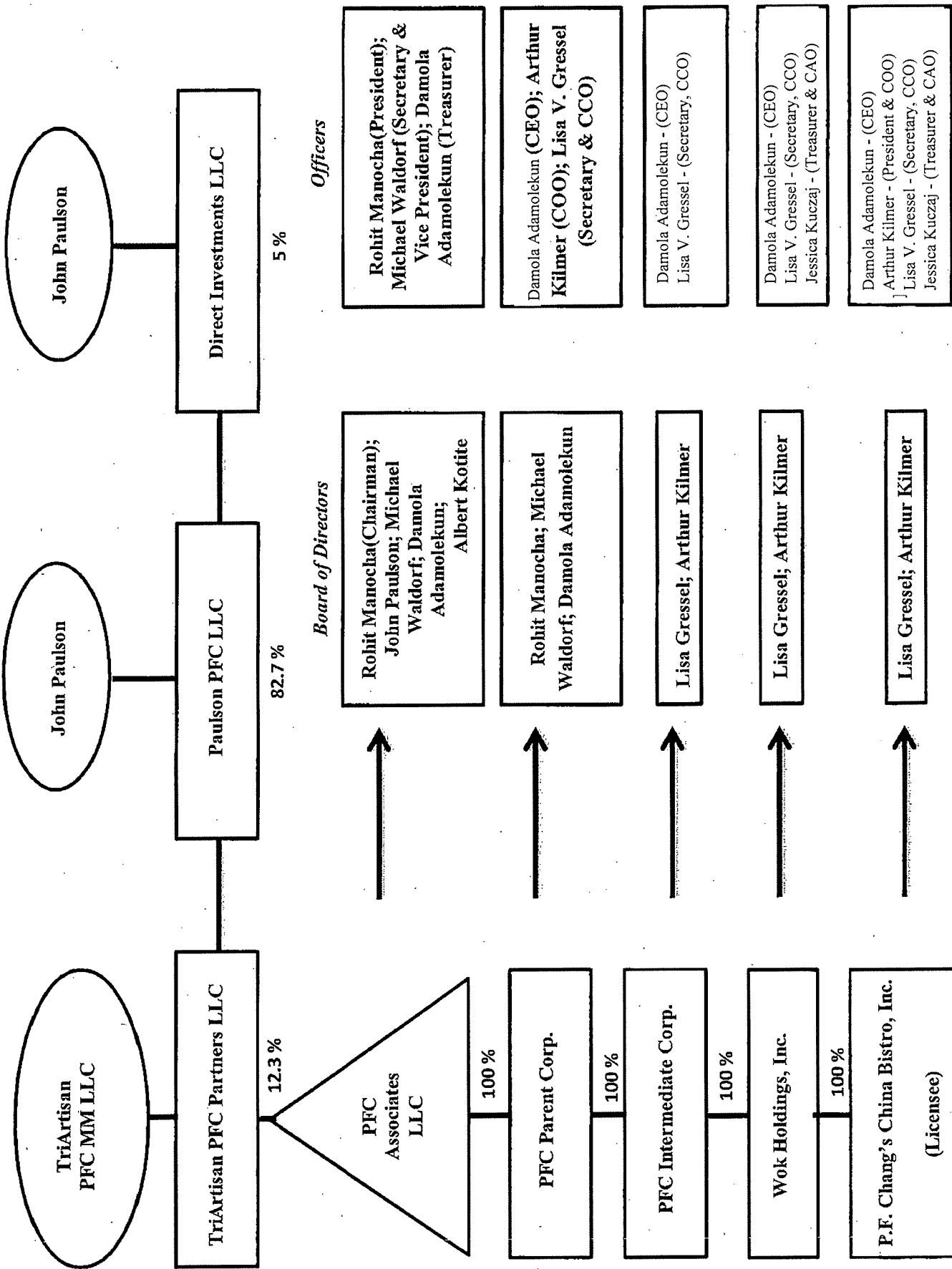


EXHIBIT A-2

Corporations Division

Business Entity Summary

ID Number: 860815086

[Request certificate](#)[New search](#)

Summary for: P.F. CHANG'S CHINA BISTRO, INC.

| | | |
|---|-------------------|--|
| The exact name of the Foreign Corporation: P.F. CHANG'S CHINA BISTRO, INC. | | |
| Entity type: Foreign Corporation | | |
| Identification Number: 860815086 | | Old ID Number: 000000000 |
| Date of Registration in Massachusetts: 04-22-1998 | | |
| Last date certain: | | |
| Organized under the laws of: State: DE Country: USA on: 01-31-1996 | | |
| Current Fiscal Month/Day: 12/31 | | Previous Fiscal Month/Day: 12/31 |
| The location of the Principal Office: Address: 8377 E. HARTFORD DRIVE SUITE 200-LEGAL DEPT. City or town, State, Zip code, SCOTTSDALE, AZ 85255 USA Country: | | |
| The location of the Massachusetts office, if any: Address: City or town, State, Zip code, Country: | | |
| The name and address of the Registered Agent: Name: NATIONAL REGISTERED AGENTS, INC. Address: 155 FEDERAL STREET, SUITE 700 City or town, State, Zip code, BOSTON, MA 02110 USA Country: | | |
| The Officers and Directors of the Corporation: | | |
| Title | Individual Name | Address |
| PRESIDENT | ARTHUR KILMER | 8377 E. HARTFORD DRIVE, SUITE SCOTTSDALE, AZ 85255 USA |
| TREASURER | JESSICA KUCZAJ | 8377 E. HARTFORD DR. SUITE 200 SCOTTSDALE, AZ 85255 USA |
| SECRETARY | LISA V. GRESSEL | 8377 E. HARTFORD DR., STE 200 SCOTTSDALE, AZ 85255 USA |
| CEO | DAMOLA ADAMOLEKUN | 8377 E. HARTFORD DR. SUITE 200 SCOTTSDALE, AZ 85255 USA |
| COO | ARTHUR KILMER | 8377 E. HARTFORD DRIVE, SUITE 200 SCOTTSDALE, AZ 85255 USA |
| DIRECTOR | ARTHUR KILMER | 8377 E. HARTFORD DRIVE, SUITE 200 SCOTTSDALE, AZ 85255 USA |
| DIRECTOR | LISA V. GRESSEL | 8377 E. HARTFORD DR., STE 200 |

SCOTTSDALE, AZ 85255 USA

Business entity stock is publicly traded: **The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:**

| Class of Stock | Par value per share | Total Authorized | | Total issued and outstanding |
|----------------|---------------------|------------------|-----------------|------------------------------|
| | | No. of shares | Total par value | No. of shares |
| PWP | \$ 0.00 | 10,000,000 | \$ 10000.00 | 0 |
| CWP | \$ 0.00 | 40,000,000 | \$ 40000.00 | 22,467,999 |

☐ **Consent**☐ **Confidential Data**☐ **Merger Allowed**☐ **Manufacturing****View filings for this business entity:**

ALL FILINGS
Amended Foreign Corporations Certificate
Annual Report
Annual Report - Professional
Application for Reinstatement
Articles of Consolidation, Exchange and Domestication

[View filings](#)**Comments or notes associated with this business entity:**[New search](#)

EXHIBIT A-3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PFCB HOLDINGS INC.", CHANGING ITS NAME FROM "PFCB HOLDINGS INC." TO "WOK HOLDINGS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2012, AT 3:39 O'CLOCK P.M.

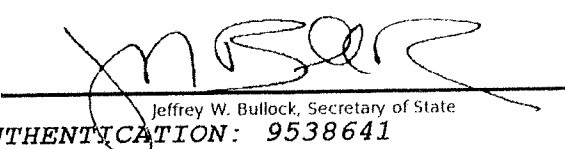
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5146914 8100

120489888

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9538641

DATE: 04-30-12

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
PFCB Holdings Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST: _____" so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation formed hereby is Wok Holdings Inc. (the "Corporation).

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 30th day of April, 20¹².

By: /s/ Jason Mozingo

Authorized Officer

Title: President

Name: Jason Mozingo

Print or Type

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PFCB HOLDINGS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2012, AT 10:09 O'CLOCK A.M.

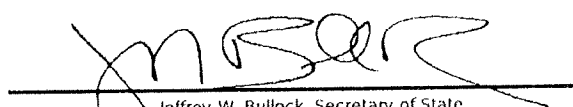
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5146914 8100

120487000

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9537176

DATE: 04-30-12

CERTIFICATE OF INCORPORATION

OF

PFCB HOLDINGS INC.

FIRST: The name of the corporation formed hereby is PFCB Holdings Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The name of the registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any and all lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL"), as from time to time amended.

FOURTH: The total number of shares of capital stock that the Corporation shall have authority to issue is 100 shares of common stock, par value \$0.001 per share (the "Common Stock"). The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the affirmative vote of the holders of at least a majority of the voting power of the Corporation's then outstanding shares of stock entitled to vote thereon, voting together as a single class, irrespective of the provisions of Section 242(b)(2) of the DGCL (or any successor provision thereto), and no vote of the holders of any of the Common Stock voting separately as a class shall be required therefor.

FIFTH: The name and mailing address of the incorporator of the Corporation are Jason Mazingo, c/o Centerbridge Capital Partners II, L.P., 375 Park Avenue, 12th Floor, New York, New York 10152.

SIXTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this Certificate of Incorporation, bylaws of the Corporation may be adopted, amended or repealed by a majority of the Board of Directors of the Corporation (the "Board of Directors"), but any bylaws adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SEVENTH: In addition to the powers and authority herein before or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the DGCL, this Certificate of Incorporation and the bylaws of the Corporation.

EIGHTH: The number of directors of the Corporation shall be fixed from time to time in the manner provided in the bylaws or any amendment thereof adopted by the Board of Directors.

NINTH: (a) A director of the Corporation shall not be personally liable either to the Corporation or to any stockholder thereof for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions that are not in good faith or that involve intentional misconduct or knowing violation of the law, (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the DGCL or any amendment thereto or successor provision thereto or (iv) for any transaction from which

the director shall have derived an improper personal benefit. Neither amendment nor repeal of this paragraph (a) nor the adoption of any provision of this Certificate of Incorporation inconsistent with this paragraph (a) shall eliminate or reduce the effect of this paragraph (a) in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph (a) of this Article Ninth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(b) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by law, and the Corporation may adopt bylaws or enter into agreements with any such person for the purpose of providing for such indemnification.

(c) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by law, and the Corporation may adopt bylaws or enter into agreements with any such person for the purpose of providing for such indemnification.

(d) The Corporation hereby acknowledges that the directors (the "Directors") that are employees of Centerbridge Capital Partners II, L.P. or one of its affiliates (together, "Centerbridge") have certain rights to indemnification, advancement of expenses and/or insurance provided by Centerbridge and certain affiliates that, directly or indirectly, (i) are controlled by, (ii) control or (iii) are under common control with, Centerbridge (collectively, the "Fund Indemnitors"). The Corporation hereby agrees (i) that it is the indemnitor of first resort (i.e., its obligations to the Directors are primary and any obligation of the Fund Indemnitors to advance expenses or to provide indemnification for the same expenses or liabilities incurred by the Directors are secondary), (ii) that it shall be required to advance the full amount of expenses incurred by the Directors and shall be liable for the full amount of all expenses, judgments, penalties, fines and amounts paid in settlement to the extent legally permitted and as required by the terms of this paragraph and the bylaws of the Corporation from time to time (or any other agreement between the Corporation and the Directors), without regard to any rights the Directors may have against the Fund Indemnitors, and (iii) that it irrevocably waives, relinquishes and releases the Fund Indemnitors from any and all claims against the Fund Indemnitors for contribution, subrogation or any other recovery of any kind in respect thereof. The Corporation further agrees that no advancement or payment by the Fund Indemnitors on behalf of the Directors with respect to any claim for which the Directors have sought indemnification from the Corporation shall affect the foregoing and the Fund Indemnitors shall have a right of contribution and/or be subrogated to the extent of such advancement or payment to all of the rights of recovery of the Directors against the Corporation. The Corporation and the Directors agree that the Fund Indemnitors are express third party beneficiaries of the terms of this paragraph (d).

TENTH: The Corporation expressly elects not to be governed by Section 203 of the DGCL.

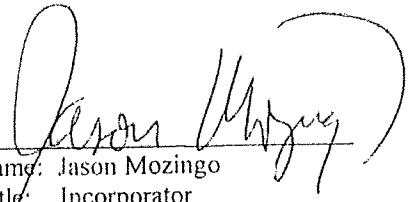
ELEVENTH: To the fullest extent permitted by Section 122(17) of the DGCL, the Corporation hereby renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any business opportunities that are presented to one or more of its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation or its subsidiaries. No amendment or repeal of this Article Eleventh shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation on this 30th day of April, 2012.

By: /s/ Jason Mozingo
Name: Jason Mozingo
Title: Incorporator

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation on this 30th day of April, 2012.

By: 
Name: Jason Mozingo
Title: Incorporator

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "PFC INTERMEDIATE
CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF
JANUARY, A.D. 2019, AT 4:22 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.*



7248060 8100
SR# 20190421136

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202125375
Date: 01-23-19

CERTIFICATE OF INCORPORATION
of
PFC INTERMEDIATE CORP.

First: The name of the Corporation is PFC Intermediate Corp. (the "Corporation").

Second: The address of the registered office of the Corporation in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Delaware, 19904, in the county of Kent. The name of the registered agent of the Corporation at such address is Cogency Global Inc.

Third: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is 100 shares of common stock, each of which shall have a par value of one cent (\$0.01) per share.

Fifth: The name and mailing address of the Sole Incorporator is as follows:

Michael Baxter
Cowen Investment Management LLC
599 Lexington Avenue, 19th Floor
New York, NY 10022

Sixth: The Board of Directors shall have the power to adopt, amend or repeal the Bylaws.

Seventh: The number of directors of the Corporation shall be fixed in such manner as prescribed by the Bylaws of the Corporation and may be increased or decreased from time to time in such manner as prescribed by the Bylaws. Elections of directors need not be by written ballot.

Eighth: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable, to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator herein before named, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law of the State of Delaware, has executed this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and the facts herein stated are true as of this 22nd day of January, 2019.

/s/ Michael Baxter

Michael Baxter

Sole Incorporator

EXHIBIT A-5

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "PFC PARENT CORP.",
FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D.
2018, AT 5:29 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



7188935 8100
SR# 20188092236

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204079200
Date: 12-12-18

CERTIFICATE OF INCORPORATION
of
PFC PARENT CORP.

First: The name of the Corporation is PFC Parent Corp. (the "Corporation").

Second: The address of the registered office of the Corporation in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Delaware, 19904, in the county of Kent. The name of the registered agent of the Corporation at such address is Cogency Global Inc.

Third: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is 100 shares of common stock, each of which shall have a par value of one cent (\$0.01) per share.

Fifth: The name and mailing address of the Sole Incorporator is as follows:

Michael Baxter
Cowen Investment Management LLC
599 Lexington Avenue, 19th Floor
New York, NY 10022

Sixth: The Board of Directors shall have the power to adopt, amend or repeal the Bylaws.

Seventh: The number of directors of the Corporation shall be fixed in such manner as prescribed by the Bylaws of the Corporation and may be increased or decreased from time to time in such manner as prescribed by the Bylaws. Elections of directors need not be by written ballot.

Eighth: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable, to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator herein before named, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law of the State of Delaware, has executed this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and the facts herein stated are true as of this 11th day of December, 2018.

/s/ Michael Baxter

Michael Baxter
Sole Incorporator

EXHIBIT A-6

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "PFC ASSOCIATES LLC",
FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D.
2019, AT 4:21 O`CLOCK P.M.*



7248069 8100
SR# 20190421119

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202125310
Date: 01-23-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:21 PM 01/22/2019
FILED 04:21 PM 01/22/2019
SR 20190421119 - File Number 7248069

**CERTIFICATE OF FORMATION
OF
PFC ASSOCIATES LLC**

FIRST: The name of the limited liability company is PFC Associates LLC.

SECOND: The address of its registered office in the State of Delaware is 850 New Burton Road, Suite 201, City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is Cogency Global Inc.

IN WITNESS WHEREOF, the undersigned, being a duly authorized person, has caused this Certificate of Formation to be executed as of this 22nd day of January, 2019.

By: /s/ Michael Baxter
Name: Michael Baxter
Title: Authorized Person

EXHIBIT A-7

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "TRIARTISAN PFC
PARTNERS LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF
JANUARY, A.D. 2019, AT 4:22 O'CLOCK P.M.*




Jeffrey W. Bullock, Secretary of State

7248047 8100
SR# 20190421172

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202125327
Date: 01-23-19

**CERTIFICATE OF FORMATION
OF
TRIARTISAN PFC PARTNERS LLC**

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:22 PM 01/22/2019
FILED 04:22 PM 01/22/2019
SR 20190421172 - File Number 7248047

FIRST: The name of the limited liability company is TriArtisan PFC Partners LLC.

SECOND: The address of its registered office in the State of Delaware is 850 New Burton Road, Suite 201, City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is Cogency Global Inc.

IN WITNESS WHEREOF, the undersigned, being a duly authorized person, has caused this Certificate of Formation to be executed as of this 22nd day of January, 2019.

By: /s/ Michael Baxter

Name: Michael Baxter

Title: Authorized Person

EXHIBIT A-8

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "PAULSON PFC LLC",
FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D.
2019, AT 3:48 O'CLOCK P.M.



7282660 8100
SR# 20191016612

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202265747
Date: 02-15-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:48 PM 02/14/2019
FILED 03:48 PM 02/14/2019
SR 20191016612 - File Number 7282660

CERTIFICATE OF FORMATION

OF

PAULSON PFC LLC

FIRST: The name of the limited liability company is:

PAULSON PFC LLC

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of PAULSON PFC LLC this 14th day of February 2019.

PAULSON PFC LLC

By: /s/ Doyoung Kwag
Name: Doyoung Kwag
Title: Organizer

EXHIBIT A-9

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "DIRECT INVESTMENTS
LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF FEBRUARY, A.D.
2019, AT 11:41 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7279282 8100
SR# 20190918237

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202249652
Date: 02-13-19

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Direct Investments LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at 850 New Burton Road, Suite 201 (street), in the City of Dover, Zip Code 19904. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is COGENCY GLOBAL INC.

By: /s/ Mark Levine
Authorized Person

Name: Mark Levine
Print or Type

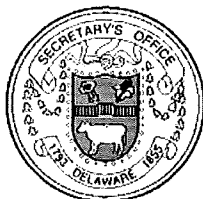
EXHIBIT A-10

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "TRIARTISAN PFC MM
LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY,
A.D. 2019, AT 4:22 O'CLOCK P.M.



7248077 8100
SR# 20190421152

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202125323
Date: 01-23-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:22 PM 01/22/2019
FILED 04:22 PM 01/22/2019
SR 20190421152 - File Number 7248077

**CERTIFICATE OF FORMATION
OF
TRIARTISAN PFC MM LLC**

FIRST: The name of the limited liability company is TriArtisan PFC MM LLC.

SECOND: The address of its registered office in the State of Delaware is 850 New Burton Road, Suite 201, City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is Cogency Global Inc.

IN WITNESS WHEREOF, the undersigned, being a duly authorized person, has caused this Certificate of Formation to be executed as of this 22nd day of January, 2019.

By: /s/ Michael Baxter
Name: Michael Baxter
Title: Authorized Person

EXHIBIT B

EXHIBIT B

SUSPENSIONS, REVOCATIONS, OR CANCELLATIONS

12/16/2021

P.F. Chang's China Bistro, Inc.

Dedham

Sale of alcohol to persons under 21

4/11/19

P.F. Chang's China Bistro, Inc.

Dedham

Sale of alcohol to persons under 21

1/7/2019

P.F. Chang's China Bistro, Inc.

Natick

Failure to Provide TIPS Certification

2/1/09

P.F. Chang's China Bistro, Inc.

Natick

Sale of alcohol to minor; service of alcohol to intoxicated person

5/27/09

P.F. Chang's China Bistro, Inc.

Peabody

Failure to request ID; sale of alcohol to minor (issued a warning; all managers required to attend city sponsored training class)