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 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.
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: [Initials]
Application 1 of 1 Applicant Non-Profit Corporation

SECTION A. APPLICANT INFORMATION

1. Medicinal Alternatives, Inc.
   Legal name of Corporation

2. Michael DeCaro
   Name of Corporation's Chief Executive Officer

3. 120 Gilboa Street, Douglas, MA 01516
   Address of Corporation (Street, City/Town, Zip Code)

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

5. (508) 864-8150
   Applicant point of contact's telephone number

6. pdecaro@medicalalt.org
   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.

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: MD.

Application of Intent – Page 4
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.

<table>
<thead>
<tr>
<th>Name on Account</th>
<th>Financial Institution</th>
<th>Type of Account</th>
<th>Amount</th>
<th>Signature of Account Holder</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patricia K. DeCaro</td>
<td>Metlife</td>
<td>Annuity</td>
<td>$ 234,404.65</td>
<td></td>
</tr>
<tr>
<td>Patricia K. DeCaro</td>
<td>Ameriprise</td>
<td>Money Market</td>
<td>$ 80,071.82</td>
<td></td>
</tr>
<tr>
<td>Patricia K. DeCaro</td>
<td>Ameriprise</td>
<td>IRA</td>
<td>$ 279,878.42</td>
<td></td>
</tr>
<tr>
<td>Michael G. DeCaro</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Patricia K. DeCaro</td>
<td>Ameriprise</td>
<td>IRA</td>
<td>$ 18,740.78</td>
<td></td>
</tr>
<tr>
<td>Michael G. DeCaro</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

TOTAL: $ 613,095.67

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: NHD
June 29, 2015

PATRICIA K DECARO
patty@classicenvelope.com

RE: CONTRACT [REDACTED]
OWNER PATRICIA K DECARO

Dear Ms. Decaro:

This letter is in response to your inquiry on the above referenced contract.

Please accept this letter as confirmation that the balance on the above referenced account on May 31st, 2015 was $234,126.43.

If you have any questions, please contact your representative or call our Customer Service Center at 1-866-547-3793 Monday through Friday between 8:30 a.m. and 6:30 p.m., ET.

Sincerely,

Jeremy Keesea
Annuity Representative - Post Issue Processing
MetLife Annuity Operations and Services

Help us stay connected: Please keep us updated with respect to all who are associated with this contract, including the owner, the annuitant, and any beneficiaries. Make sure that we have the following information for all persons or entities: name, address, phone number, date of birth, and social security or tax identification number. Changes may be submitted to the address provided above, by calling our Customer Service Center at the phone number provided above, or by contacting your Representative.
<table>
<thead>
<tr>
<th>Date</th>
<th>Transaction Description</th>
<th>Amount</th>
<th>Unit Price</th>
<th>Units This Transaction</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Agent Name:  
NFP ADVISOR SERVICES, LLC  
DANIEL F GIRARD  

PATRICIA K DECARO  

Non-Qualified  
Account Number: [redacted]
Thank you for your continued participation with MetLife. If you have any questions regarding your annuity contract, please call your agent, or write to: MetLife, Annuity Services, PO Box 295, Des Moines IA 50306-0295. If you prefer, you may call us toll free at 1-800-874-1225.
June 29, 2015

To Whom It May Concern,

As requested, the following is a breakdown of the investment accounts as of May 31, 2015 for Michael and Patricia DeCaro at Ameriprise Financial which are fully available for immediate withdrawal as shown on the attached statement of accounts dated May 31, 2015.

Non-qualified joint account: $80,071.82

Sincerely,

[Signature]

Peter A. Mina, CMFC, CRPC, CLTC
Financial Advisor

Enclosure: Consolidated Statement Month End May 1, 2015 – May 31, 2015
June 29, 2015

To Whom It May Concern,

As requested, the following is a breakdown of the investment accounts as of May 31, 2015 for Michael and Patricia DeCaro at Ameriprise Financial which are fully available for immediate withdrawal as shown on the attached statement of accounts dated April 30, 2015.

Michael DeCaro IRA Rollover: $279,878.42

Sincerely,

[Signature]

Peter A. Mina, CMFC, CRPC, CLTC
Financial Advisor

Enclosure: Consolidated Statement Month End May 1, 2015 – May 31, 2015
June 29, 2015

To Whom It May Concern,

As requested, the following is a breakdown of the investment accounts as of May 31, 2015 for Michael and Patricia DeCaro at Ameriprise Financial which are fully available for immediate withdrawal as shown on the attached statement of accounts dated May 31, 2015.

Patricia DeCaro IRA Rollover: $18,740.78

Sincerely,

Peter A. Mina, CMFC, CRPC, CLTC
Financial Advisor

Enclosure: Consolidated Statement Month End May 1, 2015 – May 31, 2015
<table>
<thead>
<tr>
<th>Symbol/Cluster</th>
<th>Description</th>
<th>Ending Value</th>
<th>Ending Price</th>
<th>Ending Quantity</th>
<th>Beginning Value</th>
<th>Beginning Price</th>
<th>Beginning Quantity</th>
<th>Cost Basis</th>
<th>Unrealized Gain/Loss</th>
<th>Annual Income Yield</th>
</tr>
</thead>
</table>

Account Holdings (continued)
<table>
<thead>
<tr>
<th>Plan Id</th>
<th>Account #</th>
<th>Sector</th>
<th>Sub Sector</th>
<th>Financial Account</th>
<th>Medicare Alien Benefits</th>
<th>AS Custodian For The Michael De Caro IRA Rollover</th>
<th>C/O Michael G De Caro</th>
<th>Ameriprise Trust Company</th>
<th>Ameriprise Strategic Portfolio Service ADVANTAGE (cont'd)</th>
<th>May 1, 2015 - May 31, 2015</th>
</tr>
</thead>
</table>

| Total Account Holdings |

```
<table>
<thead>
<tr>
<th>Field</th>
<th>Annual Income</th>
<th>Annual Loss</th>
<th>Cash/Deposit</th>
<th>Unrealized Gain/Loss</th>
<th>Cost Basis</th>
<th>Ending Value</th>
<th>Ending Price</th>
<th>Beginning Quantity</th>
<th>Ending Quantity</th>
<th>Beginning Value</th>
<th>Ending Value</th>
</tr>
</thead>
</table>
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- **Ending Value**: Represents the total value of holdings as of the date of the statement.
- **Total Account Holdings**: $279.876.42
An investment in money market funds is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other Government Agency. Although the Fund seeks to maintain the value of your investment at $1.00 per share, it is possible to lose money by investing in the Fund.

<table>
<thead>
<tr>
<th>Date</th>
<th>Transaction Description</th>
<th>Symbol/Order</th>
<th>Quantity</th>
<th>Price</th>
<th>Account</th>
<th>Plan ID</th>
</tr>
</thead>
</table>

AS CUSTODY FOR THE MICHAEL DE CARO IRA ROLLOVER

C/O MICHAEL E DE CARO

AMERIPRISE TRUST COMPANY

AMERIPRISE STRATEGIC PORTFOLIO SERVICE ADVANTAGE (cont'd)

May 1, 2015 - May 31, 2015

(cont'd)
Account Holdings (continued)

Investment values reported for account holdings represent information posted as of date date and thus may include transactions that have not settled as of that date. Actual investment values may differ. Investments in the account may be purchased, sold, and redeemed at your request and the proceeds held as cash in the account or invested to your per your instructions.

Any balances held in a money market mutual fund can be liquidated at your request, and the proceeds held as cash in the account or invested in an allocation of your choice in your discretion.

2 Annuity and Money Market Accounts (MMAs) deposits are FDIC-insured with applicable limits. Annuities are not considered securities covered by SEC and are not underwritten by any company. Costs basis may be incompatible with the account. See the disclose section of terms of use for more information.

IRA Rollover
As Custodian for The Patricia K De Caro C/O Patricia K De Caro Ameriprise Trust Company

Ameriprise Strategic Portfolio Advantage (cont'd)

May 1, 2015 - May 31, 2015

Pip In

Account

Section D

Fund Accounts

Medical Alternatives

(continued)
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  
Michael DeCaro  
Date Signed 06/26/2015

Print Name of Authorized Signatory  
Chief Executive Officer  
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  
Michael DeCaro  
Date Signed 06/26/2015

Print Name of Authorized Signatory  
Chief Executive Officer  
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  
Michael DeCaro  
Date Signed 06/26/2015

Print Name of Authorized Signatory  
Chief Executive 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: MD
Date: June 29, 2015

To Whom It May Concern:

I hereby certify that

MEDICINAL ALTERNATIVES, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on June 29, 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: 15064021140
Verify this Certificate at: http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx
Processed by: ach