



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 SUDDETH
 Secretary

MONICA BHAREL, MD, MPH
 Commissioner

Phone: 617-666-5370
www.mass.gov/medicalmarijuana

Dept. of Public Health
 99 Chauncy Street
 Boston, MA 02111

RECEIVED
 JUN 14 2015

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.

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: NMG

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.

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SECTION A. APPLICANT INFORMATION

1. Mayflower Botanicals, Inc.
Legal name of Corporation
2. Kevin C. Pelissier, Jr.
Name of Corporation's Chief Executive Officer
3. 82 Pearson Avenue
Unit 2
Somerville, MA 02144
Address of Corporation (Street, City/Town, Zip Code)
4. Neil M. Gupta
Applicant point of contact (name of person the Department should contact regarding this application)
5. (781) 962-5849
Applicant point of contact's telephone number
6. neil@mayflowerbotanicals.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.

MA Dept. of Public Health
99 Chauncy Street
Boston, MA 02111

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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.

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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
Richard K. Roberts	Scottrade	IRA	\$ 300,000.00	
Omer Rosenhand	E*Trade	Individual Brokerage	\$ 230,000.00	
Matthew E. Jossen	Capital One	Savings	\$ 120,000.00	
Matthew E. Jossen	Citibank	Checking	\$ 100,000.00	
Neil M. Gupta	TIAA-CREF	403(b)	\$ 90,000.00	
Neil M. Gupta	TIAA-CREF	ROTH IRA	\$ 25,000.00	
-----	-----	TOTAL:	\$ 865,000.00	----

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SCOTTRADE INC CUST FBO
 RICHARD K ROBERTS IRA

Branch Office	
SCOTTRADE INC 55 LONG POND RD PLYMOUTH MA 02360 (508) 748-1102	
Account Number	Office
	201
Period Beginning	Period Ending
07/01/2015	07/31/2016

INFORMATION UPDATE

Yes, we offer commission-free dividend reinvestment. We call it FRIP®. Check out how you might be able to use flexible dividend reinvestment with your investment strategy at scottrade.com/FRIP.

Brokerage products and services offered through Scottrade, Inc. Member FINRA/SIPC

ACCOUNT SUMMARY	VALUE THIS PERIOD	ACTIVITY SUMMARY	600.02
VALUE SECURITIES IN POSITION	336,508.29		
MONEY BALANCES:			
BANK DEPOSIT PROGRAM BALANCE*	600.03	DIVIDEND/INTEREST INCOME	0.01
BROKERAGE ACCOUNT BALANCE	0.00	OTHER CREDITS	0.00
TOTAL MONEY BALANCE	600.03	TOTAL CREDITS	0.01
		DEBITS:	
		DIVIDEND/INCOME EXPENSE	0.00
		OTHER DEBITS	0.00
		TOTAL DEBITS	0.00
TOTAL ACCOUNT VALUE	337,108.32	CLOSING TOTAL MONEY BALANCE	600.03

Current Tax Strategy**
 Stocks, Options & Bonds: FIFO
 Funds: FIFO

SECURITY POSITIONS

August 12, 2015

Omer Rosenhand
[REDACTED]
[REDACTED]

Re: E*TRADE Securities Account [REDACTED]; Individual

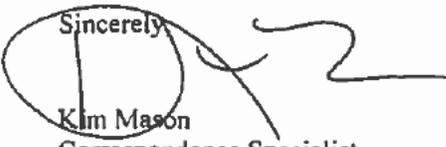
To Whom It May Concern:

This letter is in response to a request received in our office, for verification of the balance and deposits held in the above referenced E*TRADE Securities account.

E*TRADE Securities account [REDACTED] is a brokerage account registered in Omer Rosenhand's name only. The account was opened on September 26, 2007 and has been maintained in good standing. As of the close of the market on August 11, 2015, the total market value of the account was in excess of \$230,000.00, including \$160,000.00 in excess cash. The client may access the assets at his discretion.

E*TRADE is committed to providing quality customer service. Should you have any further questions, please contact a Financial Service Representative at 1.800.387.2331, 24 hours a day, 7 days a week.

Sincerely,


Kim Mason

Correspondence Specialist
E*TRADE Securities LLC



August 12, 2015

Matthew E Jossen



Dear Matthew,

Here's the account information you requested:

Deposit Account(s)							
Account Number	Account Open Date	Total Deposits for Last 12 Months	3 Month Average Balance	3 Month Lowest Balance	Available Balance as of August 12, 2015	Current Interest Rate	Account Owner(s)
[REDACTED]	02/07/2005	[REDACTED]	[REDACTED]	[REDACTED]	\$124,153.01	[REDACTED]	MATTHEW E JOSSEN

If you have any questions, please give us a call at 1-888-464-0727, between 8 AM and 8 PM, 7 days a week.

Thanks.



P.O. Box 60, St. Cloud, MN 56302-0060
www.capitalone360.com

Citibank N.A.
153 East 53rd Street
23rd Floor
New York, NY 10022

T 212 559 0167
F 212 793 0006



Private Bank

August 12, 2015

Matthew Jossen
Jacqueline M Jossen

Re: Citibank Checking Account # [REDACTED]

To whom it may concern:

Matthew Jossen and Jacqueline M Jossen have requested that we furnish this letter on their behalf for your informational purposes only. This does not represent a bank statement, which provides an official record of an account.

Matthew and Jacqueline Jossen have maintained accounts with Citibank, N.A. through Citi Private Bank since April 2010, with a balance in excess of \$100,000.00 at the close of business on August 11, 2015. To date, they have met all of their obligations with Citi Private Bank.

This is a strictly confidential response to a request. No responsibility or liability, in any way, is to attach to this bank or any of its officers for your reliance on this letter. The value of any securities is given as a mere matter of opinion. Furthermore, no offer or solicitation on our part with respect to the sale or purchase of any securities is intended or to be implied.

If you have any questions regarding their banking relationship with us, please do not hesitate to contact me. I can be reached at 212-559-0167.

Sincerely,

Janice Phillips
Assistant Vice President
Citi Private Bank
153 East 53rd Street, 23rd Floor
New York, NY 10022
212-559-0167

Janice Phillips
Assistant Vice President

Citi Private Bank is a business of Citigroup Inc. ("Citigroup"), which provides its clients access to a broad array of products and services available through bank and non-bank affiliates of Citigroup. Not all products and services are provided by all affiliates or are available at all locations.

In the U.S., brokerage products and services are provided by Citigroup Global Markets Inc. ("CGMI"), member SIPC. Accounts carried by Pershing LLC, member FINRA, NYSE, SIPC. CGMI and Citibank, N.A are affiliated companies under the common control of Citigroup. Outside the U.S., brokerage products and services are provided by other Citigroup affiliates. Investment Management services (including portfolio management) are available through CGMI, Citibank, N.A. and other affiliated advisory businesses.

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INVESTMENT PRODUCTS: NOT FDIC INSURED - NO BANK GUARANTEE - MAY LOSE VALUE

Registered Representative - Citigroup Global Markets Inc.

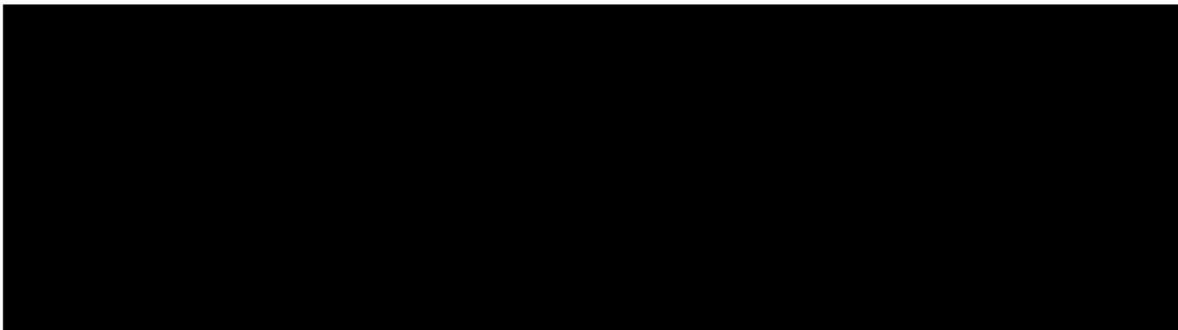


NEIL M. GUPTA
Daily Statement
As of 08/07/15

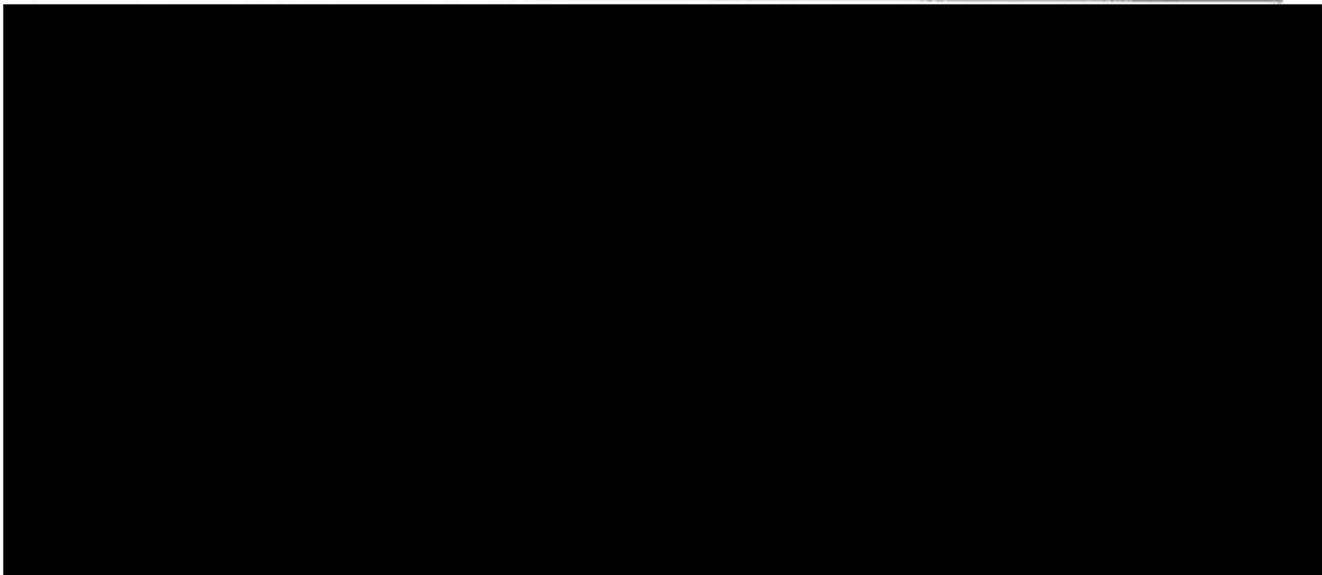
My Portfolio
\$121,342.91

INVESTMENT	ASSET CLASS	UNITS/SHARES	PRICE	BALANCE	CHANGE* SINCE 06/30/15
[REDACTED]				\$94,381.59	[REDACTED]
[REDACTED]				\$26,961.32	[REDACTED]
TOTAL				\$121,342.91	[REDACTED]

Asset Class:

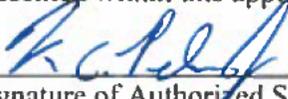


My Accounts



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

08/14/2015

Date Signed

Kevin C. Pelissier, Jr.

Print Name of Authorized Signatory

Chief Executive Officer and Director

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

08/14/2015

Date Signed

Omer Rosenhand

Print Name of Authorized Signatory

Chief Financial Officer and Director

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

08/14/2015

Date Signed

Neil M. Gupta

Print Name of Authorized Signatory

Chief Technical Officer and Director

Title of Authorized Signatory

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

Date: August 07, 2015

To Whom It May Concern :

I hereby certify that

MAYFLOWER BOTANICALS, INC.

appears by the records of this office to have been incorporated under the General Laws of this
Commonwealth on **July 27, 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: 15084678070

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

Processed by: hma