

#500

APPLICATION RESPONSE FORM COVER PAGE

Make this the first page of your response

Corporation

The applicant corporation's legal name, trade name, and any other name under which the bidding entity does business (if any): [Kingsbury Group, Inc.]

Website URL (if applicable): []

Address:

[27 Lake Avenue

|

[PO Box 1267]

City: [Oak Bluffs] State: [MA] Zip: [02557]

CEO (Chief Executive Officer)/Executive Director (ED)

First Name: [Susan] Last Name: [Wysocki]

FEIN: [46-206822]

Contact Person

First Name: [Mark] Last Name: [Wallace]

Title: [President]

Telephone: (508) 560-3599 FAX: (617) 338-9225 E-Mail: [kingsburycorporation@gmail.com]

Contact Person Address (if different):

[10 Saco Ave]

|

City: [Oak Bluffs] State: [MA] Zip: [02557]

Authorized Signature

This application must be signed by an authorized signatory of the non-profit corporation who is listed on the corporation's list of authorized signatories (complete and attach exhibit B). The original application must have an original or "wet" signature in blue ink.

Number of Additional Applications

How many applications is the applicant submitting in addition to this one? DO NOT COUNT THIS APPLICATION. If you are submitting only one, indicate 0. [2]

Background Check Authorization

The Department will conduct a background check on each member of the **Executive Management Team** (as defined in the definitions section of the Application Response Form) and each member of the **Board of Directors** (as defined in the definitions section of the Application Response Form). Each required individual must complete and sign the attached authorization forms (exhibits A1-A4), with a wet signature in blue ink.

Submit all original signed authorizations (no copies) and list of authorizations (exhibit A5) in one sealed envelope marked "authorization forms" and include it with the original application.

Application Fee

Enclose a bank/cashier's check or money order made payable to the Commonwealth of Massachusetts in the amount of \$30,000. Personal checks will not be accepted. Failure to include a bank/cashier's check or money order will result in disqualification of the application.

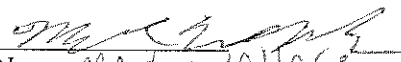
\$30,000 bank/cashier's check attached.

A selection committee established by the Department shall evaluate and score applications for the purpose of granting registrations. Decisions will be based on the thoroughness and quality of the applicants' responses to the required criteria, and the applicants' ability to meet the overall health needs of registered qualifying patients and the safety of the public.

Required Signatures


Failure to provide original "wet" signatures in blue ink will result in disqualification of the application.

Signed under the pains and penalties of perjury, the authorized signatory (as designated in exhibit B) agrees that all information included in this application is complete and accurate. The hard original application must have an original wet signature in blue ink.


Name: MARK WALLACE
Title: PICS

11/21/13
Date

I hereby attest that if the corporation is approved for a provisional RMD certificate of registration, the corporation is prepared to pay a non-refundable registration fee of \$50,000, as specified in 105 CMR 725.000, within two weeks of being notified that the RMD has been selected for a provisional registration. The hard original application must have an original wet signature in blue ink.


Name: MARK WALLACE
Title: PICS

11/21/13
Date

APPLICATION RESPONSE FORM

Enter your response in the gray shaded areas using Microsoft Word.

A note about the text boxes: Type or paste text into the gray areas. Text input is limited to a maximum number of characters. MS Word will not allow more than this limit. Spaces, commas, line breaks, etc. are counted as characters. The spell-check feature does not work in a text box.

Example: text input limit 625 characters, 100 words, 1 paragraph

limit 1,250 characters, approximately 200 words, 2 paragraphs

limit 2,500 characters, approximately 400 words, 4 paragraphs

limit 6,000 characters, approximately 1,000 words, one page

Enter text here: example text limit 1,250 characters

If a question includes a text box, a narrative response in the text box is required.

When a question indicates that an exhibit must be included, the response must be included as an attachment, as instructed. The provided exhibit forms are not optional and must not be left blank.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000.

Definitions

EXECUTIVE MANAGEMENT TEAM means the individuals who are responsible for the day-to-day operations of the RMD, including the chief executive officer (CEO) or executive director (ED), chief operations officer (COO) or director of operations, chief financial officer (CFO) or director of finance, director of human resources, chief medical officer and any other individuals involved in the oversight and business management of the RMD operations.

BOARD OF DIRECTORS means the directors of a corporation, including persons and officers having the powers of directors, with fiduciary responsibility for the RMD.

BOARD OFFICERS means the board president/chair, vice president/vice chair, treasurer, and clerk/secretary.

MEMBER means an individual having membership rights, whether or not designated as a member, in a corporation in accordance with the provisions of its articles of organization or bylaws.

Questions

1. Applicant's Corporate Background

1.1 Provide the legal name of the applicant's non-profit corporation/organization and date of incorporation.

[Kingsbury Group, Inc. ; Incorporated August 20, 2013]

1.2 Describe the organization's mission and vision.

[Our mission is to use a patient-oriented approach to provide the highest quality medicinal products, along with counseling and related services, to registered medical marijuana patients on Cape Cod and the Islands. We will be mindful of the varying needs and cultural differences of those in our region, tailoring our services accordingly.]

Our vision is to become the preferred (if not the sole) source of products and services for qualifying recipients throughout our service area. We will do this by opening two strategically located, secure dispensaries on the Cape as well as one on Martha's Vineyard. We will recruit and train the highest quality staff and provide them with a professionally-rewarding working environment. We will reach out to the communities and educate the citizens about the benefits and risks of using our products. We will supplement this by providing security-conscious delivery services to all Cape and Island communities and the residences of requesting qualified card holders. We will produce a sufficient amount of product to meet our customers' needs, adhering to all quality control and security regulations.]

1.3 Provide an organizational chart that clearly demonstrates the roles, responsibilities, and relationships of individuals within the organization. Clearly identify the **Executive Management Team** and any management consultants or contractors for the provision of services, and include title, name (if known at the time of submission), and function for each position.

Organizational chart attached as exhibit 1.3

1.4 Provide the name and contact information of each individual on the applicant's **Board of Directors**.

List of Board of Directors attached as exhibit 1.4

1.5 Provide the names and contact information for each **Member** having membership rights in the applicant corporation. If there are no corporate members of the non-profit corporation, indicate N/A on the exhibit.

List of members of the applicant corporation attached as exhibit 1.5

1.6 Attach the corporation's bylaws.

Bylaws attached as exhibit 1.6

1.7 Attach any amendments to the corporation's articles of organization made since August 22, 2013, and explain in the text box the reason(s) for the amendments. If the articles have not been amended, indicate N/A in the text box and on the exhibit.

[The Treasurer resigned and was replaced. At the suggestion of an attorney specializing in not for profit corporations, we added some language reaffirming our not for profit restrictions on disbursing net earnings, specifying how assets will be handled on dissolution, and addressing director liability and indemnification issues.]

Amended articles of organization attached as exhibit 1.7

1.8 Provide a list of the names and addresses of any parent corporation, any partially or wholly owned subsidiaries, and any other organizations related to the applicant non-profit corporation, and explain the nature of each relationship.

List of parent corporation, partially or wholly owned subsidiaries, or related organizations attached as exhibit 1.8 (if not applicable indicate N/A on the exhibit)

1.9 Provide three professional references from among those entities with which the applicant's CEO/ED has had business or employment experience within the last three years. DPH may contact these references and any other individual or organization, whether or not identified by the applicant.

List of references attached as exhibit 1.9

2. Applicant's Evidence of Business Management Experience

2.1 Provide a list of the applicant's **Executive Management Team** (as defined above) including each person's name, business address, email, and role within the organization.

List of Executive Management Team attached as exhibit 2.1

2.2 Describe the **Executive Management Team's** experience with running a non-profit organization or other business, including the type of business and its performance. Please indicate how this experience will ensure the success of the proposed registered marijuana dispensary. Attach each Executive Team Member's current résumé.

[Susan Wysocki (CEO) was the founder and served as President and CEO of the National Association of Nurse Practitioners in Women's Health (NPWH) for 25 years. In 1987, Ms. Wysocki recognized that advocacy for patients as well as advocacy for the NP profession was critical. She moved to Washington, DC and took on a nonprofit membership association for those NPs serving women. She began with little more than a set of by-laws, a miniscule treasury, and a small membership. In the years following, she formed an organization that was nationally recognized reaching at a minimum 35,000 NPs. The organization became financially stable with its own property on Capitol Hill in DC, other sound investments, and a staff to further the association's mission.

Ms. Wysocki attributes the success of this organization to: doing whatever was necessary regardless of position, i.e., there is no room for a task that is beneath the CEO; and developing an interdependent team. Other key components to success include networking and working with, and contributing to, the community. Her experience will integrate the role of a successful corporation with the balance of a responsible community presence. The Kingsbury Group will benefit from her interpersonal skills, leadership capabilities, humanitarian and health expertise, and business acumen.

John Richardson (COO) was the Founder, President and the Chief Operating Officer of the Center for Political Accountability, a 501 (c) (3) based in Washington DC. When he left, the Center had an annual operating budget of approximately \$560,000. In his capacity as President and COO, he oversaw management of the organization and all aspects of its financial operation. During his tenure, the organization was in good standing with all regulatory bodies, including the IRS.

Mr. Richardson also served as the VP of marketing for an investment bank - American Capital Strategies - where he reviewed a number of businesses with the aim of acquiring those companies. In that capacity, he developed a good understanding about various business operations which will transfer to the growing medical marijuana industry.

Myles Lambert (CFO) has 6 years of financial management experience in non-profit businesses. Mr. Lambert has worked in a variety of industries over the last 35 years where he developed company financial systems including internal controls, P&L statements, annual budgeting and cash flow projections. His accounting and operational expertise will easily transfer to this business sector.

John M. (Jack) Collins (General Counsel) is a former Assistant District Attorney, and since 1974 has been the General Counsel for the Massachusetts Chiefs of Police Association, Inc., a not for profit membership association comprised of all of this state's police chiefs as well as campus, state and federal law enforcement administrators. He occasionally served as Interim Executive Director. Until recently, he also served as the Executive Director and General Counsel to that association's 501 (c) (3) charitable non-profit, research and training affiliate, the Municipal Police Institute, Inc. He was responsible for recruiting, hiring and supervising employees as well as outside instructors and consultants.

Attorney Collins has written and administered millions of dollars of state and federal grant programs for numerous not for profit or governmental entities, all successfully closing out the auditing and reporting segments without discrepancy. He is familiar with government in this state, since over the years he has represented dozens of municipalities as Labor Counsel and/or Town Counsel.

ORIGINAL

Jack's duties with the Chiefs of Police Association include providing management, labor, disciplinary, administrative and legal consultation to chiefs in the state's 351 cities and towns. Attorney Collins has published hundreds of articles on these subjects as well as more than a dozen training manuals. These are the kinds of issues the new business is likely to encounter. He also drafts legislation and serves as one of the Association's lobbyists. He is frequently called on to prepare briefs to the Supreme Judicial Court.

Jack has also served on the Shrewsbury Board of Health since 1977, most of that time as its Chair. He has been active on numerous charitable boards and committees, including serving as the Vice President for Administration of the Mohegan Council of the Boy Scouts of America. He has been on that agency's Board of Directors for decades and serves as their principal legal counsel. In that role he handles many of the issues most not for profit agencies confront.

Dr. John Eten (CMD) and his wife founded the Orleans Medical Center in 1984. They started with an empty shell and then proceeded to design, build out, equip and staff the newly organized practice. At day one there was one nurse, one receptionist/office manager/business manager and Dr. Eten as sole provider. Within 6 months they were breaking even and at the end of the first year, hired a Physician Assistant to help with the workload. Over the years they expanded to a practice of five providers and seven to eight support staff.

Erin Davis (HR) has extensive experience working with start-up companies. She has designed staffing plans, written job descriptions, policies and procedures, and designed and executed training and development. Her experience in start-ups is key to what is needed for this organization as she is well-versed in HR policy and can align what is needed with the goals of the organization. She also understands the human resources department's fiduciary responsibility to the company.

Darrin Potter (Cultivation GM) is a Biologist from the state of Florida and has studied agriculture since the age of 13 when he placed 2nd in the Florida State Science Fair. Darrin has pursued science and agricultural studies most of his life, graduating from the University of Central Florida with Bachelors in Biology. While attending the University of Central Florida, he was a laboratory technician in the Biology Department for two years and an assistant manager at the UCF Arboretum for two years.

Mr. Potter moved to Colorado in November of 2009 after previous visits for cannabis cultivation consultations in large-scale facilities of ten thousand square feet plus. Darrin provided medical marijuana for over 10 different Medical Marijuana dispensaries before partnering in KindLove LLC. Darrin managed two medical marijuana cultivation facilities for 2 ½ years, and held the highest cannabinoid profile in the state of Colorado at 28.3%.

Darrin left KindLove LLC in December of 2012 and continued consulting Medical Marijuana Cultivation Centers in Colorado until taking a position as Assistant Lead Grower for The Green Solution in March of 2012 becoming General Manager within 6 months. Under the management of Mr. Potter, The Green Solution has expanded by 300% in one fiscal year. He is responsible for the production of over 500 lbs of medical marijuana monthly, overseeing 40+ employees and maintaining the health of over 12,000 plants in a 50k sq ft facility.

Darrin has won 13 medical marijuana awards in 2013, taking 3rd place with a solvent-less extraction at the High Times Cannabis Cup and numerous awards at the THC Hemp Connoisseur Championship. Darrin has provided consultation to the Colorado Medical Marijuana Enforcement Division concerning recreational marijuana, the cannabis plant life cycle and botanical nomenclature. He is also currently consulting and conducting research for Excel Energy as well as advising in the Marijuana Information Tracking system to be implemented in Colorado for 2014. The Medical Marijuana Enforcement Division uses the Medical Marijuana cultivation facility under Darrin's management as the model for the state.

]

Current résumé of each Executive Management Team member attached as exhibit 2.2--clearly labeled on each page with the individual's name and title within the applicant's organization

ORIGINAL

2.3 Describe the **Executive Management Team's** experience, by team member, with providing health care services or services providing marijuana for medical use.

[Susan Wysocki (CEO), WHNP, FAANP is a nationally recognized expert, opinion leader, speaker, writer, and consultant in the field of women's health. She is the President of iWomansHealth bringing insight, information and inspiration through interconnections among key opinion leaders, health care professionals and consumers. She is also a women's health nurse practitioner.

Ms. Wysocki serves on the editorial boards of American Nurse, and Contraceptive Technology Update. She has authored numerous articles about issues in women's health and has been a video blogger for Medscape.

Among other awards, in 1999 Ms. Wysocki was selected by the Nurse Practitioner Journal for a Lifetime Achievement Award. The award recognized ten nurse practitioners that made a difference in the history of the nurse practitioner movement. In 2000, she was chosen as a charter Fellow of the American Academy of Nurse Practitioners. She has served as the chair of the National Alliance of Nurse Practitioners and was the founding President of the American College of Nurse Practitioners (ACNP). In 2003, she was presented ACNP's Sharp Cutting Edge Award for her leadership and an award from the Nurse Practitioner Journal for political activism. In 2005, she was awarded the Alan Guttmacher Lectureship by the Association of Reproductive Health Professionals. In 2004, she received a special citation from the Commissioner of the FDA for her work on a campaign to inform women about hormone therapy.

Her career has included: being one of the first RNs in the country to become an NP; caring for low-income family planning clients in Maine; teaching the fundamentals of nursing at the University of Maine; and serving medical director for family planning services for the state Maine in charge of quality assurance.

Myles Lambert (CFO) has done financial consulting work for a Senior Citizen Medical Day Care Center.

Dr. John Eten (CMD) has been a Family Practice Physician working full time until retirement on 12/31/12. He provided care to all ages and addressed the full scope of issues and problems associated with family practice. In addition to his large population of regular patients, he also provided walk-in service to anyone in the community having a medical issue.

Dr. Bruce Stelle has spent the majority of his career in Emergency Rooms, primarily in hospitals on Martha's Vineyard and Cape Cod. He has seen a range of illness and maladies, both chronic and acute. Dr. Stelle firmly believes that any resource available to medical staff to ease a patient's suffering should be available for consideration.

Dr. Stelle has been the Director of several ERs, with budgetary involvement over staffing and equipment. He has negotiated for shared resources, and projected potential changes in personnel and supplies. He has managed these ER departments with an eye to the difficult balance of providing the best service possible with the inevitable bottom line.

Dr. Stelle has been on various quality assurance committees and interior organizations reviewing patient care. He has worked with Hospices, VNAs, and Elder Services as it relates to patient comfort in each of the communities he represented. Dr. Stelle has participated in Medicaid review surveys as point person for the ER or on behalf of the hospital(s) half a dozen times. His has submitted findings advocating the overall wellbeing of his patients as his determining goal.

Erin Davis (HR) worked for Protein Polymer Technologies, Inc. based in California. While there, Ms. Davis directed human resource activity, as well as executed all communication activity internally, to the investment community, and to the public. She has experience working with the FDA as well as with other companies in the bio-tech industry. She assisted the company with downsizing, including personnel and facilities. Erin also consulted through R.I. Heller for Outreach Senior Healthcare.

Attorney Collins (General Counsel) has been a member of the Shrewsbury Board of Health since 1977 and for much of that time he has been the Chair. He has been involved in all aspects of public health, from immunization and food service inspection, to wellness clinics and refuse collection. As a college intern, he worked with incarcerated youth. He and his wife ran an "Outward Bound" style program for Juvenile Court referrals and was a first aid instructor. He has maintained his involvement with EMS and is currently certified as a First Responder. His role with towns on Martha's Vineyard has involved him with each of the three ambulance services at all levels.

While in law school, he was the first person admitted into a dual degree program with the School of Social Work, aiming towards his Masters in Social Work and Community Organization.

Darrin Potter (Cultivation GM) is well-versed in his understanding of health care services. He worked as a dental lab technician and oral surgeons' assistant in his first year of college when considering dental school. There he became comfortable and confident with patient interaction, consoling, and bedside manner.

Darrin also worked in the Radiology Department as staff support at the Orlando Regional Medical Center, a level one-trauma unit. There he was educated on OSHA and HIPAA compliance. He was responsible for preparing and delivering emergency room patient scans in a very timely manner under extremely stressful situations to specific surgical units and doctors in the hospital, often in life or death scenarios. He worked for ORMC for some time before becoming a patient himself when struck by a vehicle while riding a bicycle. Darrin spent weeks in the hospital and was unable to return to work.

While spending months in a wheel chair and prescribed numerous opiates, Darrin began to pursue alternative means for dealing with pain other than addictive prescription drugs.

Darrin Potter has studied agricultural science since a young boy. Raised in the small agricultural community of Pahokee Florida, his family farmed mangos, bananas, oranges, key lime, grapefruit, avocado, papaya, peppers, pumpkin and a number of other products for sale and personal consumption. He studied the environment and botany in the Boy Scouts of America under the supervision of his Scoutmaster, Biologist and President of the Florida Sugar Cane League, Jim Shine. Darrin studied plant biology as his main focus in college and has pursued plant science most his life.

]

2.4 Describe the **Executive Management Team's** experience, by each individual team member, with running a financially sound organization/business (including budget size) and indicate which member of the team will be responsible for the financial management and oversight of the organization.

[Susan Wysocki (CEO) resigned from the National Association of Nurse Practitioners in Women's Health (NPWH) in 2011. At the time, there was an excess of \$510,000 in the black for the year of funding in one of the worse times for 501-c3 organizations. The budget for the organization was \$2 million. There were also investments in CDs of \$800,000 as well as a property valued at \$1 million located on Capital Hill in Washington, DC.

As CEO of the Kingsbury Group, Susan Wysocki will be responsible for the oversight of the organization. Day to day financial management will be done by the CFO.

John Richardson (COO) was the founder, president and the chief operating officer of the Center for Political Accountability, a 501(c) (3) based in Washington DC with an annual operating budget of approximately \$560,000. In his capacity as President and COO, he oversaw management of the organization and all aspects of its financial operation. During his tenure, he took considerable pride in having no significant issues arising out of their annual external audit of the organization. The organization was in good standing with all regulatory bodies including the IRS during his time in that position. The COO will manage daily operations and expansion of all distribution and manufacturing facilities. Policies and procedures will be put in place to assure compliance with financial regulations. Multiple checks and balances among the CEO, CFO, COO and the Board and auditors will also be established.

As the VP of Marketing for American Capital Strategies (an investment bank), John reviewed a number of businesses with the aim of acquiring those companies. In that capacity, he developed a good understanding about how various businesses operate which will transfer to the growing medical marijuana industry

Myles Lambert (CFO) has over 35 years of experience in leadership roles with fiscal responsibility in companies from \$500 million to \$2.5 billion. His strengths include financial planning, forecasting, process improvement, P&L analysis and development, and budgeting. He has had profit and loss responsibilities in both private and public companies.

Attorney Collins (General Counsel) has had occasion to serve as Executive Director on an interim basis (sometimes for years at a time) for the MA Police Chiefs Association and the Municipal Police Institute where he was responsible for preparing budgets and running the agency. Duties included fundraising oversight, staff supervision and program delivery. Balanced budgets were achieved in each instance. Annual budgets typically ranged from 1 – 1.7 million dollars. He has applied for and administered millions of dollars of state and federal grants. He has also a very successful law practice, where at its largest, there were nearly two dozen employees.

Dr. John Eten (CMD) started the Orleans Medical Center one year out of medical school. In order to achieve their goal, they needed to borrow the start-up money. They needed to make sure that the funds were sufficient enough to build-out the empty space, provide salaries for a year, equipment, and rent. All loans were paid back within a few years and they were able to provide all employees with yearly salary raises as well as continually up-grade equipment and supplies. Their yearly budget was roughly one million dollars.

Erin Davis (HR) has worked with companies with budgets ranging from \$250 million to \$2.5 billion. She has been involved in both public and private companies, domestic and global.

Darrin Potter has provided very successful management to large-scale medical marijuana cultivation facilities since 2009 and has won over a dozen awards in his ability to produce the highest quality cannabis in the state of Colorado.]

2.5 Describe the **Executive Management Team's** experience, by team member, with managing financial corrective action measures that they had to undertake as the result of an operational review.

[Susan Wysocki (CEO), as President and CEO of NPWH, oversaw the financial corrective measures included in a yearly review by NPWH's auditor as well as periodic full financial audits. During this time, there were very few corrective actions. Where recommendations were made by the accountants, for example, all corrective actions were followed to ensure ongoing stability, and checks and balances.

As Chairman of the Board of Catholics for Choice, Ms. Wysocki reviewed all financial reports, as well as reports from auditors in conjunction with the Board Treasurer and President/CEO of the organization.

John Richardson (COO) served as the VP of Marketing for American Capital Strategies (an investment bank) where he reviewed a number of businesses with the aim of acquiring those companies. In that capacity, he developed a good understanding about various business operations which will transfer to the growing medical marijuana industry.

Myles Lambert (CFO) has extensive experience in restructuring, turn around management and bankruptcies. He has streamlined organizations and changed reporting structures to increase efficiencies. He has designed and executed orderly plans to terminate pieces of organizations to increase profitability.

Attorney Collins (General Counsel) in addition to his own business ventures in trying economic times, has been called upon by numerous clients to assist them work out of difficult financial circumstances, some in or near bankruptcy. He has worked with banks, creditors, employee groups and tax authorities to achieve satisfactory resolutions.

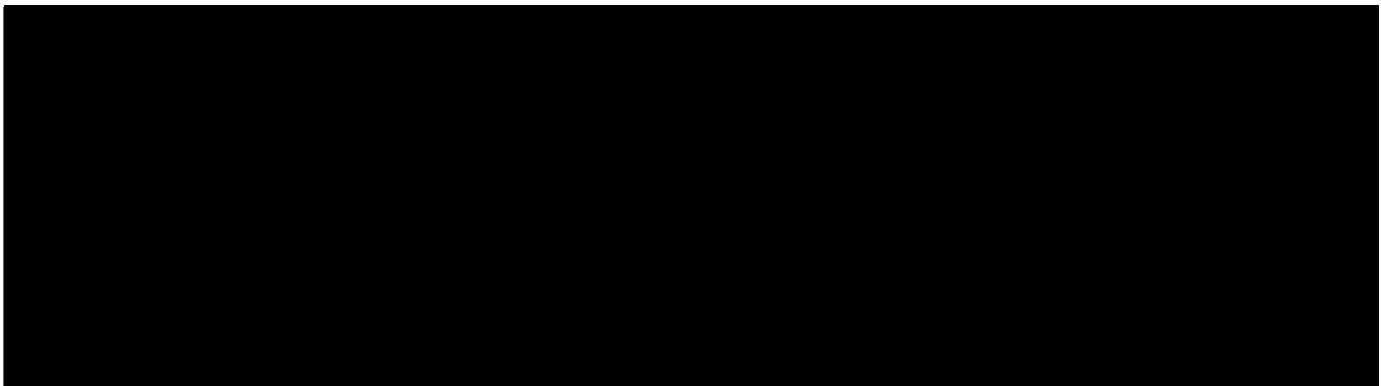
He has worked with outside financial and operational review teams to make adjustments in clients' businesses and in some cases municipal departments.

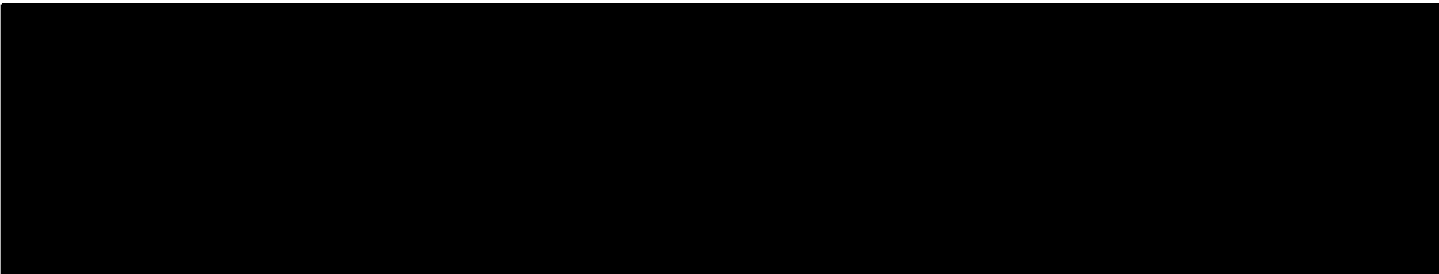
Dr. John Eten (CMD), and the Orleans Medical Center, remained successful and profitable for the entire period without having to adjust or take corrective measures. He credits his initial financial plan and extensive patient population.

Erin Davis (HR) has done numerous strategic rightsizings for a variety of organizations, using her extensive experience with turnarounds and bankruptcies. She has shuttered entire divisions of large companies including executing the WARN act when needed. She has evaluated personnel against the goals of organizations and successfully adjusted staffing as needed.]

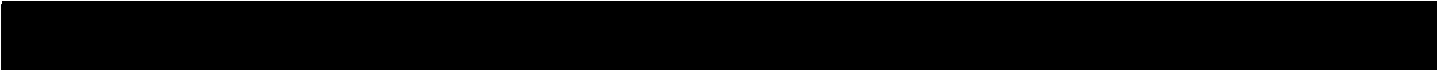
3. Applicant's Evidence of Suitability

3.1 Indicate whether each member of the **Executive Management Team and Board of Directors, including Board Officers**, is/has been in compliance with all laws of the Commonwealth relating to taxes, child support, and workers' compensation with regard to any business in which the individual has been involved. In cases in which an Executive Management Team member is not in compliance with such a law, indicate which team member is non-compliant and describe the circumstances surrounding that situation. Indicate N/A for each individual with no history of non-compliance.

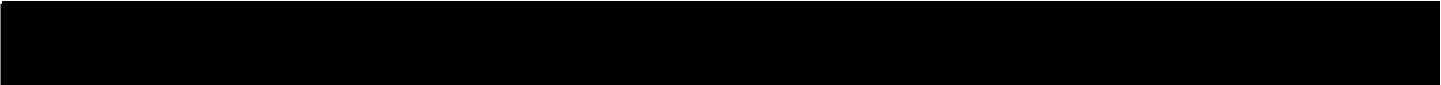




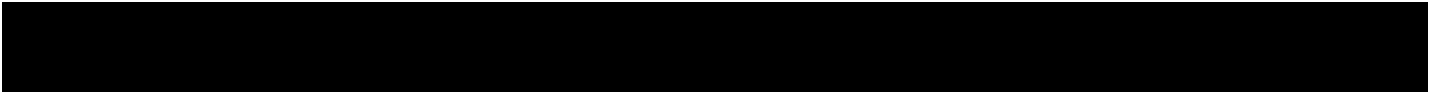
3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but not limited to action against any health care facility or facility for providing marijuana for medical purposes in which those individuals either owned shares of stock or served as executives, and which resulted in conviction, guilty plea, plea of nolo contendere, or admission of sufficient facts. If no history of such criminal action, indicate N/A.



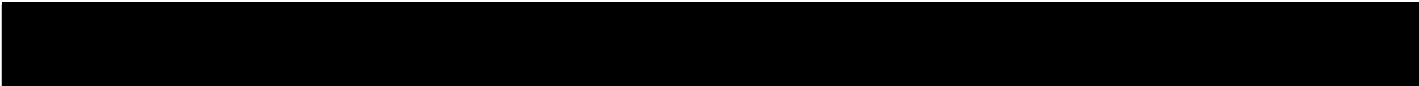
3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but not limited to actions related to fraudulent billing practices and any attempt to obtain a registration, license, or approval to operate a business by fraud, misrepresentation, or submission of false information. If no history of such civil or administrative action, indicate N/A.



3.4 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, has been the subject of any past discipline, or a pending disciplinary action or unresolved complaint, by the Commonwealth, or a like action or complaint by another state, the United States, or a military, territorial, or Indian tribal authority, with regard to any professional license or registration.



3.5 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, with respect to any business, has filed (or had filed against it) any bankruptcy or insolvency proceeding, whether voluntary or involuntary, or undergone the appointment of a receiver, trustee, or assignee for the benefit of creditors. If no such history, indicate N/A.



4. Applicant's Evidence of Financial Condition

4.1 Provide a one-page statement in the name of the applicant's non-profit corporation from an insured financial institution documenting the available liquid cash balance in a single account (\$500,000 for the first application and \$400,000 for each subsequent application, if invited to submit more than one), dated no earlier than 14 days prior to the response deadline (November 7, 2013).

Proof of liquid funds in an account in the name of the corporation attached as exhibit 4.1

4.2 If applicable, provide the names and addresses of all persons or entities contributing 5% or more of the initial capital to operate the proposed RMD, by application, and specify the actual percentage contributed by each person or entity. Indicate whether the contribution is cash, in-kind, or land or building.

List of persons/entities/creditors contributing more than 5% and what form that capital takes attached as exhibit 4.2

4.3 Provide a narrative summary of projected capital expenses to build out both the proposed dispensary and cultivation or processing facilities, and attach a copy of the proposed capital budget.

[340 MacArthur Blvd., Bourne (Dispensary, Cultivation and Processing)

This property is owned in trust by one of our principal contributors (and Clerk). He has agreed to lease it to the Kingsbury Group and to pay for the renovations as well as the cost of the growing and processing equipment and supplies. Initially, a space of just under 10,000 square feet will be used. This will house both the dispensary and seedling cultivation area. Growing plants from seeds means that relatively little space is needed for the first couple of months. To change the use of more than 10,000 square feet we need permission from the Cape Cod Commission. By the time we need the rest of the building for cultivation and processing space, we are confident we will have received the necessary permits to do so. Once approval from the Cape Cod Commission is secured, the balance of the 26,000 square feet in the existing building will be devoted to cultivation and MIP processing space. The construction build-out costs for the initial 10,000 square foot area, including the initial set up costs for the medical marijuana cultivation operation is estimated at \$505,583. This amount will be sufficient to allow us to start the cultivation process. At the end of one year, if we are not able to secure permission to expand to the rest of the building, the costs will have been approximately \$983,425.

If we secure permission to use the entire building, the total initial set-up costs will rise to approximately \$630,771. By the end of the first year, assuming we secure permission to use the entire building, the total capital costs of the cultivation operation will be \$1,425,402.

Holmes Hole Road, Vineyard Haven (Dispensary)

This property is owned in trust by one of our principal contributors (and Clerk). He has agreed to lease it to the Kingsbury Group and to pay for the construction of a dispensary. The construction of the 1,200 square foot dispensary is estimated to cost \$250,000.

Provincetown (Dispensary)

We have an agreement with the property owner to lease space contingent upon securing a license to open a dispensary in Provincetown. Estimates for the build-out are under \$100,000.

Edgartown, MA (Cultivation)

Similar to the arrangements we made on the Bourne site, we have agreed with a nursery owner on Martha's Vineyard to have his company pay the costs of cultivation set up, including all equipment and growing supplies. Because they have several sizes of existing greenhouses, we have the flexibility of using as much or as little space as is needed to meet the needs of our dispensaries, depending on the number of licenses we are granted. We may not have any capital expenses.

New Bedford Business Park (Cultivation and Processing)

Some of our principal contributors have been exploring large vacant industrial spaces in Southeast Massachusetts. They are discussing an option to purchase a building containing approximately 160,000 square feet of cultivation and processing space. They would pay the cost of fit up and growing equipment and supplies. In that case, there might not be any capital costs for the corporation. Between the cost of acquiring the building, renovating it for our use, and installing all the equipment and supplies to fill it with cultivation space - and possibly an MIP processing area - the total capital expenses could exceed five million dollars.

]

Capital expenses attached as exhibit 4.3

4.4 Provide a narrative summary of the proposed year-one RMD operating budget, including projected revenues by sales type, line item operating expenses, and budget assumptions, and include the budget as an attachment.

[We expect to sell marijuan for at least \$250/ounce. Our work on cultivation facilites will start as soon as we are notified that our licens have been awarded. We will be prepared to start selling product in the summer of 2014. Our assumptions are consistent at the three proposed locations, but we have allocated overhead and other shared costs as follows: 50 % to Bourne; 30% to Martha's Vineyard and 20% to Provincetown, based on the relative sales volumens expected. These are noted in each of the attached pro-formas for the separate proposed licensed premises.

Infused product sales are estimated at 10 % of the marijuana sales, and a flat estimate of monthly paraphernalia and retail sales are also included in our income projections.

As for expenses, we have agreed with our landlord to repay the amount they advance to pay our start-up costs for dispensary renovations and fit up of the cultivation operation. In Provincetown, we estimate we may spend less than \$100,000 to do the fit up of the space we intend to rent. However, the landlord is willing to front the funds if necessary and let us pay them back over a 6-month or 12 month period as we deem prudent.

In Bourne, the fit up and cultivation costs, as discussed elsewhere in this appliocation will be substantial and will vary depending on whether we are able to go beyond the 10,000 square foot limit.

On Martha's Vineyard, the entire cost of erecting and fitting up the new dispensary wil be paid by the landlord. The cultivation area in Edgartown will front all the costs for growing the product.

The sheet of assumptions lists the estimated salaries of our Management Team (9 members at over \$900,000), transportation team (4 members at over \$200,000), security consultant (\$35,000+/-), governmental affairs (lobbyists) staff (at \$120/year), and the numerous expenses any new company can expect. We assume we will sell all the product we can grow, especially the first year.

]

Year-one operating budget attached as exhibit 4.4

4.5 Provide a detailed summary of a three-year business plan for the proposed RMD, including strategic planning assumptions, utilization projections, growth projections, and projected revenue and expenses. Note that the complete business plan will be reviewed as a component of the provisional inspection process. Include projected revenue and expenses as an attachment.

[We have assembled a professional staff that is prepared to deliver services and products to qualified individuals in the shortest possible time. While the formal review process requires each application to be considered on its own merits, our business plan calls for us to open a sufficient number of dispensaries in locations from which we are able to serve all residents of the Cape and Islands. The small number of residents on Martha's Vineyard means that only one dispensary to serve the 225 or so projected card holders there is the most appropriate siting decision. By proposing Bourne and Provincetown, we literally cover the Cape from one end to the other. Our principals own sufficient other properties across the Cape and the Vineyard that could be used if the DPH would prefer. Our real estate in Hyannis is well-suited for this operation and consists of a fenced-in warehouse space with solar panels to reduce our carbon footprint. We also have property in Dennis, Mashpee and elsewhere, so if the DPH decides to grant us a license and wants us to re-locate, we can discuss this as well. The three-location limit – as well as the small population – makes proposing a dispensary on Nantucket problematic, but we are prepared to deliver to that island and cover all its residents' needs. It is clear that our choice of the Provincetown location is motivated far more by compassion than economics. Hopefully the DPH will take this into consideration in making its decision on our applications. It would make more sense from a return on investment basis to place a dispensary toward the center of the Cape.

We envision up to three growing facilities, with sufficient capacity to meet the entire needs of the Cape and Islands, depending on the number of licenses we receive and the demand for product. Until we know whether any other

applicants are licensed for the same region, it will be impossible to predict with certainty the amount of product (and therefore growing space) we will need. However, our grow spaces all have significant expansion capabilities.

Based on the experience of other states, approximately 1.5 - 2 % of the population will obtain cards to use cannabis as a means of medical relief. Based on the year-round populations of the Cape and Islands, this suggests that the number of registered patients will be between 4,000 and 6,000. How much product they will purchase, and what they are willing or able to pay, will be sorted out over time. Similarly, with the large influx of seasonal visitors, time will be the best indicator of what the demand might be in the summer months.

Company Description

Our plan includes recruiting and hiring the best and most experienced staffers in the area of non-profit agency management, associated counseling services, and the production and delivery of medical marijuana in a safe, efficient and lawful manner. We have identified staff in all key areas needed to do the job. We also have the financial strength to start and sustain this expensive operation where bank funding is not generally available. This is, however, far more than a business opportunity for us. Each of our principals has family members and friends that have been touched by debilitating diseases where the availability of medicinal marijuana would have been helpful.

Our principal contributors are seasoned entrepreneurs that have built several businesses on Martha's Vineyard and Cape Cod from scratch. Their extensive list of properties gives us the flexibility needed in an untried environment. Each has demonstrated a passion for civic and charitable causes.

Our Executive Director is a Nurse Practitioner with a national reputation for non-profit agency start-up and management. Her right-hand person is our COO who has successfully managed large scale, financially sound not for profit corporations. Our production team includes experienced award-winning medical marijuana cultivation experts from Colorado that have an extensive history of producing and supplying this medicine.

Our office staff consists of an experienced CFO with experience on a national and local level. Our Community Outreach staff will consist of persons that can reach out to all segments of the population, including recent immigrants and the gay community.

We have had two security consultants review our planned dispensary and growing locations to come up with a workable plan meeting all DPH regulations, as well as designing a secure delivery system.

Each of our dispensaries will be staffed by knowledgeable patient-oriented individuals. A whole-client approach will seek to identify patients' needs and to coordinate with other social and health welfare agencies in providing a coordinated care approach.

Technology Application

We will utilize technology as a primary resource to ensure optimum performance throughout the organization. We will employ proven medical marijuana business software – MJ Freeway - including a POS system, widely used as a standard in existing medical marijuana markets. The POS system includes order fulfillment, sale receipts, patients' documented records including medications, gram tracking, and security transport manifests.

Within our cultivation facilities, we will be implementing new cultivation techniques and technology allowing us to maximize production and efficiency. We will use induction lighting at a minimal 1.5 amps per light in place of the typical 8 amps used in the application of indoor cultivation. We will utilize solar panels to offset our carbon footprint. We will also be growing the medicine using recirculating hydroponics, reducing the amount of water and nutrients used while maximizing growth potential up to 25% faster than typical practices. We will use advances in climate control to affordably implement 100% compliance of indoor environmental regulations.

Target Markets

Martha's Vineyard has a year-round population of an estimated 15,000 that swells to 100,000 or more in the summer. Cape Cod has approximately 220,000 year-round inhabitants, with over 500,000 in the summertime. Nantucket

has approximately 10,000 year-round residents, swelling to between 50,000 and 60,000 each summer. Our target audience will range from about 4,000 to as many as 6,000 persons on a year-round basis. It is difficult to predict how many summer visitors will use their cards to purchase product as opposed to bringing their medicine with them. However, we will make a conscious effort to cultivate sufficient additional product on a seasonal basis.

Sales/Distribution Plan

Most sales will be conducted in our dispensaries; however, we will have an added emphasis on deliveries. In order to avoid claims of "hardship" across our service area, we will offer randomized weekly deliveries to each town in the region, including those on Martha's Vineyard and Nantucket. We will have a trained and equipped team of delivery personnel under the supervision of our security consultant.

We plan on offering products that can aid in the administration of the medicine, such as pipes, water-pipes, vaporizers, and droppers. We will also provide edibles and solvent-less extractions to provide different treatments instead of inhalation applications.

Pricing Strategy

Estimated market value for product averages between \$12.50 a gram and \$14.25 a gram. By taking advantage of our advanced production facilities, we will be able to provide a quality product that meets medical needs, while also retaining competitive pricing.

Physical Requirements:

Each of our grow and dispensary locations were selected to assure that they meet zoning regulations. The cultivation center in Bourne is 25,000 square feet with 1,000 square feet allocated to dispensing the product. The dispensary facilities in Vineyard Haven and Provincetown will cover approximately 1,000 - 1,200 square feet. We have identified several alternate retail dispensary spaces in each location should a larger facility be needed. While we are negotiating for an additional growing location in New Bedford, this can be determined once we are clear that we have been awarded all three licenses, for example, and will have need of such space.

Time Frame for Production

In an effort to meet the projected summer demand, we will utilize a combination of indoor and greenhouse growing space initially. This will allow us to start growing product shortly after launching. It will take anywhere from 75-90 days for the first crop turn around, followed by a perpetual harvest 5 days a week.

Indoor growing facilities will be established initially in Bourne and expanded to New Bedford as needed.

Finance

Our initial capital contributions come primarily from our two entrepreneur principals. They recognize that substantial additional capital will be required. Our arrangements with the greenhouse and Bourne locations requires far less capital.]

Three-year projections attached as exhibit 4.5

4.6 Provide a description of the proposed RMD's plan to obtain a liability insurance policy or otherwise meet the requirements of 105 CMR 725.105(Q).

[We have arranged to secure liability and other insurance from Integrated Insurance Solutions, LLC located at 1881 Worcester Road, Framingham, MA 01701. We will solicit bids once we know how many license we are awarded. This includes general liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate. In addition, we intend to secure a complete insurance package including but not limited to:

- Builder's Risk Insurance
- Real and Personal Property Insurance
- Business Interruption Insurance
- Equipment Breakdown
- Employee Dishonesty
- EDP or Data Processing Coverage
- Crop Coverage including living plant material, harvested plan material and finished stock.
- General Liability Insurance
- Product Liability Insurance
- Professional Liability Insurance
- Umbrella/Excess Liability
- Directors & Officers / Employment Practices Liability / Fiduciary Liability
- Data Privacy & Security
- Workers Compensation

]

5. Location and Physical Structure

5.1 Provide the physical address of the proposed RMD dispensary site if a location has been secured. If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location. Interest may be demonstrated by (a) a clear legal title to the proposed site; (b) an option to purchase the proposed site; (c) a lease; (d) a legally enforceable agreement to give such title under (a) or (b), or such lease under (c), in the event the Department determines that the applicant qualifies for registration as a RMD; or (e) evidence of binding permission to use the premises.

[Attached is a copy of an agreement to lease space for the proposed dispensary to be located at Holmes Hole Road. The location is Map 22, Block A, Lot 4.2, corner of Short Hill road, Holmes Hole Road.

Attached is a copy of an agreement to lease space for the proposed dispensary to be located at 340 MacArthur Blvd., Bourne.

Attached is a copy of an agreement to lease space for the proposed dispensary to be located in Provincetown, at 87 Shank Painter Rd. Provincetown MA .

]

Evidence of interest attached as exhibit 5.1

5.2 Provide the physical address of the proposed RMD cultivation site if a location has been secured (the response must be the same as the location indicated in the response to 5.1 or 5.3). If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location (see examples of evidence in 5.1).

[340 MacArthur Blvd., Bourne, MA; Donaroma's Nurseries, Edgartown; New Bedford Business Park

]

Evidence of interest attached as exhibit 5.2

ORIGINAL

5.3 Provide the physical address of the proposed RMD processing site if a location has been secured (the response must be the same as the location indicated in the response to 5.1 or 5.2). If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location (see examples of evidence in 5.1).

[340 MacArthur Boulevard, Bourne, MA; Donaroma's Nurseries, Edgartown; New Bedford Business Park]

Evidence of interest attached as exhibit 5.3

5.4 Describe efforts to obtain assurances of support or non-opposition from the local municipality(ies) in which the applicant intends to locate a dispensary, cultivation site, and/or processing site and indicate whether the municipality expressed any opposition. If the sites are in different municipalities, provide information related to each community. If available, include a demonstration of support or non-opposition furnished by the local municipality, by attaching one or more of the following:

- A letter from the Chief Administrative Officer, as appropriate, for the desired municipality, indicating support or non-opposition;¹
- A letter indicating support or non-opposition by the City Council, Board of Aldermen, or Board of Selectmen for the desired municipality; or
- A letter indicating support or non-opposition by the Board of Health in the desired municipality.

[Vineyard Haven (Tisbury)

We have a letter of support from the Town Administrator, the Board of Selectmen and the Board of Health.

Bourne

We have a letter of support from the Board of Health. The Board of Selectmen could not place us on their agenda before the November 21st filing deadline.

Provincetown

In Provincetown, our company was issued letters of support from the Board of Health, the Board of Selectmen, and the Town Administrator for a medical office building on Shank Painter Road. We have changed our location to another address on Shank Painter Road since those letters were written, thus the Boards may need time to reconvene and (we anticipate) consider whether they will write us new letters for our new location, (which is in the same zone, and on the same street as our previous location.)]

Letter(s), if any, attached as exhibit 5.4

5.5 Provide a summary chart reflecting answers to questions 5.1 -5.4 indicating evidence of local support or non-opposition for cultivation, processing or dispensing activities of the proposed RMD.

Summary chart attached as exhibit 5.5

5.6 Provide a description of the applicant's plans to ensure that the proposed RMD is or will be compliant with local codes, ordinances, zoning, and bylaws, as well as state requirements for the physical address of the proposed RMD dispensing site and for the physical address of the additional location, if any, where marijuana will be cultivated or processed.

[Our legal team has reviewed titles, zoning and building codes in each of the municipalities in which we propose to locate a dispensary or cultivation site. Tisbury (aka Vineyard Haven) currently is without local zoning by laws

¹ Chief Administrative Officer is the Mayor, Town Manager, Town Administrator, or other municipal office designated to be the chief administrative officer under the provisions of a local charter.

pertaining to medical marijuana. The property is located in the Business 2 zoning district and the use is permitted as a matter of right.

Our dispensary and cultivation facility in Bourne is zoned Business 4, commercial district. There are no existing zoning bylaws pertaining to medical marijuana, thus our facility is permitted to be in that location. Section 1230 of the Zoning By Law only requires site plan approval for "any addition, expansion or construction." Section 1210 does not require the submission of a building permit application unless a structure is to be "erected, externally altered, or moved." To the extent that any applications for interior electrical, plumbing or other work are required, we will do so as soon as we are awarded a license for this facility by the DPH. We will submit the required renovation plans to the Building Inspector as soon as we are awarded a license for this facility by the DPH.

Our dispensary location in Provincetown is within the new Medical Marijuana zone, and we are in the process of applying for a special permit.

The Cultivation and Packaging of Medical Marijuana would be classified as Light Manufacturing and is thus allowed per the Regulations for the New Bedford Business Park and the City of New Bedford's Industrial C Zoning Regulations for the Park.

]

5.7 Describe the applicant's plan to continue to develop and maintain a positive relationship in each community in which the RMD is/will be located.

[We take seriously our obligation as a not for profit corporation to contribute to the communities of Cape Cod and the Islands, our homes already! Our management team will become active in civic and charitable agencies. Our principal contributors are already active in numerous such groups, ranging from youth sports and the Rotary Club to community theatre and AIDS awareness and service agencies. Our goal is to be a valued partner across the region and especially in those communities in which our facilities are located.

We are anticipating establishing a sister corporation to enable us to "put our money where our mouth is," so to speak. We will submit an application to the IRS to become a charitable, non-profit corporation pursuant to section 501 (c) (3) to increase our ability to carry out our philanthropic endeavors. Regardless, we are committed to providing support to programs with our staff and our funds.

By way of example, we have held meetings with the Youth Task Force of Martha's Vineyard, and have discussed collaborating on several projects aimed at educating the youth on drug use and addiction. We have discussed funding a series of lectures to foster increased awareness of the dangers of drug and alcohol use. We intend to work with the police, parent groups and schools to raise public awareness concerning drug and alcohol abuse, especially prescription narcotic abuse, which is widespread on Cape Cod and the Islands. We will work with the local cable TV services to produce public service campaigns, to participate in public awareness efforts, and to carry a message of commitment to all citizens in the community.

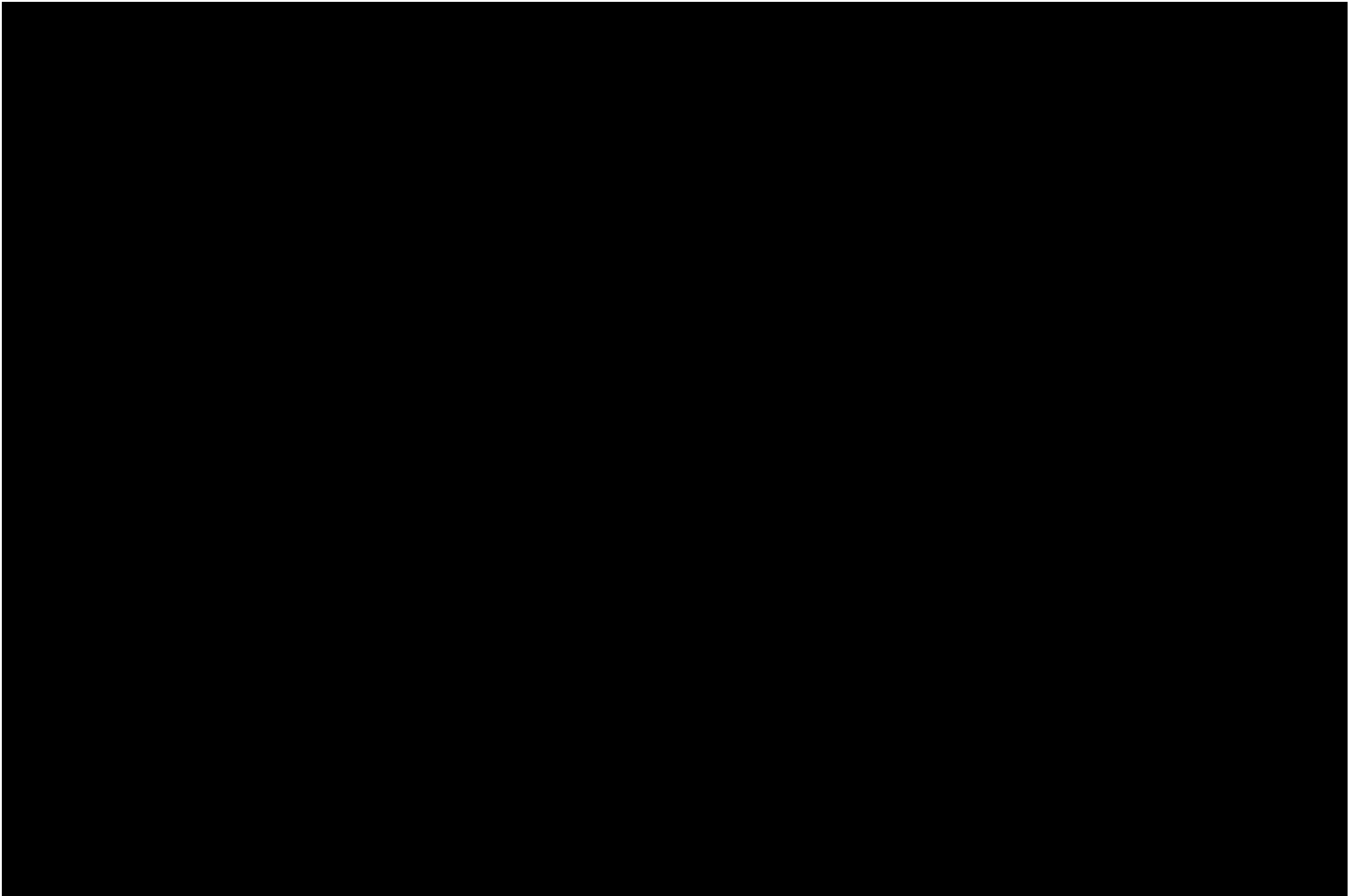
In Provincetown, we will be hiring a staff that has shown its commitment to providing a special level of care to some of the state's most needy individuals. Our dispensary will be seen as a caring clinic where qualifying card-holders will find a knowledgeable staff dedicated to their wellness.

Excellent relations already have been established with the local police chiefs. We will be sensitive to the needs of the law enforcement community and endeavor to address concerns about security not only for our patients and staff, but also for the public and the officers that must enforce the law. We do not want to become a burden or source of complaints. Our security staff and General Counsel are well aware of the legitimate concerns of the police and will help assure that we are seen as a partner and not a problem.

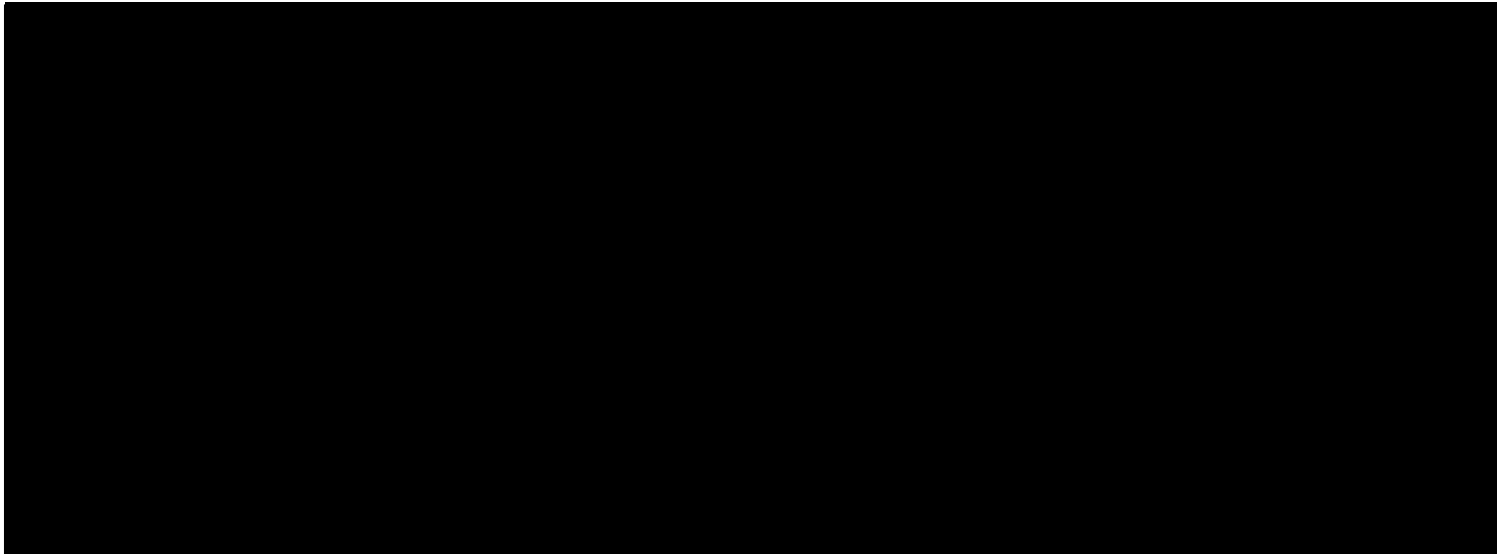
We are committed to partnering with local self-help groups to assure that services are available on both an in-patient and out-patient basis for those with a drug dependency. This also means joining social service agency groups where they exist and helping establish them where needed. We want to support local EMS and hospital efforts as well.

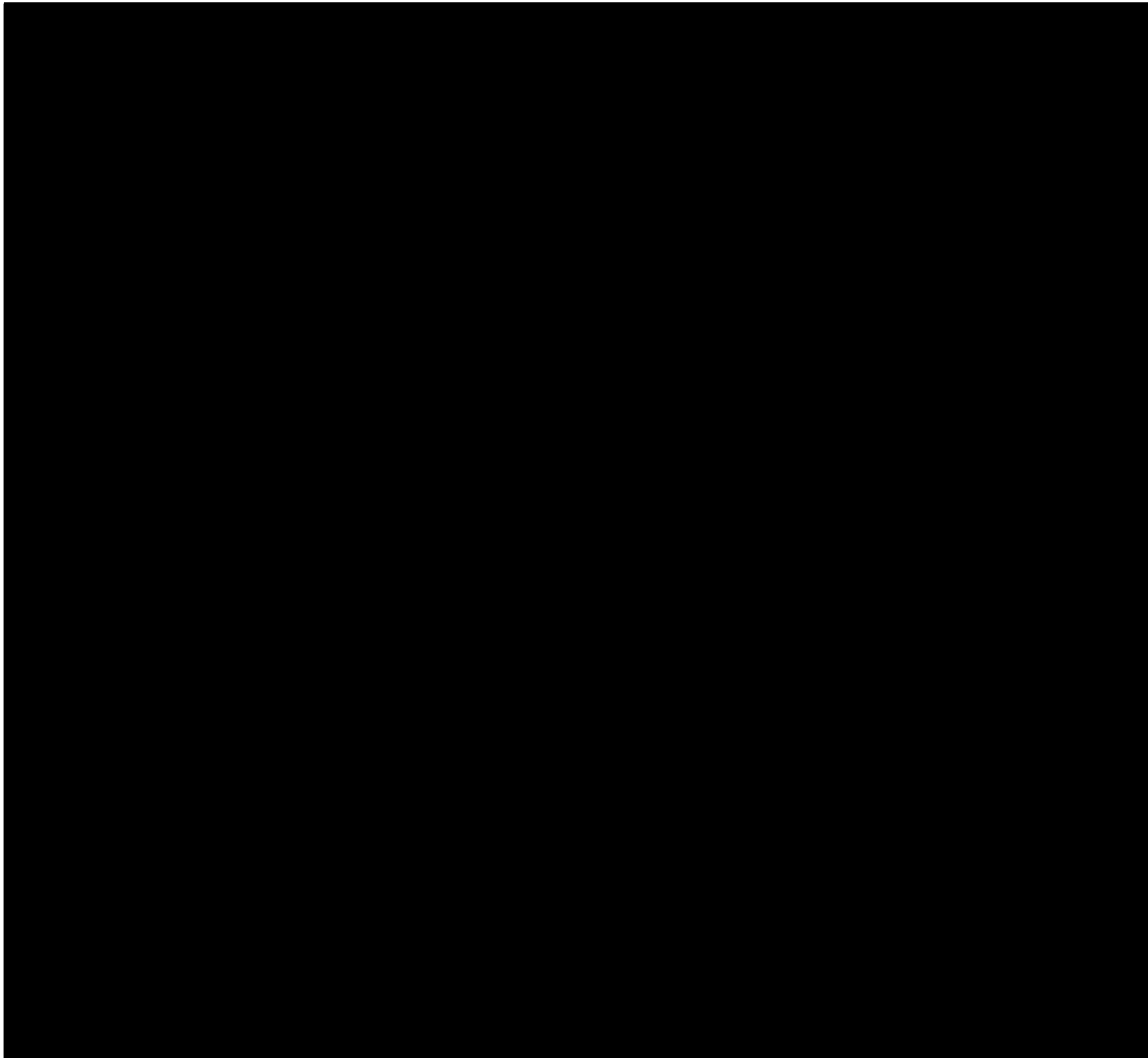
Municipal officials have a right to be made aware of all aspects of our operations. They will be the ones getting calls from concerned or simply inquiring citizens. We will make sure they have cell numbers for our key staffers. We will keep in touch with local Boards of Health, Police and Fire Departments, EMS and other municipal departments to assure we are compliant with all regulations as well as other reasonable expectations. A series of open houses will help alleviate any suspicions and demonstrate our commitment to being a good neighbor.]

5.8 Provide a description of the proposed enclosed, locked facility that would be used for the cultivation and/or processing of marijuana, including steps to ensure that marijuana production is not visible from the street or other public areas. Note that the security plan will be reviewed as a component of the provisional inspection process.



5.9 Describe how the facility's security plan will help deter and prevent unauthorized entrance into areas containing marijuana and/or MIPs and theft of marijuana and/or MIPs at the proposed RMD and the alternate location, if any. Note that the security plan will be reviewed as a component of the provisional inspection process.





6. Staffing Plan and Development

6.1 Provide a narrative description of the proposed RMD staffing plan including position description, full time equivalency, and reporting structure.

[We will have our corporate offices on Martha's Vineyard. Those positions are described elsewhere and report to the CEO. Whether all are full or part time will depend on the number of licenses we are awarded and the volume of sales. This question refers to an RMD but since we have co-located a cultivation operation at Bourne, we also discuss those positions here.

Dispensary Staff

- **Manager:** Each dispensary will have a full-time manager, assuming the demand for product and services justifies this. Duties will be those of most retail facilities, including staff supervision, scheduling, customer service, and community relations.
- **Processor:** Reports to Dispensary Manager, is expected to be full time with the primary responsibility for entering and fulfilling patient orders. In addition, the Processor is responsible for ensuring the accuracy of orders fulfillments and tends to all back-shelf medicine in preparation for order fulfillments.
- **Counselor:** Depending on the level of demand, we will have a part-time or full-time counselor at each dispensary. Duties will include sessions with customers to assess needs, and work with other social and health welfare agencies.
- **Bud Tenders:** reports to Dispensary Manager, will dispense and educate customers on current medicine. The B.T. will also will carry out day to day task in the retail location. At Bourne, will likely be full-time or more, and at Vineyard haven and Provincetown, may be part-time, depending on volume of sales.

Cultivation/Processing Staff

- **General Manager - Cultivation:** Reports to the COO, is a full time position, and is responsible for ensuring that operations run efficiently and effectively at the cultivation facility. The GM-C designs and oversees all cultivation and MIP processing procedures including on-site growing, training and development. The GM-C will be responsible for meeting the production needs of our dispensaries.
- **Plant Manager/Head Grower:** Reports to the GM of Cultivation, is a full time position with the primary responsibility of overall production, efficiency, quality, and standards of the warehouse plants. The P.M./H.G. facilitates all cultivation procedures including all on-site growing, training and development. The P.M./H.G. will execute and supervise the day-to-day plant operations and tasks in the warehouse.
- **Operations/ Labor Manager:** Reports to COO, is a full time position and will maintain the scheduling of cultivation staff and labor. Tasks will include planning the day-to-day tasks and assessing labor needs. The O.L.M. will oversee inventory and supply ordering.
- **Cultivation Laborer:** Reports to Plant Manager, is a full time position, with the primary responsibility for the order, cleanliness, and efficiency of warehouse operations by performing labor work duties.
- **Trimmers:** Reports to Plant Manager, is less than 25 hours, and is primarily responsible for the efficiency and quality of marijuana plant trimming in preparation for sale.
- **Retail Operations Manager:** Reports to COO, is full time with the primary responsibility for overseeing the productivity and efficiency within the dispensary locations. The R.O.M will maintain the operations, product level, and partnerships of which are crucial to retail activities.
- **Tray Room Zone Manager:** Reports to Plant Manager, is full time and is primarily required to sustain, monitor, assess, and contribute to the overall quality production of plants.
- **Vegetative Zone Manager:** Reports to Plant Manager, is full time and is primarily required to monitor, assess, and contribute to the overall preparation of plants.]

RMD staffing plan attached as exhibit 6.1

6.2 Explain the hiring plan for the RMD staff by role, including qualifications and experience by position description. Include a description of the applicant's process to complete a Criminal Offender Record Information (CORI) check on each staff member working at the RMD at hire and on an ongoing basis.

[We began staff recruitment and selection more than a year ago, in anticipation of the competitive licensing process. We have visited Colorado and consulted with numerous medical marijuana growers and dispensary operators in that state and elsewhere. Depending on the number of licenses we are granted, we will actually hire many or all of these individuals. In general, those requiring hands-on experience in marijuana cultivation have been filled with individuals from Colorado and other states where medical marijuana has been legal for some time.

We intend to hire as many local folks as possible, including dispensary and outreach staff. At our Provincetown location, for example, we intend to use experienced local staffers with excellent reputations and experience in that community.

We have made it clear to all prospective employees that they must pass a CORI check. Our HR Director will include this in all recruitment and hiring notices. We will require periodically updated CORI checks on employees as well, certainly no less than annually or any other DPH recommended time frame.

Dispensary Staff

- **Manager and Processor:** Both require experience in running a medical marijuana dispensary, including staff supervision, scheduling, customer service, and community relations.
- **Counselor:** An experienced social worker with the ability to assess patient's needs, and work with other social and health welfare agencies.

Administrative Office

- **Chief Executive Officer:** Experience in running a successful not for profit agency, preferably with a nursing or medical background as well. Knowledge of best practices in the areas of personnel, customer assistance, community relations, security and fiscal responsibility.
- **Chief Medical Director:** Experience as a Medical Director for other agencies, such as EMS or clinical programs, especially where service was provided to a variety of patients, including those with special needs, low income or other challenges. Demonstrated ability to develop protocols and training regimens and to see that training and certifications where required are current. The ability to consult with staff to assure proper counselor-patient relationships. An awareness of the need for compliance with all applicable regulations such as those of the Department of Public Health, as well as HIPAA or similar privacy issues.
- **Chief Financial Officer:** Experience in corporate accounting and financial management. This includes developing budgets, spending projections and cash flow requirements, and preparing periodic financial and accounting reports. Ability to assess organizational performance against the annual budget and the company's long-term strategy and to make recommendations to the CEO and Board. Experience working with an organization's independent accounting and auditing firm and assisting with tax or governmental reporting.
- **Chief Operating Officer:** Experience working under the CEO's direction, and with supplying general management of an organization's staff, systems and finance. Also history of assisting the CEO to strategically develop planning, budgeting, business analysis, finance, IT systems, HR and marketing.
- **General Counsel:** Experience as a General Counsel to a not for profit agency. Familiarity with governmental operations and regulations. Public health background and experience as executive director of a not for profit agency is preferred. Experience in handling a wide variety of corporate legal issues, including such things as contracts with vendors, employment agreements, municipal permits, leases and governmental relations. Experience as a lobbyist preferred. Familiarity with security concerns law enforcement and other municipal government departments.
- **Human Resources Director:** Experience in the corporate world with putting in place and managing all HR functions including policies, procedures, recruitment, hiring, benefits, staff training and development. Demonstrated ability to assure compliance with all government policies including OSHA, FLSA, ADA, FMLA and similar employment practice regulations.
- **Asset Protection Manager:** This is a consultant position and requires an individual or entity that has shown experience with assessing, monitoring, and detecting threats to all forms of a company's property. Experienced in

providing or arranging for the transportation of product or high-target individuals to designated locations via armored vehicles.

Cultivation/Processing Staff

- General Manager - Cultivation: Experience in cultivating medical marijuana with duties that included ensuring that operations run efficiently at the cultivation facility. Experience in designing and overseeing cultivation and MIP processing procedures including on-site growing, training and development, as well as meeting the production needs of medical marijuana dispensaries.
- Plant Manager/Head Grower: Experience at a medical marijuana cultivation facility with responsibilities for overall production, efficiency, quality, and standards of the warehouse plants. Experience in supervising the day-to-day plant operations and tasks in the warehouse.
- Operations/ Labor Manager: Experience with the maintenance of the scheduling of cultivation staff and labor. Skill at planning the day-to-day tasks and assessing labor needs and overseeing inventory and supply ordering.
- Cultivation Laborer: Demonstrated experience involving responsibility for the order, cleanliness, and efficiency of warehouse operations by performing labor work duties.
- Trimmers and Bud Tenders: Experience with plant care including the efficiency and quality of marijuana plant trimming and bud tending in preparation for sale.
- Tray Room Zone Manager: Demonstrated experience and ability to sustain, monitor, assess, and contribute to the overall quality production of plants.
- Vegetative Zone Manager: Demonstrated experience and ability to sustain, monitor, assess, and contribute to the overall preparation of plants.]

Proof of enrollment with Department of Criminal Justice Information Systems (DCJIS) to complete CORI checks attached as exhibit 6.2

6.3 Provide a detailed summary of the RMD's personnel policies, including proposed wages, opportunities for advancement, the benefits package, and any employment provision required by law that will be offered to employees. Note that the Department will review the RMD's personnel policies as a component of the provisional inspection process.

[All employees will receive company policies and procedures on their first day. They will be required to read and sign confirmation of their receipt of all policies.

Employment Policies: Kingsbury Group, Inc. is an EOE. We will not discriminate in recruiting, hiring, training, promotion, transfer, discharge compensation or any other term or condition of employment.

Harassment and Discrimination: all employees will be training on Sexual Harassment and Preventing a Hostile Work Environment. The company has a zero tolerance policy for harassment and discrimination.

Immigration Law Compliance: we will comply with all federal laws to verify the identity and work authorization of all employees.

Smoking: Smoking is not allowed anywhere on company property.

Incident Reports: must be filled out and signed by employees who witness an incident or injury immediately.

OSHA: Our company will be OSHA compliant and all employees will be trained on use of, storage of, and disposal of any hazardous materials. Proper labeling of all materials will be standard.

Fire Emergency Procedures: employees will be trained in prevention as well as orderly evacuation. Proper signage will be posted throughout the facilities.

Hours of Work Schedule: Employees are responsible for knowing and following their work schedules including updates, changes, and breaks. Any schedule changes will require supervisor authorization.

Attendance and Punctuality: Employees are obligated to perform the duties of their positions during the times specified. They are expected to be punctual and keep absences to a minimum. Attendance and punctuality are factors in determining promotions or salary increases.

Conduct: The maintenance of extremely high standards of honesty, integrity, performance and conduct is essential to the proper performance of our business and the satisfaction of our clients and the maintenance of our clients' trust.

Appearance and Dress Code: Employees are required to comply with the company dress code as detailed in orientation and training.

Electronic Policies: Members of management are expected to regularly monitor their company e-mail. All managers will be provided with an e-mail and corresponding password to officially communicate within the company network. Communication by e-mail is an efficient and proper method for written correspondence and may be used to quickly communicate to multiple members of the staff. E-mail passwords are not to be shared and accounts are not to be used for personal correspondence.

Substance Abuse Policy: the corporation has Zero tolerance for drug use.

Benefits Summary:

All full-time employees are eligible for the company benefit package, which will grow with the company and may include medical and dental insurance, an optional 401K plan, and paid time off on designated company holidays.

Compensation Summary:

Wages for labor in the cultivation facility and retail facility range \$11/hr to \$15/hr dependent on industry experience. Lead labor wage in cultivation is \$15-18/hr. Retail management compensation ranges from \$18 to \$20 per hour based on retail and product experience. Cultivation management salaries start at \$45,000 annually. The positions of General Manager, Plant Manager, and Operational Manager will have individual compensation packages based upon experience.

Opportunities for advancement will be assessed annually, or as needed with position openings due to attrition or company growth.

Periodic CORI checks will be required of all employees as determined by the Executive Director.

]

6.4 If known at the time of submission, provide the name, and address of each dispensary agent that the proposed RMD intends to employ. If the identity of dispensary agents is unknown at the time of application, indicate N/A.

Completed list of known RMD staff attached as exhibit 6.4

6.5 Describe the applicant's staff development plan, including a detailed description of all proposed training(s) for dispensary agents.

[In order to foster a stable and productive workforce, we devote considerable attention to recruiting and retaining qualified, dedicated staff members. We started a year ago identifying prospective workers in other states that have medical marijuana available. The bulk of our cultivation staff will come from those efforts. We want to make this company a place where persons enjoy coming to work and can envision a future full of career advancement opportunities for themselves and a better life for their families.

When promotional opportunities arise, we will make a sincere effort to inform our staff and to encourage them to secure the necessary training or certifications in order to advance within the company. We will utilize a formal as well as informal performance review procedure, being sure staff members are aware of our expectations and are given an opportunity to address any deficiencies. Where outside training opportunities exist, we will encourage and support attendance by conscientious staff members.

While some staffers will come from other states with medical marijuana experience, most positions for staff in the dispensaries will be recruited from job forums supported by the Unemployment Office (DES) as well as services such as

Craigslist, LinkedIn, Monster.com, etc. They will be required to have retail experience and preferably show knowledge of or a willingness to learn about medical marijuana.

We have adopted a comprehensive training program, which we borrowed from other states, for dispensary personnel that will be aimed especially at those lacking experience with medical marijuana sales and services. This involves more than simply watching educational videos and reading medical marijuana education pamphlets. They will regularly tour the cultivation facility and interact with cultivation personnel to better understand the plants growth process and materials used. All retail employees will be tested periodically on product knowledge and customer service expectations.

Employees will receive a tutorial of the medical marijuana testing process. Training will include education on all State Medical Marijuana Regulations as well as knowledge on the various strains of Cannabis offered through the dispensary. Employees will be trained on all Cannabinoids and how they affect the body. Dispensary staff will be versed on patient and member benefits, discounts, and coupons.

All dispensary staff will be educated on common patient ailments for which doctors typically recommend using marijuana, and will be prepared to make recommendations accordingly.

Dispensary staff will be taught to perform new patient tours. Working with counselors, training will include all aspects of patient service with the understanding that the patient is the highest priority. RMD staff will be educated on their responsibility for confidentially maintaining transactions during interactions with patients.

Employees will be informed on medical marijuana maintenance in preparing medicine and products for display and dispensing. They will be trained in creating and verifying patient order invoices before preparation, as well as tending to product displays by rotating picture frames and checking sample jars. They will be trained to maintain organization and assure cleanliness of the dispensary, including but not limited to, display cases, restocking product, and mopping floors. The staff will be trained to perform continual organizational and maintenance tasks, such as labeling jars, especially during slow periods of business. They will be trained to conduct an accurate inventory on dispensary products, and how to organize and maintain the stock room and its inventory, and maintain the labeling system of each in-stock item.

They will be taught the appropriate procedure in answering telephones, taking patient phone calls or transferring to appropriate personnel. Staff will be trained in updating WeedMaps, Leafly, etc, daily with correct discount pricing and offers. Staff will be trained in administering discount pricing and coupons with patients.

Last, but certainly not least, we will use our trained in-house counselors to help make ours a more staff-friendly atmosphere where sharing feelings in a safe environment is encouraged.

]

7. Operations and Programmatic Response Requirements

7.1 Explain the RMD start-up timeline, including evidence that the RMD will be ready to dispense within that proposed timeline if the RMD receives a provisional certificate of registration by the Department. The timeline must detail, by location, the start up period, including key benchmarks, leading up to the Department's final inspection.

[Assuming we receive a provisional certificate of registration by the Department by January 31st, we anticipate being able to deliver product to the dispensaries during the summer at each of the three proposed dispensaries.

We have cultivation staff lined up and ready to go but they cannot relocate until we confirm their employment, and this must await awarding of the licenses. We will have building plans in place and hopefully fully approved before the award notice for our locations in Vineyard Haven (new construction) and Bourne (interior installation of growing equipment, lights, etc.). While we can start at the Bourne location with under 10,000 square feet immediately, we will need approval of the Cape Cod Commission to utilize the balance of the 26,000 interior space and to erect an addition

assuming we have a need for more growing space. We are also ready to place orders for all equipment and supplies needed to grow the product.

Fortunately, we have made arrangements with a reputable greenhouse owner in Edgartown that will allow us to start growing product soon after the award of the licenses. Initially, this will involve approximately 50,000 square feet, but can be expanded as the demand dictates. We are prepared to expand as consumption of medicine increases. Even without the summer tourist population, the amount of product required to satisfy the demand on the Cape and Islands will be approximately 1,200 pounds per month. We expect to be able to keep up with a steady increase with our existing cultivation locations.

While indoor and outdoor growing may vary, generally it will take approximately two months for a plant from seed to reach a potential for mass cultivation purposes before enough plants are prepared to enter a flowering stage. Once reaching the flowering stage, a strain may take 58 days to 120 days, depending on phenotypic characteristics, to be ready for harvest. A drying and curing period of up to 2 weeks will follow. If all goes well, that would bring us to May or June, when we expect to start putting our product on the shelf ready for patients and caregivers. This amount of time will allow us to have a thorough hiring and training period which will be needed to have an expert team in each dispensary. The timing will also allow us to create relationships within the business community as we reach out to introduce the public to our company and provide forum for discourse of the benefits in using medicinal cannabis as an alternative to synthetic pain medicine. We plan to have soft openings at each of our dispensaries where we will be providing informational pamphlets educating the public on the uses of cannabis with various common ailments .

]

Start-up timeline with clear benchmarks and dates attached as exhibit 7.1

7.2 Provide a detailed summary of the year-one operating plan, including key business check-in points over the year that will inform business practice improvements.

[We have lined up key staff members for our “home office” and cultivation operation. We have also identified several members of our dispensary staff. However, since we will be applying for up to three licenses, we will not finalize start dates or recruit additional personnel until we are notified of which licenses are approved.

Feb 2014

Based on the number of licenses awarded, we will conclude hiring of most of the cultivation and home office staff. We will finalize agreements with cultivation sites and work with them to confirm the tentative orders that we and/or our landlords will have placed by then for fit up and cultivation equipment and supplies.

We will continue to work with our security consultant(s) to assure we have designed the optimal system and place orders for any additional equipment and systems.

We will finalize our arrangements with our Medical Director(s).

Construction of our dispensary in Vineyard Haven should be started. Renovations at the Provincetown and Bourne locations will likewise be initiated.

Initial marketing efforts will be undertaken to foster public awareness and to help assess the likely level of product demand at our various dispensary regions.

March 2014

We will continue recruitment of additional personnel as needed.

Planting should be underway at one or more of our cultivation sites and this should allow us to start forecasting dispensary-opening plans.

Renovations at our Provincetown dispensary should be nearly complete and work at our Bourne cultivation and processing site should be nearly complete.

Our staff will undertake community liaison efforts to be sure we are linked to other social and health welfare agencies and medical service providers in regions served by our dispensaries.

April 2014

Additional cultivation in Bourne and Edgartown will likely begin, depending on the number and location of any of licenses we receive.

Staff selection will continue as needed, as will construction of the Vineyard Haven dispensary.

May 2014

The installation of the cultivation operation at Bourne will hopefully be underway to encompass the entire building. The size of the cultivation facilities required in the Edgartown greenhouses should be more clear based on the market research and level of interest demonstrated.

June 2014

The dispensaries at Bourne and Provincetown should start to be staffed on an intermittent basis so we can familiarize the staff with our procedures and they can become acquainted with the cultivation staff and process.

The dispensary in Vineyard Haven should be nearing completion.

Our marketing and community outreach efforts will continue and we will continue to monitor interest and likely level of demand for product and services.

Plans for a “soft opening” at one or more dispensaries should be nearly complete.

July 2014

The Bourne and Provincetown dispensaries should be open and the one in Vineyard Haven may be open as well.

August 2014 – October 2014

Operations at all dispensaries and cultivation sites should be in full swing. Much of our time will be spent monitoring operations and addressing the normal start-up issues that surround any new business venture.

As the tourist season comes to a close, we will review all aspects of the operation and make plans for the following year.

December 2014 – January 2015

Depending on the level of demand we experienced, we will undertake adjustments to our dispensary, processing and cultivation programs for the next year.

]

7.3 Describe the applicant’s knowledge of (and experience with) growing methods to be used in the cultivation of medical marijuana. Note that a copy of the marijuana cultivation and management plan will be reviewed as a component of the provisional inspection process.

ORIGINAL

[We have arranged to hire an experienced cultivation team from the state of Colorado with many years of experience in the cultivation of medicinal cannabis using a variety of agricultural applications. The cultivation team is led by Darrin Z. Potter, a plant biologist from the state of Florida. Darrin Potter has been a General Manager and Lead Grower for two different companies in the last four years in the state of Colorado. He is seasoned in many forms of cultivation techniques including: hydroponics, aeroponics, deep water culture, under current systems and soil. Darrin Potter currently manages a fifty thousand square foot facility with 30 employees producing between 550-600 lbs. of medicinal cannabis a month. Darrin won over 13 awards with the medicine produced under his management. He has consulted for the Colorado Medical Marijuana Enforcement Division on the cannabis plants' life cycle as well as botanical nomenclature. He's held the highest cannabenoid profile in the state of Colorado for roughly six months at 28% active THC. Darrin will bring a team of well trained employees who have worked along side him creating protocol and operational standards of the cultivation process.

In order to get a jump-start on the task of producing a large quantity of marijuana for next summer, we will be growing in greenhouses in Edgartown, starting soon after the licenses are awarded. For our indoor cultivation sites, we will be utilizing the techniques of hydroponics as our cultivation method. This method will maintain the plants fastest growth rate achievable while producing minimal waste. Hydroponics typically grows 20% faster then that of typical soil cultivation. By cutting out a grow medium that cannot be re-used efficiently as well as using a recirculation technique, we are expecting very little waste in our cultivation process. The specific hydroponic techniques used will be the methods of flood and drain and deep water culture. Each method requires a reservoir containing water mixed with nutrients that can be utilized for up to 12 days, limiting the amount of the company's water consumption. The hydroponic technique uses hydro pebbles as the grow medium to house the roots. These hydro pebbles can be sterilized and reused for multiple crop propagation, thus minimizing waste as well as our carbon foot print on the planet.

The Company will also be utilizing the latest technology in lighting to cultivate medicinal cannabis. By using induction lighting at 1.5 amps, compared to typical metal halide and high pressure sodium light using up to 8+amps, the company will save power consumption. The ability to save in power costs will allow financial re-investment for maximum growth as well as minimizing our carbon footprint.

The cultivation method will be run like an assembly line. Plants will be put into the flowering cycle daily to ensure constant production to keep up with patient consumption and produce cash flow needed for operational costs. By consistently having a steady crop rotation, the company expects to be sustainable.

]

7.4 Describe steps that will be taken to ensure the quality of the medical marijuana, including purity and consistency of dose and the presence of potential contaminants. Include a description of the testing process and frequency, quality standards, and plans to engage with a lab to conduct the testing. Note that a copy of the RMD's quality control plan will be reviewed as a component of the provisional inspection process.

[During the cultivation process, the cannabis cultivation facility will be following a strict approved pesticide treatment schedule to ensure all medicine produced is free of pests, fungus, and mold. According to the Environmental Protection Agency (EPA), the government body that regulates pesticides in the U.S., a pesticide is any substance or mixture of substances intended for preventing, destroying, repelling or mitigating any pest. Though often misunderstood to refer only to insecticides, the term pesticide also applies to herbicides, fungicides, and various other substances used to control pests. Systemic pesticide treatments approved by state guidelines and regulations will be utilized in the vegetative cycle of the plants life cycle, where the consumable part of the plant has not yet formed. Only OMRI listed pesticides, such as pyganic will be used in the flowering cycle of the plant. Unless otherwise notified by the regulatory branch, these items include: Abamectin (Avermectin), Myclobutanil, Pyrethrins, Bifenazate, Spiromesifen, Potassium Bicarbonate. While applying such pesticides, all employees will be outfitted with proper amonium methylamine resperators, eye protective wear, chemical suits, rubber boots and gloves.

All employees will be required, under strict supervision, to wear gloves as well as hair nets at all times while in the presence of medicine to prevent any transfer of contaminants to the medicine. Plants will be inspected regularly by the

cultivation staff for pest, fungus, and mold throughout the entire cultivation process. Any medicine found to be contaminated will be disposed of according to our disposal plan.

During the processing time period of preparing medicine, the processing team will be trained and educated on identifying different forms of bud rot, mold, pests, such as botrytis and fungus gnats. Pictures depicting such molds, fungus, and pests will be posted for identification purposes. There will be three check points in the processing division of the company alone. The trim team will be the first check point expected to check flowers for pests and mold while trimming the outer leaves of the flower. The team hanging the medicine for drying purposes will be the second check point expected to inspect the flower prior to hanging. The third check point in this division will be quality control expected to check through dried and cured product prior to leaving the cultivation facility for sale to patients.

Upon reaching the RMD, the medicine will undergo a final inspection prior to being prepared for sale to patients. This will ensure only the highest quality medicine produced for consumption. All patients will be provided with an information sheet with all the facts concerning our process of cultivation as well as pesticides utilized in the cultivation method in order to maintain an open and informed relationship with our patients. We have a letter of intent from MCR Labs, LLC, who we have engaged with to conduct our lab testing. MCR Labs is located at 35 Tripp St. in Framingham, we plan to deliver our testing samples to them. MCR Labs bases their quality standards on recommendations from:

- World Health Organization (WHO)
 - United States Pharmacopeia (USP)
 - Environmental Protection Agency (EPA)
-]

7.5 Describe the applicant's plan to dispose of excess or damaged plants or products, including security and plans to avoid diversion. Note that a copy of the RMD's marijuana disposal plan will be reviewed as a component of the provisional inspection process.

[We will work with the company MJ Freeway (or similar one) to document all marijuana plants within each facility. When we need to dispose of a plant or product, we will update the GrowTracker record for that specific plant. We will mulch the marijuana with solid waste in a 50/50 ratio, in the presence of no less than two dispensary agents. When applicable, we will incinerate the marijuana. The waste/marijuana destruction area will be located away from growing and processing areas for sanitary concerns, and will be supervised to prevent diversion. It will be placed in a waste container that will be secured with a lock provided by the waste management services in the towns of Bourne, New Bedford, and Edgartown; the towns in which our proposed cultivation facilities are located. All waste containers in and outside of the RMD's facilities will be secured according to our operating security plan in place at all of our facilities.

For our software inventory monitoring, we will use a company such as MJ Freeway. MJ Freeway's GrowTracker software maintains permanent records of all plants within the operation, including those that are destroyed. These records include measures to track the RMD agent who had access to the plant, when they had access, what they were doing with the plant, and why they were doing that. That is part of our real time inventory system. Coupled with our advanced infrared camera system and our employee badge system, information will be available to gather intelligence on destroyed plants.

]

7.6 If the proposed RMD intends to produce MIPs, describe the types and forms of MIPs that the RMD intends to produce, the methods of production (including sanitation and food protection processes), and procedures for labeling, storing, disposing, dispensing, and tracking MIPs. Note that a copy of the MIPs production plan will be reviewed as a component of the provisional inspection process. If the RMD does not plan to produce MIPs, indicate N/A.

[We intend to produce culinary "ingestibles" and "topicals" infused with the cannabinoids extracted from the plant matter as an alternative to smoking the product. We believe this is a necessary aspect of the business, due to health risks associated with smoking, and due to an estimated number of patients unable to smoke.

The culinary "ingestibles" will be in multiple forms, including chocolates, baked goods, infused sugars, popcorn, cooking oils, and tinctures.

"Topicals" absorbed through the skin, (used for their anti-inflammatory properties and promotion of skin lesion healing etc.) will be dispensed for topical application using ointments, lotions, topical tinctures, salves and balms. Labeling on all packaging will caution and indicate whether its use is intended internally or externally.

Tinctures, which are orally dispensed by medicine dropper (sublingually) or by adding to teas, hot beverages or hot water. All medicine dropper bottles will indicate its intended use, (internal or external).

PRODUCTION OF INGESTIBLES:

We intend to produce several forms of culinary edibles in a state certified kitchen by experienced and certified food handlers, each employee will be OSHA certified, and hold a state food safety certificate. All persons involved with edible production will have knowledge of food safety and be educated in the prevention of food-borne illness through the control of risk factors, as well as knowledge of safe storing and disposal protocol.

EXTRACTION METHODS:

For the edibles, the cannabinoids in the plant matter will be extracted with the use of clarified fats and oils in order to make edible treatments, using low temperature (165 ° F) extraction methods. Meaning fats or oils will be combined with finely processed plant matter and heated to temperature. The fats are then separated from the plant matter using a food press. These fats and oils will then be used as the medicinal base to most of our edible products. The infused fats are stored in airtight containers at or below 0° F until used in production.

"Topicals" will be produced using the same procedure as the food grade glycerin extraction but using beeswax, aloe vera, plant based glycerin, Shea butter, etc.

All products will be sample tested for potency in MCR Labs, to determine, provide and label exact active cannabinoid (THC, CBD and CBN) content. Laboratory testing allows for consistency in the edible products.

Dosage information will be on all labels.

INFORMATION (example)

Single dose (17.5 mg THC) equal to 1-2 inhalations

Double Dose (35 mg. THC) equal to 3-4 inhalations

4X dose (70 mg. THC) equal to 1 marijuana joint. (high tolerance patients)

(These are estimates as tolerances are variable patient to patient)

Labels will include ingredient list, as well as allergen labeling / declaration of allergenic substances, (eggs or egg products, milk or milk products, nuts or nut products etc.) Marijuana products will be packaged in opaque, plain, tamper and child proof containers.

The process of producing solventless extractions is such; upon the trimming of the female leaf sets closest to the flower, the trim will be frozen. Once enough trim is collected, it will be washed through a machine called a resinator, which uses ice and reverse osmosis water to rinse the trichomes off the leaves. The trichomes are filtered through a series of different micron sized filters in order to reduce the amount of plant matter in the final product which will be dried, cured, and packaged by the gram.

Keef is another extraction that will be produced by the RMD. This will be done using a simple machine called a polinator, which tumble the fan leaves in a cylinder of a specific micron size, only allowing the finest particle of trichome to pass through it. This plant resin will be collected for the bottom of the polinator and and packaged by the gram for consumption. No solvents are used in either of these two methods ensuring only the purest of extracts provided to our patients.

We intend to use the company MJ Freeway to track and provide data of MIP production. MJ Freeway's MixTracker software tracks multiple facets of MIP production and processing. MixTracker includes features for tracking conversions from trim or flower to concentrates, and conversions from concentrates into finished infused products. All conversions processed create a permanent historical record, detailing product consumed and product created. MixTracker is capable of maintaining batch and/or lot tracking through the entire processing cycle, and such data is recorded on product labels and within the system database. Additionally, bar codes may be assigned to and printed for all raw and finished goods. The system will track sourcing of raw materials, including entry of purchase orders and tracking vendor history. MixTracker includes recipe functionality to track raw materials used in finished good and the sources of these raw materials.

]

7.7 Describe the applicant's inventory management program, including seed-to-sale tracking procedures, prevention of diversion, and storage of marijuana products. Note that a copy of the inventory management program policies and procedures will be reviewed as a component of the provisional inspection process.

[For our inventory management program, we will most likely use the company MJ Freeway.

MJ Freeway's GrowTracker, MixTracker, and GramTracker suite were designed from the ground up specifically to cater to the unique needs of the medical marijuana industry. The fully integrated system includes features for tracking, managing, and reporting on all business operational facets unique to the industry. GrowTracker monitors grow operations. MixTracker monitors MIP operations. GramTracker monitors patient records, and point of sale operations. All components of the software maintain strict batch tracking through all operations representing true seed-to-sale inventory management.

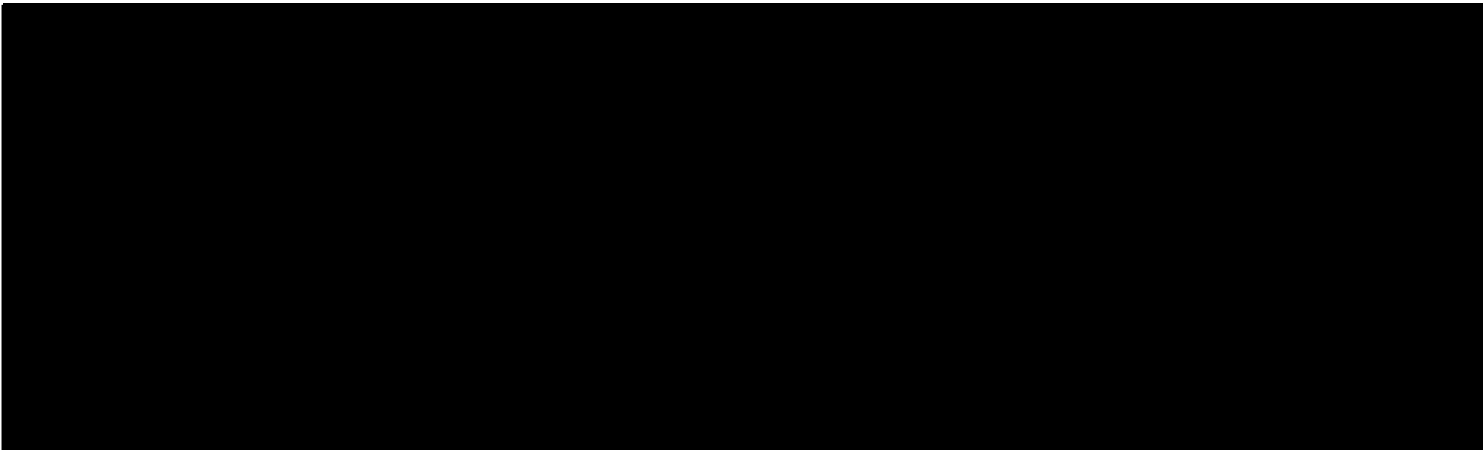
The MJ Freeway software suite will assign a batch number to each set of like plants at the time of harvest, and will maintain this batch number until the finished product reaches the end user in whatever form delivered, be it flower, edible, or concentrate. Individual plant records may be used to track any employees who touched a plant, and what nutrients went into a plant. Packages of product taken from any such batch also record histories, tracking related MIP operations, movement of product, or other adjustments performed through distribution to the end user. Reports may be run specific to current and historical batch information, including defining the end purchaser of any given batch or package from that batch, and such data may be used for recall purposes.

The inventory features within the software enable tracking of all plants, all trim, all waste, all MIP goods, all finished flower inventory, and more. The modular nature of the system means inventories are stored relative to their place in the process. Plant inventory may be broken down by site, room, or table. Finished goods inventory can be tracked in bulk and then distributed to shop level where it can be assigned to specific employee workstations or delivery drivers. All batch information is maintained throughout the inventory process.

Third party test data is also tracked by batch number. The system will print automated labels including this test data on finished goods as required. The detailed nature of inventory tracking capability within the system affords the operator unparalleled access to monitoring inventory for theft or loss.

Kingsbury Group plans on implementing security procedures coupled with a state of the art security system to prevent diversion. Kingsbury Group will have a secure vault in the cultivation and retail locations with limited access to select individuals. The vault will contain back stocked medicine along with other valuable assets. During closing procedures for the dispensary locations all medicine and infused products will be secured in the vault after closing procedures are completed.]

7.8 Describe how the applicant will transport marijuana, whether between the cultivation and dispensing site or between the dispensing site and a patient's home, including provisions for preventing diversion and tracking inventory during transport. Include a description of the RMD's proposed home delivery protocol, including an identification check of the registered patient or registered personal caregiver and record keeping. Note that a copy of the transportation program policies and procedures will be reviewed as a component of the provisional inspection process.



7.9 Define the applicant's service area and provide an analysis of the projected patient population and projected need in the service area of the proposed RMD, including the applicant's strategy for delivering culturally competent and linguistically appropriate services.

[We hope to service all of Cape Cod and the Islands. Martha's Vineyard has a year round population of approximately 15,000 people. Cape Cod has approximately 220,000 year round residents. Nantucket has approximately 10,000. Based on figures from Colorado and elsewhere, it is estimated that there will be between 225-300 patients on Martha's Vineyard. We estimate the Cape Cod patient population at approximately 3,000 patients, based on the same criteria. We estimate the patient population of Nantucket to be between 150-200 patients. This will require approximately 1,200 pounds per month assuming all card-holders purchase the maximum of 10 ounces every two months.

Until we see the number of cards that are issued, we will have to assume that a gradual increase is likely. This is fortunate, since not being able to meet demand is problematic in many ways and has been difficult for dispensaries in other states. We will make an effort to grow a sufficient amount to meet demand. We will tailor our hours of operation if necessary to accommodate our patients' needs as well.

Obviously, if we are not the only licensed dispensary in our service area, planning will be even more difficult.

We will be prepared to deliver to every municipality on the Cape and Islands. The fewer number of dispensaries, the more efficient our delivery service can be. By making multiple deliveries to a given community, we can help keep down the cost to our customers.

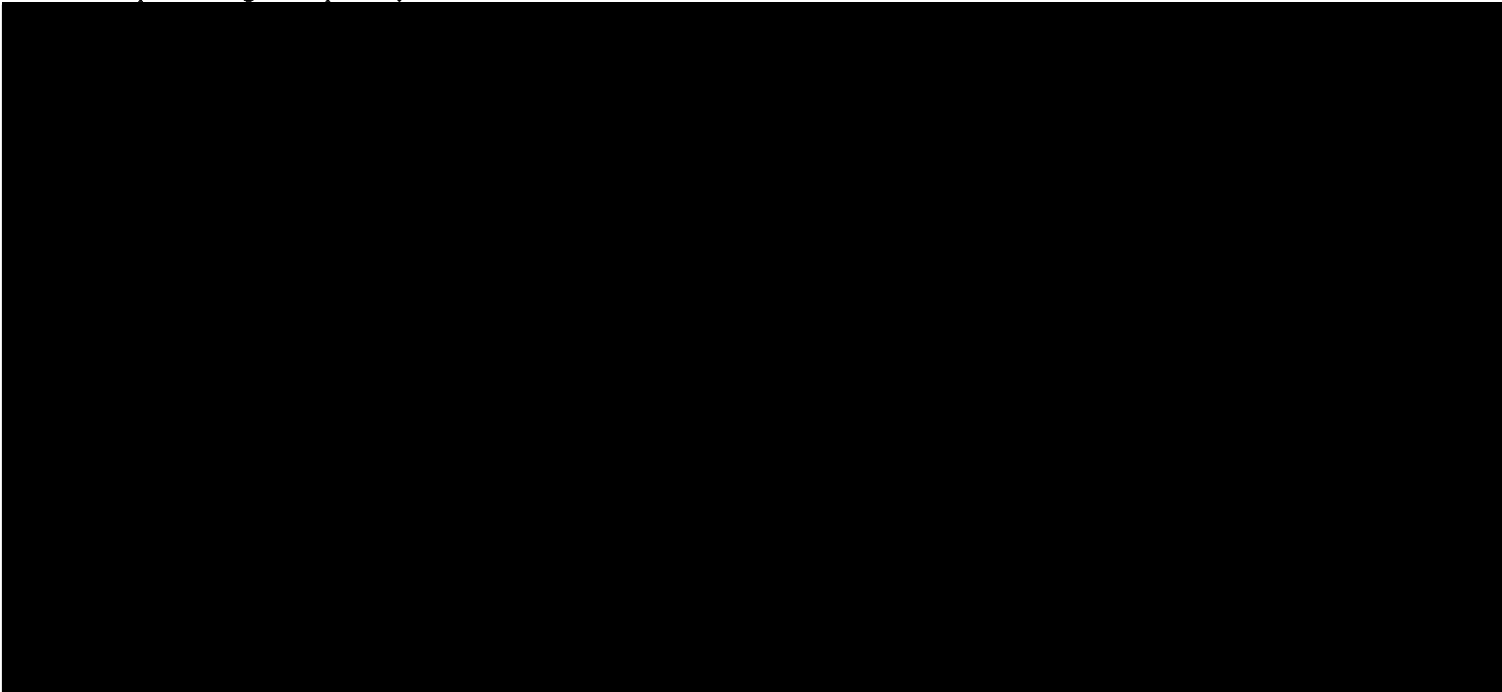
Culturally Competent Services

We are all from the Cape and Islands. That goes a long way toward assuring we are in tune with our customers. Our staff will include persons from different socio-economic backgrounds, sexual orientations, and nationalities. Each one of our dispensary and outreach employees will be trained to be sure they deliver culturally competent care, always understanding the needs of patients.

Multi-lingual applicants will be recruited for our dispensary staff. We will offer Spanish and Portuguese translation services if needed as part of this program, to reflect the relatively large population of such residents within our service area.

]

7.10 Describe the RMD's procedures for safely dispensing medical marijuana to registered qualifying patients or their registered personal caregiver, including a process for identifying patients/caregivers, ensuring their safety, and protecting their privacy.



7.11 Describe the RMD's patient record keeping system and planned use of technology to support business operations, including use of the Department's electronic registration and dispensing tracking system. Note that a copy of the patient record keeping policies and procedures will be reviewed as a component of the provisional inspection process.

[We will use the Department's electronic registration and dispensing tracking system, in the Department-supported interoperable database. There are several excellent integrated medical marijuana cultivation and dispensary control systems on the market, with more likely to emerge in the near future. We will contract with a company such as MJFreeway, for Point of Sale system tracking, inventory, sales, grow management, patient validation, and the GramTracker system for seed to sale tracking. MJ Freeway's GrowTracker, MixTracker, and GramTracker software suite shall be used as an integral component of business management operations for tracking of all marijuana related items. Any system we select will track and record plant assignments, movements, and changes in state; batch dates of creation, yield weights, and created packages; nutrients used; test results; MIP ingredients; creation, movement, and sale of finished goods; and employee system access. Such systems break down inventory by location and stage of the 'manufacturing' process, and store the operation's gross inventory in sub-locations as appropriate. Inventory may be assigned down to employee level. Batch data persists throughout the inventory tracking process. All data is time-stamped within the system, including inventory transfers and conversions, and employee access.

We will arrange to integrate with the DPH's tracking system once such system is established and appropriate API's to enable such integration are provided by the vendor supplying the system. Upon integration, MJ Freeway will provide data feeds to the data points needed to meet regulatory compliance. We will be compliant with any applicable regulations from the DPH, the US Department of Health and Human Services and, where applicable, HIPAA.

Our most differentiated use of technology will be in the field of Gas Chromatography. GC testing takes a medical sample and gives the percentage of active compounds in cannabis, such as THC, CBD, and CBNs. This testing department within the business will allow us to test all of our own medicines, in addition to required third party testing. Within our cultivation facilities, we will be implementing new cultivation techniques and technology allowing us to maximize production and efficiency. Using induction lighting at a minimal 1.5 amps per light to a typical cultivation lighting unit at 8 amps used in the application of indoor cultivation, to utilizing solar panels to offset our carbon footprint. At our indoor facilities, we will also be growing the medicine using recirculating hydroponics, reducing the amount of water and nutrients used while maximizing growth potential up to 25% faster than typical practices. We will use advances in climate control to more affordably implement 100% indoor environmental regulations.]

7.12 Provide a detailed summary of the proposed RMD's policies and procedures for the provision of marijuana to registered qualifying patients with verified financial hardship at no cost or reduced cost, including a sliding fee scale. Note that a copy of these policies and procedures will be reviewed as a component of the provisional inspection process.

[It is important to us to be able to serve all the patients in our region, regardless of their financial status.

We intend to measure financial hardship based on the poverty levels as defined by the Department of Health and Human Services. We also want to keep in line with discounts offered by other dispensaries, as there is no reason any one site should be seen as a source of free marijuana for improper purposes. We hope the DPH would come up with uniform guidelines in this area.

We will set aside 10% of projected annual yield to service those individuals who cannot afford to pay full retail price for medical marijuana prescriptions. Our sliding price scale has been created to serve patients according to federal poverty guidelines, and is detailed by proportion in exhibit 7.12. Sliding fee scales that utilize federal poverty guidelines to establish income eligibility are generally used for medical services in the Commonwealth of Massachusetts such as day care, energy assistance, mental health services, etc. The Poverty level for 2013 is \$11,490 for individual, and \$23,550 for a family of four. Based on our criteria, those who are below the poverty level will receive a 50% discount. Those who are within 150% of poverty level will receive a 25% discount. Those who are within 200% of poverty will receive a 10% discount. We can adjust these to meet DPH recommendations over time, including free, if that is the standard.

MIP will be discounted using the same criteria. Products vary in cost, but will be discounted at the same rates. The same amount of 10% of anticipated MIP production will be set aside for the patients with documented financial hardship.]

Proposed sliding price scale attached as exhibit 7.12

7.13 Describe the proposed plans to provide counseling and educational materials to registered qualifying patients and their personal caregivers related to methods of marijuana administration and information about the health effects of marijuana use.

[

We plan to employ an in house counselor at each dispensary, available by appointment, to help patients learn about the multitude of services that may be available in the area to address their needs. This will be in addition to simply explaining to new patients the health effects of marijuana use. Our counselors will be in tune with other social and health welfare agencies and services in the region. They will be active in local welfare organizations and community efforts aimed at the diverse needs of our patients.

We intend to produce an educational video, which all new patients will be required to watch, and a copy of which will be provided to them as well. The video will provide in-depth information about medical marijuana, will include relevant addiction information, and will include descriptions of qualifying debilitating conditions. The video will also

encourage continued dialogue between patient and doctor regarding all effects of marijuana use. The video will also demonstrate various methods of medicine delivery including: how to use a vaporizer; how to use a pipe; how to use a bong; and how to apply tinctures and salves. The video will explain labeling on all products.

Our Medical Directors and our Executive Director, who is trained as a nurse practitioner, will oversee counseling and educational efforts. Our outreach staff will distribute literature, speak at meetings or other forums, and generally get the word out about the benefits and drawbacks of using this product.

]

7.14 Describe the RMD's proposed marketing and advertising plan, including the company logo, printed materials and flyers, external signage, advertising practices, and outreach and promotional materials. Note that a copy of the marketing and advertising plan will be reviewed as a component of the provisional inspection process. Do not include reproductions or representations of the logo, printed materials, or flyers.

[OVERVIEW:

We have developed a logo that will be used in labeling and signage. We will institute a program for market research that will be run by a team within the company, or will be contracted out to a company such as Boston-based Break Media Group, or TRANSMYT. Following initial market research that will be instituted and maintained in an ongoing fashion through social media questionnaires, implementing a customer loyalty program connected to an email list, we will design and launch our marketing campaign.

We will use targeted advertising developed through our market research, describing our mission, our products and services, our hours of operation, and identifying the address of our retail facilities.

We will use a company such as MJ Freeway to track patient purchases and directly identify consumer trends.

MARKETING CAMPAIGN:

Fortunately, there is likely to be a great deal of media attention focused on new dispensaries next year. This will assure that many of our potential customers will be aware of our locations and services. Our efforts will have to focus as well on being sure that qualifying patients look to us or other legitimate sources of medical marijuana. Once a licensing decision is made, we will identify our potential patient base, and begin to raise awareness of our services. By raising awareness of our products and services, we will be building a foundation for consumer action. Planned actions include: attending promotional events, participating in online surveys, evaluating our services and products, taking advantage of a special offer or discount, liking our Facebook page or following us on twitter. This information is essential to our ability to reach patients on their own terms and in their preferred arenas. Continued interaction between our targeted patients and us is essential to our ability to attract and maintain patients. Developing a strong relationship with our potential patient base will affect the scope of our services, and will be a deciding factor in the success of our company.

Through our campaign, we aim to answer the question; "Why should I come to your facility for my medical marijuana needs?" We will address the question with the four P's of marketing: Price, Product, Place, Promotion. We will communicate this through targeted messages placed in outlets our potential patients are most likely to see and read them.

TARGETED ADVERTISING:

We will begin advertising in local newspapers immediately following licensure. We will pursue advertising such as bulletins and fliers in local supporting medical centers and businesses that would allow us to advertise. We will send pamphlets via mail to doctors and hospitals in our region. We will utilize all online advertisement opportunities, including paid online advertising, keyword and search result optimization, online promotions, and social media promotions. Some of our online advertising platforms include the sites Twitter, Facebook, WeedMaps, FindTheBest.com, and Dispensary-Rating.com.

We will develop a professional commercial that we can advertise on Youtube.com and local cable stations.

We will maintain a website that displays our products and services to our clients. This will allow for both new patients and current patients to easily find our location and gain information regarding all general aspects of our business such as current products and up-to-date information on medical marijuana laws.

CONVERSION STRATEGY:

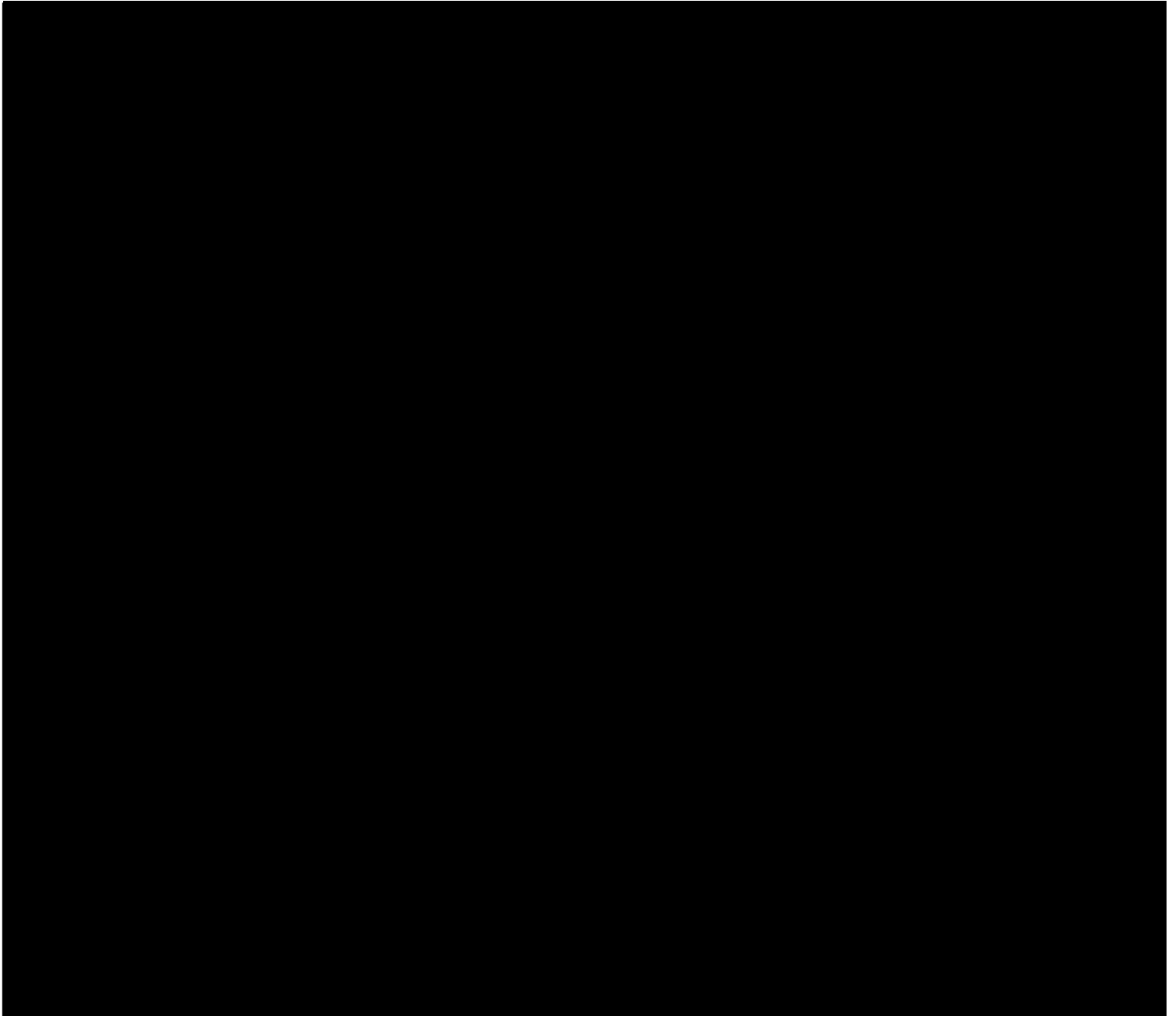
We have planned and accounted for servicing all of the medical marijuana patients on the Cape and Island. Once we identify them, we will utilize social proofs, coupon programs, simplifying and standardizing efficient delivery systems, a clean, interactive, and easy to use website, including clear ordering mechanisms.

SIGNAGE AND LOGO:

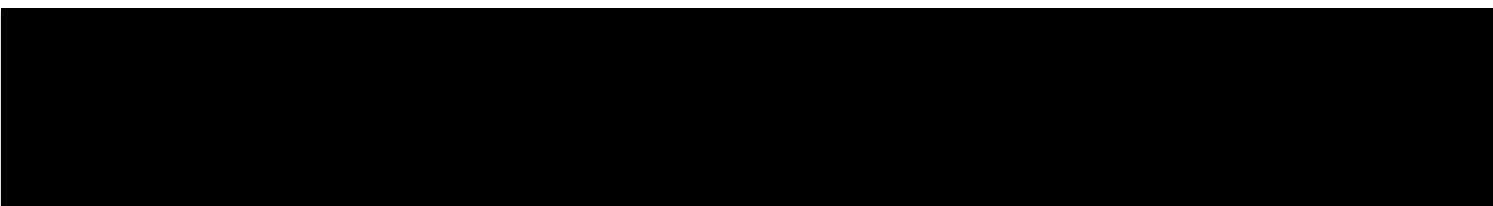
The Kingsbury Group facilities will have a 3x3 sign bearing the name of the facility, and our logo.

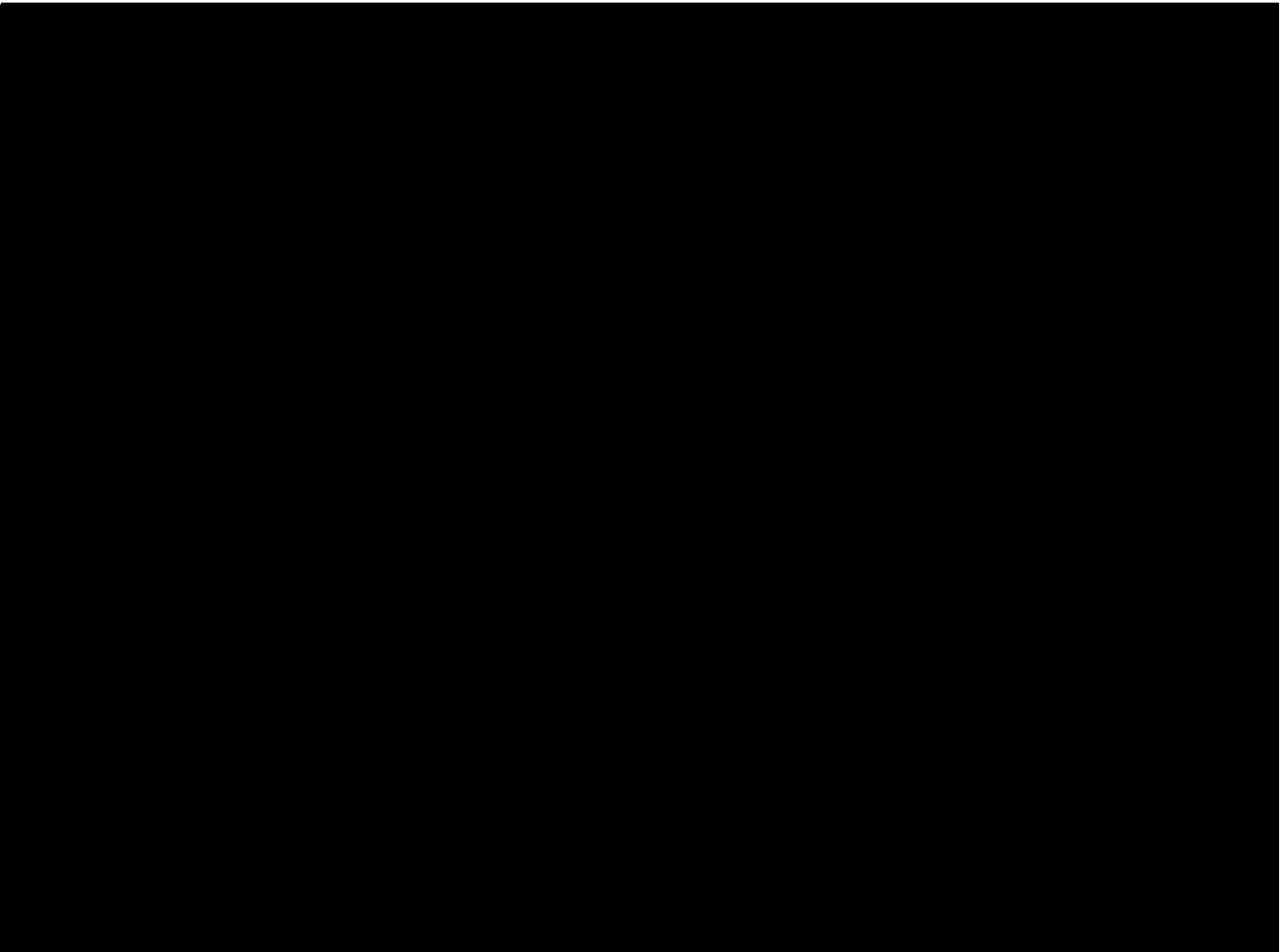
]

7.15 Describe the RMD's emergency preparedness procedures, including a disaster plan with procedures to be followed in case of fire or other emergency. Note that a copy of the safety and security procedures will be reviewed as a component of the provisional inspection process.



7.16 Describe the RMD's employee security policies, such as an employee ID/badge system and personal safety. Note that a copy of employee security policies will be reviewed as a component of the provisional inspection process.





7.17 Describe the RMD's incident management program, including policies and procedures to document, report, and manage adverse incidents, consumer complaints, operational concerns, and issues that will be reported to law enforcement and/or the Department. Note that a copy of the incident management program policies will be reviewed as a component of the provisional inspection process.

[Incident management starts with prevention and includes good policies, training and consistent execution. Our policy is to try to prevent incidents from happening and to deal with them fairly and expeditiously when they take place. Preventing injuries to our workers as well as our customers is everyone's concern. Working with our insurance company and security consultant we will institute safety practices aimed at reducing such injuries; by and large they are preventable. Another area of concern centers on our products. While thefts have not been a widespread issue in other states, we want to take all necessary steps to prevent them and to detect any violators. Similarly, transporting product and cash requires constant vigilance. We recognize that we are in a high-profile business and the public and law enforcement community has the right to expect that we be held to a high standard. We are aware of the kinds of incidents that other medical marijuana companies have experienced in other states and have planned accordingly.

Employees receive training concerning our incident prevention and management efforts from the first day. At orientation we will inform employees of the company's theft, robbery, evacuation, emergency, OSHA, HIPAA, state regulations/requirements and other company policies. Strategically placed signs throughout each facility informing employees and customers that they are being monitored by a video surveillance system will also help to deter theft. We will also conduct periodic drills to test our policies and to be sure our staff is aware of what to do in a variety of situations.

We will work closely with local law enforcement, fire and EMS providers to be sure they are aware of our practices and we handle situations in accordance with their desires. We do not want to become a burden to our host communities.

Should a customer that is on the premises be suspected of theft, unless the local police suggest otherwise our policy is that the manager on duty will notify the police using a silent alarm while maintaining a calm environment. In the case of suspected employee theft, the manager on duty would be instructed to meet with the employee along with a witness and document the situation. The employee would then be asked to leave the establishment pending further investigation by law enforcement.

Emergency evacuation or response protocols will be reviewed with local public safety agencies as well. We will cooperate in joint "table top" or other exercises should they request.

As with all responsible businesses these days, we seem to have a form for almost everything! All adverse incidents such as negligence, assault, injury and similar situations will be documented by management using an incident report. The manager on duty is instructed to file a written report for incidents of negligence following company policy in performing job duties. All incident reports will be assessed by the security team supervisor for further investigation and/or action to be taken accordingly up to and including notifying law enforcement.

Consumer complaints will be reported in the consumer complaints log, and a full investigation of the complaint will take place. This investigation will be conducted by the manager of the dispensary involved. Upon receiving a complaint concerning medicine, the customer is reimbursed. In reference to a complaint concerning an employee, after checking with HR the manager on duty would most likely investigate the situation and upon reaching a conclusion would act accordingly. The manager would counsel the employee and notify the patient of the outcome. If a patient is in the wrong, the patient would be asked to leave, and security would be notified.

In the event of a product recall, we will use the company MJ Freeway. MJ Freeway's extensive batch tracking functionality enables operators to track product location on an end user basis. This functionality enables recall of finished goods by batch number should the need arise. A report may be run on a given batch to identify where all product associated with that batch is located, including who purchased product related to the batch. Patient data will enable contact with the patient to notify of recall. The MJ Freeway's SymptomTracker maintains features to record patient symptomology, medical recommendations, and purchase history, with the ability to record symptoms based on medicines purchased.

]

**BACKGROUND CHECK AUTHORIZATION LIST
(EXHIBIT A5)**

This exhibit must be completed and submitted as part of the application.

List the names of those for whom you are submitting signed background check authorizations.

Corporation Name: _____ KINGSBURY GROUP, INC. _____

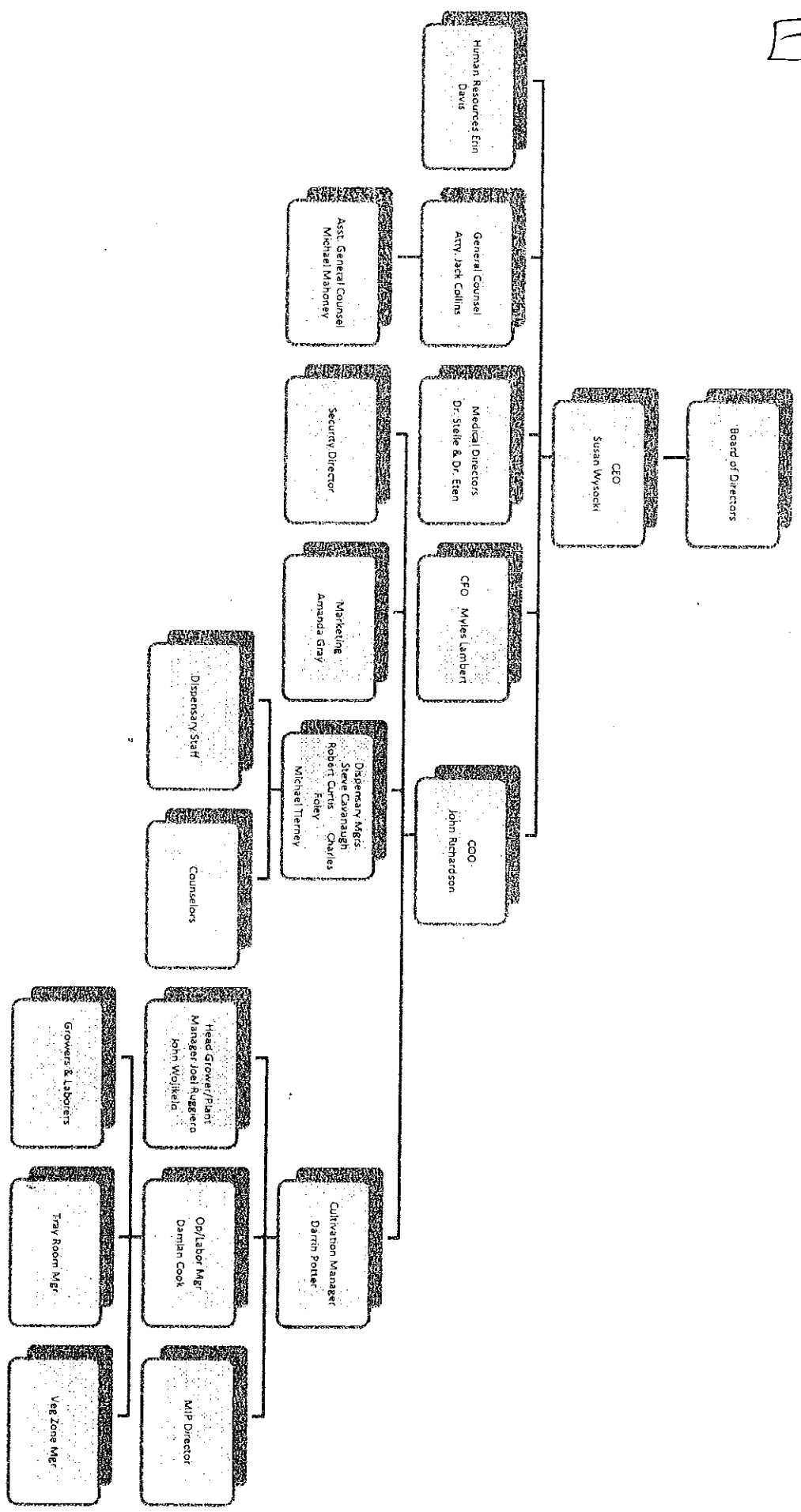
Application # (if more than one): _____ 2 _____

NAME	ROLE WITHIN CORPORATION
1. Mark K. Wallace	President & Director
2. Susan Wysocki	CEO
3. John Richardson	COO
4. John M. Collins	General Counsel
5. Dr. Bruce Stelle	Medical Director- Cape Cod
6. Dr. John Eten	Medical Director- Martha's Vineyard
7. Erin Davis	HR Director
8. Darrin Potter	Cultivation General Manager
9. Dr. Darrolyn McCarroll	Director
10. Joseph Kelley	Director
11. Julia Sullivan-Keefe	Director
12. Peter Feldman	Director
13. Michael McDonald	Director

Exhibit B
Authorized Signatory
President Mark Wallace

Marijuana Center #1

EX 1.3



EX 1.4

1.4

Board of Directors:

Mark Wallace

10 Saco Avenue

Oak Bluffs, MA 02557

Palazzo28@comcast.net

1-508-560-3599

Peter Feldman

88 Harvard Street.

Newtonville, MA. 02460

1-617-872-3153

petefeld@gmail.com

Dr. Darrolyn McCarrol

6 Stone Pound Way,

Oak Bluffs, MA 02557

mobiledoc1@gmail.com

732 331 9429

Julia Sullivan Keefe, Esq.

26 Atlantic Avenue,

Cohasset MA. 02025

julie.g.sullivan@gmail.com

1-774-563-0554

Marijuana Center #1

ORIGINAL

Joseph Kelley
36 Jericho Path,
Falmouth, MA 02540
joseph.p.kelley@state.ma.us
781-217-8243

EX 1.4

Michael MacDonald
75 Cove Road,
West Dennis, MA 02670
mdm@aldenoptions.com
508 864 5300

EX1.5

Members that hold membership rights:

N/A

EX1.6

BYLAWS
Of
KINGSBURY GROUP, INC.

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation is Kingsbury Group, Inc. and shall herein be referred to as "the corporation."

Section 1.2 Offices. The principal business office of the corporation shall be at 7 Circuit Avenue Ext., PO Box 1267, Oak Bluffs, MA 02557. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on the following December 31 of each year.

Section 1.4 No Voting Members. The corporation shall have no voting members. All powers of the corporation shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the corporation. No person now or hereafter designated by the corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or bylaws of the corporation nor shall such person have any voting or fiduciary rights or responsibilities of the corporation.

ARTICLE 2

Statement of Purposes

The corporation is organized for nonprofit purposes including, but not limited to, providing pain management and health and wellness assistance to patients suffering from debilitating medical conditions. As permitted by law, the corporation may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a corporation formed under Chapter 180 of the General Laws of Massachusetts. Any revenue from the corporation shall be used solely in furtherance of the corporation's nonprofit purposes.

ORIGINAL

ARTICLE 3

Board of Directors

Section 3.1 Authority. The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation as permitted by law.

Section 3.2 Composition. The number of directors and the manner by which new directors are nominated and appointed shall be determined by the directors.

Section 3.3 Terms of Office. The board of directors shall determine the length and number of terms to be served by directors.

Section 3.4 Meetings. The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing, telephonically or electronically, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

Section 3.5 Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

Section 3.6 Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.7 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed in writing or electronically by a majority of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section 3.8 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, in writing or electronically, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3.9 Committees. The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 3.10 Compensation. Directors as such shall not receive any salaries for their services on the board, but directors may receive a nominal payment in appreciation for their

time and reimbursement for expenses, and shall not be precluded from serving the corporation in any other capacity, entering into agreements with the corporation, renting property or otherwise having a business relationship, providing full disclosure and approval is granted, and receiving reasonable compensation.

Section 3.11 Resignation. Any director may resign by delivering a written, telephonic or electronic resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 3.12 Removal. Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors or by action taken in lieu of such meeting. No member of the board shall be removed from office unless the notice of the meeting (or the date on which such action is to be taken) at which removal is to be considered states such purpose and opportunity to be heard (In person if the meeting is actually held, or on the phone or other electronic means if not) at such meeting is given to the director whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting or action in lieu of a meeting at which removal is sought.

Notwithstanding the foregoing, the President may remove a director whenever, in the President's judgment, the best interest of the corporation would be served, by providing such director with notice in writing, in person or by telephonic or other electronic means, subject to such action being reversed by the board of directors at its next meeting.

Section 3.13 Vacancies. Any vacancy occurring in the board of directors shall be filled by the President on an interim basis pending a meeting of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 4

Officers

Section 4.1 Officers. The officers of the corporation shall be a president, a treasurer, and clerk and such other officers as may be elected in accordance with the provisions of this Article.

Section 4.2 Election. The officers of the corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 4.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 4.4 Removal. Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.5 President. The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 4.7 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 4.8 Clerk. The clerk shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

ARTICLE 5

Corporate Transactions

Section 5.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 5.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the president or treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the corporation.

Section 5.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

ARTICLE 6

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 7

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

ARTICLE 8

Dissolution

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 9

Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 10

Personal Liability

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ORIGINAL

ARTICLE 11

Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12

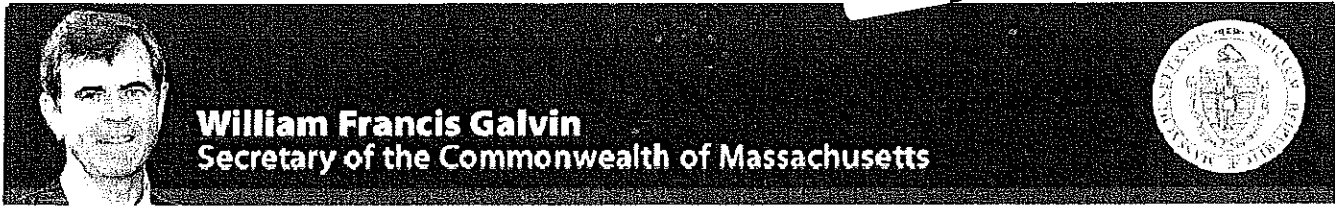
Amendments to Bylaws

These bylaws may be amended or repealed by a majority vote of the entire board of directors.

(End of Bylaws)

ORIGINAL

EX-1-7



[HOME](#)

[DIRECTIONS](#)

[CONTACT US](#)

[Search sec.state.ma.us](#)

[Search](#)

Corporations Division

Business Entity Summary

ID Number: [REDACTED]

[Request certificate](#)

[New search](#)

Summary for: **KINGSBURY GROUP, INC.**

The exact name of the Nonprofit Corporation: **KINGSBURY GROUP, INC.**

Entity type: Nonprofit Corporation

Identification Number: [REDACTED]

Date of Organization in Massachusetts: 08-20-2013

Last date certain:

Current Fiscal Month/Day: 05/31

The location of the Principal Office in Massachusetts:

Address: 15 CIRCUIT AVE. EXT.

City or town, State, Zip code, Country: OAK BLUFFS, MA 02557 USA

The name and address of the Resident Agent:

Name: MICHAEL L. MAHONEY

Address: 6 EDGERLY PLACE 3RD FLOOR

City or town, State, Zip code, Country: BOSTON, MA 02116 USA

The Officers and Directors of the Corporation:

Title	Individual Name	Address	Term expires
PRESIDENT	MARK WALLACE	10 SACO AVE. OAK BLUFFS, MA 02557 USA	06-01-2014
TREASURER	MICHAEL L. MAHONEY	128 EAST SQUANTUM ST NO. 12 QUINCY, MA 02171 MA	06-01-2014
CEO	MARK WALLACE	10 SACO AVE. OAK BLUFFS, MA 02557 USA	06-01-2014
CLERK	J. BRUCE MACGREGOR	73 SWIFT LANE BREWSTER, MA 02631 USA	One Year
DIRECTOR	MARK WALLACE	10 SACO AVE. OAK BLUFFS, MA 02557 USA	06-01-2014

Consent

Confidential Data

Merger Allowed

Manufacturing

View filings for this business entity:

- ~~Articles of Amendment~~
- Annual Report
- Application For Revival
- Articles of Amendment
- Articles of Consolidation - Foreign and Domestic
- Articles of Consolidation - Domestic and Domestic
- Articles of Merger - Domestic and Domestic
- Articles of Merger - Foreign and Domestic [View filings](#)
- Articles of Non-profit Conversion

~~Certificates of Appointment associated with this business entity:~~

- Certificate of Appointment of Resident Agent
- Certificate of Change of Address of Resident Agent
- Certificate of Change of Directors or Officers
- Certificate of Change of Fiscal Year End
- Certificate of Change of Principal Office
- Certificate of Correction
- Certificate of Resignation of Resident Agent
- Certificate of Revocation of Appointment of Resident [New search](#)
- Dissolution by Court Order or by the SOC
- Restated Articles of Organization
- Revocation by SOC

ORIGINAL

Marijuana Center #1

William Francis Galvin, Secretary of the Commonwealth of Massachusetts
Terms and Conditions

Marijuana Center #1

ORIGINAL

Exi-8

1.8 Phase 2 Response.

N/A

Marijuana Center #1

ORIGINAL

Ex 1.9

1.9

Professional References for Susan Wysocki

Melanie Deal, MS, WHNP-BC, FNP

510-579-0169

melanicdeal@gmail.com

Former executive committee member of the National Association of NPs in Women's Health

Donnica L. Moore, MD

President

SAPPHIRE WOMEN'S HEALTH GROUP, llc

10 Drake Lane

Chester, NJ 07930

tel: 908-304 2887

fax: 908-955-7851

Frequently appears on Dr. Oz and morning shows as an expert.

Audrey Sheppard

Women's Health Consulting

3627 Van Ness Street Northwest

Washington, DC 20008

O: 202 237-1250

C: 703 405-8893

F: 202 362-2132

audreyshep@msn.com

Audrey Shepard, former Director of the office of Women's Health at the FDA, currently a consultant I have worked with over many years.

Ex 2.1

2.1

Susan Wysocki
402 Constitution Avenue NE
Washington DC 20002
CEO

DR. Bruce Stelle
173 Cove Road
Vineyard haven Ma. 02568
brucestelle@hotmail.com
CMD

Darron Z Potter 2035 E 18th
Denver Colorado 80206
dzenp@yahoo.com
Cultivation Manager

John M. Collins ,Esquire
47 Memorial Drive
Shrews bury Ma. 01545
jackmcopa@aol.com
General Counsel

John L.Eaten MD
Orleans Medical Center
Orleans Ma.02653
tenal1941@yahoo.com
CMD

John Richardson
402 Constitution Ave.
Washington DC 20002
jrichardson420@gmail.com
COO

Miles J. Lambert
33 Maida Terrace
Red Bank NJ 07701
mixljr@msn.com
CFO

Susan Wysocki, CEO Kingsbury Group

CURRICULUM VITAE

Susan Wysocki, WHNP-BC, FAANP
iWomansHealth
402 Constitution Avenue, NE
Washington, DC 20002

EX 2.2



Susan Wysocki is one of the most recognized leaders among nurse practitioners (NPs) as well as women's health providers, including physicians and physician assistants. Her career has spanned over three decades as a clinician, a respected lecturer, media spokesperson, advocate, author and editor. A leader in her profession as well as a highly regarded women's health opinion leader, Ms. Wysocki's career is unique in that her career has spanned multiple professional arenas.

Ms. Wysocki's current venture is *iWomansHealth*: Insight, Information, and Interconnections. The objective of this endeavor, in progress, is to provide accurate evidence-based information to consumers through several large networks of women with a range of ages. She will continue to reach nurse practitioners through the journal she founded, *Women's Health Care*, as well as journals for other health disciplines as an invited editor, and through new multi-media opportunities.

For twenty-five years she served as the President and CEO of the National Association of Nurse Practitioners in Women's Health (NPWH). She built the organization from her home, with her home number listed in the membership brochure to a nationally recognized force in the health care community with it's own building on Capitol Hill and a reach to 35,000 nurse practitioners.

She is the only nurse practitioner to have served as both the CEO of a national organization (NPWH) as well as simultaneously providing leadership as the chair of several national nurse practitioner groups focused on a single voice for nurse practitioners of all specialties. These organizations include the National Alliance for Nurse Practitioners, The National Coalition for Nurse Practitioners, and the American College of Nurse Practitioners. Ms. Wysocki led those groups as they matured and morphed into the next stage of their development. These activities are just a partial list of her accomplishments.

There are now approximately 140,000 nurse practitioners in the United States. Ms. Wysocki, has been a leader since the beginning of the profession. In 1999, she was chosen as one of 10 leaders, including the founder of the NP profession, to receive a lifetime achievement award by the profession—before a lifetime had really started. In 2000, she was one of only 20 nurse practitioners to be inducted as a charter fellow of the American Academy of Nurse Practitioners. She is only one of two nurses to have ever been presented the Alan Guttmacher Lectureship by the Association of Reproductive Health Professionals—a lectureship that began in 1968.

Ms. Wysocki, is not only unique among nurse practitioners she is also unique among other colleagues focused on health care for women. She is not just a nurse practitioner leader. She is a women's health expert in her own right. Since the early 1990's and for many years she has been the first and for many

Susan Wysocki, CEO Kingsbury Group

years the only, nurse practitioner invited to participate in roundtable discussions, meetings of top MD experts, and clinical advisory boards. She has been featured in physician publications as well as nurse practitioner publications. She has been a video blogger for Medscape. She is the most frequently invited nurse practitioner expert in women's health to participate in publications, meetings, publications, as well as media events. In addition, she has been invited to be an international guest speaker and advisor on the topics related to contraception and menopause to audiences that have yet to include nurse practitioners in their health care workforce. She is also frequently consulted for her opinions and input by the DHHS Office of Women's Health, the FDA's Office of Women's Health, the CDC, and congressional offices. Ms Wysocki has broken barriers for many others in her profession.

Ms. Wysocki, is also responsible for several major publications for women's health nurse practitioners including, *Women's Health Care: A practical journal for nurse practitioners*, and a series of handbooks called *Clinical Challenges in Women's Health*. She was responsible for conceptualizing these publications, editing them, and raising the funds to produce them. *Women's Health Care* has a loyal following of over 35,000 nurse practitioners in women's health. It is rated as the number one publication among women's health nurse practitioners by PERQ/HCI. Her contributions to other publications are listed below.

As a media spokesperson and advocate, Ms. Wysocki has been quoted in many national publications and appeared on multiple TV and radio stations.

EDUCATION

1971, A.D. in Nursing, LaSell Junior College, Auburndale, Massachusetts. Honors Graduate.

1973, B.S. in Nursing, Boston College, Chestnut Hill, Massachusetts. Cum Laude graduate.

1975, Family Planning Nurse Practitioner Program, Planned Parenthood/New Jersey College of Medicine, Newark, New Jersey.

1980, OB/GYN Nurse Practitioner Program, Planned Parenthood/University of Pennsylvania; ongoing clinical skills updates; management seminars; and updates in health policy.

1990, Profamilia, Santo Domingo, Dominican Republic, certified in Norplant insertion and removal.

CERTIFICATION

WHNP-BC, National Certification Corporation.

EXPERIENCE

Current: Principal iWoman's Health: Insight, Information and Interconnections

Consultant: Speaker, writer, consultant, women's health expert. Experience includes writing for multiple publications both in nursing and medical publications; speaking to large and small nursing/medical and lay audiences; public relations activities with print, television, radio, and internet venues; strategic health messaging; program development; and fundraising.

1987-November 2011 President/CEO, National Association of Nurse Practitioners in Women's Health

Responsible for overall management and fund raising for the Association. Represent the Association to the media, governmental agencies, and the public.

Grew the organization from a membership of less than 200 and a near zero budget operated out of home with no staff support into a dynamic, nationally recognized, organization with a reach to over 35,000 nurse practitioners in women's health. The organization currently owns its own building on Capitol Hill, holds an annual conference attracting over 500 participants each year, conducts continuing education programs through out the year, is sought after for opinions by government agencies, and is a recognized force in the nursing community.

1987-present Media spokesperson on a variety of women's health topics

Extensive experience in in-studio guest spots, satellite media tours, radio media tours, and public media events on a wide range of women's health topics including, breast cancer prevention, contraception, menopause, interstitial cystitis, pregnancy issues, as well as other topics.

1987-present Independent consultant/speaker

Consulted with federally funded programs on quality issues; serve on advisory panels to industry; consult on continuing education programs for nurse practitioners; present at national and state conferences for nurse practitioners, physicians, and physician assistants on topics related to women's health; invited keynote speaker at national and state NP meetings.

February 1988-October 1988 Director of Public Affairs, National Association of Nurse Practitioners in Family Planning

Monitored national trends and legislation; informed members of issues affecting nurse practitioners or their area of practice; served as a liaison to nursing organizations and other groups with similar interests; reorganized the association resulting in a name change and the effective restructuring of the Board of Directors.

November 1987-1991 Clinical Consultant, Family Planning Council of Central Pennsylvania, Camp Hill, Pennsylvania

Provided technical assistance for clinical program reviews, the development of clinical protocols and clinical updates for the Council's service provider agencies. Developed a comprehensive tool for evaluating the management, efficiency, and clinical services of the delegate agencies.

August 1987-March 1987 Membership Program Assistant, National Family Planning and Reproductive Health Association, Washington, D.C.

Increased the association's responsiveness to members by upgrading services and establishing new ones;

Susan Wysocki, CEO Kingsbury Group

forged new alliances with groups having similar interests; implemented a comprehensive membership retention and recruitment campaign; developed program components for foundation proposals; and contributed to the association's newsletter.

1983-1986 Director of Program Services, The Family Planning Association of Maine, Augusta, Maine
Provided grants management and program coordination for the association's eight delegate agencies; provided interim program management for one of the association's delegate agencies; improved the level of professionalism in the delivery of services through reorganizing the statewide nurse practitioner staff; developed and implemented a state-wide revolving loan fund for patients seeking sterilization; developed and implemented training programs for medical and family planning professionals; lobbied for public policies in support of the provision of family planning services and the utilization of nurse practitioners.

1975-1983 Clinical Nurse Practitioner
Provided OB/GYN services to clients in rural family planning clinics, and in a private practice.

1981-1983 Instructor, Clinical Nursing, University of Maine at Augusta, Augusta, Maine
Provided clinical supervision and taught first year R.N. students in the University's associate degree nursing program.

1973-1974 Supervisor, R.N., Glenside Hospital, Jamaica Plain, Massachusetts
Responsible for a 35-bed women's psychiatric ward.

PRESENTATIONS

Recognized national and international speaker on a variety of issues. Topics include: contraception, menopause, general women's wellness, nurse practitioner political and policy issues. Member of multiple industry sponsored speaker's bureaus. Venues include: national, regional, and local meetings, dinner programs, teleconferences, taped video presentations, live video presentations.

PUBLICATIONS

Editor in Chief, Women's Health Care: A Practical Journal for Nurse Practitioners, NP Communications, LLC, 2002-present

Guest Editorial, Nurse Practitioner education: keeping the academic pipeline open to meet family planning needs in the United States, *Contraception* 80 (209) 409-411.

Medscape, *Ask the Experts*, 2007-present.

Editor, *Clinical Challenges in Women's Health in the 21st Century: A Practice Handbook for Nurse Practitioners*, 2008, NP Communications, LLC.

Guest Editor, *Contemporary OB-GYN and Female Patient* (health care professional issues), per request

Editor, *Patient Care for Nurse Practitioners*, Medical Economics, 2003-2004

Susan Wysocki, CEO Kingsbury Group

Editor in Chief, *Contemporary Nurse Practitioner*, Medical Economics, January 1993-2002

Editor, *Conversations in Counseling*, Medical Economics, 1997-2005.

Editorial Board, *Dialogues in Contraception*, January 20001-2010.

Editorial Board, *The Forum*, 2004-2006.

Wysocki, S, Davis A, *Clinical Challenges in Women's Health: A Handbook for Nurse Practitioners*, NP Communications, LLC, Jamesburg, NJ, 1999.

Columnist, Legislative Developments Affecting Nurse Practitioners, *Nurse Practitioner Forum*, W.B. Saunders Company, March 1992-1994.

Hatcher, RA, Wysocki, S, et. al. *Family Planning at Your Fingertips: From the Pages of Contraceptive Technology*. Essential Medical Information Systems, 1993.

Editorial Board Member, *Contraceptive Technology Update*, 1989- Present.

Chapter contributor, *The Adult Nurse Practitioner Certification Review Guide, Genitourinary and Gynecological Problems*, Health Leadership Associates: Potomac, Maryland, 1990.

Articles: Include multiple publications on the topics of general women's health, contraception, menopause, and nurse practitioner professional issues.

AWARDS

2007, Executive Representing the Women's Health Industry, Continental Who's Who

2007, *Continental Who's Who, Honored member Executive, Professional, entrepreneur registry*

2006, Continental Who's Who, and Strathmore's Who's Who

Susan Wysocki Award for Leadership established in 2005 by NP Communications and NPWH

Alan Guttmacher Lectureship, Association of Reproductive Health Professionals, 2005

Sharp Cutting Edge Award, American College of Nurse Practitioners, 2003

Charter Fellow, American Academy of Nurse Practitioners, 2000

Starthmore Who's Who, 1998/99

Lifetime Achievement Award, National Conference for Nurse Practitioners, 1999

Susan Wysocki, CEO Kingsbury Group

September 1990, Who's Who in the NP Movement: Leaders Who Have Made a Difference Through Action and Example, *The Nurse Practitioner Journal*.

February 1990, The Miriam Manisoff Award, in recognition of contributions toward the advancement of the OB/GYN nurse practitioner.

PROFESSIONAL AFFILIATIONS

Nurse practitioner roundtable policy group, 2009-present.

Adolescent Wellness and Reproductive Education (AWARE) Foundation, board member, 1999-2004.

Catholics for a Free Choice, board member, 1993-present.

National Family Planning and Reproductive Health Association, member board of directors, 1997-1998.

American College of Nurse Practitioners, Founding President, 1994-1995.

National Nurse Practitioner Coalition, Chair, March 1993-1994.

Capitol Hill Nurses' Caucus, 1988-1994.

National Alliance of Nurse Practitioners. Member, Legislative Committee, 1986-1994; Chair, Legislative Committee, 1987-1990; Member, Governing Body, 1987-1994, Chair, July 1990-1991.

National Association of Nurse Practitioners in Family Planning, member Executive Committee, 1985-1988; Legislative Chair, 1986-1988.

National Federation of Specialty Nursing Organizations, organizational member of Board of Directors, July 1986-1994.

Nurses' Coalition for Legislative Action, core committee member, 1986-1990

Maine Nurses' Association, 1983-1987; member, Legislative Committee, 1986.

LICENSE

Licensed as women's health nurse practitioner, Maine.

Bruce Stelle M.D.
173 Cove Road
Vineyard Haven, Ma. 02568
[REDACTED]
bruce_stelle@hotmail.com

Employment

- 2013- present MACC-Sandwich Internal Medicine Sandwich, Ma.
- 2009- 2013 Bourne Urgent Care, Bourne, Ma.
- 2001- 2009 Emergency Medicine Falmouth Hospital, Falmouth, Ma.
- 2001- 1999 Emergency Medicine Martha's Vineyard Hospital, Oak Bluffs, Ma.
- 1999 -1994 Director, Emergency Medicine Martha's Vineyard Hospital, Oak Bluffs, Ma.
- 1994 -1991 Director, Emergency Medicine Falmouth Hospital, Falmouth, Ma.
- 1991 -1989 Emergency Medicine Martha's Vineyard Hospital, Oak Bluffs, Ma.
- 1989 -1986 Director, Emergency Medicine Memorial Hospital, Pawtucket, R.I.
- 1986 -1985 Emergency Medicine Rhode Island Hospital, Providence, R.I.
- 1985 -1984 Emergency Medicine Hahnemann Hospital, Worcester, Ma.
- 1984 -1981 Emergency Medicine Instructor Albany Medical College, Albany, N.Y.

Board Certification and License

- Active License Massachusetts 52714
- 2006 Recertification Emergency Medicine
- 1996 Recertification Emergency Medicine
- 1986 Board Certification Emergency Medicine
- 1981 Board Certification Internal Medicine

Education

- 1981 Chief Resident Medical Service, Veterans Administration Hospital, Albany, N.Y.
- 1981-78 Internal Medical Residency, Albany Medical Center, Albany, N.Y.
- 1978 M.D., Bowman Gray School of Medicine, Wake Forest University, Winston-Salem, N.C.
- 1974 B.S. Chemistry, Wake Forest University, Winston-Salem, N.C.

ORIGINAL

Darrin Potter, Cultivation GM Kingsbury Group

Darrin Z. Potter
2035 E 18th • Denver, Colorado 80206
[REDACTED] • dzenp@yahoo.com

WORK EXPERIENCE

The Green Solution Denver, Colorado 2012 – Present

General Manager/Plant Biologist

Design cultivation methods, calculate monthly costs, track inventory, develop and implement policies and standard operating procedures

Provide management over 40+ employees: training, scheduling, weekly/monthly task, and quotas

Responsible for maintaining health of 12,000+ medical marijuana plants, rotation of 400 plants daily, production of 100+ lbs of medical marijuana weekly

Schedule strict pest management including insect, fungus and mold prevention

Implement methods of environmental controls to increase functionality and overall profitability

Research and implementation of agricultural advancement in irrigation, lighting, cultivation methods, and nutrients

Kind Love, LLC Glendale, Colorado 2010 – 2012

Division Manager/Member

Performed administrative tasks including: scheduling, calculating monthly costs, tracking inventory, developing and implementing policies and procedures

Responsible for maintaining plant health and training employees at two indoor Medical Marijuana Cultivation Facilities

Utilized agricultural skills such as propagation techniques, crop rotation, and automated irrigation

Scheduled a strict pest management program including insect, fungus and mold prevention

Implemented the use of environmental controls to increase functionality of overall profitability

Provided consultation to patients in maintaining plant health and system set up

Continued education in new products and methods in agriculture and plant health

Absolute Erosion Control Orlando, Florida 2006 – 2009

Foreman/Crew Manager

Responsible for workers safety and project management

Provided supervision in applying erosion resistant lining for property maintenance and preservation, primarily new construction

Worked closely and maintained relationships with general contractor and other project managers

Hired and trained multiple employees in order to provide a safe and efficient working environment

Orlando Regional Medical Center Orlando, Florida 2001 – 2003

Radiology Support Staff

Categorized, updated and prepared patient records and radiology exams for ER, OR, etc.

Communicated and maintained relationships with physicians regarding patient conditions and radiologist transcription

Data entry, patient scheduling and general office maintenance

University of Central Florida Environmental Center Orlando, Florida 1999 – 2001

Assistant Manager/ Research

Lead and developed community service programs and managed participants in projects

Managed and lead environmental tours of 20+ people through 75 acres of protected Florida lands,

Darrin Potter, Cultivation GM Kingsbury Group

educating on Florida endangered environments, plant, animals, and reptiles

Maintained and set up multiple terrariums and aquariums as well as providing sanctuary for injured snakes, fish, and reptiles

University of Central Florida Biology Department Orlando, Florida

1998 – 2000

Lab Technician

Kept extensive inventory of lab instrument, glassware, government regulated chemical used by students in college courses

Conducted lab experiments in order to confirm outcome and predictability prior to preparing lab for student's college courses

Maintained and used lab equipment such as autoclave, automated nutrient and blood agar plate dispenser, centrifuge, etc.

QUALIFICATIONS

Horticultural and Commercial Growing Skills/Knowledge

- 15+ years of Cultivation and Horticultural practice and knowledge
- 4+ years Colorado Medical Marijuana Industry experience
- Manage 10000+ plant grow facilities and managed warehouse work crew of 30+ employees
- Expert knowledge of large-scale commercial plant cultivation
- Mastery of Hydroponic growing methods including Ebb & Flow, DWC and Aeroponic growing methods
- Mastery of Soil techniques including nutrient implementation, beneficial organisms, compost teas and soil composition
- Knowledge of plant diseases, insects, fungi, etc. as well as plant treatment options
- Experienced with pest mitigation and pest control products
- Knowledge of plant deficiencies, toxicities as well as nutrient/micronutrient application
- Experienced with plant scheduling, organization, and inventory management
- Experienced with indoor environmental control and maintenance
- In-depth knowledge and experience with propagation techniques including cloning and breeding
- Skilled and experienced with mass harvesting, trimming, and curing processes
- Experienced with multiple nutrient lines and cultivation products
- Experience with over 100 strains and strain phenotypes

EDUCATION

University of Central Florida Orlando, Florida

Bachelors of Biological Science

Skills

Proficient in Microsoft Word, Excel, Power Point

Skilled in laboratory techniques and procedure

Proficient in Spanish

Honors and Activities

12 awards at THC The Hemp Connoisseur Championship

3rd Place Solvent-less Extraction Colorado High Times Cannabis Cup Awards

President of UCF Agricultural/Horticultural Society

Vice President of UCF Environmental Society

Micro/Molecular Biology Student Association

Induction Officer of Lambda Theta Phi, Latin Fraternity Inc.

Darrin Potter, Cultivation GM Kingsbury Group


National Eagle Scout Association

Assistant Scout Master

Eagle Scout Award

References Available Upon Request

John M. Collins, Esquire
Collins & Weinberg
47 Memorial Drive
Shrewsbury, MA 01545
(508) 842-1556
(508) 539-4873 – Fax



I. EDUCATIONAL HISTORY

- A. Holy Cross College, Worcester, MA - 1970
- B. Boston College Law School - 1973

II. OCCUPATIONAL HISTORY

A. Private Law Practiee

- 1. The law firm of Collins & Weinberg has been a general practice focusing on corporate legal issues as well as specializing in recent years on municipal law and labor relations. Trial work in all courts. Work with numerous not for profit organizations in all aspects of administration and program delivery. Provided assistance to numerous start-up businesses in the private and public sector, including not for profit agencies. Currently serve or has served as Town Counsel and/or Special Labor Relations Counsel in dozens of communities throughout Massachusetts

B. Worcester County District Attorney's Office

- 1. Formerly served as an Assistant District Attorney involved in trial of felony cases in the Worcester Superior Court, both jury and jury-waived. Also, previously served as Trial List Clerk of Superior Court felony session.

C. Massachusetts Chiefs of Police Association, Inc.

- 1. As General Counsel to this not for profit organization for nearly 40 years, provide legal advice to municipal police chiefs on all areas of municipal law, e.g., Home Rule Amendment, Civil Service, discipline, collective bargaining, injured on duty, administrative law, and drafting of articles for Town Meeting Warrants. Drafts articles and manuals and conducts training seminars on numerous topics involving police administration. Handles all not for profit organization legal issues for this and numerous other agencies across the state.

D. Municipal Police Institute, Inc.

- 1. Organized, secured 501 (c) (3) status and built this organization from scratch for more than 30 years. Formerly served as General Counsel and periodically as Executive Director. Was principal instructor and author of numerous municipal law and public safety training

John Collins, General Counsel Kingsbury Group

courses and manuals. Written hundreds of articles on public safety administration, labor relations and a host of municipal law and liability related topics.

III. PUBLICATIONS

Hundreds of articles on municipal administration and labor law have been written. In addition, primarily under contract with the state of Massachusetts through its Executive Office of Public Safety and Homeland Security, manuals have been published on the following topics:

- Civil Liability
- Discipline
- Labor Relations
- Maternity Leave
- Conflict of Interest
- Public Records
- Harassment and Discrimination
- Racial Profiling
- Criminal Investigations
- Massachusetts Crimes
- Police Rules and Regulations
- Police Policy and Procedure
- Handling Injured on Duty Claims
- Firearms Laws and Licensing
- Practical Municipal Administrative Skills

Regular contributor to Police Chief Magazine, the official publication of the IACP, and other regional and national publications.

IV. PROFESSIONAL ASSOCIATIONS

Chair, Shrewsbury Board of Health; Member Central Massachusetts Associated Boards of Health

Boy Scouts of America – Eagle Scout; Numerous district and local positions - currently Assistant Scoutmaster and member of Board of Directors of Mohegan Council, B.S.A.

Worcester County Bar Association; Massachusetts Bar Association

Lecturer and author for Massachusetts Continuing Legal Education programs on labor relations and collective bargaining

Lecturer - Americans for Effective Law Enforcement ; Canadian Association of Chiefs of Police; International Association of Chiefs of Police; New England Chiefs of Police Association and all regional police academies throughout Massachusetts

Lecturer - Southern Police Institute, Louisville, Kentucky
University of Louisville, Louisville, Kentucky. Topics related to Labor Management Relations and discipline.

Lecturer - Babson College, New England Institute of Law Enforcement Management, Inc.

Professional Experience

Family Practice Physician Orleans Medical Center – Orleans, MA	1984 – Retired
Family Practice Physician MediCenter Five – Harwich, MA	1983 – 1984
Mathematics Teacher & Coach, Grades 9 – 12 Concord Carlisle High School - Concord, MA	1968 – 1975
Mathematics & Science Teacher, Grades 9 – 12 Mount Herman School – Mount Herman, MA	1966 – 1968
Secondary School Teacher in Ganye, Nigeria United States Peace Corps - Group 13	1964 – 1966

Licensure

Massachusetts #51173
DEA #AE1205601
Massachusetts Controlled Substance License ME0303139A
Board Certified in Family Practice: Eligible

Education

Medical Residency/Internship Blackstone Family Practice - Blackstone, VA	1980 - 1983
Medical School Medical College of Virginia – Richmond, Va	1978 - 1980
Universidad Autonama de Guadalajara – Guadalajara, Mexico	1976 - 1978
College Experience Wesleyan University – Middletown, CT B.S. Psychology	1959 - 1963

John Richardson, COO Kingsbury Group

JOHN C. RICHARDSON

402 Constitution Avenue NE
Washington, DC 20002

202.236.1854

jrichardson420@gmail.com



PROFESSIONAL EXPERIENCE

- 2012-Present** **Adjunct Professorial Lecturer, American University School of International Service, Washington DC**
Teaches a graduate level course in political risk analysis, focusing on the non-financial impacts of international business development.
- 2013-Present** **Faculty, Global Leadership Institute, Meridian International Center, Washington DC**
Conducts training in the field of geopolitical risk to mid- and senior-level corporate executives.
- 2011-Present** **Co-Director, Initiative for Human Rights in Business, Center for Human Rights & Humanitarian Law, American University, Washington College of Law, Washington DC**
Co-directs a business and human rights advocacy and education program focused on food security, human rights impacts from the financial sector and standards for the private military and security industry.
- 1997-Present** **CEO, JMR Portfolio Intelligence, Inc., Washington DC**
Founder of a consultancy providing corporate governance, proxy voting and socially-responsible investment screening for institutional investors worldwide. Manages proxy voting for institutional investors with assets in excess of US\$50B. Provides corporate governance advice to a range of investment management and plan sponsor clients in the U.S. and the U.K. Evaluates public companies for human rights performance factors on behalf of investor-clients.
- 2009-2013** **Development Chair, Member, Board of Directors, Habitat for Humanity of Martha's Vineyard, Vineyard Haven MA**
Member of the Board of Directors of Habitat for Humanity of Martha's Vineyard. Chair the Board Development and Communications Committee, which oversees fundraising and public relations for the organization.
- 2003-2007** **President, Co-Director, Center for Political Accountability, Washington, DC**
Founder of a non-profit organization committed to bringing transparency and accountability to corporate political giving. The organization led a shareholder

John Richardson, COO Kingsbury Group

movement to induce public companies to disclose their corporate political giving. Mr. Richardson served as its executive director and chief financial officer. He was also responsible for developing the business strategy for the start-up organization, managed the business operations and worked closely with the board of directors and the outside auditors in establishing and implementing the organizations internal controls.

1998-2000

Adjunct Professor, National Labor College, George Meany Center for Labor Studies, Silver Spring, MD

Taught computer science courses for adult learners in intensive classroom and distance learning programs. Engaged in curriculum design of the courses given at the college.

1996-1997

Vice-President, American Capital Strategies, Bethesda, MD

Coordinator for the investment bank with organized labor and facilitated the completion of ESOP-leveraged buyouts of companies and business operations. Duties included deal targeting, workplace presentations and marketing. He was also responsible for developing proposals for government privatization projects in both the U.S. and abroad.

1993-1996

Assistant Director of Research & Education, Laborers International Union of North America, Washington, DC

Served as the union's second in command in its research department and helped establish its capital strategies program for its more than 200 pension and health and welfare plans in the U.S. and Canada. He represented the Union's affiliated pension funds at more than 50 annual shareholder meetings (AGMs), presenting shareholder proposals and advocating for governance reform at companies in the U.S. and Canada.

1992-1993

Research Analyst, Service Employees International Union, Los Angeles, CA

Managed the research support for several health care industry organizing campaigns in the Los Angeles and Seattle areas and worked as a community organizer for several campaigns.

1992-1993

Research Analyst, International Brotherhood of Teamsters, Stockton, CA

Conducted a comprehensive research campaign to support striking workers at the Diamond Walnut facility in Central California.

1991-1992

Special Programs Coordinator, Southern California Regional Council of Carpenters, Los Angeles, CA

Led the union's capital strategies campaigns in the Southern California area. Coordinated field activities of approximately 100 union representatives.

1984-1984

President, Labor Research Group, Oakland, CA

Founded a labor consulting practice that assisted building and construction trade unions by conducting Davis-Bacon Act enforcement investigations on public works construction projects. He was responsible for overseeing a client base of more than

John Richardson, COO Kingsbury Group

60 unions and an annual caseload of more than 200 investigations on public works construction projects in the state of California. He was active in developing regulatory reform of state labor laws and testified regularly before the state legislature.

1982-1984

Investigator, Painting & Drywall Work Preservation Fund, Oakland, CA

Conducted wage and hour and apprenticeship compliance investigations for a joint labor-management cooperative trust in the Northern California area. Provided legislative support for industry lobbying efforts. Attended state labor law enforcement hearings on behalf of the Fund and was actively involved in advocating for legislative and regulatory reform of state labor laws in the California legislature and state agencies.

1974-1976

Assistant Chief of Operations and Training, Crash-Rescue Department, Chievres AB, NATO-SHAPE Support Group, Strategic Headquarters Allied Powers Europe, Belgium

Served as the Assistant Chief of a USAF fire department supporting the air operations of the NATO Commander in Belgium. Was responsible for supervising crash fire crews and managed the department's training program and lead the crash rescue team, which was responsible for extracting personnel from aircraft disasters.

EDUCATION

2011

LLM, International Human Rights Law, International Legal Studies Program, Washington College of Law, American University, Washington DC

2009

Certificate, Academy on Human Rights & Humanitarian Law, American University Washington College of Law and the Netherlands Institute of Human Rights, Washington DC

1982

Juris Doctor, Golden Gate University School of Law, San Francisco, CA

1979

Bachelor of Arts, Sociology, University of California at Santa Barbara, Santa Barbara CA

PUBLICATIONS

Stuxnet as Cyberwarfare: Applying the Law of War to the Cyber Battlefield
2011, John Marshall Journal of Computer and Information Law, Vol. XXIX, Fall
2011, No. 1, <http://www.jcil.org/journal/issue/117.html>, sec:
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1892888.

John Richardson, COO Kingsbury Group

Agricultural Development and Land Rights: Who Wins and Who Dies? 2011,
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1989058.

Global Investment Watch

A blog focused on the intersection of human rights, business and politics.
<http://globalinvestmentwatch.com>

The Green Canary: Alerting Shareholders and Protecting their Investments

John C Richardson, Bruce F. Freed, Center for Political Accountability, February 14, 2005. A report analyzing corporate political giving in the U.S.

Prevailing Wage Laws a Boon, Not a Threat

John C. Richardson, Los Angeles Times. Los Angeles, Calif.: Mar 10, 1991. p. D9.

References provided upon request.

MYLES J. LAMBERT

33 Maida Terrace
Red Bank, NJ 07701

Phone: [REDACTED]

mjxljr@msn.com

FINANCIAL /OPERATIONS CONSULTANT

Financial/Operations manager with over 35 years experience in various industries.... Expertise in tactical planning, forecasting, performance evaluations, internal controls and process improvement... Strengths in financial statements, due diligence, turn-around strategy, and action plans.... Skilled in business development, cost containment, quality control, and customer service practices.... Strong organizational skills and team building experience.... Effective communication and interpersonal skills.

PROFESSIONAL EXPERIENCE

Certified Back Office Solutions

Red Bank, NJ

Principal

1996 - Present

- Engaged by a regional Texas based travel company to assist in development, prioritizing, and scheduling of tactical objectives which supported corporate strategic goals. Developed an annual financial plan, monthly budgets and cash flow projections, set measurable performance standards and created a baseline to measure and evaluate operating performance. Re-engineered financial and operating processes to improve efficiencies, safeguard assets, and increase profits.
- Established a regional field controller's position and structure to better serve the operational and financial needs of a \$2 billion national travel company headquartered in Florida. Developed job descriptions, duties and responsibilities for each regional position and managed the recruitment, hiring and training for those positions.
- Retained by a newly created national logistics company to develop a comprehensive business plan including, tactical objectives marketing and sales goals, and an annual financial plan. Streamlined the corporate organization chart and reporting structure to increase efficiencies between marketing and operations. The plan served as a revised blueprint for improving market presence and increasing revenue and profits.
- Engaged by a local Atlanta company to evaluate the financial and operating stability of the company. Designed and executed the termination of certain operations, and managed the orderly sale and liquidation of all assets and the final resolution of all liabilities without entering into bankruptcy proceedings.

Budget Rent A Car Corporation

Westboro, MA

Director of Operations

1995 - 1996

- Directed operations for the New York and Mid-Atlantic areas with emphasis on improving market share, quality control, and customer service. Ensured consistency in sales, operations, accounting policies and procedures, and HR administration. Profit and loss responsibility for 20 locations, approximately 400 personnel, \$115 million in assets, and \$70 million in revenue.
- Improved the bottom line by \$4.5 million annually through market segmentation analysis. Revising asset management procedures and practices and achieved significant results in operating efficiencies by reducing redundancies in administration, and operations.
- Appointed to the Board of Directors to the first prototype joint corporate and franchise venture. The program was developed to advance franchise development and profitability.

Lisle, IL

Vice President Operations Support

1993 - 1995

- Managed a corporate steering committee of 14 for the acquisition, Conversion, and implementation of a \$500 million fully integrated reservation and operating system that supported 1,500 locations and more than 10,000 personnel worldwide.

Myles Lambert, CFO Kingsbury Group

- Formulated strategies that aided in converting franchise Operations worldwide to participate, invest, and operate under the new automated system and structure.

East Elmhurst, NY

General Manager

1992 - 1993

- Provided general management for the greater New York area. Directed management for the achievement of specific business plan objectives relative to revenues, profitability asset management, employee training, and customer service standards. Operations were previously unprofitable on revenue of \$35 million.
- Directed a revised business philosophy by downsizing volume capacity, reducing operating costs and maximizing revenue management opportunities. Operations reported their first full year profit in 1993, after five years of continuous losses.

**Tool Pros
Holmdel, NJ**

Owner/Operator

1987 - 1992

- Increased revenues by 60%, improved cash flow by 30%, and returned profitability to 9% of sales.
- Improvements were achieved by increasing sales in specific market segment, increasing incremental and add-on sales, and revising inventory mix and improving inventory turnover.
- Acquired a successful reputation and presence with both the local community and construction industry as a fair and reputable business.

**Budget Rent A Car Franchise
Philadelphia, PA**

General Manager

1981 - 1987

- Directed operations for the greater Philadelphia area franchise. Highlights as the general manager include achieving a sales growth of 70% in the first 12 months of operation; the design and construction of an airport rental facility at a cost of \$3.5 million.
- Transitioned the investment and sale of an operating property in Center City, Philadelphia in 14 months for \$2.5 million profit.

Other Employment

Various Management Positions Including

1968 - 1981

- Budget Rent A Car - VP Operations Development - Chicago, IL
- Hertz Rent A Car - VP Canada Operations - Toronto Canada
- Hertz Rent A Car - General Manager - Las Vegas, NV
- Hertz Rent A Car - Regional Controller - Boston, MA

**Education
Queens, NY**

St. John's University

Accounting

Certifications

Certified QuickBooks Pro-Advisor

2007, 2008, 2009, 2010

Certified Professional Bookkeeper - American Institute of Certified Bookkeepers

2007 - 2013

References

Furnished Upon Request



EX 4.1

November 20, 2013

Kingsbury Group Inc.
PO Box 1267
Oak Bluffs, MA 02557

This is to affirm that Kingsbury Group Inc. has an available liquid balance of over \$1,300,000 on deposit with Santander Bank NA.

Sincerely,

A handwritten signature in black ink that reads "Jonathan V Snyder". The signature is fluid and cursive, with a long horizontal line extending to the right.

Jonathan V Snyder
Retail Banking Personal Banking Representative I

Mail Code: MA1-CBO-0431
PO Box 323
3 Oak Bluffs Avenue
Oak Bluffs, MA 02557
Tel: 508-693-0095
Fax: 508-696-8612
jsnyder@santander.us
NMLS 901911

Marijuana Center #1

ORIGINAL

Equal Housing Lender. Santander Bank, N.A. is a Member FDIC and a wholly owned subsidiary of Banco Santander, S.A. ©2013 Santander Bank, N.A. Santander and its logo are registered trademarks of Banco Santander, S.A. or its affiliates or subsidiaries in the United States and other countries.

Ex 4.2

4.2

Capital Contributors

Mark Wallace
10 Saco Avenue
Oak Bluffs, MA 02557
\$700,000

Bruce MacGregor
\$500,000

Peter Feldman
\$100,000

Note: This is a change since the Phase I application. There we listed Bruce MacGregor - \$500,000; Ann Wallace (Mark's mother) - \$400,000; and Shawn Nightingale (our former treasurer who has since resigned) - \$400,000.

EX 4.3

4.3

Capital Expenses

With the possible exception of less than \$100,000 to fit up the space at our planned dispensary in Provincetown, all initial real estate-related capital expenses will be assumed by the respective property owners at our proposed locations in Bourne, Vineyard Haven (Martha's Vineyard) and Edgartown. If we are able to acquire a property in New Bedford, similar arrangements will be made.

Repayment of any such capital expenses by the landlords is shown on our pro-forma with a repayment schedule of between 6 and 12 months, with interest deferred until the final payment.

This will leave our bank funds available to equip our offices and dispensaries (at a cost of less than \$100,000) and pay salaries and other operating expenses, thus assuring a financially sound start-up business.

CAPITAL EXPENSES FOR 26,000 sq. ft. BOURNE DISPENSARY AND CULTIVATION BUILDING

BUILDING MATERIALS	Feb Total	Mar Total	Apr Total	May Total	Jun Total	Jul Total	Aug Total	Sep Total	Oct Total	Nov Total	Dec Total	Jan Total	2016 Total
LUMBER	36,000												36,000
DRYWALL	36,000												36,000
DOORS	4500												4,500
MISC MATERIAL	10,000												10,000
PLUMBING	15,000	1,200	1,200										17,400
ELECTRICAL COSTS	20000	20000											40,000
UNEXPECTED COSTS	10,000	10,000											20,000
INDUCTION LIGHTING	125000	125000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	1,500,000
FLOOD TABLES	43750	43750	43,750										131,250
RESERVOIRS	36458	36458	36458										109,374
HOSES	1040	1040	1040										3,120
TIMERS	2916	2916	2916	2916	2916	2916	2916	2916	2916	2916	2916	2916	34,992
PUMPS	1,466	1,466	1,466	1,466	1,466	1,466	1,466	1,466	1,466	1,466	1,466	1,466	17,592
AIRLINE	166	166	166	166	166	166	166	166	166	166	166	166	1,992
AIRPUMP	166	166	166	166	166	166	166	166	166	166	166	166	1,992
RO FILTER	3000												3,000
WATER BOOST PUMP	2200												2,200
3000 GL RES	1250												1,250
WATER CHILLER	800												800
PH PENS/PPM METERS	300	300	300										900
FANS	1666	1666	1666	1666	1666	1666	1666	1666	1666	1666	1666	1666	19,992
CO2 EQUIPMENT	1,862	1,862	1,862										5,586
MISC EQUIPMENT	3000	3000											6,000
HYDROTON WASHER	450	450											900
DEHUMIDIFIERS	1600	1600	1600										4,800
TRIM MACHINE					6,500								6,500
TOTALS	358,590	251,040	217,590	131,380	137,880	131,380	131,380	131,380	131,380	131,380	131,380	131,380	2,016,140

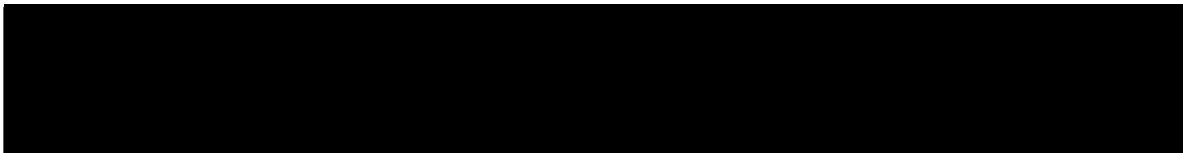
Initial 3-month Build-out

827,220

STAFF

Dispensary	Number	Hourly Rate	Taxes, etc.	Weekly Hours	Totals	WEEKLY TOTALS
Manager	1	25	1.3	40	1,300	
Asst. Mgr.	1	20	1.3	40	1,040	
Counselors	1	22	1.3	40	1,144	
Processor	1	15	1.3	40	780	
Bud Tender	1	12	1.3	40	624	
PT Bud tender	1	12	1.3	40	624	
Custodian	1	12	1.3	15	234	
Bookkeeper/cashiers	1.5	20	1.3	40	1,560	
Totals						\$7,306

OFFICE FIXTURES AND EQUIPMENT



1 HP Slim-line desktop computer with laser multi-function printer

1 phone and Internet hookup

2 desks and 2 chairs for staff

1 32-inch flat screen monitor, coffee table, 1 couch, and 2 chairs for reception area

Basic office supplies (paper, toner, pens, and clipboards)

Ex 4.4

BOURNE DISPENSARY AND CULTIVATION- PROCESSING SITE
27,000 sf cultivation facility

2014-15

Profit & Loss Projections	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Totals
MMJ Sales	0	0	0	0	0	261,000	261,000	300,000	300,000	600,000	600,000	600,000	2,922,000
Infused Product Sales	0	0	0	0	0	0	26,100	26,100	30,000	30,000	60,000	60,000	232,200
Paraphernalia & Retail Sales	0	0	0	0	1250	1250	1250	1250	1250	1250	1250	1250	10,000
Discounts(10%)						26,100	26,100	30,000	30,000	60,000	60,000	60,000	292,200
Total Income	0	0	0	0	1,250	238,150	262,250	297,350	301,250	671,250	601,250	601,250	2,872,000
Expenses													
Financing Charges to Landlord(18%)	4,333	3,601	3,176	1,047	1,003	1,003	1,485	1,485	1,485	1,485	1,485	1,485	23,072
Infused Products							8,400	8,400	9,600	9,600	19,000	19,000	74,000
Misc. Supplies	250	250	250	250	250	250	250	250	250	250	250	250	3,000
Paraphernalia			2500	2500	125	125	125	125	125	125	125	125	6,000
MMJ Packaging					1100	250	225	225	225	225	225	225	2,700
Home Office Salaries (1/2)	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	903,501
Home Office Expenses (1/2)													-
Accounting & Audit (1/2)	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	12,500
Security Consultant (1/2)	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	17,500
Transportation Staff (1/2)	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	104,000
Governmental Relations (1/2)	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
Advertising & Printing(1/2)	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	12,000
Bank & CC Fees (possibly)	150	150	150	150	150	150	150	150	150	150	150	150	1800
Dues & Subscriptions (1/2)	100	100	100	100	100	100	100	100	100	100	100	100	1,200
Insurance (allocated at 50%)	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000
Licenses	50,000	7500											57,500
Other General & Admin Dispensary & Cultivation Payroll Expenses	33,300	33,750	39,375	39,375	81,000	87,912	85,824	87,192	105,192	105,192	105,192	105,192	908,496
Rent on Facilities		5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	69,400
Security System	450	450	450	450	450	450	450	450	450	450	450	450	5,400
Supplies - Office/Customer	150	125	125	125	125	125	125	125	125	125	125	125	1,525
Telephone/Internet/Fax	0	0	175	175	350	350	350	525	525	525	525	525	4,025
Utilities Grow	750	750	1500	9200	11400	11400	11400	12500	12500	24000	24000	24000	143,400
Utilities Dispensary (x3)					550	550	550	550	550	550	550	550	4,400
Total Expenses	183,608	145,201	147,326	152,897	196,128	202,190	206,959	211,802	230,802	242,302	251,702	251,702	2,426,420
Net Income	-183,608	-146,201	-147,326	-152,897	-194,878	33,960	53,291	85,748	70,448	328,948	349,548	349,548	446,580
# of Lbs per Month	0	0	0	0	0	87	87	100	100	209	200	200	974
75% Allocated to Bolonne	0	0	0	0	0	65.25	65.25	75	75	150	150	150	730.5
25% Allocated to Provincetown	0	0	0	0	0	21.75	21.75	25	25	50	50	50	243.5
production cost per pound						2324	2402	2116	2308	1212	1259	1259	2490
PRODUCTION COST PER OUNCE						145	150	132	144	76	79	79	156
Initial Set Up Costs for Cultivation													
Number of Customers @ 10 oz/two months						139.2	139.2	160	160	320	320	320	1558.4
Sale price per ounce of marijuana		250											

Marijuana Center #1

ORIGINAL

EX 4.5

BOURNE DISPENSARY AND CULTIVATION- PROCESSING SITE
27,000 sf cultivation facility

Income and Expense Projections 2d year	Feb Total	Mar Total	Apr Total	May Total	Jun Total	Jul Total	Aug Total	Sep Total	Oct Total	Nov Total	Dec Total	Jan Total	Total
MMJ Sales	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	7,200,000
Infused Product Sales	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	720,000
Paraphernalia & Retail Sales	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	15,000
Discounts(10%)	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	720,000
Total Income	721,250	721,250	721,250	721,250	721,250	721,250	721,250	721,250	721,250	721,250	721,250	721,250	8,655,000
Expenses													0
Amortized Loan from Landlord	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	667,299
Infused Products	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	228,000
Misc. Supplies	250	250	250	250	250	250	250	250	250	250	250	250	3,000
Paraphernalia	125	125	125	125	125	125	125	125	125	125	125	125	1,500
MMJ Packaging	225	225	225	225	225	225	225	225	225	225	225	225	2,725
Home Office Salaries (1/2)	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	903,501
Home Office Expenses (1/2)													0
Accounting & Audit (1/2)	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	12,500
Security Consultant (1/2)	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	17,500
Transportation Staff (1/2)	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	104,000
Governmental Relations (1/2)	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
Advertising & Printing	2035	2035	2035	2035	2035	2035	2035	2035	2035	2035	2035	2035	24,420
Bank & CC Fees (possibly)	300	300	300	300	300	300	300	300	300	300	300	300	3,600
Dues & Subscriptions (1/2)	100	100	100	100	100	100	100	100	100	100	100	100	1,200
Insurance (allocated at 50%)	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000
Licenses	50,000	7500											57,500
Other General & Admin Dispensary & Cultivation Payroll Expenses	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	1,262,304
Rent on Facilities	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	64,800
Security System	450	450	450	450	450	450	450	450	450	450	450	450	5,400
Supplies - Office/Customer	125	125	125	125	125	125	125	125	125	125	125	125	1,500
Telephone/Internet/Fax	525	525	525	525	525	525	525	525	525	525	525	525	6,300
Utilities Grow	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	288,000
Utilities Dispensary (1/3)	200	200	200	200	200	200	200	200	200	200	200	200	2,400
Total Expenses	356,860	314,160	306,660	306,660	306,660	306,660	306,660	306,660	306,660	306,660	306,660	306,660	3,737,449
Net Income	364,390	407,090	414,590	414,590	414,590	414,590	414,590	414,590	414,590	414,590	414,590	414,590	4,917,551
# of Lbs per Month	200	200	200	200	200	200	200	200	200	200	200	200	2400
75% Allocated to Bourne	150	150	150	150	150	150	150	150	150	150	150	150	1800
25% allocated to Provincetown	50	50	50	50	50	50	50	50	50	50	50	50	600
production cost per pound	1783	1571	1533	1533	1533	1533	1533	1533	1533	1533	1533	1533	1557
PRODUCTION COST PER OUNCE	111	98	96	96	96	96	96	96	96	96	96	96	97
Initial Set Up Costs for Cultivation													
Number of Customers @ 10 oz/two months	320	320	320	320	320	320	320	320	320	320	320	320	3840
At Bourne	224	224	224	224	224	224	224	224	224	224	224	224	2688
At Provincetown	96	96	96	96	96	96	96	96	96	96	96	96	1152
Sale price per ounce of marijuana		250											

BOURNE DISPENSARY AND CULTIVATION- PROCESSING SITE
27,000 sf cultivation facility

Income and Expenso Projections 3rd year	Feb Total	Mar Total	Apr Total	May Total	Jun Total	Jul Total	Aug Total	Sep Total	Oct Total	Nov Total	Dec Total	Jan Total	Total
MMJ Sales	560,000	560,000	560,000	560,000	560,000	560,000	560,000	560,000	560,000	560,000	560,000	560,000	6,720,000
Infused Product Sales	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	672,000
Paraphernalia & Retail Sales	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	15,000
Discounts(10%)	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	56,000	672,000
Total Income	673,250	673,250	673,250	673,250	673,250	673,250	673,250	673,250	673,250	673,250	673,250	673,250	8,079,000
Expenses													0
Amortized Loan from Landlord	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	55,608	667,299
Infused Products	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	19,000	228,000
Misc. Supplies	250	250	250	250	250	250	250	250	250	250	250	250	3,000
Paraphernalia	125	125	125	125	125	125	125	125	125	125	125	125	1,500
MMJ Packaging	225	225	225	225	225	225	225	225	225	225	225	225	2,725
Home Office Salaries (1/2)	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	75,292	903,501
Home Office Expenses (1/2)													0
Accounting & Audit (1/2)	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	1,042	12,500
Security Consultant (1/2)	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	1,458	17,500
Transportation Staff (1/2)	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	104,000
Governmental Relations (1/2)	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
Advertising & Printing	2035	2035	2035	2035	2035	2035	2035	2035	2035	2035	2035	2035	24,420
Bank & CC Fees (possibly)	300	300	300	300	300	300	300	300	300	300	300	300	3,600
Dues & Subscriptions (1/2)	100	100	100	100	100	100	100	100	100	100	100	100	1,200
Insurance (allocated at 50%)	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000
Licenses	50,000	7500											57,500
Other General & Admin Dispensary & Cultivation Payroll Expenses	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	105,192	1,262,304
Rent on Facilities	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	5,400	64,800
Security System	450	450	450	450	450	450	450	450	450	450	450	450	5,400
Supplies - Office/Customer	125	125	125	125	125	125	125	125	125	125	125	125	1,500
Telephone/Internet/Fax	525	525	525	525	525	525	525	525	525	525	525	525	6,300
Utilities Grow	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	24,000	288,000
Utilities Dispensary (1/3)	200	200	200	200	200	200	200	200	200	200	200	200	2,400
Total Expenses	366,660	314,160	306,660	306,660	306,660	306,665	306,660	306,660	306,660	306,660	306,660	306,660	3,737,449
Net Income	316,590	359,090	366,590	366,590	366,590	366,585	366,590	366,590	366,590	366,590	366,590	366,590	4,341,551
# of Lbs per Month	200	200	200	200	200	200	200	200	200	200	200	200	2400
70% Allocated to Bourne	140	140	140	140	140	140	140	140	140	140	140	140	1680
30% allocated to Provincetown	60	60	60	60	60	60	60	60	60	60	60	60	720
production cost per pound	1783	1571	1533	1533	1533	1533	1533	1533	1533	1533	1533	1533	1557
PRODUCTION COST PER OUNCE	111	98	96	96	96	96	96	96	96	96	96	96	97
Initial Set Up Costs for Cultivation													
Number of Coustomers @ 10 oz/two months	320	320	320	320	320	320	320	320	320	320	320	320	3840
At Bourne	224	224	224	224	224	224	224	224	224	224	224	224	2688
At Provincetown	96	96	96	96	96	96	96	96	96	96	96	96	1152
Sale price per ounce of marijuana		250											

Marijuana Center #1

ORIGINAL

	30% WITHHOLD & BENEFITS		TOTALS	MONTHLY	50% ALLOCATED TO BOURNE	30% ALLOCATED TO VINEYARD HAVEN	20% ALLOCATED TO PROVINCETOWN	
EXECUTIVE DIRECTOR	90,000	27,000	117,000		9,750	4,875	2,925	1,950
COO	75,000	22,500	97,500		8,125	4,063	2,438	1,625
CFO	75,000	22,500	97,500		8,125	4,063	2,438	1,625
HRD	75,000	22,500	97,500		8,125	4,063	2,438	1,625
GEN COUNSEL	150,000	45,000	195,000		16,250	8,125	4,875	3,250
ASST. GEN. COUNSEL	75,000	22,500	97,500		8,125	4,063	2,438	1,625
MED DIRECTOR-1	40,000	12,000	52,000		4,333	2,167	1,300	867
MED DIRECTOR-2	40,001	12,000	52,001		4,333	2,167	1,300	867
HR	75,000	22,500	97,500		8,125	4,063	2,438	1,625
TOTAL	695,001	208,500	903,501		75,292	37,646	22,588	15,058
		TOTALS	1,807,003		150,584	75,292	45,175	30,117
ACCOUNTING AND AUDIT			25,000		2,083	1,042	625	417
LOBBYISTS			120,000		10,000	5,000	3,000	2,000
SECURITY DIRECTOR-CONTRACTED			35,000		2,917	1,458	875	583
TRANSPORTATION STAFF								
SECURITY DRIVER	40,000	12,000	52,000		4,333	2,167	1,300	867
SECURITY DRIVER	40,000	12,000	52,000		4,333	2,167	1,300	867
SECURITY DRIVER	40,000	12,000	52,000		4,333	2,167	1,300	867
SECURITY DRIVER	40,000	12,000	52,000		4,333	2,167	1,300	867
		TOTALS	208,000		17,333	8,667	5,200	3,467
FURNITURE AND EQUIPMENT								
HOME OFFICE		35,000						
BOURNE		2,500						
VINEYARD HAVEN		2,500						
PROVINCETOWN		2,500						
	ANNUALLY	MONTHLY						
TELEPHONE; INTERNET, ETC.	4,200	350				175	105	70
INSURANCE	40,000	3,333				1,667	1,000	667
Bank Fees	3,600	300				150	90	60
Dues & Subscriptions	2400	200				100	60	40
Dispensary Staff								
Advertising & Printing	24,000	2,000				1,000	600	400
Totals								
Misc Overhead and Expenses	24,000	2,000				1,000	600	400

Marijuana Center #1

ORIGINAL

MARTHA'S VINEYARD SUN NOMINEE TRUST
C/C J. BRUCE MacGREGOR
73 Swift Lane
Brewster, MA 02631

November 18, 2013

Mark K. Wallace, President
Kingsbury Group, Inc.
PO Box 1267
Oak Bluffs, MA 02557

Re: Lease Agreement

Dear Mark:

This will confirm our agreement whereby the Trust will erect and lease to your company a medical marijuana dispensary, consisting of approximately 1,200 square feet, on our land at Holmes Hole Road in Tisbury (Vineyard Haven) MA. The plans have already been drawn and agreed upon and we are simply waiting to see if your application for a license is approved. We expect to be able to start construction in February and finish in the Spring.

Sincerely yours,

J. Bruce MacGregor, Trustee



McArthur Park Place LLC

340-343 McArthur Blvd.,
Bourne MA, Massachusetts

Ex.

5.3

November 17, 2013

Mark K. Wallace, President
Kingsbury Group, Inc.
PO Box 1267
Oak Bluffs, MA 02557

Re: Lease in Bourne

Dear Mark:

This letter will confirm our agreement to lease the property at 340 McArthur Blvd. in Bourne to the Kingsbury Group, Inc. for the purpose of converting the building to a medical marijuana dispensary, cultivation and processing facility.

We, as the landlord, will pay the costs of outfitting the premises as required to complete the aforementioned work. I expect we can start the work on the first 10,000 square feet immediately after you learn whether you have been awarded a license. I will also be asking the Cape Cod Commission to approve the use of the balance of the approximately 26,000 square foot building for the expansion of the cultivation and processing operation.

Sincerely your,

J. Bruce MacGregor, Trustee



Marijuana Center #1

ORIGINAL

McArthur Park Place LLC

340-343 McArthur Blvd.,
Bourne MA, Massachusetts

November 17, 2013

Mark K. Wallace, President
Kingsbury Group, Inc.
PO Box 1267
Oak Bluffs, MA 02557

Re: Lease in Bourne

Dear Mark:

This letter will confirm our agreement to lease the property at 340 McArthur Blvd. in Bourne to the Kingsbury Group, Inc. for the purpose of converting the building to a medical marijuana dispensary, cultivation and processing facility.

We, as the landlord, will pay the costs of outfitting the premises as required to complete the aforementioned work. I expect we can start the work on the first 10,000 square feet immediately after you learn whether you have been awarded a license. I will also be asking the Cape Cod Commission to approve the use of the balance of the approximately 26,000 square foot building for the expansion of the cultivation and processing operation.

Sincerely your,

J. Bruce MacGregor, Trustee



EX 5.2
d
EX 5.1

ORIGINAL



Box 2189
Upper Main Street
Edgartown
Massachusetts 02539
Tel: 508 627-3036
Fax: 508 627-7855

November 14, 2013

Mark Wallace, President
The Kingsbury Group, Inc.
PO Box 1267
Oak Bluffs, MA 02557

Re: Lease for Growing Space

Dear Mark:

This letter will confirm our agreement to provide sufficient greenhouse space with the necessary equipment and supplies to grow product should you receive one or more licenses from the Massachusetts Department of Public Health for medical marijuana dispensaries on Martha's Vineyard and Cape Cod. Initially, we will devote approximately 50,000 square feet. If necessary, we will erect additional greenhouses under this agreement to meet your needs.

Sincerely,

Michael J. Donaroma

Marijuana Center #1

ORIGINAL

BAY OCEAN PROPERTIES, LLC
MacGregor B. Hay, Manager
100 Coles Neck Road
Wellfleet, MA 02667

November 19, 2013

Kingsbury Group, Inc.
PO Box 1267
Oak Bluffs, MA 02557

Re: Agreement to Lease Property

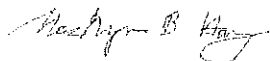
Dear Mark:

This will confirm my willingness to lease your company space for a medical marijuana dispensary at the property located at 87 Shank Painter Rd. Provincetown MA that is owned by Bay Ocean Properties, LLC. PO Box 1768 Wellfleet Ma 02667.

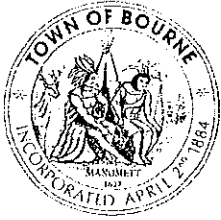
This is contingent upon your securing a license from the state to operate such dispensary in Provincetown

Rent: \$45/ sq. ft. Triple net lease based on 1,000 sq. feet.

Sincerely,

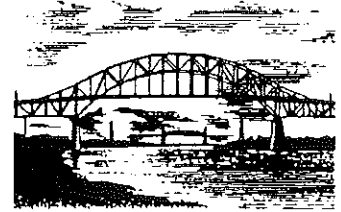


Macgregor Hay
Manager



TOWN OF BOURNE BOARD OF HEALTH

24 Perry Avenue
Buzzards Bay, MA 02532
Phone (508) 759-0615 x 1
Fax (508) 759-0679



Cynthia A. Coffin
Health Agent

November 18, 2013

The Kingsbury Group, Inc.
7 Circuit Avenue Ext.
Oak Bluffs, MA 02557

EX
5.41

RE: Medical Marijuana Facility in Bourne

Dear Mr. Wallace,

Thank you for your presentation before the Board of Health on November 13, 2013, where you briefly discussed your proposal to operate a Medical Marijuana Facility within the Town of Bourne at 340 MacArthur Blvd. This letter is written in support of your application to the State. While this issue is a new one to our Board of Health, we support any applicant's right to apply for such an operation. We look forward to hearing more details about the project in the near future.

If you have any questions, please contact the office at 508-759-0615 x 1.

Sincerely,

The Bourne Board of Health

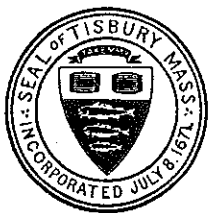
Kathleen Peterson

Stanley Andrews

Galon Barlow

Don Uitti

Kelly Mastria



TOWN OF TISBURY

OFFICE OF THE SELECTMEN

BOX 1239 - 51 SPRING STREET
VINEYARD HAVEN, MASSACHUSETTS 02568

TEL: (508) 696-4200

FAX: (508) 693-5876

www.tisburyma.gov

November 4, 2013

Kingsbury Group, Inc.

PO Box 1267

Oak Bluffs, MA 02557

Re: Medical Marijuana Facilities, Tisbury, Massachusetts

Dear Mark:

This letter will confirm our discussions concerning your company's plans. Please be aware that there is no moratorium in Tisbury so should you decide to open a dispensary, this would be done under existing zoning within the B2 Zoning District, which is where you indicated you planned to do so.

In the event you open your business in Tisbury, a year round community, the town looks forward to a positive relationship, as you seek to offer products and services to area residents in a safe and responsible manner.

If you have any questions or require further assistance with the approval and permitting process, please do not hesitate to contact me.

Sincerely,

John W. Grande

Town Administrator

MM LETTERS/1.doc

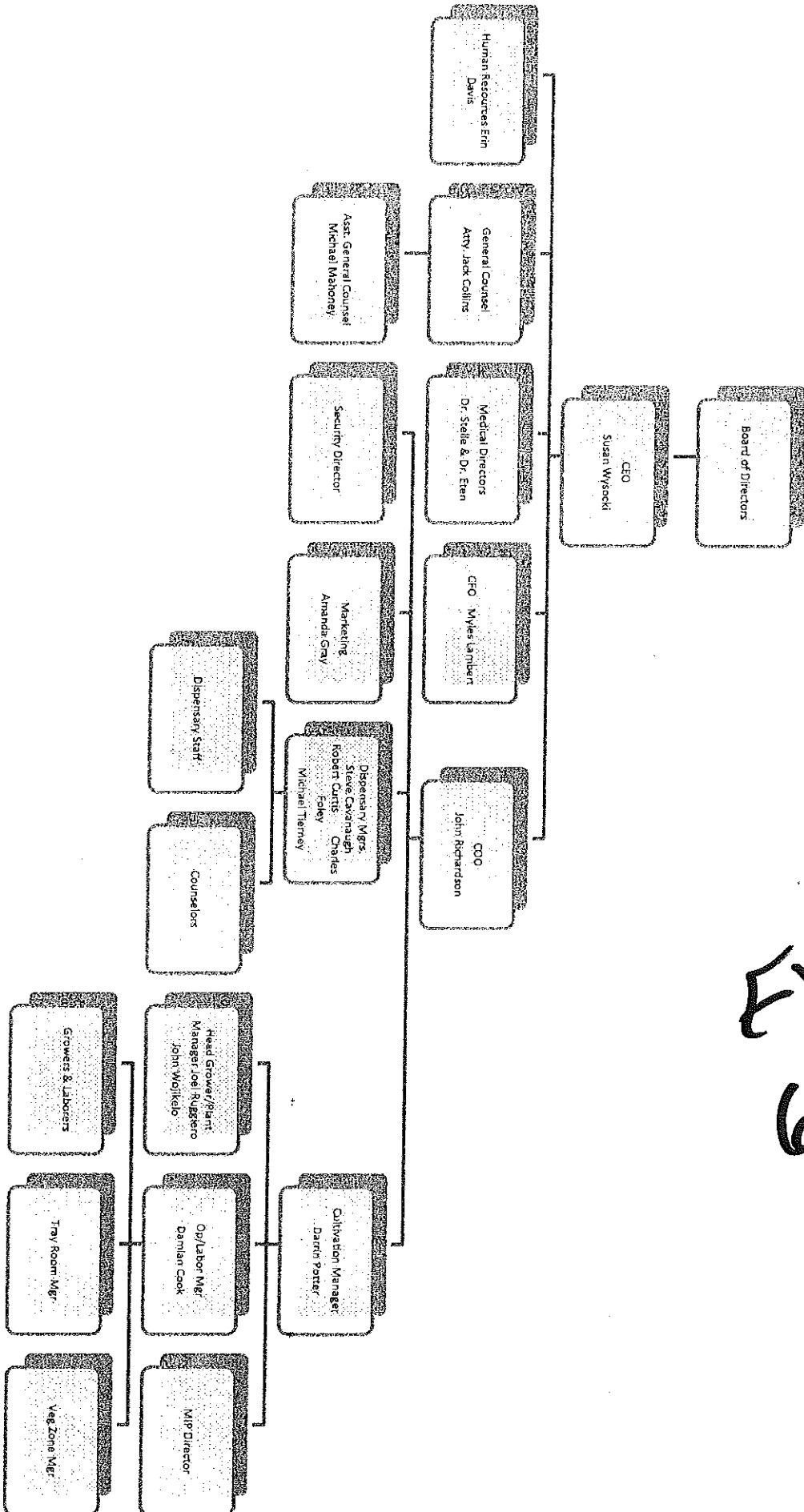
Marijuana Center #1

ORIGINAL

EXHIBIT 5.5 Summary Chart

Municipality	Physical Address Proposed Dispensary Site	Physical Address of Proposed Cultivation Site	Physical Address of Proposed Processing Site	Assurances of Support/ Non- Opposition
Tisbury	Holmes Hole Road, Vineyard Haven, MA	N/A	N/A	Letter of Support: Selectmen Letter of Support: Town Administrator Letter of Support: Board of Health
Bourne	340 MacArthur Blvd., Bourne, MA	340 MacArthur Blvd., Bourne, MA	340 MacArthur Blvd., Bourne, MA	Letter of Support: Board of Health
Provincetown	87 Shank Painter Rd. Provincetown, MA	N/A	N/A	Letter of Support for another property on same street: Selectmen Letter of Support: Town Administrator Letter of Support: Board of Health
New Bedford	N/A	New Bedford Business Park	New Bedford Business Park	

EX 5.5



Ex
6.1

ORIGINAL



iCORI
Commonwealth of Massachusetts
Department of Criminal Justice Information Services

Logged in as: **mobiledoc1** | [Home](#) | [Help](#) | [Logout](#)

[Home](#) | [Add Request](#) | [View CORI Results](#) | [Manage Account](#) | [iCORI Cart \(0\)](#)

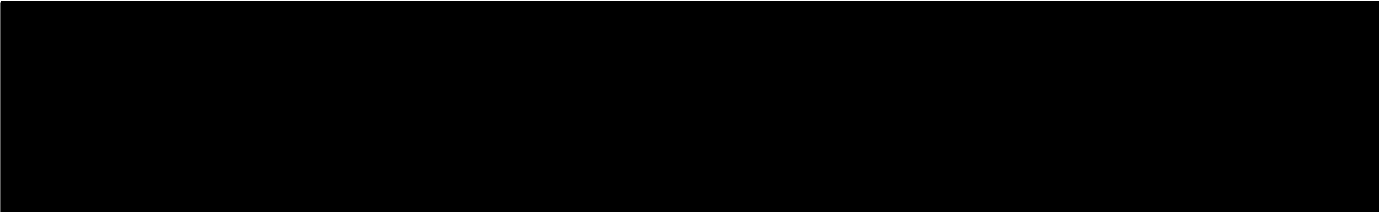
CORI Results List

[\[Refresh Results\]](#) [\[Add Filter\]](#) [Download](#) [Remove](#)

All submitted CORI requests are listed below. The status of each request is also shown. If you have requests that are Pending, please check back regularly until they have been marked Complete. If you have any questions regarding your CORI request(s), please e-mail us at iCORI.INFO@state.ma.us, or call the Constituent Assistance and Research Unit at 617-660-4640 between 8:00 AM and 6:00 PM Eastern Time, Monday - Friday.

Row	<input type="checkbox"/>	<u>Request Date/Time</u>	<u>Subject</u>	<u>Subject DOB</u>	<u>Subject SSN</u>	<u>Status</u>	<u>Available Until</u>	<u>Request Order ID</u>	<u>Request ID</u>	<u>Action</u>
1	<input type="checkbox"/>	06/20/2013 19:06	[REDACTED]	[REDACTED]	[REDACTED]	Completed	12/17/2013 19:06	[REDACTED]	[REDACTED]	[View]

[\[Refresh Results\]](#) [\[Add Filter\]](#) [Download](#) [Remove](#)



EX. 6.2
~~XXXXXXXXXX~~

Marijuana Center #1

[EXHIBIT 6.4]

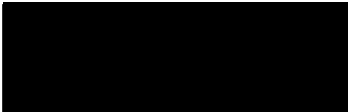
RMD STAFF

RMD CULTIVATION AGENTS

John Wojkielo



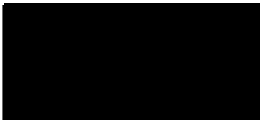
Darrin Potter



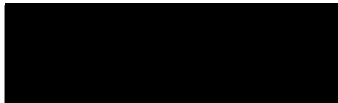
Joel Ruggiero



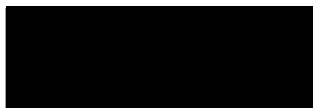
Damien Cook



Clayton Bittner



Jason Flynn

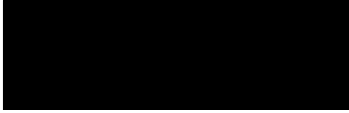


EX 6.4

ORIGINAL

RMD DISPENSARY AGENTS

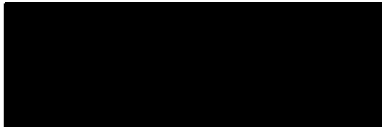
Steve Cavanaugh



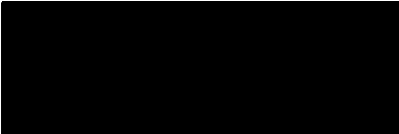
Robert A. Curtis, PharmD, MBA



Michael Tierney



Charles Foley, Pharmacist



	#####	02/14	03/14	04/14	05/14	06/14	07/14	08/14	09/14	10/14	11/14	12/14	01/15
Provisional Certificate Issued													
Hire Staff for All Locations													
Finalize Cultivation Agreements													
Purchase Cultivation Equipment													
Finalize Security System													
Purchase Security Equipment													
Finalize Medical Director(s)													
Vineyard Haven Construction													
Bourne Renovations													
Provincetown Renovations													
Public Awareness Campaigns													
Hire Additional Staff as Needed													
Community/Health Outreach													
Bourne Cultivation													
Edgartown Cultivation													
Limited Opening Bourne													
Limited Opening Provincetown													
Market Demand Research/Adjust													
All Dispensories Open													
Correct Start-Up Issues													
Seasonally Adjusted Reduction													
2015 Projections & Adjustments													

57.1

ORIGINAL

7.12 Exhibit

2013 POVERTY GUIDELINES FOR THE 48 CONTIGUOUS STATES
AND THE DISTRICT OF COLUMBIA

Persons in family/ household	Poverty guideline	150% of Poverty	200% of Poverty
1	\$11,490	\$17,235	\$22,980
2	15,510	\$23,265	\$31,020
3	19,530	\$29,295	\$39,060
4	23,550	\$35,325	\$47,100
5	27,570	\$41,355	\$55,140
6	31,590	\$47,385	\$63,180
7	35,610	\$53,415	\$71,220
8	39,630	\$59,445	\$79,260
% Discount on Product	50%	25%	10%
\$300/oz*	\$150	\$225	\$270
MIP Discount on Product	50%	25%	10%
\$15/brownie*	\$7.50	\$12	\$13.50

*As examples. Products costs will vary.

Ex 7.12

APPLICATION RESPONSE FORM SUBMISSION PAGE

**CERTIFICATION OF ASSURANCE OF COMPLIANCE:
ADA and NON-DISCRIMINATION BASED ON DISABILITY**

Applicants must certify that they will comply with all state and federal requirements regarding equal employment opportunity, nondiscrimination, and civil rights for persons with disabilities. The Applicant must complete a Certification of Assurance of Compliance: ADA and Non-Discrimination based on Disability. By signing, the Applicant formally notifies the Department that the Applicant is in compliance and shall maintain compliance with all applicable requirements.

- I certify, that the Applicant is in compliance and shall maintain compliance with all applicable federal and state laws protecting the rights of persons with disabilities, including but not limited to the Americans with Disabilities Act ("ADA"), 42 U.S.C. §§ 12131-12134; Article CXIV of the Massachusetts Constitution; and; Chapter 93, § 103; Chapter 151B; and Chapter 272, §§ 98 and 98A of the Massachusetts General Laws.
- I understand that federal and state laws prohibit discrimination in public accommodations and employment based solely on disability. I recognize that to make goods, services, facilities, privileges, advantages, or accommodations readily accessible to and usable by persons with disabilities, the Applicant, under the ADA, must:
 - remove architectural and communication barriers in existing facilities, when readily achievable and, if not readily achievable, must use alternative methods;
 - purchase accessible equipment or modify equipment;
 - modify policies and practices; and
 - furnish appropriate auxiliary aids and services where necessary to ensure effective communication.

I understand that reasonable accommodation is required in both program services and employment, except where to do so would cause an undue hardship or burden. I also understand that the Massachusetts Constitution Article CXIV provides that no otherwise qualified individual shall, solely by reason of disability, be excluded from the participation in, denied the benefits of, or be subject to discrimination under any program or activity within the Commonwealth.

- I agree that the Applicant shall cooperate in any compliance review and shall provide reasonable access to the premises of all places of business and employment and to records, files, information, and employees therein for reviewing compliance with the ADA, the Massachusetts Constitution, other applicable state and federal laws, and this Contractual Agreement.
- I agree that any violation of the specific provisions and terms of this Assurance or of the ADA, and/or of any Corrective Action Plan shall be deemed a breach of a material provision of the Registered Facility registration between DPH and the Registered Facility. Such a breach shall be grounds for cancellation, termination, or suspension, in whole or in part, of the registration by the Department.

I affirm that I will comply with the requirements of this proposal.

Authorized Signatory (as designated in exhibit B):

First Name: | *MARK* Last Name: | *WANNALE*

Title: | *PRESIDENT*

Authorized Signature for the Applicant Organization

(in blue ink):

Mark Wannale Pres