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

RECEIVED
JUN 29 2015
MA Dept of Public Health
99 Chauncy Street
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: [signature]

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: [illegible]

Application 1 of 1 Applicant Non-Profit Corporation Seven Point of Massachusetts, Inc.

SECTION A. APPLICANT INFORMATION

1. Seven Point of Massachusetts, Inc.
   Legal name of Corporation

2. Brad A. Zerman
   Name of Corporation's Chief Executive Officer

3. 109 State Street, Suite 404, Boston, MA 02109
   Address of Corporation (Street, City/Town, Zip Code)

4. Brad Zerman
   Applicant point of contact (name of person the Department should contact regarding this application)

5. 312-593-8448
   Applicant point of contact's telephone number

6. brad@skyprocessing.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.

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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
Brad Zerman and Beth Ann Zerman	US Bank	Line of Credit	$ 375,000.00	
Ryan W. Goldstein	Morgan Stanley	Brokerage	$ 125,000.00	
-------	-------	**TOTAL:**	$ 500,000.00	----

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FUSION Sales and Service Rel 15.06.007 [PRD2A] - Windows Internet Explorer

usbank

Name	Grzybowska, Jolanta D	Preferred ID	[redacted]	Calendar Date	06/26/2015
Bank	125 - Illinois	Workstation	WD-LA7436C2010	Processing Date	06/26/2015
Branch	0714 - Milwaukee Ave	Status	Online	Version	15.06.007

User Desktop > Session Management > Customer/Prospect Search > BRAD A ZERMAN > 463537814 Help | Sign Off

- Transaction History
- Service and Maintenance
- Order Checks
- Customer/Prospect Search
- Product Search
- Loan Search
- Utilities
- End Session

Account Information

Account	[redacted]		
Nickname		Tax ID Number	[redacted]
Titling	BRAD A ZERMAN, PRESIDENT-SKY PROCESSING BETH A BERGER-ZERMAN	Mailing Address	1419 W BELLE PLAINE AVE CHICAGO, IL 60613-1901 United States
Account Open Channel	WALK-IN CUSTOMER(BRANCH)		

Bank	Bank 125 - Illinois
Branch	96737 - PCG N SHERIDAN RD
Cost Center	9016737
Officer 1	TERESA L SERVERT
Officer 2	Branch Owned

[redacted]

Items in Process

Type	Description	Date Created

Detail | Past Due | Related Customers | Remarks

Loan Information

Account Status OPEN

Description	Balance	Interest Rate	Maturity Date
LINE	$ 129,126.00	3.000 %	01/15/2038

Date Information

Date Opened 01/07/2013

Date Closed

6/26/15 02:32 PM

POSITIONS: Custom View

As of 11:05 AM EDT, 06/29/2015

RYAN W GOLDSTEIN
225-023863-004 AAA
Single
$0.00 (prev. close) / Standard

RYAN W GOLDSTEIN
371 BRIAR LANE
HIGHLAND PARK IL 60035
(312) 771-1108 (M) | rayn@rwgrealtyco.com

Morgan Stanley

POSITIONS 6 | NET CASH $0.00

Symbol/CUSIP A	Security Description	Quantity	Price ($)	Market Value ($)	Unit Cost ($)	Total Cost ($)	G/L ($)	G/L (%)	Net Value Incr/Decr ($)	Product	Curr Yield	Marginable	Div $	YTD Int. Paid	Div Re/ CG Re	Policy #	Accrued Interest	Remaining Commit
ABRYX	[redacted]														-		-	-
AFRYX															-		-	-
BSIIX															-		-	-
HHCZX															-		-	-
JFLEX															-		-	-
RHMYX															-		-	-
Sub-Total - Advisory Assets				$0.00														
Sub-Total - Non-Advisory Assets				$152,348.05														
Totals				$152,348.05		-	-	-										

Cash, MMF and Deposits - Bank deposits are held at (1) Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney, LLC, or (2) or Citibank, N.A., each FDIC members. Deposits are eligible for FDIC insurance up to applicable limits and in accordance with FDIC rules.

Fixed Income - Bond prices are typically updated on a daily basis through an overnight batch feed, therefore prices do not reflect current intra-day values. Prices displayed in the official account statement may differ from the prices utilized in this material due to, among other things, the use of different reporting methods, date of the report, rounding, delays, market conditions and interruptions. For floating rate securities, the accrued interest is an estimate based on the current floating coupon rate and may not reflect historic rates within the accrual period.

Certificates of Deposit - CDs are insured by the FDIC, an independent agency of the U.S. Government, up to a maximum amount of $250,000 (including principal and accrued interest) for all deposits held in the same insurable capacity (e.g. individual account, joint account, IRA etc.) per CD depository. Investors are responsible for monitoring the total amount held with each CD depository. All deposits at a single depository held in the same insurable capacity will be aggregated for purposes of the $250,000 federal deposit insurance limit, including deposits (such as bank accounts) maintained directly with the depository and CDs of the depository held through Morgan Stanley Smith Barney LLC. A secondary market in CDs may be limited. CDs sold prior to maturity are subject to market risk and therefore investors may receive more or less than the amount invested or the face value. Callable CDs are callable at the sole discretion of the issuer. For more information about FDIC insurance, please visit the FDIC website at www.fdic.gov.

Mutual Funds – Mutual Funds are typically priced daily. The price provided is the previous business day's closing price. The amount of Net Value Increase/ (Decrease) compares your Total Purchases (all purchases less Dividend Re-Investments) with the Market Value of all shares you hold of the fund. This calculation is of informational purposes only, does not reflect your total unrealized gain or loss and should not be used for tax purposes. Please note that we are not able to identify the mutual fund position as Margin "M" if the position balance is made up of shares that are new (less than 30 days old).

Unit Investment Trusts – Unit Investment Securities are typically priced daily. The price provided is the previous day's closing price.

Alternative Investments - Your interests in Alternative Investments may not be held at Morgan Stanley Smith Barney LLC, but may have been purchased through Morgan Stanley Smith Barney LLC, and are not covered by SIPC. The information provided to you: 1) is included solely as a service to you and certain transactions may not be reported; 2) is derived from you or another external source for which Morgan Stanley Smith Barney LLC is not responsible, and may have been modified to take into consideration capital calls or distributions to the extent applicable; 3) may not reflect actual shares, share prices or values; 4) may include invested or distributed amounts in addition to a fair value estimate; and 5) should not be relied upon for tax reporting purposes. Alternative Investments are illiquid and may not be valued daily, therefore the estimated valuation provided will be as of the most recent date available. No representation is made that the valuation is a market value or that the interest could be liquidated at this value. Morgan Stanley Smith Barney LLC is not required to take any action with respect to your investment unless valid instructions are received from you in a timely manner. Some positions reflected above may not represent interests in the fund, but rather redemption proceeds withheld by the issuer pending final valuations which are not subject to the investment performance of the fund and may or may not accrue interest for the length of the withholding.

Annuities/Insurance Products - Insurance and Annuity products and values are displayed for informational purposes only. Values reflect in force insurance purchased through Morgan Stanley Smith Barney LLC in conjunction with its licensed insurance agency affiliates as of date shown as reported by the insurance carrier. Amounts shown may be subject to surrender and other contract charges. Invested premium is defined as either the original purchase price plus additions, minus withdrawals or principal withdrawals. Display of insurance or annuity products on the Morgan Stanley Smith Barney LLC account statement does not confer or imply ownership or beneficial interest on the part of the account holder. All ownership, rights, benefits and payments are controlled by the contract between the insurance company and the contract owner as shown on your policy copy. Annuitized information as provided by the insurance carrier reflects the value of the last payment made as per your instructions and does not imply that the funds were re-deposited into a Morgan Stanley Smith Barney LLC account and is provided for informational purposes only. Surrendered or annuitized policies will not appear as assets on this statement.

Exchange Traded Funds/Stock/Option Pricing - Current prices are available for Exchange Traded Funds, Stocks and Options only. All other current pricing reflects the most recently available price for that security. For example, Mutual Fund current prices are the most recent business day's Net Asset Value.

Risk/Ratings - Research Ratings may be displayed for certain securities. Neither Morgan Stanley nor Standard & Poor's uses the rating system displayed. For ease of comparison, we have normalized their ratings so that (1) = Buy, (2) = Hold, and (3) = Sell. **You should not infer the investment risks or profile of any security from these ratings but refer to the research reports for a complete description of the research provider's rating system, rating and views on the security.**

M = Position purchased on Margin, S = Short Position, E = External Account, C = Reinvest None, R = Reinvest, P = Reinvest Principal (UIT's), I = Reinvest Income (UIT's), RTH = Recommend to Hold, O = Open Order, SK = Position held in Safekeeping

Application 1 of 1 Applicant Non-Profit Corporation Seven Point of Massachusetts, Inc.

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: 06/26/2015

Brad A. Zerman

Print Name of Authorized Signatory

CEO, Seven Point of Massachusetts, Inc.

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: 06/26/2015

Brad A. Zerman

Print Name of Authorized Signatory

CEO, Seven Point of Massachusetts, Inc.

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: 06/26/2015

Brad A. Zerman

Print Name of Authorized Signatory

CEO, Seven Point of Massachusetts

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: BZ

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: June 26, 2015

To Whom It May Concern :

I hereby certify that

SEVEN POINT OF MASSACHUSETTS, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **June 26, 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: 15064000110

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

Processed by: tgr