The Commonwealth of Massachusetts

Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-660-5370
www.mass.gov/medicalmarijuana

APPLICATION OF INTENT

Request for a Certificate of Registration to Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by any non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts.

If seeking a Certificate of Registration for more than one RMD, the applicant non-profit corporation ("Corporation") must submit a separate *Application of Intent*, all required attachments, and an application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting an *Application of Intent* for more than one RMD, an applicant need only submit one *Character and Competency form* for each required individual.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Mail or hand-deliver the *Application of Intent*, with all required attachments, the $1,500 application fee, and Remittance Form to:

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 11th Floor
Boston, MA 02111

Application fees are non-refundable and non-transferable.

RECEIVED
SEP 29 2015
MA Dept. of Public Health
99 Chauncy Street
Boston, MA 02111

Application 1 of 1 Applicant Non-Profit Corporation _____

REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department of Public Health ("Department"), the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Management and Operations Profile.*

If invited by the Department to submit a *Management and Operations Profile*, the applicant must submit the *Management and Operations Profile* within 45 days from the date of the invitation letter, or the applicant must submit a new *Application of Intent* and fee.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional of Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: NCD

Application 1 of 1 Applicant Non-Profit Corporation _____

CHECKLIST

The forms and documents listed below must accompany each application, and be submitted as outlined above:

☑ A fully and properly completed *Application of Intent*, signed by an authorized signatory of the corporation

☑ A copy of the Corporation's *Certificate of Legal Existence* from the Massachusetts Secretary of State

☑ Financial account summary(ies) (as outlined in Section D)

☑ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for $1,500.

☑ A completed *Remittance Form* (use template provided)

☑ A completed and signed *Character and Competency* form (use template provided) for each of the following actors:

- Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: NcD

Application 1 of 1 Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

1. Khem Organics Inc.
   Legal name of Corporation

2. Nial C. DeMena
   Name of Corporation's Chief Executive Officer

3. 100 North Street Suite 405
   Pittsfield, Mass. 01201
   Address of Corporation (Street, City/Town, Zip Code)

4. Nial C. DeMena, CEO
   Applicant point of contact (name of person the Department should contact regarding this application)

5. 207.408.0263
   Applicant point of contact's telephone number

6. ncdemena@gmail.com
   Applicant point of contact's e-mail address

7. Number of applications: How many *Applications of Intent* do you intend to submit? 1

SECTION B. INCORPORATION

8. Attach a *Certificate of Legal Existence* from the Massachusetts Secretary of State, documenting that the applicant non-profit entity is incorporated as a non-profit in Massachusetts.

SECTION C. CHARACTER AND COMPETENCY

9. Attach a *Character and Competency* form (use template provided) for each of the following actors:

   - The Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

RECEIVED SEP 29 2015 MA Dept. of Public Health 99 Chauncy Street Boston, MA 02111

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Application 1 of 1 Applicant Non-Profit Corporation _____

SECTION D. INITIAL CAPITAL REQUIREMENT

Describe the sources, types, and amounts of required initial capital in the table below, showing that the Corporation has at least $500,000 in its control and available for this *Application of Intent* and at least $400,000 in its control and available for each additional *Application of Intent*, if any, as evidenced by bank statements, lines of credit, or financial institution statements. Add more tables if needed.

If the required funds are being held in an account in the name of an individual or entity other than the Corporation, the individual or authorized signatory of the entity must provide their signature in the "Signature of Account Holder" column. Their signature below indicates that they are committing the amount of their funds identified in the table to the applicant.

In addition to completing this table, submit a **one-page** financial account summary for each account listed below documenting the available funds, dated no earlier than 30 days prior to the date the *Application of Intent* was submitted to the Department.

Name on Account	Financial Institution	Type of Account	Amount	Signature of Account Holder
Matthew Feeney	Commonwealth Financial Network	Individual NFS	$ 352,880.75	
Matthew Feeney	Commonwealth Financial Network	Individual NFS	$ 149,896.31	
Matthew Feeney	Commonwealth Financial Network	IRA NFS	$ 187,246.61	
Andrea F. Nuciforo, Jr. as CEO/Chairman of Taconic Finance Partners	Berkshire Bank	Business Checking	$ 475,000.00	
Albert Wojtkowski	Charles Schwab	Investment Account	$ 193,757.78	
Albert Wojtkowski	Berkshire Bank	Money Market Savings Account	$ 135,350.53	
--------	--------	**TOTAL:**	$ 1,494,131.98	----

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SECTION D. ACCOUNT SUMMARY (FEENEY)

Consolidated Statement

As of 9/24/2015

matthew feeney

Activity Summary

[redacted]

Ending Balance (9/24/2015)	**$690,023.67**
Time-Weighted Return for Date Range	-5.33%

Asset Category Allocation

[redacted]

Accounts

[redacted]

		Pct.
Total	**$690,023.67**	**100%**

Consolidated Statement

As of 9/24/2015

Disclaimer
The information displayed is provided by Commonwealth Financial Network® (""Commonwealth""), Member FINRA/SIPC. It is provided for informational purposes only, should not be relied upon for tax or legal purposes, and is based upon sources believed to be reliable. No guarantee is made as to the completeness or accuracy of the information. Commonwealth urges you to compare your account custodian statements with the statements you receive from us or your advisor. If you believe there are material discrepancies between statements, please contact Commonwealth directly at 800.251.0080. Past performance is not indicative of future results.

SECTION D. ACCOUNT SUMMARY (NUCIFORO)

Monica Bharel, M.D., Commissioner
Massachusetts Department of Health
250 Washington Street
Boston, MA 02108

RE: Taconic Finance Partners LLC: Account Ending [redacted]

Dear Commissioner Bharel:

I serve as a Financial Service Representative of the Berkshire Bank branch located at 99 North Street, Pittsfield Massachusetts. I hereby attest that on September 30, 2015, the above-referenced Business Checking Account reflected a balance of available funds in the amount of $475,000.00. I am enclosing with this letter a true and accurate statement of the account.

Please call with any questions.

Very truly yours,

Terri Davis

Terri Davis
Financial Service Representative

charles SCHWAB

Schwab One® Account of
ALBERT S WOJTKOWSKI &
SANDRA J WOJTKOWSKI TEN/COM

Account Number [redacted]

Statement Period
August 1-31, 2015

Change in Account Value

	This Period	Year to Date
[redacted]		
Ending Value with Accrued Income[d]	*$ 193,757.78*	
[redacted]		
Total Value with Accrued Income[d]	*$ 193,757.78*	

Account Value ($) Over Last 12 Months [in Thousands]

[redacted]

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SECTION D. ACCOUNT SUMMARY (WOJTKOWSKI)

SECTION D. ALLOUNT SUMMARY (WOJTKOWSKI)

BERKSHIRE BANK

America's Most Exciting Bank

September 28, 2015

Re: Albert Wojtkowski

To Whom It May Concern,

This letter is to confirm account number #367847 and routing number #[redacted] held by Albert Wojtkowski is open and active and in good standing. The current balance is $135,350.53

Thank you,

Jessica Burke
Financial Services Representative
66 West St Suite 100
Pittsfield MA 01201
Phone (413) 445-8385
Fax (413) 445-8355
Email jburke@berkshirebank.com

Application 1 of 1 Applicant Non-Profit Corporation _____

ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory for the applicant non-profit corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.

Signature of Authorized Signatory — Date Signed: 09.28.2015

Nial C. DeMena

Print Name of Authorized Signatory

CEO

Title of Authorized Signatory

I hereby attest that if the non-profit corporation is allowed to proceed to submit a *Management and Operations Profile*, the applicant non-profit corporation is prepared to pay a non-refundable application fee of $30,000 and the cost of all required background checks, and comply with all *Management and Operations Profile* and *Siting Profile* requirements.

Signature of Authorized Signatory — Date Signed: 09.28.2015

Nial C. DeMena

Print Name of Authorized Signatory

CEO

Title of Authorized Signatory

I hereby attest that I understand that registered marijuana dispensaries are required to conduct background investigations of proposed Dispensary Agents, that such background investigations are subject to the Department's inspection and review, and that the applicant non-profit corporation will not engage the services of a Dispensary Agent that has ever been convicted of a felony drug offense in Massachusetts, or a like violation of the laws of another state, the United States, or a military, territorial, or Indian tribal authority.

Signature of Authorized Signatory — Date Signed: 09.28.2015

Nial C. DeMena

Print Name of Authorized Signatory

CEO

Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: NCD

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: September 28, 2015

To Whom It May Concern :

I hereby certify that

KHEM ORGANICS INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **September 28, 2015** (Chapter 180).

I also certify that so far as appears of record here, said corporation still has legal existence.

In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 15095462280

Verify this Certificate at: http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx

Processed by: hma