

DISTRICT OF COLUMBIA
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 ALCOHOLIC BEVERAGE CONTROL BOARD
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 MEETING

IN THE MATTER OF: :
 :
 Decades, LLC, :
 t/a Decades :
 1219 Connecticut Ave NW : Fact Finding
 Retailer CN - ANC 2B : Hearing
 License No. 103505 :
 :
 (Stock Transfer :
 Application) :

Wednesday
 October 2, 2019

The Alcoholic Beverage Control Board
 met in the Alcoholic Beverage Control Hearing
 Room, Reeves Building, 2000 14th Street, N.W.,
 Suite 400S, Washington, D.C. 20009, Chairperson
 Donovan W. Anderson, presiding.

PRESENT:

DONOVAN W. ANDERSON, Chairperson
 RAFI ALIYA CROCKETT, Member
 BOBBY CATO, JR., Member
 JAMES SHORT, Member
 REMA WAHABZADAH, Member

ALSO PRESENT:

ANTONIOS KARAGOUNIS, CURRENT STOCK HOLDER
 STEPHEN METZ, COUNSEL FOR CURRENT STOCK HOLDER
 ANDREW KLINE, COUNSEL FOR FUTURE STOCK HOLDER
 RAMIRO PAEZ, FUTURE STOCK HOLDER

1 P-R-O-C-E-E-D-I-N-G-S

2 2:22 p.m.

3 CHAIRPERSON ANDERSON: All right. The
4 next case we have in front of us is Decades,
5 License No. 103505.

6 Just for the record, just identify
7 yourself for the record again, please.

8 MR. METZ: Stephen Metz again for the
9 entity.

10 CHAIRPERSON ANDERSON: Mr. Metz.

11 MR. METZ: Decades, LLC.

12 MR. KARAGOUNIS: Antonios Karagounis,
13 managing partner of Decades.

14 CHAIRPERSON ANDERSON: Mr. Karagounis.

15 MR. PAEZ: Ramiro Paez, owner of RXP
16 Holding Company -- Corporation.

17 CHAIRPERSON ANDERSON: Mr. Paez.

18 MR. KLINE: Andrew Kline on behalf of
19 Amirshahi.

20 CHAIRPERSON ANDERSON: Yes, Mr. Kline.
21 Now, can or maybe -- Mr. Metz, can you tell us
22 what -- prior to the stock ownership, what is the
23 current ownership status of Decades?

24 MR. METZ: The current ownership
25 status is as follows: Biabani Group, LLC 30

1 percent; Mr. Karagounis 37.5 percent.

2 CHAIRPERSON ANDERSON: 37.5, you said?

3 MR. METZ: Correct. Mr. Amirshahi
4 27.5 percent and Mr. Lewis 5 percent.

5 CHAIRPERSON ANDERSON: And what's the
6 proposed ownership structure now of Decades?

7 MR. METZ: Yes. It will be Biabani
8 Group, LLC 30 percent, which is no change. Mr.
9 Karagounis 37.5 percent, again no change. RXP
10 Holding Corporation 27.5 percent. And Mr. Lewis
11 continues to own 5 percent.

12 So essentially it's Mr. Amirshahi's
13 membership interest is being transferred to RXP
14 Holding Corporation.

15 CHAIRPERSON ANDERSON: And as far as
16 Decades is concerned, once again we have a group,
17 the Biabani Group that currently at least the
18 representation that you made today, that they own
19 30 percent of this entity and the ABC Board is
20 not aware currently whether or not this entity is
21 able to qualify to hold a license.

22 And just for clarification, do you
23 have any idea when this group attained ownership
24 of the, if you don't know, you don't know,
25 entity?

1 MR. METZ: My understanding and Mr.
2 Karagounis can correct me if I'm wrong is that it
3 obtained the ownership interest right around the
4 same time that the license --

5 MR. KARAGOUNIS: The license, yeah,
6 when the license was approved.

7 MR. METZ: -- was approved three --
8 about three years ago.

9 MR. KARAGOUNIS: We opened a little
10 bit less -- well, a little bit less than three
11 years ago we opened for Decades.

12 CHAIRPERSON ANDERSON: So you opened
13 three years ago and there is an owner with over
14 30 percent ownership of the entity and this was
15 not made known to the ABC Board in the initial--

16 MR. KARAGOUNIS: That is the issue and
17 that's one of the reasons that we are here today.

18 CHAIRPERSON ANDERSON: And it would
19 appear, at least from Decades, that the
20 information that was provided, it is actually
21 very troubling to me and I think it's more
22 understandable and maybe I should have asked the
23 questions for the other entity.

24 I could understand if in the -- in you
25 operating an establishment and you need cash or

1 for whatever reason you bring in more partners
2 and you sell. And so you overlook informing the
3 ABC Board, because, you know, you have a whole
4 lot of things to do and your lawyer didn't tell
5 you.

6 I'm always going to blame it on the
7 lawyer. Your lawyer didn't tell you because of
8 course you have an attorney and you can always
9 say, you know, I always comply with the law, but
10 my lawyer didn't tell me that I needed to go back
11 to the ABC Board and tell the ABC Board that I
12 have changed my ownership.

13 Because I'm going to -- I'll put it
14 out there, so I'll give you the benefit of the
15 doubt.

16 However, I am concerned though that if
17 from the -- from when the license was provided if
18 the representation was made to the Board that you
19 own 50 percent and Mr. Amirshahi owned 50 percent
20 of the establishment and now because of this
21 unfortunate incident, we are being told that the
22 representation that was made to the Board when
23 the license was granted initially, that was
24 incorrect.

25 It gives, at least me, pause to say

1 now we are going through the shuffling and
2 representations are being made and what
3 confidence will the Board have that the
4 representations that are being made today, they
5 are correct? I'm concerned about that and I'll
6 put it out there.

7 Based on the -- and I said before if
8 I was told that the ownership chain, the
9 establishment existed and the ownership changed
10 and it was an oversight, your lawyer didn't tell
11 you that you had to come back to the ABC Board
12 and report the ownership change, but from initial
13 conception, that if you were not honest with the
14 Board, it gives me pause to say that are you
15 still being, because we are having the same
16 parties here and who knows whether or not there
17 are other parties out there.

18 Who knows whether or not Mr. Amirshahi
19 whether or not it's just a shell, a shell move
20 that, okay, because of some other incident that
21 he has to get off the license, but he will still
22 be running the place, because -- I mean, what
23 confidence are you giving the Board that this is
24 not going to occur?

25 MR. KARAGOUNIS: Can I address that?

1 MR. METZ: Yeah, I think you should,
2 yes.

3 MR. KARAGOUNIS: So the lawyer that
4 you are referring to, there wasn't a lawyer. Mr.
5 Amirshahi was taking care of all licensing up
6 until the last time that we renew. Obviously, I
7 was getting bad advice. I didn't understand what
8 the law says for the liquor license. That came
9 to light after we got lawyers involved.

10 And now this legal firm will be
11 representing the company from now on anyway.
12 This or another legal firm, I cannot count on
13 people to be taking care of matters for me any
14 more, because obviously that advice wasn't the
15 correct advice.

16 So back to your original question what
17 experience do I have to do liquor license
18 applications, pay taxes, file payroll, there is
19 firms. There is professionals that can do that.
20 Up until now, I was counting on Mr. Amirshahi.
21 Obviously, that can no longer be the case.

22 If you spend the money, you can get
23 the best people to do what you need to do is what
24 I'm planning on doing.

25 MR. KLINE: Mr. Anderson?

1 CHAIRPERSON ANDERSON: Yes, Mr. Kline?

2 MR. KLINE: My understanding is, and
3 again before I was not involved, but my
4 understanding is that the application as filed
5 initially was correct, so that there were not
6 misrepresentations made to the Board, but the
7 owners came in some time after, although
8 certainly contemporaneous with opening, but
9 that's my understanding and that is not from my
10 client, because if it was, it would be attorney/
11 client and I wouldn't be repeating it.

12 But from talking to the other parties,
13 my understanding was that is what went on. It's
14 not much better, but --

15 CHAIRPERSON ANDERSON: No, Mr. Kline,
16 it's not.

17 MR. KLINE: -- no.

18 CHAIRPERSON ANDERSON: It's not
19 because I'm saying that if you are going through
20 the licensing process, then if you have someone
21 who owns 30 percent, maybe 10 percent although
22 our threshold is 10, but if you tell me 10
23 percent, 15 percent, you know, maybe I could say,
24 but we are talking about 30 percent.

25 We are talking about an ownership

1 interest that is basically almost equal to the
2 people who are showing up. And so that's just --
3 that does not sit well with me.

4 MR. KLINE: I understand that, Mr.
5 Chair. I just wanted to make the point it seemed
6 there was an impression on the record that when
7 the initial filing was made, that the initial
8 filing was false. And I just wanted to clarify
9 that, based on my understanding, in talking to
10 the parties involved other than my client, whose
11 information I couldn't disclose, that that's not
12 what went on.

13 It's still, I understand, troubling to
14 the Board, but it certainly is not as bad as it
15 seems if you playing out on the record that they
16 came in, had an investor and never disclosed him
17 to the Board when they made the original filing.
18 That's the only point that I'm making, Mr.
19 Chairman.

20 CHAIRPERSON ANDERSON: Well, I hear
21 you, Mr. Kline, but there is one, two, three,
22 four establishments here today and I'm on the
23 third one and I'm hearing the same structure in
24 the sense that I'm hearing going through three
25 establishments that there is a secret owner who

1 owns a substantial chunk of the business and for
2 some reason this information has not been shared
3 with the Board.

4 MR. KLINE: Understood.

5 CHAIRPERSON ANDERSON: And it is
6 troubling moving forward that representations are
7 being made and the Board does not have a way to
8 go. I'm being told that Mr. Paez owns 100
9 percent of this entity and you have to go, but we
10 don't have the mechanism to go pierce the
11 corporate veil to say whether or not does he
12 really own 100 percent or is that just his
13 representation?

14 And I'm not -- this is not about you,
15 Mr. Paez. So I'm just saying it's -- there is no
16 way for the Board to go further than the
17 representations that are being made. And until
18 and unless something else happens and if the
19 shares have to be dispersed, then none of this is
20 going to be entangled. We can only go with the
21 representation.

22 And I will say that I am very
23 concerned about -- and I don't care about what
24 happened, because that's not the concern. All I
25 care about is that the information that is

1 provided to the Board is that it's the correct
2 information.

3 We can say that -- and I'm not going
4 to say that. I don't know. At least in my
5 experience, the Agency has great records, but we
6 can only have great records based on the
7 information that is provided to us. And clearly,
8 this is not a case where one can blame the Agency
9 to say that the Agency was not keeping proper
10 records.

11 Our records only reflect what is
12 provided to us and it's incumbent upon the entity
13 to provide the information. And I will say
14 although the Board is not -- we are not -- all we
15 are voting to do is to allow the process to
16 occur, but if I'm on this Board and we have -- if
17 there are other changes that need to be made and
18 if this is faced again, my recommendation would
19 be that we do not approve it.

20 Because once again, it will show that
21 the folks -- the representation that is being
22 made to the Board cannot be relied upon, that's
23 all I'm saying, because it's a significant amount
24 of ownership and that has not been made known to
25 the Board and it is troubling. Yeah, it's

1 troubling that we don't know. We have not known
2 of this entity for a significant period of time.

3 Okay. But any other representation
4 made by -- need to be made by anyone regarding --
5 anyone that is regarding Decades or any questions
6 by any other Board Members?

7 MEMBER SHORT: I just --

8 CHAIRPERSON ANDERSON: Go ahead, Mr.
9 Short.

10 MEMBER SHORT: -- want to speak on the
11 record. Mr. Karagounis, you said that you will
12 be responsible now for making sure all the taxes
13 are paid. And you weren't at all aware of the
14 taxes before?

15 CHAIRPERSON ANDERSON: Well, talk to
16 your lawyer, sir, so talk to your -- make sure
17 that -- hold on, hold on. Make sure that your
18 lawyer --

19 MR. KARAGOUNIS: Which taxes are we
20 talking about? The sales tax that we pay on a
21 monthly basis?

22 MEMBER SHORT: Well, any taxes that
23 the business generated, because your taxes would
24 also tell you as a part owner how much money,
25 profit you get paid, right?

1 MR. KARAGOUNIS: Yes.

2 MEMBER SHORT: So if you had no idea,
3 how did you get paid?

4 CHAIRPERSON ANDERSON: Mr. -- well,
5 hold on, Mr. Short.

6 MEMBER SHORT: I'm just asking.

7 CHAIRPERSON ANDERSON: I know, Mr.
8 Short.

9 MEMBER SHORT: But --

10 CHAIRPERSON ANDERSON: I don't know
11 what is going on outside the system. And I want
12 to make sure that before you answer the question,
13 there is a lawyer sitting next to you, that you
14 consult your lawyer before you answer the
15 question, sir. That's all I'm saying.

16 MR. KARAGOUNIS: There is.

17 CHAIRPERSON ANDERSON: Once you have
18 consulted with your lawyer sitting next to you,
19 you can say whatever you want to say.

20 MR. KLINE: I don't think that's his
21 lawyer though, so I think --

22 CHAIRPERSON ANDERSON: Well --

23 MR. KLINE: -- he should be careful.

24 CHAIRPERSON ANDERSON: -- I --

25 MR. KLINE: It's the lawyer for the

1 company.

2 MR. KARAGOUNIS: He is the lawyer for
3 the company, the Decades and Rewind have no tax
4 issues, so I'm not sure why this is --

5 CHAIRPERSON ANDERSON: Well --

6 MR. METZ: That's what I was going to
7 say after --

8 CHAIRPERSON ANDERSON: All right.
9 With full disclosure, we are here today because
10 there is a tax issue. There is a tax issue with
11 ownership and the question is, and which I'm
12 saying there is a tax issue, it's like we have an
13 owner who owned the property, owned a significant
14 portion of the club, and the question that is
15 being asked by Mr. Short is how can this owner,
16 who owns a significant portion of the entity, was
17 not aware of the tax violation?

18 Okay. And I don't know what is going
19 on in that forum. And so that's why that -- and
20 that's the question on the table.

21 MR. METZ: Okay. Let me just clarify
22 because there are -- there were tax issues going
23 on with other entities, none of which are on --
24 well, none of the three, not the one that we are
25 talking.

1 CHAIRPERSON ANDERSON: All right.

2 MR. METZ: I mean, when I say that,
3 Rewind and 727/L8 and Decades didn't have --

4 MR. KARAGOUNIS: 727 did have.

5 MR. METZ: 727, a very small amount of
6 taxes --

7 MR. KARAGOUNIS: Yes.

8 MR. METZ: -- were owed for 727, but
9 this -- the reference to the tax issues, I think,
10 was with respect to other entities, certainly not
11 the one we are talking about right now, Decades.
12 But I mean, Mr. Karagounis can answer the
13 question about --

14 MR. KARAGOUNIS: Well, we have -- all
15 I will say is that we have spent hundreds of
16 thousands of dollars in legal fees and not only
17 related to the tax implication on the entities or
18 actually trying to clean these entities up and do
19 business the right way is not -- nobody wants to
20 spend the money. We did. We are trying to do
21 right, you know, to be transparent with the
22 process.

23 This is up to you to believe us or
24 not. I mean I can't --

25 MEMBER SHORT: Excuse me?

1 MR. KARAGOUNIS: This is up to you to
2 believe us or not that we are trying to make it
3 right. I was not aware of the percentage issues.
4 He came up after we start cleaning up the
5 documents and that's why we hire lawyers to do it
6 the right way. Whereas, before it was mostly the
7 partners trying to do different things and that's
8 the only thing I can do from now on. I can't
9 correct the past. I can only make sure that this
10 never happens again.

11 MR. METZ: And let me add to this, as
12 counsel for the entity, that myself and one of my
13 partners or several people involved in our law
14 firm, Offit Kurman, have spent, Mr. Karagounis
15 can attest to this, many, many, many, many hours
16 helping these companies clean this up, making
17 sure that each of these entities are on the right
18 path moving forward, making sure that the
19 processes and procedures before you are complied
20 with.

21 And as far as I'm concerned, we are
22 going to continue to play that role with the
23 companies. So I hope that helps you feel
24 somewhat better about, you know, what should have
25 been done in the past, but know that, you know,

1 these companies now have several attorneys
2 helping them make sure that they cross all their
3 T's and dot all their I's going forward.

4 CHAIRPERSON ANDERSON: Well, thank you
5 for that representation, sir.

6 Any other comments before I bring
7 closure to this case?

8 MR. KLINE: Just one.

9 CHAIRPERSON ANDERSON: Yes, Mr. Kline?

10 MR. KLINE: As long as we are talking
11 about that elephant in the room --

12 CHAIRPERSON ANDERSON: Yes, Mr. Kline?

13 MR. KLINE: -- I just want to clarify
14 for the Board that the money that is coming out
15 of this transaction will be used to satisfy Mr.
16 Amirshahi's portion of obligations that are due
17 the District of Columbia.

18 So if anybody thinks he is walking
19 away with a big windfall here, as long as we are
20 talking about that elephant in the room, I just
21 want to put that out there.

22 MEMBER SHORT: Thank you. I
23 appreciate that.

24 MR. KLINE: Yes.

25 MEMBER SHORT: He is going to pay

1 something?

2 MR. KLINE: Oh, yeah. Oh, yeah.

3 CHAIRPERSON ANDERSON: All right.

4 With that said, I then make a motion that the ABC
5 Board authorize the Licensing Division to move
6 forward with the transfer application that is
7 pending in the Decades matter.

8 Is there a second?

9 MEMBER CROCKETT: Second.

10 CHAIRPERSON ANDERSON: Ms. Crockett
11 has seconded the motion.

12 All those in favor say aye.

13 ALL: Aye.

14 CHAIRPERSON ANDERSON: Those opposed?
15 The matter passes 5-0-0.

16 (Whereupon, the Fact-Finding Hearing
17 was concluded at 2:42 p.m.)

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A

ABC 3:19 4:15 5:3,11
5:11 6:11 18:4
able 3:21
add 16:11
address 6:25
advice 7:7,14,15
Agency 11:5,8,9
ago 4:8,11,13
ahead 12:8
Alcoholic 1:2,13,13
ALIYA 1:18
allow 11:15
Amirshahi 2:19 3:3
5:19 6:18 7:5,20
Amirshahi's 3:12 17:16
amount 11:23 15:5
ANC 1:7
Anderson 1:15,17 2:3
2:10,14,17,20 3:2,5
3:15 4:12,18 7:25 8:1
8:15,18 9:20 10:5
12:8,15 13:4,7,10,17
13:22,24 14:5,8 15:1
17:4,9,12 18:3,10,14
Andrew 1:22 2:18
answer 13:12,14 15:12
Antonios 1:21 2:12
anybody 17:18
anyway 7:11
appear 4:19
application 1:9 8:4 18:6
applications 7:18
appreciate 17:23
approve 11:19
approved 4:6,7
asked 4:22 14:15
asking 13:6
attained 3:23
attest 16:15
attorney 5:8
attorney/ 8:10
attorneys 17:1
authorize 18:5
Ave 1:7
aware 3:20 12:13 14:17
16:3
aye 18:12,13

B

back 5:10 6:11 7:16
bad 7:7 9:14
based 6:7 9:9 11:6
basically 9:1
basis 12:21
behalf 2:18
believe 15:23 16:2
benefit 5:14

best 7:23
better 8:14 16:24
Beverage 1:2,13,13
Biabani 2:25 3:7,17
big 17:19
bit 4:10,10
blame 5:6 11:8
Board 1:2,13 3:19 4:15
5:3,11,11,18,22 6:3
6:11,14,23 8:6 9:14
9:17 10:3,7,16 11:1
11:14,16,22,25 12:6
17:14 18:5
BOBBY 1:18
bring 5:1 17:6
Building 1:14
business 10:1 12:23
15:19

C

care 7:5,13 10:23,25
careful 13:23
case 2:4 7:21 11:8 17:7
cash 4:25
CATO 1:18
certainly 8:8 9:14 15:10
chain 6:8
Chair 9:5
Chairman 9:19
Chairperson 1:14,17
2:3,10,14,17,20 3:2,5
3:15 4:12,18 8:1,15
8:18 9:20 10:5 12:8
12:15 13:4,7,10,17,22
13:24 14:5,8 15:1
17:4,9,12 18:3,10,14
change 3:8,9 6:12
changed 5:12 6:9
changes 11:17
chunk 10:1
clarification 3:22
clarify 9:8 14:21 17:13
clean 15:18 16:16
cleaning 16:4
clearly 11:7
client 8:10,11 9:10
closure 17:7
club 14:14
CN 1:7
Columbia 1:1 17:17
come 6:11
coming 17:14
comments 17:6
companies 16:16,23
17:1
company 2:16 7:11
14:1,3
complied 16:19

comply 5:9
conception 6:13
concern 10:24
concerned 3:16 5:16
6:5 10:23 16:21
concluded 18:17
confidence 6:3,23
Connecticut 1:7
consult 13:14
consulted 13:18
contemporaneous 8:8
continue 16:22
continues 3:11
Control 1:2,13,13
corporate 10:11
Corporation 2:16 3:10
3:14
correct 3:3 4:2 6:5 7:15
8:5 11:1 16:9
counsel 1:22,22 16:12
count 7:12
counting 7:20
course 5:8
Crockett 1:18 18:9,10
cross 17:2
current 1:21,22 2:23,24
currently 3:17,20

D

D.C 1:14
Decades 1:6,6 2:4,11
2:13,23 3:6,16 4:11
4:19 12:5 14:3 15:3
15:11 18:7
different 16:7
disclose 9:11
disclosed 9:16
disclosure 14:9
dispersed 10:19
District 1:1 17:17
Division 18:5
documents 16:5
doing 7:24
dollars 15:16
Donovan 1:15,17
dot 17:3
doubt 5:15
due 17:16

E

elephant 17:11,20
entangled 10:20
entities 14:23 15:10,17
15:18 16:17
entity 2:9 3:19,20,25
4:14,23 10:9 11:12
12:2 14:16 16:12
equal 9:1

essentially 3:12
establishment 4:25
5:20 6:9
establishments 9:22,25
Excuse 15:25
existed 6:9
experience 7:17 11:5

F

faced 11:18
Fact 1:7
Fact-Finding 18:16
false 9:8
far 3:15 16:21
favor 18:12
feel 16:23
fees 15:16
file 7:18
filed 8:4
filing 9:7,8,17
Finding 1:7
firm 7:10,12 16:14
firms 7:19
folks 11:21
follows 2:25
forum 14:19
forward 10:6 16:18 17:3
18:6
four 9:22
front 2:4
full 14:9
further 10:16
FUTURE 1:22,23

G

generated 12:23
getting 7:7
give 5:14
gives 5:25 6:14
giving 6:23
granted 5:23
group 2:25 3:8,16,17,23

H

happened 10:24
happens 10:18 16:10
hear 9:20
hearing 1:7,13 9:23,24
18:16
helping 16:16 17:2
helps 16:23
hire 16:5
hold 3:21 12:17,17 13:5
HOLDER 1:21,22,22,23
Holding 2:16 3:10,14
honest 6:13
hope 16:23
hours 16:15

hundreds 15:15

I

I's 17:3
idea 3:23 13:2
identify 2:6
implication 15:17
impression 9:6
incident 5:21 6:20
incorrect 5:24
incumbent 11:12
information 4:20 9:11
 10:2,25 11:2,7,13
informing 5:2
initial 6:12 9:7,7
initial-- 4:15
initially 5:23 8:5
interest 3:13 4:3 9:1
investor 9:16
involved 7:9 8:3 9:10
 16:13
issue 4:16 14:10,10,12
issues 14:4,22 15:9
 16:3

J

JAMES 1:19
JR 1:18

K

Karagounis 1:21 2:12
 2:12,14 3:1,9 4:2,5,9
 4:16 6:25 7:3 12:11
 12:19 13:1,16 14:2
 15:4,7,12,14 16:1,14
keeping 11:9
Kline 1:22 2:18,18,20
 7:25 8:1,2,15,17 9:4
 9:21 10:4 13:20,23,25
 17:8,9,10,12,13,24
 18:2
known 4:15 11:24 12:1
knows 6:16,18
Kurman 16:14

L

law 5:9 7:8 16:13
lawyer 5:4,7,7,10 6:10
 7:3,4 12:16,18 13:13
 13:14,18,21,25 14:2
lawyers 7:9 16:5
legal 7:10,12 15:16
Lewis 3:4,10
license 1:8 2:5 3:21 4:4
 4:5,6 5:17,23 6:21 7:8
 7:17
licensing 7:5 8:20 18:5
light 7:9

liquor 7:8,17
little 4:9,10
LLC 1:6 2:11,25 3:8
long 17:10,19
longer 7:21
lot 5:4

M

making 9:18 12:12
 16:16,18
managing 2:13
matter 1:5 18:7,15
matters 7:13
mean 6:22 15:2,12,24
mechanism 10:10
MEETING 1:3
Member 1:18,18,19,19
 12:7,10,22 13:2,6,9
 15:25 17:22,25 18:9
Members 12:6
membership 3:13
met 1:13
Metz 1:22 2:8,8,10,11
 2:21,24 3:3,7 4:1,7
 7:1 14:6,21 15:2,5,8
 16:11
misrepresentations 8:6
money 7:22 12:24
 15:20 17:14
monthly 12:21
motion 18:4,11
move 6:19 18:5
moving 10:6 16:18

N

N.W 1:14
need 4:25 7:23 11:17
 12:4
needed 5:10
never 9:16 16:10
NW 1:7

O

obligations 17:16
obtained 4:3
obviously 7:6,14,21
occur 6:24 11:16
October 1:11
Offit 16:14
once 3:16 11:20 13:17
opened 4:9,11,12
opening 8:8
operating 4:25
opposed 18:14
original 7:16 9:17
outside 13:11
overlook 5:2
oversight 6:10

owed 15:8
owned 5:19 14:13,13
owner 2:15 4:13 9:25
 12:24 14:13,15
owners 8:7
ownership 2:22,23,24
 3:6,23 4:3,14 5:12 6:8
 6:9,12 8:25 11:24
 14:11
owns 8:21 10:1,8 14:16

P

P-R-O-C-E-E-D-I-N-G-S
 2:1
p.m 2:2 18:17
Paez 1:23 2:15,15,17
 10:8,15
paid 12:13,25 13:3
part 12:24
parties 6:16,17 8:12
 9:10
partner 2:13
partners 5:1 16:7,13
passes 18:15
path 16:18
pause 5:25 6:14
pay 7:18 12:20 17:25
payroll 7:18
pending 18:7
people 7:13,23 9:2
 16:13
percent 3:1,1,4,4,8,9,10
 3:11,19 4:14 5:19,19
 8:21,21,23,23,24 10:9
 10:12
percentage 16:3
period 12:2
pierce 10:10
place 6:22
planning 7:24
play 16:22
playing 9:15
please 2:7
point 9:5,18
portion 14:14,16 17:16
PRESENT 1:16,20
presiding 1:15
prior 2:22
procedures 16:19
process 8:20 11:15
 15:22
processes 16:19
professionals 7:19
profit 12:25
proper 11:9
property 14:13
proposed 3:6
provide 11:13

provided 4:20 5:17 11:1
 11:7,12
put 5:13 6:6 17:21

Q

qualify 3:21
question 7:16 13:12,15
 14:11,14,20 15:13
questions 4:23 12:5

R

RAFI 1:18
Ramiro 1:23 2:15
reason 5:1 10:2
reasons 4:17
recommendation 11:18
record 2:6,7 9:6,15
 12:11
records 11:5,6,10,11
Reeves 1:14
reference 15:9
referring 7:4
reflect 11:11
regarding 12:4,5
related 15:17
relied 11:22
REMA 1:19
renew 7:6
repeating 8:11
report 6:12
representation 3:18
 5:18,22 10:13,21
 11:21 12:3 17:5
representations 6:2,4
 10:6,17
representing 7:11
respect 15:10
responsible 12:12
Retailer 1:7
Rewind 14:3 15:3
role 16:22
room 1:14 17:11,20
running 6:22
RXP 2:15 3:9,13

S

sales 12:20
satisfy 17:15
saying 8:19 10:15
 11:23 13:15 14:12
says 7:8
second 18:8,9
seconded 18:11
secret 9:25
sell 5:2
sense 9:24
shared 10:2
shares 10:19

<p>shell 6:19,19 Short 1:19 12:7,9,10,22 13:2,5,6,8,9 14:15 15:25 17:22,25 show 11:20 showing 9:2 shuffling 6:1 significant 11:23 12:2 14:13,16 sir 12:16 13:15 17:5 sit 9:3 sitting 13:13,18 small 15:5 somewhat 16:24 speak 12:10 spend 7:22 15:20 spent 15:15 16:14 start 16:4 status 2:23,25 Stephen 1:22 2:8 stock 1:9,21,22,22,23 2:22 Street 1:14 structure 3:6 9:23 substantial 10:1 Suite 1:14 system 13:11</p> <hr/> <p style="text-align: center;">T</p> <hr/> <p>T's 17:3 t/a 1:6 table 14:20 talk 12:15,16 talking 8:12,24,25 9:9 12:20 14:25 15:11 17:10,20 tax 12:20 14:3,10,10,12 14:17,22 15:9,17 taxes 7:18 12:12,14,19 12:22,23 15:6 tell 2:21 5:4,7,10,11 6:10 8:22 12:24 thank 17:4,22 things 5:4 16:7 thinks 17:18 third 9:23 thousands 15:16 three 4:7,8,10,13 9:21 9:24 14:24 threshold 8:22 today 3:18 4:17 6:4 9:22 14:9 told 5:21 6:8 10:8 transaction 17:15 transfer 1:9 18:6 transferred 3:13 transparent 15:21 troubling 4:21 9:13</p>	<p>10:6 11:25 12:1 trying 15:18,20 16:2,7 two 9:21</p> <hr/> <p style="text-align: center;">U</p> <hr/> <p>understand 4:24 7:7 9:4,13 understandable 4:22 understanding 4:1 8:2 8:4,9,13 9:9 Understood 10:4 unfortunate 5:21</p> <hr/> <p style="text-align: center;">V</p> <hr/> <p>veil 10:11 violation 14:17 voting 11:15</p> <hr/> <p style="text-align: center;">W</p> <hr/> <p>W 1:15,17 WAHABZADAH 1:19 walking 17:18 wanted 9:5,8 wants 15:19 Washington 1:14 wasn't 7:4,14 way 10:7,16 15:19 16:6 Wednesday 1:11 went 8:13 9:12 weren't 12:13 windfall 17:19 wouldn't 8:11 wrong 4:2</p> <hr/> <p style="text-align: center;">X</p> <hr/> <p style="text-align: center;">Y</p> <hr/> <p>years 4:8,11,13</p> <hr/> <p style="text-align: center;">Z</p> <hr/> <p style="text-align: center;">0</p> <hr/> <p style="text-align: center;">1</p> <hr/> <p>10 8:21,22,22 100 10:8,12 103505 1:8 2:5 1219 1:7 14th 1:14 15 8:23</p> <hr/> <p style="text-align: center;">2</p> <hr/> <p>2 1:11 2:22 2:2 2:42 18:17 2000 1:14 20009 1:14 2019 1:11</p>	<p>27.5 3:4,10 2B 1:7</p> <hr/> <p style="text-align: center;">3</p> <hr/> <p>30 2:25 3:8,19 4:14 8:21 8:24 37.5 3:1,2,9</p> <hr/> <p style="text-align: center;">4</p> <hr/> <p>400S 1:14</p> <hr/> <p style="text-align: center;">5</p> <hr/> <p>5 3:4,11 5-0-0 18:15 50 5:19,19</p> <hr/> <p style="text-align: center;">6</p> <hr/> <p style="text-align: center;">7</p> <hr/> <p>727 15:4,5,8 727/L8 15:3</p>
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In the matter of: Decades

Before: DCABRA

Date: 10-02-19

Place: Washington, DC

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