

MER-ZIN Napa LLC

presents



Business Plan December 2011

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Book No. _____

This Business Plan contains information about a speculative venture for accredited investors able to withstand the possible complete loss of their investment funds.
Please consult your legal and tax advisors before making any investment.

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MER-ZIN Napa, LLC

EXECUTIVE SUMMARY

MER-ZIN is an audience participation comedy. Focused on the phenomenal region of the Napa Valley and the wine business, the interactive stage show features comedy and wine education in a fun setting. Interactive theater is drawing large audiences worldwide.

Written by Robert Battaile and Bonnie Zimmermann, MER-ZIN takes the audience on a Wine Tasting and Tour. Different groups of audience members will be part of the different scenes. As they get their pours at the "Caves," the "Cellar," the "Scenic Overlook" or the "Crush Pad"... the audience tastes that same delicious wine from the glass in front of them. Perhaps a complex Bordeaux blend with Asiago cheese, then Cabernet Franc, a Malbec, and the finalé – a Tawny Port and caramelized walnuts.

Our plan is to rent a venue and stage the show from April thru October for 60-80 people on Thursday, Friday and Saturday nights with some Sunday matinees. With seven great wines, three food pairings of cheeses, nuts and chocolate, genuine wine education and tons of jokes... MER-ZIN is an excellent entertainment value for a \$60-70 ticket price.

MER-ZIN revenue streams include the show tickets, bottled wine sales and orders, merchandising, and franchise opportunities. MER-ZIN will become part of the Napa Valley experience – a "must-see" tourist attraction. Many large cities and tourist destinations are excellent candidates to mount their own one-night fundraisers or long-running productions thereby paying licensing fees and purchasing selected Napa Valley wines thru MER-ZIN Napa LLC.

The SET DESIGN, SYNOPSIS and SCRIPT are available at www.mer-zin.com

TOURISM IN NAPA GENERATES OVER \$1.3 BILLION ANNUALLY

Statistics from the Napa County Economic Impact Study says it all. There are over 4.7 million "person trips" per year. A "person trip" equals one person visiting for one day. Napa Valley visitors are more mature in age, more educated and command a much higher household income than the U.S. and California average. More than half the respondents in the study reported a household income of \$100,000 or more. There were more managers, executives and professionals than other occupational categories.

However, there are not many evening activities for tourists. There are no evening wine tastings to speak of and virtually no places where you can taste the wines of several outstanding world-class Napa Valley Wineries in one location.

INTERACTIVE THEATER GENERATES SIGNIFICANT REVENUE

Tony n' Tina's Wedding has been performed in New York for 22 years, ending its run on July 25, 2010. It has been staged in over 100 locations worldwide, and is currently playing in Las Vegas and several other cities around the globe. Currently they offer seven shows per week. Ticket prices for the show are \$88.50 for general admission and \$115 for VIP tickets. Alcoholic beverages are not included in the price of the ticket.

Steve Silver's Beach Blanket Babylon is the longest running musical revue in theatre history. With more than 12,000 sold-out performances since 1974, Beach Blanket Babylon is an internationally acclaimed San Francisco institution. They offer seven shows per week. Ticket prices for the show range from \$25.00 for general admission ranging to \$130.00 per ticket for box seats. Alcoholic beverages not included.

The Soprano's Last Supper started in Vegas in 2006. The HBO's Soprano's tribute show might be the best interactive dinner theater on the strip. The Las Vegas show runs seven times per week. Ticket prices for the show and meal are \$64.90 for general admission and \$108.90 for VIP admission. Alcoholic beverages not included.

REVENUE STREAMS

1. Show Ticket Sales - It is a challenge to determine the best ticket price for a new venture. Based upon local competitor's pricing, we believe we've found a profitable balance between value, perceived value, revenues needed and investor return. These are modeled based upon show prices of \$60 for Thursday and Sunday; and \$70 on Friday and Saturday. We are seeking a venue that can accommodate an audience of 80-100 people at tables. If audience demand warrants, we will add additional shows.

2. Bottled Wine Sales - Projections show sales of bottled wine for offsite consumption to be nearly one-third of our revenue. We plan to contract with key Napa Valley Wineries to pour and sell their best wines. Normal trade discount at Tasting Rooms is 30-35% off retail prices. We plan to get 40% or more off our prices by purchasing direct from the Winery, and by telling their story and promoting their wines. We expect to get even better discounts on some "library" and older wines that are still drinking well but maybe not jumping off the tasting room shelves. As the show's popularity grows, we may get even better deals. To lessen startup costs, we will negotiate 90-day terms for our purchases.

3. Merchandise - A limited number of items will be carried. Many are "educational" and mentioned in the show. Some are traditional sales leaders like olive oil and chocolate. Others items will be more unique, like palate-cleansing water, lighted wine bottles and MER-ZIN logo wear.

4. Franchise Show Performances and Wine Sales/Orders - Several interactive shows are performed in multiple cities, in one-night tours or on cruise ships. To perform MER-ZIN, the show must include the famous Napa Valley Wines and they must be purchased through or with a benefit to the LLC. One night Fun'draisers and Charity Events likewise can be an excellent source of revenue. The Four Year Projections show expanding from 3 to 8 to 15 franchise cities.

5. **Space Rentals/Event Production** - The building can be utilized in many ways during the off-season from November to April. In the best case, CALEXAS is also able to raise funding to produce its Indie Films and will stage live productions during this time. If space allows, the company may also need office areas during the day year round.

Many other uses are possible – live music, meetings, wedding rehearsals, etc. Perhaps, we present cabaret theater, standup or one-person shows featuring our actors.

It is also true that many seasonal businesses close during their slow periods. While we recognize potential revenue could be there, we may or may not develop the off-season. We have not included any revenue from Space Rentals in our Projections.

6. **MER-ZIN the Indie Film** - An independent film version will require additional capital. Since a successful play improves the film's prospects, MER-ZIN Napa LLC will receive 5% of CALEXAS INC's net share in the event any future film is produced.

MARKETING

MER-ZIN offers tremendous marketing opportunities by presenting a collection of ideas and products that have broad appeal to wine lovers everywhere. The goals are to:

- Create awareness of event
- Create awareness of mission
- Drive advance ticket sales
- Drive walk-up ticket sales
- Create long term performances and revenue streams

Strengths

- Original show
- Napa Valley location
- Access to world class wines
- Wine education
- Wine sales
- Something different for the Bay Area
- Strong revenue streams
- Value for money
- Can create franchise business for other locations

Weaknesses

- New business venture
- Venue TBD
- Development cash needed
- Permits and licenses needed
- Seasonal

Opportunities

- Increase targeting towards all demographics
- Tourist market
- Bay Area market
- Pre-show events to drive publicity
- Digital outreach
- Tap into specialist communities
- Expand knowledge of wine
- Raise money
- Raise awareness

Threats

- Economic pressures
- Competitive events in Bay Area

Our marketing campaign will employ both traditional, direct to consumer and the latest social media, wine blogs and viral marketing techniques including:

EMAIL MARKETING

Sending marketing messages through email is one of the most widely used direct-marketing methods. According to one study, email is used by 94% of marketers, while 86% use direct mail. One reason for email marketing's popularity is that it is relatively inexpensive to design, test, and send an email message. It also allows marketers to deliver messages around the clock, and to accurately measure responses.

ONLINE ADVERTISING

With the expansion of digital technology and tools, direct marketing is increasingly taking place through online channels. Most online advertising is delivered to a focused group of customers and has a trackable response. This can include geo-targeted display ads, banners, search engines, social media sites, mobile marketing, QR codes, and digital coupons such as Groupon.

TRADITIONAL MARKETING

The traditional marketing campaign will include print, radio ads, insert media, coupons, out-of-home direct marketing that contain a call-to-action for the customer to respond based on target based demographics.

COMPETITION

Other wineries represent some competition, but not at night. Due to County permits, neighbors and traffic concerns, virtually all wineries are closed by 6:00 pm. Thus, there are almost no evening "wine tastings" in the Valley and fairly few Special Events.

There are only a limited number of live performance venues in Napa. Napa Valley Opera House presents a mix of live music and entertainment with few short "plays" as does the local college. Dreamweavers Theater is a community theater with an active community of "non-paid" actors, some of whom we hope to cast and pay for acting in MER-ZIN.

The Uptown Theater is a nicely renovated movie house turned performance space that has regional music performers frequently. The Lincoln Theater in Yountville has intermittent entertainers and some plays but is currently closed pending reorganization.

The Napa Valley Wine Train is an enjoyable restaurant-on-wheels. Local clubs and bars with occasional live music include Silo's, Downtown Joe's and a few others. There is a bowling alley. The movie theaters are expanding and going high tech.

Of course, there are many fantastic restaurants and chefs in Napa Valley. MER-ZIN is planning to open doors at 7:30 and be over by 9:30. This allows people to dine before or after the performances. For late nighters, there's plenty of time to keep partying.

There are a few other live venues in Sonoma County (60 minutes west) and San Francisco (90 minutes away) is filled with attractions. For tourists, these are usually attended as part of overnight stays in these other cities. Half of Napa Valley visitors are "overnight stays," the rest "day visits."

As for the competition for our unique creation – to our knowledge, there has never been an interactive Wine Tasting and Tour Comedy "show" until MER-ZIN. Our script is Copyright 2011 and Registered No. 1515556 with the Writers Guild of America West.

We feel Napa is poised for a renaissance if a robust mix of art, creativity and entrepreneurship can rise with a growing tide of quality tourism. We plan to have the enthusiastic support of the Napa Valley Destination Council, Napa Valley Arts Council, Chamber of Commerce and others. Locals and their visiting guests will be an ongoing source of revenue.

BUSINESS STRUCTURE AND FINANCING

MER-ZIN Napa LLC (a limited liability company) was created in December of 2011. The "Manager/Members" of MER-ZIN Napa LLC are Robert Battaile and Bonnie Zimmermann. The Company's "Members" will be made up of the Investors and/or other parties contributing cash or equivalent services or products. Until the venue is selected, principal place of business is the Managers' residence in Pope Valley.

Our goal is to raise \$120,000 for the MER-ZIN Stage Show, Wine Sales and Franchising. Thirty units at \$4,000 (Four thousand dollars) will be offered. Each unit represents 1% (one percent). If fully subscribed, the total equity to these investors is 30% (thirty percent). Comprehensive spreadsheets have been created to evaluate revenues from ticket sales, bottled wine sales and orders, merchandising and franchising over a four year period. While this is not a loan per se, our plan is to repay these startup funds in three annual payments during years two, three and four. Over those four years, the initial investment has been repaid with 20% return and generated an additional \$175,000 for the investors based upon their owning a 30% share of MER-ZIN Napa LLC.

Financial Projections are at www.mer-zin.com/mer-zin-financials.pdf

Release of Funds. The goal is to raise \$120,000 in exchange for 30% of MER-ZIN Napa LLC. Funds will be held in a Trustee or Escrow Account until at least \$50,000 in cash or equivalent goods and services have been raised, at which time funds will be released and this account closed. Sales will continue in order to fully subscribe the offering. At some

point, the Managers may elect to discontinue sales of Units if they feel further sales are no longer needed. The Managers retain any unsold units.

ABOUT THE FINANCIAL PROJECTIONS

The Financial Projections represent a best efforts attempt to plan an achievable and successful outcome for the project. There are many, many variables included written in red typeface in the spreadsheets. (color version available online) Upon request, these can be changed to show other "what-if" scenarios.

Our numbers start with an average attendance of 58 per show in April and grow to 74 per show in October. During Years 2-4, Napa local attendance and revenue are shown to grow at 5%, 7% and 3% respectively. Depending on the timely success of fundraising, we could begin pre-sales of tickets immediately upon receiving our Liquor License.

Commencing Operations in Advance of Full Funding

The "Revised Cash Management" Section of the "Summary Income & Expenses" Sheet includes 20% in ticket pre-sales during four months from January to April. This Section also includes paying the Wine on ninety-day payment terms; and other postponements for some expenses such that the highest capital needs have shrunk from \$162,000 to \$90,000. Having successfully staged many productions on a wing and a prayer, the Managers are confident that through increased use of rentals, further downsizing, script changes and deferments, we can adjust our designs, script and spending as needed to commence operations once \$50,000 in cash or equivalent goods is raised.

Upon determination of the venue, an Application for a Category 42 Wine and Beer License will be made. This license also allows us the "privilege" of selling wine by the bottle for off-site consumption. Since this is an "unrestricted" license (unlike hard liquor licenses in Northern California), they are usually issued within two-three weeks.

THE MANAGERS

MER-ZIN Napa LLC is a Limited Liability Company comprised of Managers and Members. Part IV. The Legal Documents contains the Operating Agreement, the Subscription Agreement and the Compensation Agreement which are integral to the Business Plan.

Robert Battaile, Manager

Robert has combined a technical background in multi-media/video/sound production and computer design/programming with music and theater performance. Starting with fine arts and design, Robert is also a writer of songs, scripts and screenplays. He attended Rice University and years later, St. Edward's University.

While in Austin TX, Robert was Business Manager/Art Director at Center Stage Theater. He was Production Manager at Austin School District's TV Center and active with Austin Community TV.

He and Mark Reinking created The Productioneers, Inc. and spent two years in Hollywood trying to generate funds for their original programs. Robert stayed on, working first as Marketing/Advertising Director for Schulman Video Center and later as a Production Manager with ShowBiz Expo, where he and Bonnie first met in 1993.

Throughout much of Robert's life, he has been a performing musician playing solo and with bands in Houston, Austin, Las Vegas and Northern California. While in Las Vegas, he performed as Paul McCartney, Roy Orbison and Elvis.

After moving to Napa Valley to care for his ailing mother, Robert began his marketing media design and production company, CALEXAS, INC. in 2001 and has produced videos of many corporate meetings, special events, commercials, weddings and other projects; along with print, photography and design work.

(More about Calexas below.)

Of course, no arts career in Napa Valley would be complete without some occasional wine industry employment. Robert has worked administratively and in tasting rooms with Harlan Estates, Bennett Lane, Sterling and Rutherford Hill Winery. Always a leader in Wine Club Sales, as Robert built the comedy and information into his Tours and Tastings... "MER-ZIN" was born.

BONNIE ZIMMERMANN, Manager

Bonnie has twenty-five years of experience as a producer for film, television, new media, commercials, conferences, documentaries and philanthropic events around the globe. In the early years, she was a for clients such as Chevrolet, Toys R Us, MTV, Tom Petty, and Rod Stewart.

She was Director of Production working for Jensen Communications clients Steven Seagal, Carlos Santana, Crosby Stills & Nash, World Cup and others. Continuing in Calistoga, she worked with United Earth Nation clients Amnesty International, Betty Williams and others; along with producing events like Gorbachev's Peace Summit.

Her theatrical career spans over 30 years. She was Artistic Director of the Five Pfennig Playhouse in Hanau, Germany; director and house choreographer for the Theater Exchange (equity waiver) in Los Angeles, Artistic Director of the Napa Valley Community Theater, and Choreographer and Director for the Napa Valley Mustard Festival. She has written and produced four successful shows in the Napa Valley since 2001.

In 2008, Bonnie started her own media, marketing and consulting business, FreeFlight Creative directing the marketing and communications for the 2009 – 2010 – 2011 Harmony Festival and the Sonoma Country Music BBQ in Santa Rosa, California.

She was founder of the creative team for "Architects of a New Dawn," a film and media project for Carlos Santana, and worked as a senior producer developing 3-D media projects for Kerner Music and Media. In 2009 and 2010, she consulted for Unseen Pictures working on film development projects.

No stranger to the wine industry as well, Bonnie has over 15 years of wine experience in the Napa Valley and has worked Public Relations, Marketing and Brand Management at Rutherford Hill Winery, Franciscan Estates, Round Hill Family Wines, V. Sattui, and Beaulieu Vineyard. She was General Manager at Pope Valley Winery for five years.

THE PRODUCERS

For the initial years, the Managers are also the Show Producers. Thus, MER-ZIN Napa LLC has contracted with CALEXAS, INC. ("Calexas") to produce the show for the first three years. Calexas has selected Robert Battaile to Produce and Bonnie Zimmermann to Direct.

Note that Robert Battaile is the main shareholder of Calexas; and that Bonnie will also oversee the Marketing efforts with her sole proprietorship, Freeflight Creative.

Attachment 1. Compensation Agreement details the payments in cash and equity which the Managers and their companies participate in.

CALEXAS, INC. (Calexas) www.calexas.com

In 2001, Calexas started as a video and audio production company in the Napa Valley. The focus was on making videos for wineries, weddings, corporate meetings, music, and special events – and to create joint ventures to videotape original stage shows and music acts for commercial release.

Despite a difficult decade, Calexas has produced some outstanding videos for corporate and charitable clients like Queen of the Valley Hospital, Mustard Magic Festival, Winter Ball and Rotary, among others.

Calexas has had a positive impact in the set design, lighting, sound and graphic design of many local community shows and benefits. On some projects, the company also produced excellent videotapes and DVD's.

Calexas co-produced and videotaped "PLANET VEGA\$" with the Napa Valley Community Theater in 2001. Written by Bonnie Zimmermann, the show was performed at various Napa theaters for a three-week run to enthusiastic audiences.

The show includes three of Robert's original songs. www.calexas.com/vegas

In 2004, Calexas gathered a small group of investors to produce the musical "SANTA AND SONS & daughter!" based on a screenplay Robert had co-written in Austin with Mark Reinking nearly 20 years prior. Released in 2005, the resulting movie was in several festivals, and has been seen across the country and internationally for the past six years as part of an annual Public Access TV awareness campaign.

In 2008, Calexas co-produced "AMERICA NEEDS TALENT!" with the Theater Arts Revival group in Calistoga. Written by Robert, the spoof on TV talent shows involved the cast and crew in the evening's mishaps. Audiences loved it. In 2009, Calexas designed sets, lighting, posters and website for "Pastiche."

Recent video projects have included editing Comcast spots for Harmony Festival and Sonoma County Country Music BBQ, crane rental and shooting at Stanford Medical Symposium, camera and shooting for a MicroSoft software unveiling in San Francisco, and producing the Encina High School Alumni basketball game DVD for the sixth year. Currently, website building, photography and graphic design pay more bills.

\$10

AMERICA NEEDS TALENT!

Theater Arts Revival presents

The HOST



7 PM
FRI OCT 23
SAT OCT 24

Tucker Farm Center
 A Benefit Performance for the
 Tucker Farm Center and T.A.R.C.
 Written & Directed by Robert Bannila • CALENDAR



The Gumbys



Marshall Copeland



POCO



The Jam Band Seven



The Jam Band Seven



The Jam Band Seven

iREPORTER



Catherine Wood



Barbara Lee

PABLO FANQUE'S FAIRE

presents a European carnival
and musical of the absurd...

PASTICHE!

Written by Judith Thomas
and Bonnie Zimmermann

**DAREDEVILS
SINGERS
DANCERS
SIDESHOW FREAKS**

PERFORMANCES are May 21 - 22 - 23 and 28 - 29 - 30, 2010
SHOW TIMES 8:00 p.m. on Friday & Saturday
3:00 p.m. Matinees on Sunday

Ticket Prices \$15 per person and \$10 for kids under 12 or over 60!

www.theaterartsrevival.org

A Benefit for Theater Arts Revival and Tucker Farm Center

calexas presents

**SANTA AND SONS
& daughters**
THE MUSICAL

The poster features a red sleigh with a reindeer on the left, a man in a black coat and hat on the right, and three circular portraits of the main cast members. The title is written in large, stylized letters. The background is a snowy mountain landscape with a silhouette of a person on the right.

Previous Shows
produced in
Napa Valley

A New Paradigm

The birth and development of MER-ZIN has created a new Business Model for Calexas. As the ongoing revenues from the show's ticket and wine sales grow, they will provide part or all of the funding needed to develop and shoot "indie films" from the proven original shows Calexas, Robert Battaile and Bonnie Zimmermann have already produced. This will also be a winner for the MER-ZIN Napa LLC.

To synergize the use of the MER-ZIN performance space and "down time" from November thru March, Calexas is proposing a slate of original Independent Feature Films. Audience ticket sales will help to pay costs such as sets, costumes, actors and so forth. Having a live audience to perform in front of will help road-test and tighten the movie performances. Savings to the LLC could be \$20-35,000 per year.

Calexas plans to use part of its MER-ZIN proceeds to finance a portion of three independent movies. www.calexas.com/calexas-indie-films.pdf

EXIT STRATEGY

In perhaps year four or five, we plan to liquidate the investment with a sale of the company to a much larger company.

MER-ZIN is a theme-attraction based upon the enormous appeal for learning about and drinking great wines. For a fraction of the cost, the audience gets to enjoy the Napa Valley "lifestyle" if only for a little while. Besides selling tickets, the show sells a lot of wine. MER-ZIN is a launching pad for Wine Club memberships and future wine sales. The show is a great promotional vehicle for a winery or one of the wine conglomerates.

Larger wine companies like Constellation Brands, Treasury Wine Estates, Diageo Chateau Estate Wines and Terlato Wine Group could establish mini-marketing centers in whatever cities they were playing the show. MER-ZIN could be turned into a touring road show introducing their wines to whole new markets. Jackson Wine Estates' eleven wineries could feature their Sonoma County/Russian River wines. There are several companies with the depth of wine varietals and production capacity to capitalize on this market.

Theme show operators that are possible candidates include Six Flags, Disney, Universal, Anheuser-Busch (Busch Gardens, SeaWorld), Blackstone Group (SeaWorld Parks and Entertainment), Cedar Fair (Knott's Berry Farm), Comcast (Universal Studio and Islands of Adventure) and smaller companies.

Successful theme-show producers are possible suitors. Murder Mystery Players, Inc., established in 1987, has franchises in 36 major cities that offer both public and private shows. Without A Cue Productions LLC operates in Philadelphia, Baltimore and Syracuse. Several Las Vegas show producers have the clout to raise funds for a purchase.

MER-ZIN's growth is scaleable. Wine's a finite resource with increasing global demand. Remember, we sell the selected Napa Valley wines to our venues that franchise the show. MER-ZIN can potentially build audience relationships that result in years of future wine sales for wine used in the show; and for orders of bottled wine to be shipped to homes.

CONCLUSION

MER-ZIN has been incubating for over five years. Since the rough version of the script was finished in June of 2011, Robert and Bonnie have spent many hours interacting with wine consumers at the Rutherford Hill Winery Tasting Room.

Once the secrecy about the show was lifted and we began developing the project, we've talked about the concept with literally hundreds of people. We've received virtually unanimous and enthusiastic approval. Comments have ranged from "fantastic idea" to "put me on the email list" to "I'm going to schedule a trip back just to see the show." We've been "road testing" the jokes and getting even more inspired by the laughter.

The Wine Business is a "fun" business and Napa is the epicenter for great wine. Despite 4.7 million "person trips" a year – there's not much to do in the evenings. Combining an entertaining comedy with some of the best wines in the world is an idea strong enough to attract audiences for years.

Robert Battaile and Bonnie Zimmermann have a proven track record in theater and media production, marketing, brand management and of course, the Wine Industry. Please read the *Story Synopsis* and *Script* to further appreciate the novelty, humor and educational content. Now, picture the show while tasting seven delicious wines from world famous wineries and enjoying intense food pairings while going on a simulated Winery Tour. Audience members that get to be included "in the show" will have extra special memories of the event.

MER-ZIN is a concept that can sell in other cities large and small. Sad to say, there are many places in the world that rarely get to taste several wines of Napa Valley's quality. MER-ZIN is not only selling entertainment, we're going to sell lots of wine.

Each year, millions of tourists will continue to be drawn to the region's great wines and natural beauty. The community and businesses of Napa are working hard to expand the nightlife and cultural scene. MER-ZIN truly has the potential to become a "must-see" attraction for tourists and locals alike generating significant income for its investors.