VIA HAND DELIVERY

April 20, 2016

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

Re: Middlesex Integrative Medicine, Inc. – Request for Information Regarding Management and Operations Profile

Dear Sir/Madam:

The purpose of this letter is to respond to your requests for information as stated in your letters of April 1, 2016 and April 19, 2016. The number of each paragraph below corresponds to the paragraph numbers in your letter of April 19, 2016.

1. Enclosed is a revised response to Question C.12 in compliance with the regulations. Attached is a form of subordinated promissory note that will be entered into by MIM with respect to funds that it may borrow from parties identified in Question C. 12. These loans will be unsecured. No security agreement or intercreditor agreement will be entered into with the Related Parties and Middlesex Integrative Medicine, Inc.

2. To ensure compliance with Massachusetts usury laws, the promissory note provides only for a stated interest rate which is below the amount set forth in Massachusetts usury law. There is no prepayment fee in the subordinated promissory note described in the preceding response.

3. Since the loans will be unsecured, a security agreement will not be required in connection with the loans from Related Parties.

4. Middlesex Integrative Medicine, Inc. understands that it must submit an independent legal opinion that the promissory note described above is in compliance with the non-profit requirements of 105 CMR 725.100(A)(1) and the Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance prior to receiving a Provisional Certificate of Registration.
If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,

[Signature]

Nancy J. Koury, President

Enclosures
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.

MIM may borrow funds from Edward J. Bartlett, Jr., Greg DeConciliis and Nancy Koury. Such loans will bear interest at 18% per annum. During the initial 7 years of the loans, interest only would be due. After the first 7 years, the loans will convert to direct reduction loans payable over the next 10 years. The loans will be unsecured and subordinate to all other loans from all other lenders to MIM. Each Related Party will enter into an intercreditor agreement to set out their respective rights for repayment of his or her promissory note.