

VICENTE SEDERBERG

BOSTON | DENVER | JACKSONVILLE | LOS ANGELES LLC

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BOSTON, MA 02210
TEL: 617.934.2121

November 29, 2018

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

Re: Ascend Mass, LLC – Name Change to Capital Contributor for *Management and Operations Profile 3 of 3*

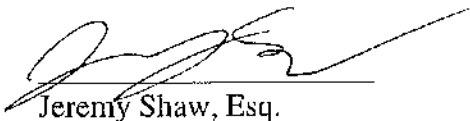
To Whom It May Concern:

Enclosed please find the *Management and Operations Profile 3 of 3* for Ascend Mass, LLC (“Ascend Mass”). Please note that as of October 26, 2018, the capital contributor for Ascend Mass has changed its name from Ascend Group Partners, LLC to Ascend Wellness Holdings, LLC.

This name change has been recorded and updated with the Massachusetts Secretary of the Commonwealth.

Please do not hesitate to contact our office with any questions. Thank you for your attention to this matter.

Sincerely,



Jeremy Shaw, Esq.

JS/tc
Enclosures



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

MANAGEMENT AND OPERATIONS PROFILE
Request for a Certificate of Registration to
Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by an entity that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary (“RMD”) in Massachusetts, and has been invited by the Department of Public Health (“Department”) to submit a *Management and Operations Profile* (“applicant”).

Once 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.

If invited by the Department to submit more than one *Management and Operations Profile*, the applicant must submit a separate *Management and Operations Profile*, attachments, and 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 a *Management and Operations Profile* for more than one RMD, an applicant need only submit one *Employment and Education Form*, *Character and Competency Form* and background check packet, including authorization forms for all required individuals and entities, and fee associated with the background checks.

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 labeled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided on 8 ½” x 11” paper, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Application ³ _ of ³ _.

Applicant Corporation

Ascend Mass, LLC

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

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

All 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, the Department will review the information and will contact the applicant if clarifications or updates to the submitted application materials are needed. The Department will notify the applicant whether it has met the standards necessary to be invited to submit a *Siting Profile*.

Applicants must receive an invitation from the Department to submit a *Siting Profile* within 1 year of the date of submission of the *Management and Operations Profile*, or the applicant must submit a new *Application of Intent* and fee in order to proceed in the application process.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants must receive a Provisional Certificate of Registration from the Department within 1 year of the date of the invitation letter from the Department to submit a *Siting Profile*. If the applicant does not meet this deadline, the application will be considered to have expired. Should the applicant wish to proceed with obtaining a Certificate of Registration, a new application must be submitted, beginning with an *Application of Intent*, together with the associated fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100, as well as materials posted on the Medical Use of Marijuana Program website: www.mass.gov/medicalmarijuana.

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).

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: FP.

Application 3 of 3
QUESTIONS

Applicant Corporation

Ascend Mass, LLC

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.

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CHECKLIST

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

- A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant
- A completed *Remittance Form* (use template provided)
- A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- A copy of the applicant's *Articles of Organization* (as outlined in Section B)
- A copy of the applicant's *Certificate of Good Standing* (as outlined in Section B)
- A copy of the applicant's bylaws or operating agreement (as outlined in Section B)
- An *Employment and Education Form* for each required individual (as outlined in Section D)
- A completed and signed *Character and Competency Form* for each required actor (as outlined in Section G)
- A sealed envelope with the name of the applicant and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, 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 individual performing onsite services on behalf of a consulting or contracted company as Cultivation or Security Manager or the equivalent, if known during the application process; 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. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the applicant and submit these forms for each said individual.

For entities contributing 5% or more of initial capital to operate the proposed RMD, the forms must be completed by the entity's Chief Executive Officer or Executive Director and President or Chair of the Board of Directors. If the entity does not have a Chief Executive Officer or Executive Director or President or Chair of the Board of Directors, it must identify the individuals performing the equivalent duties for the entity and submit these forms for each said individual.

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SECTION A. APPLICANT INFORMATION

1. Ascend Mass, LLC
Legal name of Applicant Corporation

2. Andrea Cabral
Name of Applicant Corporation's Chief Executive Officer

3. 137 Lewis Wharf, Boston, MA 02110
Mailing address of Applicant Corporation (Street, City/Town, Zip Code)

4. Francis Perullo
Applicant Corporation's point of contact (name of person Department should contact regarding this application)

5. (617) 721-5844
Point of contact's telephone number

6. frank@ascendmass.com
Point of contact's e-mail address

7. Number of applications: How many *Management and Operations Profiles* does the applicant intend to submit?

3

SECTION B. INCORPORATION

- 8. Attach a copy of the applicant's *Articles of Organization*, documenting that the applicant is an entity incorporated in Massachusetts.
- 9. Attach a copy of the applicant's *Certificate of Good Standing* from the Massachusetts Secretary of the Commonwealth. The *Certificate of Good Standing* must be dated no earlier than 90 days prior to the date the *Management and Operations Profile* is received by the Department.
- 10. Attach a copy of the applicant's bylaws (if a non-profit or domestic business corporation) or operating agreement (if a limited liability company).

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: JP

SECTION C. NON-PROFIT COMPLIANCE

If the applicant is a non-profit corporation, answer each of the questions in Section C to explain how the corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this Section.

- 11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

Ascend Mass, LLC ("Ascend") is not a non-profit corporation.

- 12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

Ascend is not a non-profit corporation.

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13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

Ascend is not a non-profit corporation.

14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

Ascend is not a non-profit corporation.

Application 3 of 3

Applicant Corporation

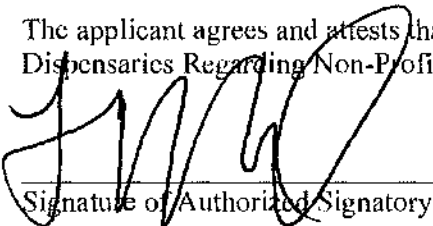
Ascend Mass, LLC

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

Ascend is not a non-profit corporation.

ATTESTATION

The applicant agrees and attests that it will operate in compliance with the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."


Signature of Authorized Signatory

11/28/18
Date Signed

Francis Perullo

Print Name of Authorized Signatory

Chief Operating Officer

Title of Authorized Signatory

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SECTION D. EXPERIENCE

16. Attach a completed and signed *Employment and Education Form* (use template provided) for each required individual (as outlined in the *Employment and Education Form*)
17. Describe the experience, and length of experience, of the applicant's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with running a business.

Although Andrea Cabral (CEO) does not have direct experience running a business, she has 13 years of experience leading large organizations. From 2002-2012, Ms. Cabral served as the Sheriff of Suffolk County, Massachusetts. With an operating budget of \$126 million annually, the Suffolk County Sheriff manages all operations at the Suffolk County House of Correction, the Nashua Street Jail, and the Civil Process Division. In this role, Ms. Cabral oversaw a management, security, and administrative staff of over 1,000. Additionally, Ms. Cabral served as Secretary of the Executive Office of Public Safety and Security ("EOPSS") of the Commonwealth of Massachusetts under the administration of Governor Deval Patrick. In this role, Ms. Cabral was charged with oversight of the Massachusetts State Police, Massachusetts Emergency Management Agency, Sex Offender Registry Board, Department of Fire Services, Department of Criminal Justice Information Services, Department of Correction, Parole Board, Office of the Chief Medical Examiner, State 911 Department, State Police Crime Laboratory, Municipal Police Training Committee, Massachusetts National Guard, Office of Grants and Research, Homeland Security Division, and Public Safety Broadband Office.

Francis Perullo (COO) has 21 years of experience running small businesses. In 1997, Mr. Perullo founded Sage Systems, one of the nation's first privately owned voter database and web hosting service provider with a staff of 21 individuals. He is presently Chief Executive Officer of the Novus Group, a public affairs agency that currently employs eight (8) full time staff members.

Steve Rohlfing (CFO) has 0 years of experience with running a business.

18. Describe the experience, and length of experience, of the application's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with providing health care services.

Andrea Cabral (CEO) has no experience with providing health care services.

Francis Perullo (COO) has no experience with providing health care services.

Steve Rohlifing (CFO) has no experience with providing health care services.

19. Describe the experience, and length of experience, of the applicant's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with providing services for marijuana for medical purposes.

Andrea Cabral (CEO) has no experience with providing services for marijuana for medical purposes.

Francis Perullo (COO) has no experience with providing services for marijuana for medical purposes.

Steve Rohlfing (CFO) has no experience with providing services for marijuana for medical purposes.

20. Describe the experience, and length of experience, of the applicant's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

Jason Stirling (Chief Cultivation & Product Officer) has 4 years of experience with providing services for marijuana for medical purposes. Prior to joining Ascend Mass, LLC, Mr. Stirling was the head cultivator of Lucky Horse Management, LLC (D/B/A Nature Med). He also served as the Head Cultivation / Production Manager at BPN-PC Staffing, Inc. (D/B/A Sparc); Executive Assistant and Human Resources Manager at Garden of the Gods; and Team Lead and Trimmer at Green Mountain Harvest.

Brad Baker (Director of Security) has over 20 years of experience in security operations and management, protecting people and assets in technology, transportation, infrastructure, government, education, and the medical marijuana space (where he has approximately 4 years of experience). Brad began his security career working in the field and simultaneously worked towards a bachelor's degree in Security Operations Management and master's degrees in Information Technology and Information Security. Brad also maintains the top security industry certifications including ASIS Certified Protection Professional and Physical Security Professional, as well as the coveted Certified Information Security Systems Professional from ISC2. For the past two decades, Brad has worked on security operations and technical security deployments for some of the most important and sophisticated clients in the industry, including boot strapping the security program at MBTA/MASSDOT. Brad left the MBTA in 2013 and joined FTG where he leads technical security deployments and currently manages operation of technical security for the state's highest executive offices and most important and critical infrastructure. Since leading FTG Security, Brad began consulting in the medical marijuana industry in 2014, and he has worked and continues to work with a number of clients in the medical marijuana industry, several of which are currently operating in the Commonwealth. Prior to his experience consulting with medical marijuana businesses in Massachusetts, Brad worked as an independent consultant and developed a draft comprehensive pharmaceutical security master plan for a federally regulated pharmaceutical organization.

SECTION E. OPERATIONS

21. Provide a summary of the applicant's operating procedures for the cultivation of marijuana for medical use.

Ascend is committed to high-quality, sustainable cultivation practices to produce pharmaceutical-grade products meeting patient health needs. SOPs developed to: (1) Ensure agent, product, and public safety; (2) Produce consistent, predictable yields based on accepted science; and (3) Create transparent, fully compliant, efficient operations.

All phases of cultivation (strain selection, seed germination, selection of grow mediums and nutrients, lighting grow cycle, harvest, drying and curing) will take place in designated, locked, limited access areas monitored by surveillance camera system.

Ascend will only use DPH approved pesticides (none currently). Soil will meet U.S. Agency for Toxic Substances & Disease Registry's Environmental Media Evaluation Guidelines for residential soil levels. Cultivation best practices employed to limit contamination, incl. mold, fungus, bacterial diseases, rot, pests, non-DPH approved pesticides, mildew, and other contaminants.

All source soils/solids to be sampled/analyzed prior to use when new soils/solids are received from different source and annually. Samples collected representatively and diagram maintained for review. Duplicate samples collected at least annually and 1 for every 20 solid samples. Proper sampling steps followed. All Logbooks & Chain of Custody forms available for review. Water derived from PWS and public records of analysis available for review.

Best Mgmt. Practice, Good Agr. Practice, & Good Handling Practice to be used. RMD adopted marijuana cultivation standards from American Herbal Pharmacopoeia & American Herbal Products Association and adapted USDA Organic Standards and FDA standards to create holistic medical marijuana crop system. RMD has adopted or adapted the following:

- HACCP Principles & Appl. Guidelines (Nat'l Adv. Comm. on Microbiological Food Criteria)
- Guide to Minimize Microbial Food Safety Hazards for Fresh Fruits and Vegetables
- An introduction to On-Farm Food Safety Practice (Canadian Federation of Agriculture)
- Workbook on Greenhouse Gas Mitigation of Agricultural Managers

Ascend's extensive SOPs include, but are not limited to: CO2 Systems; Crop/Supply Mgmt. Disease Mgmt. Environmental Controls; Pest Management; Fertilizer/Soil/Media Management; Spray/Feeding Protocols; Nutrient Balance Check; Hygiene/Sanitation; Infected Handler Guidelines; Security/Limited Access Areas; Monitoring/Record keeping; Inventory Management/Storage; Procedure Variances; Quality Assurance; and Water Quality.

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22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the applicant intends to produce, if any.

To accommodate a variety of patient needs and preferences, Ascend will offer diverse product lines, including: (1) dissolving tablets, tinctures, sprays; (2) ready-to-use extracted hash oils, pre-dosed oil vaporizers; (3) capsules, cooking oils, edibles & beverages.

MIPs prepared, handled and stored in compliance with sanitation, food, and product handling requirements included in 725.105(C)(6). Kitchen staff required to complete a ServSafe Food Handler Program (or equivalent) to ensure proficiency in safe and sanitary food preparation and production. Certified Class II NTEP Balance used to weigh products.

MIPs prepared in a state-of-the-art, commercial kitchen, and lab-tested to provide exact dosage and consistent results. All MIPs packaged in plain, opaque, tamper-proof, and child-proof containers without depictions of the product, cartoons, or images other than our logo. No MIP will resemble any commercially available candy nor contain any non-approved additives. All products will have legible, firmly affixed label with wording at least 1/16 inch in size containing information required by 725.105(E)(2)-(3).

23. Provide a summary of the applicant's methods of producing MIPs, if the applicant intends to produce MIPs.

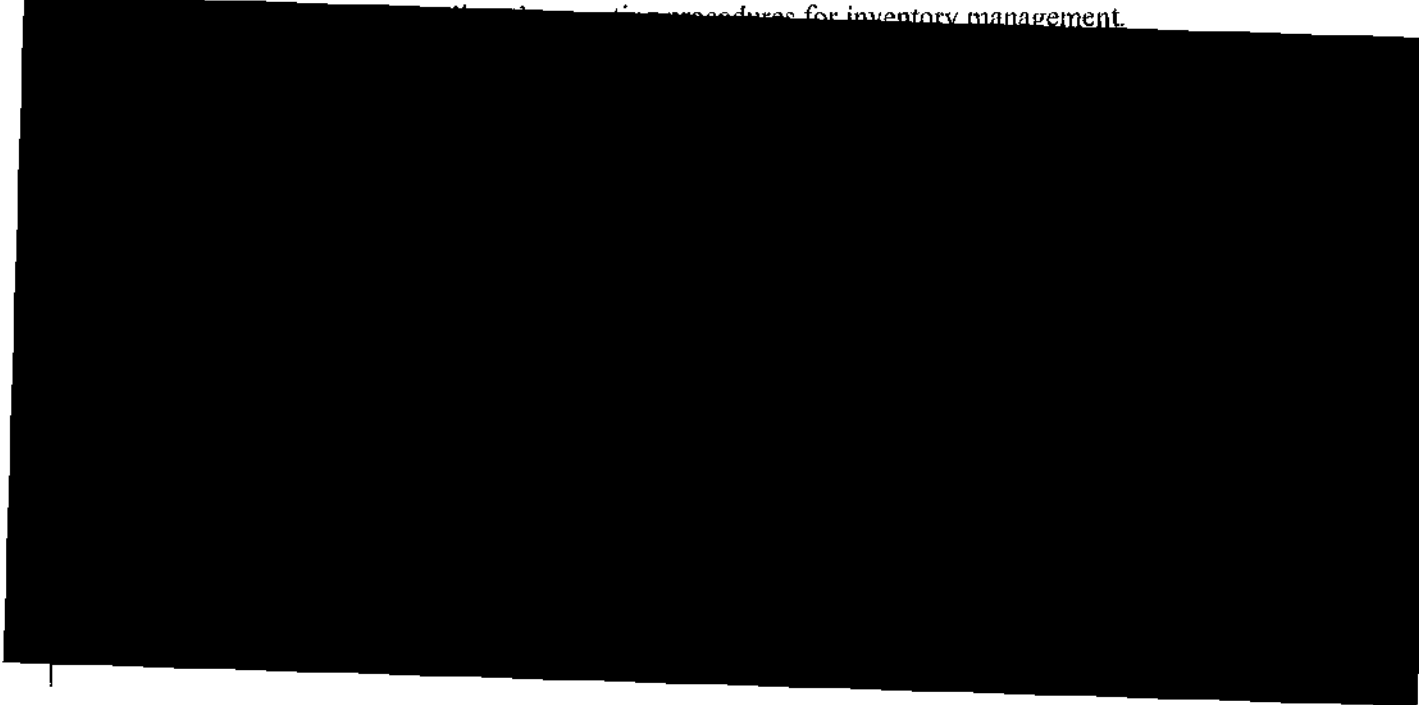
Extraction & MIPs production emphasizes consistent cannabinoid profile for predictability & effectiveness. Production & packaging will meet GMP & GHP. MIPs tested per 725.105(C)(2) & HACCP compliant. Leaves & flowers processed in safe & sanitary manner, free of contaminants. MIPs prepared w/ unadulterated ingredients from DPH approved source, handled on food-grade stainless steel tables with gloves, & packaged in secure area.

-Extraction: Supercritical CO2 extraction monitored by HPLC. Room will feature lab-grade HVAC system with HEPA filters, exhaust fans on ceiling & floor to account for heavier gases & properly engineered electrical system safe in presence of combustible gases.

-Base infusion: Pre-weighed quantity of usable marijuana is decarboxylated, weighed, heated, & weighed again for any weight loss due to evaporation. Decarboxylated marijuana is infused in butter or oil base & tested to confirm cannabinoid profile.

-Baking/Cooking: Once base used as ingredient, final product tested again for cannabinoid profile & potency. Results noted on batch labels.

-Packaging: plain, individual opaque, tamper-proof, child-proof containers



29. Provide a summary of the applicant's operating procedures for quality control and testing of product for potential contaminants.

Ascend's SOPs for quality control & product testing include internal test protocols, such as extraction analysis & testing of excipients, ingredients & seed-to-sale tracking software.

We will meet Protocol for Sampling and Analysis of Finished Medical Marijuana Products & Marijuana-Infused Products requirements, including proper sampling collection practices & completion of Sample Logbook & Chain of Custody forms.

Contract w/ DPH approved independent accredited ISO 17025 laboratory. No agent will have a financial or other interest in lab. No lab staff will receive financial compensation from Ascend. All lab staff performing tests will be registered as agents. Lab will test for cannabinoid profile & contaminants including mold, mildew, heavy metals, plant-growth regulators & presence of non-DPH approved pesticides as frequently as specified by DPH. Lab will provide a narrative pursuant to Finished MMJ Protocol 8.0. Excess product will be returned to RMD for disposal.

Results of all tests retained at least 1 year. Copies of pertinent third-party tests to accompany all products. Quality & testing SOPs to be available to patients/caregivers.

SOPs address voluntary/mandatory recalls, including due to any action initiated by DPH, as well as voluntary actions to remove defective/potentially defective product from the market.

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30. Provide a summary of the applicant's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

Ascend respects the trust placed in us by patients and staff. Any patient, caregiver, and dispensary agent information obtained by Ascend will be treated with the utmost integrity, kept strictly confidential, and will never be disclosed without specific, informed written consent, or as required under law or pursuant to a court order. However, DPH may access this information to carry out official duties. All dispensary agents will receive HIPAA & confidentiality training.

Patient-tracking software links to SSAE 16 certified server locations to ensure highest level of security. System authentication encrypted via industry standard SSL w/ use of server based platform. Servers protected by enterprise-class firewall & include biometric locks and 24-hour surveillance. Software will be DPH compliant & compatible w/ DPH's electronic system.

Access to database limited to key personnel. Data security strategies incl. frequent password changes (w/ length & character diversity requirements), personal flash drive bans on company computers, marking software for each system & securing systems when not in use. Physical copies of records stored in secure facility, with access limited to essential personnel.

Any loss or alteration of records related to marijuana/MIPS, registered patients, caregivers, or agents will be reported to DPH, law enforcement & protected party.

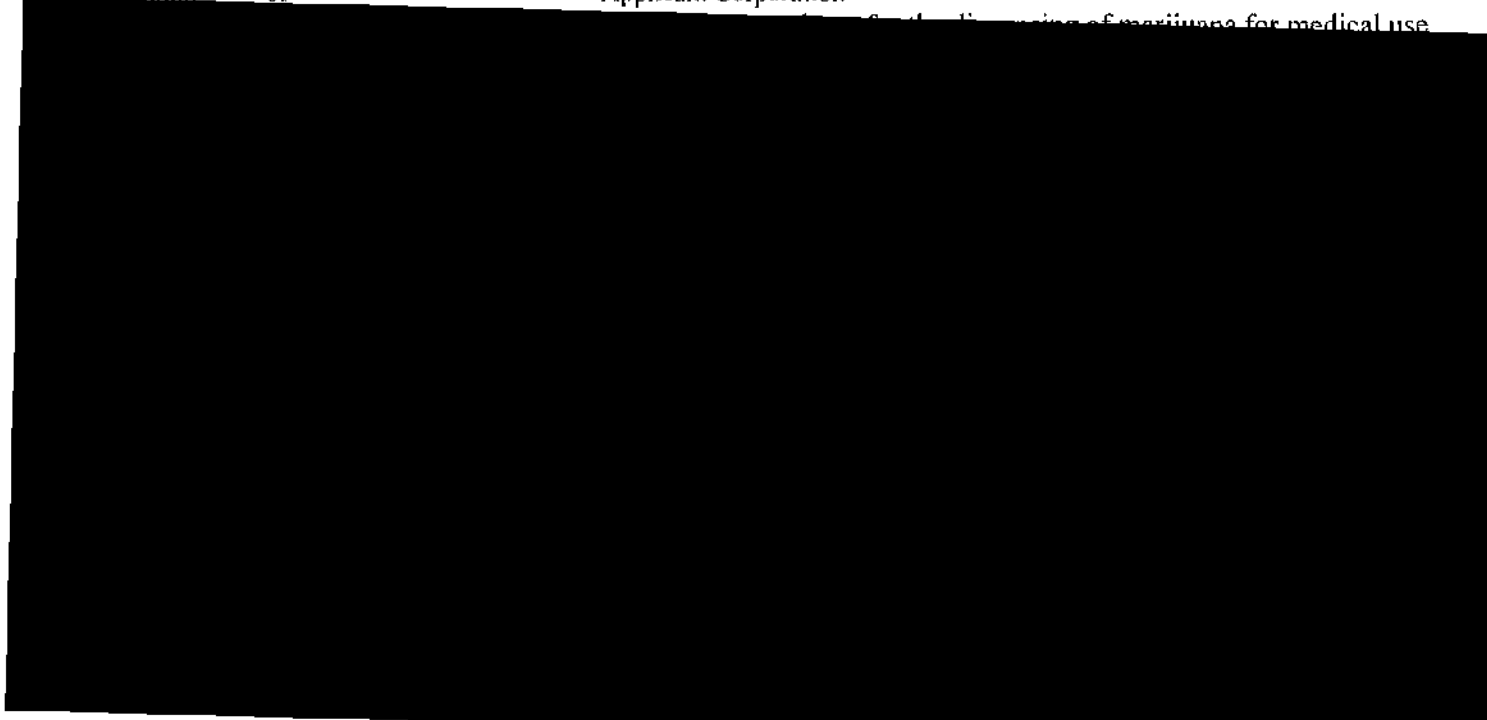
31. Provide a summary of the applicant's personnel policies.

Ascend is an equal opportunity employer committed to workplace safety, professional development, and equitable compensation/benefits. All board members, directors, agents, executives, managers & volunteers associated with Ascend will be registered dispensary agents. All Ascend agents must be at least 21 years old & not have been convicted of a felony drug offense (as verified by a mandatory CORI criminal background check).

Ascend will immediately dismiss a dispensary agent who has diverted marijuana or engaged in unsafe RMD practices. Such activities will be reported to law enforcement & DPH. Personnel records will be kept for at least 12 months following termination of an employee. Any agent found to have violated any law/regulation or be convicted of any crime other than minor traffic violation may be subject to immediate dismissal. DPH will be notified no more than 1 business day after the dispensary agent ceases to be associated w/ Ascend.

Additional Personnel Policies Include, but not limited to:

- Establishing staffing plan/records per 725.105(l)(4)(c) & emergency procedures/disaster plan
- Maintaining alcohol/smoke/drug-free workplace and sanitary requirements pursuant to 725.105(C)(6) and 105 CMR 300.000.
- ADA, FML, ERISA, COBRA compliance
- Non-Discrimination, Non-Disclosure/confidentiality, Harassment/sexual harassment



33. Provide a summary of the applicant's operating procedures for record keeping.

Ascend is committed to accurate & transparent recordkeeping, in compliance with 725.105 (G)-(I). Ascend will utilize a customized seed-to-sale tracking software that specializes in traceability systems & meets DPH requirements.

Records maintained & available to DPH upon request include, but are not limited to:
-Staffing plan/Personnel, Board Members/executives/members, Agent training materials, Inventory, seed-to-sale records, CORI reports (properly obtained & separate from general personnel records), Assets & Liabilities, Monetary transactions, Account books & supporting documents, agreements, checks, invoices, etc., Sales (name of purchasing patient, quantity, form & cost), Business (employee salary/wages, stipend paid to board members, executive compensation, and any bonus/benefit/item of value paid to any individual affiliated with RMD), Product Sampling/Testing, Transportation, Security & Incident Reports, Waste disposal, Most recent 3rd party financial audit, Results of new/ongoing RMD agent background info, SOPS & any changes to SOPS, DPH notification/de-registration of RMD agents

We will immediately notify law enforcement/DPH within 24 hours of discovering any loss or unauthorized alteration of records related to marijuana, patients, caregivers, or agents. All records will be kept in secured locations pursuant to DPH regulations & stored at our expense for at least 2 years after closure in form/location acceptable to DPH.

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34. Provide a summary of the applicant's plans for providing patient education.

Ascend will have an adequate supply of up-to-date educational materials to provide to patients & caregivers pursuant to 725.105(K). Materials will be available in languages accessible to all of patients & caregivers will have an initial one-on-one educational consultation. All materials will be made available to the DPH upon request and include:

- Warnings- FDA has not analyzed or approved marijuana; limited information on side effects; potential health risks; marijuana should be kept away from children; driving under the influence of marijuana prohibited by MA law; machinery should not be operated
- Guide to Selecting Marijuana/MIPS- effects of various strains, forms & routes of administration, including proper storage & use of edibles
- Patient Log- Strains used & their associated effects
- Dosage Guidelines- Proper dosage & titration for each route of administration; emphasis on smallest amount for desired effect; impact of potency explained
- Info on tolerance, dependence & withdrawal
- Substance Abuse Facts- Signs & symptoms; referrals to abuse prevention & treatment
- Diversion Prevention- no distribution to any other individual; legal repercussions of diversion; instructions that unused or excess product must be returned for disposal.
- Patient Rights & HIPAA & Condition-specific booklets

36. Provide a summary of the applicant's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

Ascend is committed to assisting those with verified financial hardships. Applicants who have Verified Financial Hardship, i.e. are recipients of MassHealth, Supplement Security Income, or their income does not exceed 300% of the federal poverty level, adjusted for family size, shall qualify for Ascend's financial hardship program. Ascend will provide patients with a financial affidavit form modeled after the form provided by the Supreme Judicial Council for use in the Courts to determine whether a patient qualifies for a Verified Financial Hardship per 105 CMR 725.004 and 105 CMR 725.100(A)(6). All patients with a documented Verified Financial Hardship defined by 105 CMR 725.004 will be provided reduced cost of free marijuana. Based on current projections, Ascend will provide a 10% discount on marijuana and marijuana products to registered qualifying patients with a VFH.

37. Provide a summary of the training(s) that the applicant intends to provide to Dispensary Agents.

Ascend's success is dependent on having knowledgeable, productive and efficient staff. All dispensary agents must complete training, consistent with Americans for Safe Access "Patient-Focused Certification" program, prior to performing job functions. 8 hours min. on-going training required annually. Training records include signed agent statement w/ date, time & place received training and the topics discussed, including the name and title of presenters. SOPs also detail training evaluations and performance reviews. Training will include the following topics:

- Humanitarian Use of Medical Marijuana Act/105 CMR 725.000
- Agent registration/self-reporting & Cultural diversity and interpreter services
- Compliance-laws regulations, Privacy/Confidentiality/HIPAA & Patients with disabilities/ADA
- Medical marijuana science, Community/patient relations & Law enforcement interaction
- Cash safety provisions & Building security/diversion prevention
- Cultivation/processing safety & security, Manufacturing/processing MIPs safety & security
- Dispensary safety & security/protocols (ID, purchase limits, etc.)
- Reasonable consumption practices and training on educating the patient
- Inventory mgmt. storage, and protection & -Emergency/incident management and reporting
- Product handling/sanitation, Packaging/labeling, Testing/sampling, Internal audits
- Record keeping/Reporting, Transportation, Waste disposal

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38. Will the applicant provide worker's compensation coverage to its Dispensary Agents?

Yes No

39. Will the applicant obtain professional and commercial insurance coverage?

Yes No

40. Describe the applicant's plan to obtain liability insurance or place in escrow the required amount to be expended for the coverage of liabilities.

Ascend plans to contract with insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence.

We will carry automobile coverage, property and casualty coverage. Coverage to include business interruption protection to allow us to continue paying employees, vendors, taxes, & fees during reconstruction, if necessary. It will also provide capital for any necessary emergency inventory purchases from another RMD.

We will also carry personal & advertising injury insurance, as well as employment practice liability coverage for directors & officers. Staff transporting cash/medical marijuana/MIPS bonded. RMD will consider additional coverage based on availability & cost-benefit analysis.

If adequate coverage unavailable at reasonable rate, Ascend will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from escrow replenished within 10 business days. We will keep reports documenting compliance with 725.105 (Q)

SECTION F. CAPITAL CONTRIBUTORS

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer or Executive Director and President or Chair of the Board of Directors, or their equivalent.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	% of Initial Capital Committed
	\$	
	\$	
	\$	
	\$	
	\$	

Entity Name	Leadership Names	Amount of Initial Capital Committed	% of Initial Capital Committed
Ascend Wellness Holdings	Abner Kurtin Entity CEO or ED	500000	100
	Abner Kurtin Entity Pres or Chair	\$	
	Entity CEO or ED	\$	
	Entity Pres or Chair		
	Entity CEO or ED	\$	
	Entity Pres or Chair		

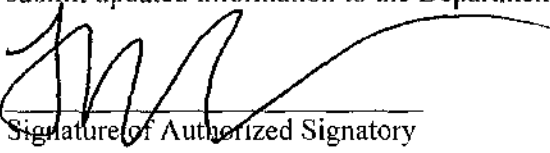
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: FP

SECTION G. CHARACTER AND COMPETENCY FORMS

41. Attach a completed and signed *Character and Competency Form* (use templates provided) for each required actor (as outlined in the *Character and Competency Forms*). Please note that there is a "Form for an Individual" and a "Form for an Entity."

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: FP

Signed under the pains and penalties of perjury, I, the authorized signatory of the applicant, 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.

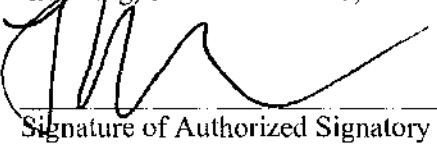

Signature of Authorized Signatory

11/28/18
Date Signed

Francis Perullo
Print Name of Authorized Signatory

Chief Operating Officer
Title of Authorized Signatory

The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation.


Signature of Authorized Signatory

11/28/18
Date Signed

Francis Perullo
Print Name of Authorized Signatory

Chief Operating Officer
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: FP



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

Secretary of the Commonwealth, Corporations Division
 One Ashburton Place, 17th floor
 Boston, MA 02108-1512
 Telephone: (617) 727-9640

Certificate of Organization

(General Laws, Chapter 156C)

Identification Number: 001325437

1. The exact name of the limited liability company is: ASCEND MASS, LLC

2a. Location of its principal office:

No. and Street: 16 BROOK ST
 City or Town: SOUTH NATICK State: MA Zip: 01760 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 16 BROOK ST
 City or Town: SOUTH NATICK State: MA Zip: 01760 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

RETAIL, DEVELOPMENT AND ALL OTHER ACTIVITIES ALLOWED BY LAW.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: ABNER KURTIN
 No. and Street: 16 BROOK ST
 City or Town: SOUTH NATICK State: MA Zip: 01760 Country: USA

I, ABNER KURTIN resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

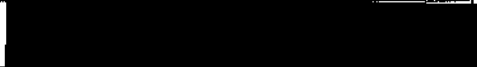
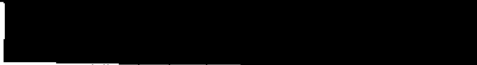
6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	ABNER KURTIN	[REDACTED]
MANAGER	JIM MULLANEY	[REDACTED]

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	ABNER KURTIN	
REAL PROPERTY	JIM MULLANEY	

9. Additional matters:

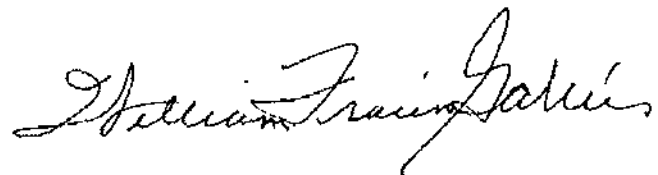
SIGNED UNDER THE PENALTIES OF PERJURY, this 1 Day of May, 2018,
/S/ DANIEL A. DIPIETRO
(The certificate must be signed by the person forming the LLC.)

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

May 01, 2018 08:57 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$100.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Certificate of Amendment

(General Laws, Chapter)

Identification Number: 001325437

The date of filing of the original certificate of organization: 5/1/2018

1.a. Exact name of the limited liability company: ASCEND MASS, LLC

1.b. The exact name of the limited liability company as amended, is: ASCEND MASS, LLC

2a. Location of its principal office:

No. and Street: 137 LEWIS WHARF
C/O NOVUS GROUP
City or Town: BOSTON State: MA Zip: 02110 Country: USA

3. As amended, the general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: ABNER KURTIN
No. and Street: 16 BROOK ST
City or Town: SOUTH NATICK State: MA Zip: 01760 Country: USA


6. The name and business address of each manager, if any:

Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>
MANAGER	ABNER KURTIN	[REDACTED]

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>

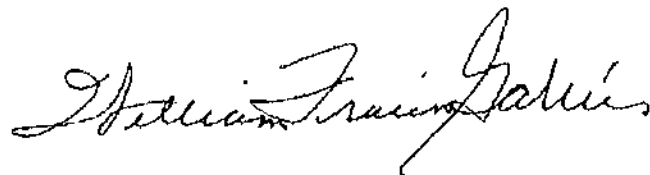
8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	ABNER KURTIN	
9. Additional matters:		
10. State the amendments to the certificate: <u>1. AMEND OFFICE ADDRESS (SECTION 2A) 2. REMOVE MANAGER (SECTION 6) 3. REMOVE AUTHORIZED PARTY (SECTION 8)</u>		
11. The amendment certificate shall be effective when filed unless a later effective date is specified:		
SIGNED UNDER THE PENALTIES OF PERJURY, this 18 Day of June, 2018, <u>/S/ ABNER KURTIN</u> , Signature of Authorized Signatory.		
© 2001 - 2018 Commonwealth of Massachusetts All Rights Reserved		

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

June 18, 2018 10:57 AM

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

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

November 23, 2018

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

ASCEND MASS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **May 1, 2018**.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **ABNER KURTIN**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **ABNER KURTIN**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **ABNER KURTIN**



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

Applicant Corporation

Ascend Mass, LLC

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Andrea Cabral

Residential Address of Individual



Title of Individual (at Applicant Corporation)

Chief Executive Officer

Name of Applicant Corporation

Ascend Mass, LLC

Highest Education Attained – Institution, Degree, and Year

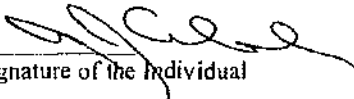
Suffolk University Law School, Juris Doctor, 1986

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Commonwealth of Massachusetts	Secretary of Executive Office of Public Safety and Security	2012-2015
Suffolk County Sheriff's Department	Sheriff	2002-2012

Applicant Corporation Ascend Mass, LLC

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.


Signature of the Individual

11-20-18
Date Signed

Applicant Corporation Ascend Mass, LLC

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Francis Perullo

Residential Address of Individual

[REDACTED]

Title of Individual (at Applicant Corporation)

Chief Operating Officer

Name of Applicant Corporation

Ascend Mass, LLC

Highest Education Attained – Institution, Degree, and Year

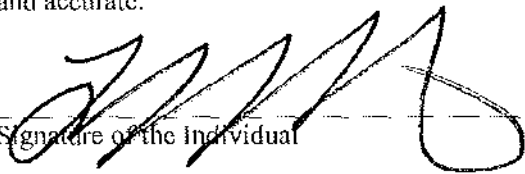
Lynnfield High School, 1994
High School Diploma

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Sage Consulting Services, D/B/A Novus Group	Chief Executive Officer	2014-present
The Beacon Group	President	2001-present

Applicant Corporation Ascend Mass, LLC

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.


Signature of the Individual

16/20/22
Date Signed

Applicant Corporation Ascend Mass, LLC

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Steven J Rohlving

Residential Address of Individual



Title of Individual (at Applicant Corporation)

Chief Financial Officer

Name of Applicant Corporation

Ascend Mass, LLC

Highest Education Attained – Institution, Degree, and Year

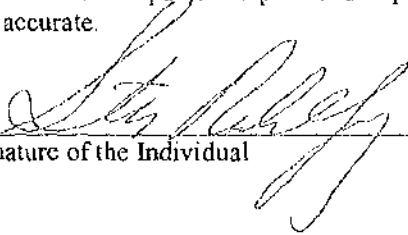
Hofstra University
BBA Accounting
1990

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Ascend Wellness Holdings, LLC	Chief Financial Officer	June 2018
SLS Management, LLC	Chief Financial Officer	1999-2018

Applicant Corporation | Ascend Mass, LLC

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

10/30/2018

Date Signed

Applicant Corporation Ascend Mass, LLC

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Jason Stirling

Residential Address of Individual

[REDACTED]

Title of Individual (at Applicant Corporation)

Chief Cultivation and Product Officer

Name of Applicant Corporation

Ascend Mass, LLC

Highest Education Attained – Institution, Degree, and Year

East Tennessee State University, Bachelor of Business Administration, 2010

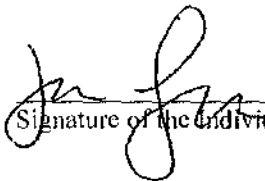
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Lucky Horse Management, LLC, D/B/A Nature Med Arizona	Head Cultivator	2017-2018; 2014-2015
BPN - PC Staffing, Inc.	Head Cultivator / Production Manager	2014-2015

Applicant Corporation Ascend Mass, LLC

Garden of the Gods	Executive Assistant and Human Resources Manager	2014-2014
Green Mountain Harvest	Team Lead, Trimmer	2014-2014
Pandemonium Gaming Company	Founder	2012-2014
Advanced Call Center Tech	Agent	2011-2012

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.


Signature of the individual

10-30-2018
Date Signed

Applicant Corporation **Ascend Mass, LLC**

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Brad Baker

Residential Address of Individual



Title of Individual (at Applicant Corporation)

Director of Security

Name of Applicant Corporation

Ascend Mass, LLC

Highest Education Attained – Institution, Degree, and Year

Master's Information Technology - Worcester Polytechnic Institute (2013)
Master's Information Security - Worcester Polytechnic Institute (2013)

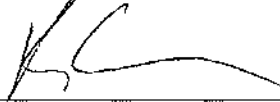
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
FTG Security	President	December 2014 - Present
FTG Technologies	Director of Security	July 2013 - December 2014

Applicant Corporation Ascend Mass, LLC

Massachusetts Bay Transportation Authority	Deputy Director of Security	April 2008 - March 2011
TRC Corporation	Senior Security Systems Engineer	April 2008 - March 2011

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

11/02/2018

Date Signed