



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR283727
Original Issued Date: 10/08/2020
Issued Date: 10/08/2020
Expiration Date: 10/08/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Littleton Apothecary LLC

Phone Number: 978-621-1779
Email Address: littletonapothecary@gmail.com

Business Address 1: 160 Ayer Road, Suite 4
Business City: Littleton Business State: MA Business Zip Code: 01460
Business Address 2:
Mailing Address 1: 43 Starr Hill
Mailing City: Littleton Mailing State: MA Mailing Zip Code: 01460
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Woman-Owned Business

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100 Percentage Of Control: 100
Role: Owner / Partner Other Role:
First Name: Christine Last Name: Nordhaus Suffix:

Gender: Female

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Christine

Last Name: Nordhaus Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$160000 Percentage of Initial Capital: 42

Capital Attestation: Yes

Individual Contributing Capital 2

First Name: Delisa

Last Name: Laterzo

Suffix:

Types of Capital: Debt Other Type of Capital: Loan Total Value of the Capital Provided: \$225000 Percentage of Initial Capital: 58

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 160 Ayer Road, Suite 4

Establishment Address 2:

Establishment City: Littleton

Establishment Zip Code: 01460

Approximate square footage of the establishment: 3388 How many abutters does this property have?: 10

Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Certification_SIGNED.PDF	pdf	5f315f60f4c60d645c964b42	08/10/2020
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant (1).pdf	pdf	5f315fb4a24e76648176de88	08/10/2020
Community Outreach Meeting Documentation	2020-07-04_LettertoCCC_LAVirtualMeeting_SIGNED.PDF	pdf	5f315fd0f4c60d645c964b46	08/10/2020
Community Outreach	Littleton Apothecary COM docs updated 8-11-2020.pdf	pdf	5f32f9db24445b68a61fe95d	08/11/2020

Meeting

Documentation

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Other	MRCC approval letter for Littleton Apothecary.pdf	pdf	5f316a700f92b46881faea67	08/10/2020
Plan for Positive Impact	Littleton Apothecary Positive Impact Plan 8-11-2020.pdf	pdf	5f33307c0754a56476284f6d	08/11/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Christine

Last Name: Nordhaus Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

Individual Background Information 2

Role: Other (specify)

Other Role: Investor

First Name: Delisa

Last Name: Laterzo Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	DOR Good Standing - Littleton Apothecary LLC.pdf	pdf	5f316f598093f4686f9c996c	08/10/2020
Secretary of Commonwealth - Certificate of Good Standing	Good Standing 7-2020.pdf	pdf	5f316fa1a23bf5686067a2c7	08/10/2020
Articles of Organization	Business Articles & Certificates reduced.pdf	pdf	5f316fb164c153689b949e29	08/10/2020
Secretary of Commonwealth - Certificate of Good Standing	Unemployment attestation.pdf	pdf	5f316fc017c8fd6455708bbb	08/10/2020
Bylaws	Littleton Apothecary LLC Operating Agreement reduced.pdf	pdf	5f316fdb64c153689b949e2d	08/10/2020

No documents uploaded

Massachusetts Business Identification Number: 001376976

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Littleton Apothecary BPlan August 2020 (1).pdf	pdf	5f3170d424445b68a61fe38a	08/10/2020
Proposed Timeline	Proposed Timeline (1).pdf	pdf	5f3170d79d93706859d9f860	08/10/2020
Plan for Liability Insurance	Littleton APothecary Plan to Obtain Liability Insurance.PDF	pdf	5f3170e18093f4686f9c9978	08/10/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Products.pdf	pdf	5f3171d6f4c60d645c964bab	08/10/2020
Restricting Access to age 21 and older	Preventing Underaged Access (1).pdf	pdf	5f3171f164c153689b949e36	08/10/2020
Prevention of diversion	Diversion Prevention.pdf	pdf	5f3171f624445b68a61fe38e	08/10/2020
Storage of marijuana	Storage of Cannabis (1).pdf	pdf	5f31720c193ee2646b47a6de	08/10/2020
Quality control and testing	Quality Control & Testing (1).pdf	pdf	5f31722c24445b68a61fe396	08/10/2020
Dispensing procedures	Dispensing Procedures (1).pdf	pdf	5f31722e9d93706859d9f865	08/10/2020
Personnel policies including background checks	Personnel Policy (1).pdf	pdf	5f317231a23bf5686067a2d3	08/10/2020
Record Keeping procedures	Record Keeping (1).pdf	pdf	5f317233f4c60d645c964bb1	08/10/2020
Maintaining of financial records	Maintenance of Financial Records (1).pdf	pdf	5f31724f30ca0a689030efce	08/10/2020
Qualifications and training	Qualifications & Training (1).pdf	pdf	5f317265a24e76648176def3	08/10/2020
Energy Compliance Plan	Energy.pdf	pdf	5f31726624445b68a61fe39a	08/10/2020
Diversity plan	Diversity Plan 8-11-2020.pdf	pdf	5f32fff124445b68a61fe988	08/11/2020
Security plan	Security (3).pdf	pdf	5f3330ccaee479687ae98ebc	08/11/2020
Inventory procedures	Inventory Control (1).pdf	pdf	5f3331199d93706859d9fed4	08/11/2020
Record Keeping procedures	Record Keeping (2).pdf	pdf	5f33313ea23bf5686067a933	08/11/2020
Transportation of marijuana	Transportation (2).pdf	pdf	5f33331eca23a6644a58915d	08/11/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

Date generated: 12/03/2020

Page: 4 of 5

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification:

I certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.:

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.:

I certify that all information contained within this renewal application is complete and true.:

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

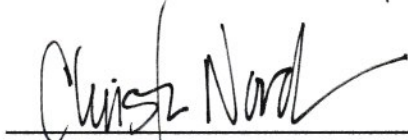
Monday From: 10:00 AM	Monday To: 10:00 PM
Tuesday From: 10:00 AM	Tuesday To: 10:00 PM
Wednesday From: 10:00 AM	Wednesday To: 10:00 PM
Thursday From: 10:00 AM	Thursday To: 10:00 PM
Friday From: 10:00 AM	Friday To: 10:00 PM
Saturday From: 10:00 AM	Saturday To: 10:00 PM
Sunday From: 10:00 AM	Sunday To: 10:00 PM

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

Applicant

I, Christine Nordhaus, (*insert name*) certify as an authorized representative of Littleton Apothecary (*insert name of applicant*) that the applicant has executed a host community agreement with Littleton, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on May 4, 2020 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Nina Nazarian, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Littleton (*insert name of host community*) to certify that the applicant and Town of Littleton (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on May 4, 2020 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Littleton Apothecary's proposed Marijuana Establishment location is 160 Ayer Road, Suite 4 in the Town of Littleton and is located within the Town's Adult Use Marijuana Retail Overlay District and is allowed by special permit from the Town's Planning Board pursuant to Article 28 on Adult Use Marijuana, under the Town's Zoning Ordinance, current as of July 8, 2020.

A site plan review is required. In addition to what is otherwise required to be shown on a site plan pursuant to Littleton Zoning Ordinance Article 4, Littleton Apothecary will provide details showing all exterior security measures, and will further delineate various areas (indoors and outdoors) such as public access areas, employee-only access areas, storage, waste disposal, administrative, loading and parking areas. Site plans will contain sufficient information so that the Planning Board can evaluate the design and operational standards contained in Littleton Zoning Ordinance Article 28.

Littleton Apothecary [The Applicant] shall duly apply-for and comply-with the ordinance provisions and requirements and all applicable conditions that may be imposed by the Planning Board during the special permit process. The Applicant's site meets the distancing/setback requirements from playgrounds, schools, etc., set forth in the Town's Ordinance and the CCC statutes and regulations. The Applicant has reviewed the submission requirements for the special permit and the criteria/findings for a special permit to issue, all of which are consistent with the 935 CMR 500, and can and will meet all such requirements and obtain and maintain its permits as required.

The time frame for obtaining this special permit is as follows: Upon formal filing with Town Clerk and Planning Board, approximately 21 days for publishing and posting of public notice of hearing date; anticipation of one hearing date to be accomplished between 30 to 65 days depending on frequency of meetings held by permit granting authority (Planning Board); approximately 14 days for board's writing of final decision and filing of decision with Town Clerk; 20-day appeal period with Town Clerk. Total time-frame is approximately 120 days for a special permit.

A building permit with professional engineering stamped/signed plans will be submitted for application for building permit and the building dept. has 30 days to issue upon confirmation of compliance with building code. Further review of the plans will be performed by the Littleton Fire Department and may require 10-30 days to complete. A certificate of use/occupancy will be required prior to commencing operations, which typically takes 15 to 30 days to obtain.



TOWN OF LITTLETON

OFFICE OF THE TOWN ADMINISTRATOR

37 SHATTUCK STREET, P.O. BOX 1305
LITTLETON, MASSACHUSETTS 01460
(978) 540-2460

July 4, 2020

Cannabis Control Commission
Union Station
2 Washington Square
Worcester, MA 01604

Dear Cannabis Control Commission:

Littleton Apothecary, LLC, has requested permission to hold a Community Outreach meeting on Thursday, July 23, 202 at 6:30 PM, pursuant to the Cannabis Control Commission's Administrative Order No. 2, dated April 27th, "Allowing Virtual Web-based Community Outreach Meetings".

Order number 3 states: "The applicant shall obtain approval in writing from the Contracting Authority or Authorized Representative of the host community for a virtual Community Outreach Meeting."

To satisfy that request, as an authorized representative of the Host Community, I give permission to Littleton Apothecary to hold the above-mentioned Community Outreach meeting via a virtual web-based platform.

Sincerely,

Nina Nazarian
Town Administrator

Cc: Littleton Select Board



Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s): July 23, 2020
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

- a. Date of publication: 07/09/2020
- b. Name of publication: Lowell Sun

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

- a. Date notice filed: 07/07/2020

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

- a. Date notice(s) mailed: 07/07/2020

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
 - Information adequate to demonstrate that the location will be maintained securely;
 - Steps to be taken by the ME or MTC to prevent diversion to minors;
 - A plan by the ME or MTC to positively impact the community; and
 - Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Littleton Apothecary

Name of applicant's authorized representative:

Christine Nordhaus

Signature of applicant's authorized representative:

Christ Nordhaus



Calls should avoid personal attacks and be in good taste.
We publish a selection of calls every day.

July 9 2020

wood frame commercial building w/ 1,800+ SF that is located in the Ft. Lauderdale area. Features include: 100% finished interior, 100% finished exterior, vinyl siding, overhead door to basement area, FHA/gas heat and air conditioning, public utilities. Additional amenities include: gated storage yard, approximately 10 boat slips & wooden/plastic docks. Tax Map 318, Block 166, Parcel 26-01-0000-90. Mortgage Reference: Essex North District Registry In Map 154-29-0000-0000 Page 74. Sale per order of Mortgagee by its Attorneys: REGAN/TETTER/STERIO LLP by Paul G. Crochiera, Esq. Terms: \$10,000 deposit at the time of sale, add'l deposit within (5) business days of the auction date. In an amount equal to the difference between the ten (10%) percent of the amount of the high bid and the amount of the initial deposit, balance of purchase price due within 30 days from sale. Preview: By appointment with auctioneer. Other terms may be announced at time of sale. All information herein is believed but not warranted to be correct. The Mortgagee does not warrant the condition or existence of any features described above.

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property. The subject property is located at 29 Andover Road (Assessor's Plate 51, Parcel 72). The application and plans are available for review at the Town of Billerica website.

www.dn.com/bellanca.mans
All interested parties are
invited to comment in
writing or present any
relevant information for the
Board's consideration
during the virtual public
hearing. The virtual public
hearing can be accessed
on a computer, tablet, or
smartphone by following
the directions at the link
provided:
[https://us02web.zoom.
us/j/85009856465](https://us02web.zoom.us/j/85009856465)
Or Telephone: Dial for
higher quality, dial a
number based on your
current location):
US: +1 312 626 6199
Webinar ID: 850 0985
6465
Barbara Palerny
Secretary

Email: classified@mediaonline.com
Web: www.classified.com
Attn: Brian Robinson, The Sun,
 491 Dutton St., Lowell, MA 01854.
Not accepted via telephone.

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Address: _____
City: _____
State/Zip: _____

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160 AYER ROAD, LITTLETON, MA 01460
LITTLETONAPOTHECARY@GMAIL.COM

received
07/07/2020 10:15 AM
Diane Crow
Town Clerk

July 7, 2020

Municipal Notice of Virtual Community Outreach Meeting to be Held on July 23, 2020

Attn: Town Clerk, Select Board, Planning Board

On July 23, 2020 at 6:30 pm, Christine Nordhaus will hold a virtual Community Outreach Meeting via Zoom to share her plan for opening a retail, recreational cannabis shop, Littleton Apothecary, at 160 Ayer Road.

Join Zoom Meeting:

<https://us02web.zoom.us/j/83474767227>

Join via phone: (301) 715-8592

Meeting ID: 834 7476 7227

Accessibility for the hearing impaired will be provided through live captioning during the meeting. The meeting will be moderated/facilitated by Chase Gerbig.

During the presentation, Christine will explain how she will keep the location of Littleton Apothecary maintained securely, how she will work to prevent diversion of cannabis to minors, how Littleton Apothecary will not constitute a nuisance, and most importantly, how Littleton Apothecary will positively impact the community of Littleton.

During the meeting, Christine will answer questions from the public. Meeting materials will be available the day before the meeting at www.littletonapothecary.com/outreach. Questions may be submitted in advance by emailing littletonapothecary@gmail.com.

"WE ALL DO BETTER WHEN WE ALL DO BETTER." ~PAUL WELLSTONE



160 AYER ROAD, LITTLETON, MA 01460
LITTLETONAPOTHECARY@GMAIL.COM

July 6, 2020

Dear Neighbors,

On July 23, 2020 at 6:30 pm, I will hold a virtual Community Outreach Meeting via Zoom to share my plan for opening a retail, recreational cannabis shop, Littleton Apothecary, at 160 Ayer Road.

Join Zoom Meeting:

<https://us02web.zoom.us/j/83474767227>

Join via phone: (301) 715-8592

Meeting ID: 834 7476 7227

During the presentation, I'll explain how I will keep the location of Littleton Apothecary maintained securely, how I will work to prevent diversion of cannabis to minors, how Littleton Apothecary will not constitute a nuisance, and most importantly, how Littleton Apothecary will positively impact the community of Littleton.

I will answer questions from the public during this Community Outreach Meeting. You may visit my website at www.littletonapothecary.com/outreach for meeting materials, and to submit questions in advance.

Please join the conversation!

Littleton Apothecary is committed to being a good neighbor. Your questions and concerns are very important to me. If you are unable to attend on July 23, but have questions or concerns, please email me at littletonapothecary@gmail.com and we will arrange a time talk.

Sincerely,

Christine Nordhaus

7019 1120 0000 1412 8483

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☐ Adult Signature Required \$0.00

☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$4.10

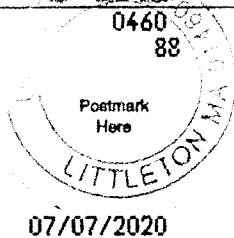
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Street and Apt. No. [REDACTED]

City, State, ZIP+4®
Saugus, MA 01906

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions



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☐ Certified Mail Restricted Delivery \$0.00

☐ Adult Signature Required \$0.00

☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$4.10

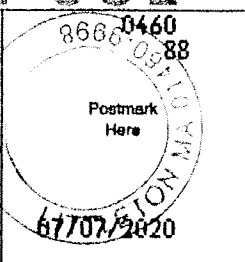
Sent To [REDACTED]

Street and Apt. No. [REDACTED]

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PS Form 3800, April 2015 PSN 7530-02-000-9047

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☐ Adult Signature Required \$0.00

☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$4.10

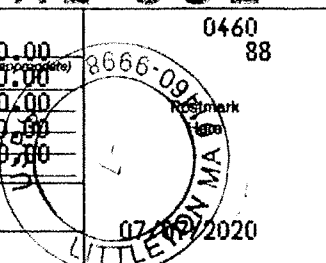
Sent To [REDACTED]

Street and Apt. No. [REDACTED]

City, State, ZIP+4®
Watertown, MA 02472

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions



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☐ Return Receipt (electronic) \$0.00

☐ Certified Mail Restricted Delivery \$0.00

☐ Adult Signature Required \$0.00

☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$4.10

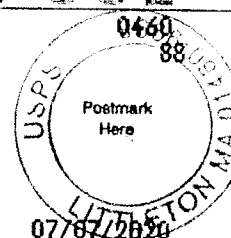
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Street and Apt. No. [REDACTED]

City, State, ZIP+4®
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Extra Services & Fees (check box, add fee if appropriate)

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☐ Return Receipt (electronic) \$0.00

☐ Certified Mail Restricted Delivery \$0.00

☐ Adult Signature Required \$0.00

☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$4.10

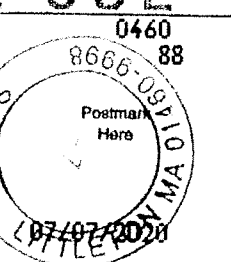
Sent To [REDACTED]

Street and Apt. No. [REDACTED]

City, State, ZIP+4®
Acton, MA 01720

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions



7019 1120 0000 1412 8438

**U.S. Postal Service™
CERTIFIED MAIL® RECEIPT**
Domestic Mail Only
For delivery information, visit our website at www.usps.com®.

LITTLETON, MA 01460

Certified Mail Fee \$3.55

Extra Services & Fees (check box, add fee if appropriate)

☐ Return Receipt (hardcopy) \$0.00

☐ Return Receipt (electronic) \$0.00

☐ Certified Mail Restricted Delivery \$0.00

☐ Adult Signature Required \$0.00

☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$4.10

Sent To [REDACTED]

Street and Apt. No. [REDACTED]

City, State, ZIP+4®
Littleton, MA 01460

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions





**TOWN OF LITTLETON
BOARD OF ASSESSORS**
P.O. BOX 1305
LITTLETON, MA 01460
(978) 540-2410 FAX: (978) 952-2321

Date: July 30, 2020

Re: **Certified List of Abutters for Planning Board (300 feet - public hearings, special permits)**

Applicant: Christine Nordhaus Name of Firm: Littleton Apothecary, LLC
Mailing Address 160 Ayer Road Unit 4 Littleton MA 01460

Subject Parcel Location: 160 Ayer Road Unit 4 Littleton MA 01460
Subject Owner: Athena Assets LLC
Subject Parcel ID: R22-1-1-4

M.G.L. Chapter 40A, Section 11. "In all cases where notice of a public hearing is required notice shall be given by publication in a newspaper of general circulation in the city or town once in each of two successive weeks, the first publication to be not less than fourteen days before the day of the hearing and by posting such notice in a conspicuous place in the city or town hall for a period of not less than fourteen days before the day of such hearing. In all cases where notice to individuals or specific boards or other agencies is required, notice shall be sent by mail, postage prepaid. "Parties in interest" as used in this chapter shall mean the petitioner, abutters, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town, the planning board of the city or town, and the planning board of every abutting city or town. The assessors maintaining any applicable tax list shall certify to the permit granting authority or special permit granting authority the names and addresses of parties in interest and such certification shall be conclusive for all purposes. The permit granting authority or special permit granting authority may accept a waiver of notice from or an affidavit of actual notice to any party in interest or, in his stead, any successor owner of record who may not have received a notice by mail, and may order special notice to any such person, giving not less than five nor more than ten additional days to reply."

I hereby certify the attached list of abutter(s) as stated in the M.G.L. Chapter 40A, Section 11.

Number of Abutter(s)_9_including the subject parcels + Applicant Requesting Abutter's List.

Certified by:

Teresa Sullivan
Teresa Sullivan, Assessment Analyst

150 AYER RD

R15 22 0

LUC: 017

LITTLETON, MA 01460

162 AYER RD

R22 1 2

LUC: 400

SUDBURY, MA 01776-1104

164 AYER RD

R22 1 3

LUC: 401

WATERTOWN, MA 02472

168 AYER RD

R22 1 6

LUC: 401

ACTON, MA 01720

170 AYER RD

R22 1 7

LUC: 401

INDIANAPOLIS, IN 46234

149 AYER RD

R22 13 0

LUC: 410

DUNDEE, MI 48131

178 AYER RD

R22 2 0

LUC: 440

LITTLETON, MA 01460

160 AYER

R22-1-1

LITTLETON MA 01460

160 Ayer

R22-1-1..

LITTLETON MA 01460

PID SUBJECT	LOCATION	OWNER	CO-OWNER	MAILING ADDRESS	
R22 1 1 4	160 AYER RD	[REDACTED]		[REDACTED]	LITTLETON MA 01460
R15 22 0	150 AYER RD	[REDACTED]		[REDACTED]	LITTLETON, MA 01460
R22 1 2	162 AYER RD	[REDACTED]		[REDACTED]	SUDBURY, MA 01776-1104
R22 1 3	164 AYER RD	[REDACTED]		[REDACTED]	WATERTOWN, MA 02472
R22 1 6	168 AYER RD	[REDACTED]		[REDACTED]	ACTON, MA 01720
R22 1 7	170 AYER RD	[REDACTED]		[REDACTED]	INDIANAPOLIS, IN 46234
R22 13 0	149 AYER RD	[REDACTED]		[REDACTED]	DUNDEE, MI 48131
R22 2 0	178 AYER RD	[REDACTED]		[REDACTED]	LITTLETON, MA 01460
R22 1 1 5	160 AYER RD	[REDACTED]		[REDACTED]	LITTLETON MA, 01460

POSITIVE IMPACT PLAN

Goals

Provide financial support to Massachusetts Recreational Consumer Council (“MRCC”) because it is an entity that offers support education and/or job training to Massachusetts residents disproportionately impacted by the War on Drugs. The amounts of these donations will depend on the financial growth and profitability of the company. As sales and profits increase, Littleton Apothecary LLC (“Littleton Apothecary”) will revisit its program donation goals to consider more generous donations as business allows.

Goal: Donate a total of **\$2,500.00 annually** to Massachusetts Recreational Consumer Council.

Program

The donation to be made to Massachusetts Recreational Consumer Council will support MRCC’s educational seminars and functionality as a cooperatively led advocacy non-profit.

Measurement and Accountability

At the end of each year, Littleton Apothecary will conduct an analysis and create a report on whether the aforementioned contribution has been given to MRCC. Littleton Apothecary will continue to assess the viability and impact of the financial donations made to MRCC by analyzing MRCC’s annual report which will summarize the use of the funds and detail the disproportionately impacted communities where MRCC has implemented programs.

Littleton Apothecary acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

Any actions taken, or programs instituted by Littleton Apothecary, will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

Littleton Apothecary expressly understands that the progress or success of this plan will be required to be demonstrated upon each annual license renewal period in conformity with 935 CMR 500.101(1) and (2).



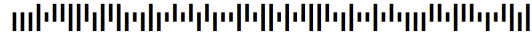
Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0832551488
Notice Date: July 15, 2020
Case ID: 0-000-908-135



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



LITTLETON APOTHECARY LLC
43 STARR HILL RD
LITTLETON MA 01460-1651

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, LITTLETON APOTHECARY LLC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

July 10, 2020

TO WHOM IT MAY CONCERN:

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

LITTLETON APOTHECARY, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **April 3, 2019**.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
CHRISTINE NORDHAUS

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

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



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001376976

1. The exact name of the limited liability company is: LITTLETON APOTHECARY, LLC

2a. Location of its principal office:

No. and Street: 410 GREAT ROAD
SUITE 6-1-1 & 6-1-2
 City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

No. and Street: 410 GREAT ROAD
SUITE 6-1-1 & 6-1-2
 City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

THIS COMPANY IS ORGANIZED TO BE A GENERAL RETAIL ESTABLISHMENT, AS WELL AS A NY OTHER ACTIVITY IN WHICH A LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS MAY LAWFULLY ENGAGE.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: JENNA KOERPER BROWNSON, ESQ.
 No. and Street: 410 GREAT ROAD
 City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	JENNA KOERPER BROWNSON ESQ.	410 GREAT ROAD LITTLETON, MA 01460 USA
MANAGER	CHRISTINE NORDHAUS	410 GREAT ROAD LITTLETON, MA 01460 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute

documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	JENNA KOERPER BROWNSON ESQ.	410 GREAT ROAD LITTLETON, MA 01460 USA
SOC SIGNATORY	CHRISTINE NORDHAUS	410 GREAT ROAD LITTLETON, MA 01460 USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	CHRISTINE NORDHAUS	410 GREAT ROAD LITTLETON, MA 01460 USA
REAL PROPERTY	JENNA KOERPER BROWNSON ESQ.	410 GREAT ROAD LITTLETON, MA 01460 USA

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 3 Day of April, 2019,
JENNA KOERPER BROWNSON, ESQ.

(The certificate must be signed by the person forming the LLC.)

THE COMMONWEALTH OF MASSACHUSETTS

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

April 03, 2019 02:15 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized "G" at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Certificate of Amendment

(General Laws, Chapter)

Identification Number: 001376976

The date of filing of the original certificate of organization: 4/3/2019

1.a. Exact name of the limited liability company: LITTLETON APOTHECARY, LLC

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

2a. Location of its principal office:

No. and Street: 160 AYER ROAD

City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: JENNA KOERPER BROWNSON, ESQ.

No. and Street: 160 AYER ROAD

City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	JENNA KOERPER BROWNSON ESQ.	160 AYER ROAD LITTLETON, MA 01460 USA
MANAGER	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	JENNA KOERPER BROWNSON ESQ.	160 AYER ROAD LITTLETON, MA 01460 USA

SOC SIGNATORY

CHRISTINE NORDHAUS

160 AYER ROAD
LITTLETON, MA 01460 USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	JENNA KOERPER BROWNSON ESQ.	160 AYER ROAD LITTLETON, MA 01460 USA
REAL PROPERTY	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

9. Additional matters:

10. State the amendments to the certificate:

THIS CERTIFICATE OF AMENDMENT MEMORIALIZES THE CHANGE TO THE LOCATION OF THE BUSINESS.

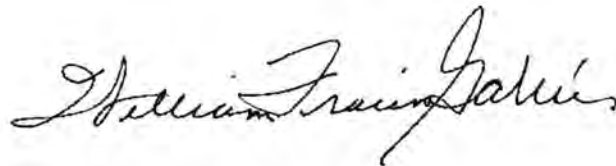
11. The amendment certificate shall be effective when filed unless a later effective date is specified:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 17 Day of April, 2019,
JENNA KOERPER BROWNSON , Signature of Authorized Signatory.**

THE COMMONWEALTH OF MASSACHUSETTS

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

April 17, 2019 07:06 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

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

Date: April 19, 2019

To Whom It May Concern :

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

LITTLETON APOTHECARY, LLC

in accordance with the provisions of Massachusetts General Laws, Chapter 156C, on
April 03, 2019.

I further certify that said Limited Liability Company has not filed a Certificate of Cancellation;
that said Limited Liability Company has not been administratively dissolved; and that, so far as
appears of record, said Limited Liability Company has legal existence.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 19040413420

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

Processed by:



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Certificate of Amendment

(General Laws, Chapter)

Identification Number: 001376976

The date of filing of the original certificate of organization: 4/3/2019

1.a. Exact name of the limited liability company: LITTLETON APOTHECARY, LLC

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

2a. Location of its principal office:

No. and Street: 160 AYER ROAD

SUITE 4

City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: JENNA KOERPER BROWNSON, ESQ.

No. and Street: 160 AYER ROAD

SUITE 4

City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record

any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

9. Additional matters:

10. State the amendments to the certificate:

AMENDMENT TO AUTHORIZED MANAGER, SIGNATORY AND EXECUTOR (SECTIONS 6, 7, 8)

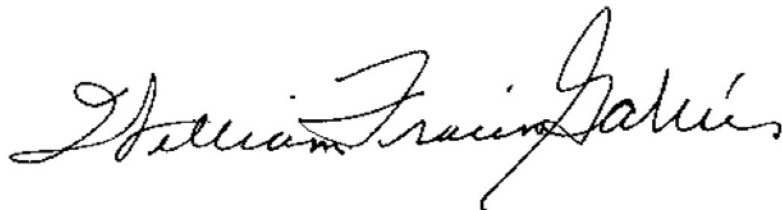
11. The amendment certificate shall be effective when filed unless a later effective date is specified:

SIGNED UNDER THE PENALTIES OF PERJURY, this 15 Day of June, 2019,
CHRISTINE NORDHAUS , Signature of Authorized Signatory.

THE COMMONWEALTH OF MASSACHUSETTS

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

June 15, 2019 09:01 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Resident Agent/Resident Office

(General Laws, Chapter 156C, Section 5A and Section 51)

Exact name of limited liability company: LITTLETON APOTHECARY, LLC

Current resident agent name: JENNA KOERPER BROWNSON, ESQ.

Current resident agent office address: 160 AYER ROAD , LITTLETON , MA 01460

New resident agent office address in the commonwealth and the name of the appointed resident agent at that office:

(The company may not appoint itself resident agent. Resident agent may be an individual or a different business entity.)

Name: CHRISTINE NORDHAUS

No. and Street: 160 AYER ROAD

City or Town: LITTLETON State: MA Zip: 01460 Country: USA

The street address of the resident office of the limited liability company and the business address of the resident agent are identical as required by General Laws, Chapter 156C, Section 51 and GL. Chapter 156D Section 15.08.

Consent of resident agent:

I, CHRISTINE NORDHAUS , consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 5A and Section 51.

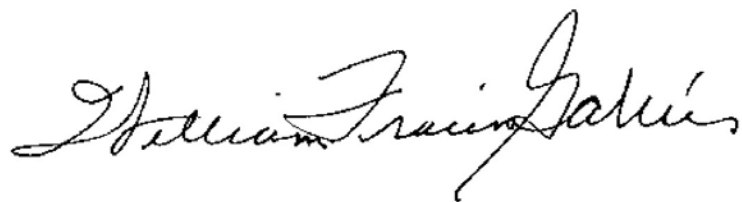
This statement is effective at the time and on the date approved by the Division.

SIGNED UNDER THE PENALTIES OF PERJURY, this 15 Day of June, 2019,
CHRISTINE NORDHAUS , Signature of Authorized Signatory.

THE COMMONWEALTH OF MASSACHUSETTS

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

June 15, 2019 08:47 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

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

June 17, 2019

TO WHOM IT MAY CONCERN:

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

LITTLETON APOTHECARY, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **April 3, 2019**.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
CHRISTINE NORDHAUS

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

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



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By:BOD



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Annual Report

(General Laws, Chapter)

Identification Number: 001376976

Annual Report Filing Year: 2020

1.a. Exact name of the limited liability company: LITTLETON APOTHECARY, LLC

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

2a. Location of its principal office:

No. and Street: 160 AYER ROAD
SUITE 4
 City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

No. and Street: 160 AYER ROAD
SUITE 4
 City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

ADULT-USE CANNABIS RETAIL

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: CHRISTINE NORDHAUS
 No. and Street: 160 AYER ROAD
 City or Town: LITTLETON State: MA Zip: 01460 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

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

Title	Individual Name	Address (no PO Box)
-------	-----------------	---------------------

	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code
SOC SIGNATORY	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	CHRISTINE NORDHAUS	160 AYER ROAD LITTLETON, MA 01460 USA

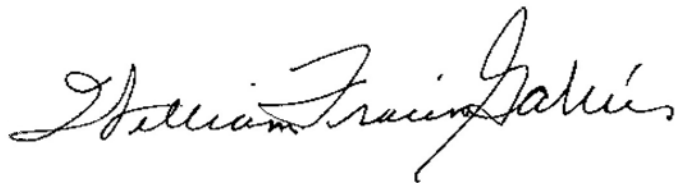
9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 8 Day of July, 2020,
CHRISTINE NORDHAUS , Signature of Authorized Signatory.

THE COMMONWEALTH OF MASSACHUSETTS

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

July 08, 2020 12:43 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**Certificate of Good Standing or Compliance from the Massachusetts
Department of Unemployment Assistance Attestation Form**

Signed under the pains and penalties of perjury, I, Christine Nordhaus, an authorized representative of Littleton Apothecary certify that Littleton Apothecary does not currently have employees and is therefore unable to register with the Massachusetts Department of Unemployment Assistance to obtain a Certificate of Good Standing or Compliance.

Christine Nordhaus
Signature of Agent

7/15/2020
Date

Name: Christine Nordhaus

Title: Owner

Entity: Littleton Apothecary, LLC

**SOLE MEMBER OPERATING AGREEMENT
OF
Littleton Apothecary, LLC**

A Massachusetts Limited Liability Company

THIS OPERATING AGREEMENT ("Agreement") is made and entered into as of July 28, 2020, by and among Littleton Apothecary, LLC a Massachusetts Limited Liability Company (the "Company") and Christine Nordhaus executing this Agreement as the sole member of the Company (the "Member") and hereby states as follows:

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1. Organization.

1. Formation of LLC.

The Member has formed a Massachusetts Limited Liability Company named Littleton Apothecary, LLC by filing the Articles of Organization with the office in the State of Massachusetts on April 3rd 2019. The operation of the Company shall be governed by the terms of this Agreement and the applicable laws of the State of Massachusetts relating to the formation, operation and taxation of a LLC, specifically the provisions under Chapter 156C (Limited Liability Company Act) of the Massachusetts General Laws which set out the guidelines and procedures for the formation and operation of a LLC hereinafter collectively referred to as the "Statutes." To the extent permitted by the Statutes, the terms and provisions of this Agreement shall control in the event there is a conflict between the Statutes and this Agreement.

2. Purposes and Powers.

a) The purposes of the Company shall be:

(i) To operate and Adult-Use Cannabis Retail Establishment and

(ii) To perform or engage in any and all activities and/or businesses for which limited liability companies may be engaged under the Statutes.

b) The Company shall have all powers necessary and convenient to affect any purpose for which it is formed, including all powers granted by the Statutes.

3. Duration.

The Company shall continue in existence until dissolved, liquidated or terminated in accordance with the provisions of this Agreement and, to the extent not otherwise superseded by this Agreement, the Statutes.

4. Registered Office and Resident Agent.

The Registered Office and Resident Agent of the Company shall be as designated in the initial Articles of Organization/Certificate of Organization or any amendment thereof. The Registered Office and/or Resident Agent may be changed from time to time. Any such change shall be made in accordance with the Statutes, or, if different from the Statutes, in accordance with the provisions of this Agreement. If the Resident Agent shall ever resign, the Company shall promptly appoint a successor agent.

5. Capital Contributions and Distributions.

The Member may make such capital contributions (each a "Capital Contribution") in such amounts and at such times as the Member shall determine. The Member shall not be obligated to make any Capital Contributions. The Member may take distributions of the capital from time to time in accordance with the limitations imposed by the Statutes.

6. Books, Records and Accounting.

a) Books and Records. The Company shall maintain complete and accurate books and records of the Company's business and affairs as required by the Statutes and such books and records shall be kept at the Company's Registered Office and shall in all respects be independent of the books, records and transactions of the Member.

b) Fiscal Year; Accounting. The Company's fiscal year shall be the calendar year with an ending month of December.

7. Member's Capital Accounts.

A Capital Account for the Member shall be maintained by the Company. The Member's Capital Account shall reflect the Member's capital contributions and increases for any net income or gain of the Company. The Member's Capital Account shall also reflect decreases for distributions made to the Member and the Member's share of any losses and deductions of the Company.

8. U.S. Federal / Massachusetts State Income Tax Treatment.

The Member intends that the Company, as a single member LLC, shall be taxed as a sole proprietorship in accordance with the provisions of the Internal Revenue Code. Any provisions herein that may cause the Company not to be taxed as a sole proprietorship shall be inoperative.

9. Rights, Powers and Obligations of Member.

a. Authority. Christine Nordhaus, as sole member of the Company, has sole authority and power to act for or on behalf of the Company, to do any act that would be binding on the Company, or incur any expenditures on behalf of the Company.

b. Liability to Third Parties. The Member shall not be liable for the debts, obligations or liabilities of the Company, including under a judgment, decree or order of a court.

- c. Rights, Powers and Obligations of Manager.
- d. The Company is organized as a “member-managed” limited liability company.
- e. The Member is designated as the initial managing member.
- f. Ownership of Company Property.

The Company’s assets shall be deemed owned by the Company as an entity, and the Member shall have no ownership interest in such assets or any portion thereof. Title to any or all such Company assets may be held in the name of the Company, one or more nominees or in “street name”, as the Member may determine.

- g. Other Activities.

Except as limited by the Statutes, the Member may engage in other business ventures of any nature, including, without limitation by specification, the ownership of another business similar to that operated by the Company. The Company shall not have any right or interest in any such independent ventures or to the income and profits derived therefrom.

10. Limitation of Liability; Indemnification.

- a) Limitation of Liability and Indemnification of Member.

- i. The Member (including, for purposes of this Section, any estate, heir, personal representative, receiver, trustee, successor, assignee and/or transferee of the Member) shall not be liable, responsible or accountable, in damages or otherwise, to the Company or any other person for: (i) any act performed, or the omission to perform any act, within the scope of the power and authority conferred on the Member by this agreement and/or by the Statutes except by reason of acts or omissions found by a court of competent jurisdiction upon entry of a final judgment rendered and un-appealable or not timely appealed (“Judicially Determined”) to constitute fraud, gross negligence, recklessness or intentional misconduct; (ii) the termination of the Company and this Agreement pursuant to the terms hereof; (iii) the performance by the Member of, or the omission by the Member to perform, any act which the Member reasonably believed to be consistent with the advice of attorneys, accountants or other professional advisers to the Company with respect to matters relating to the Company, including actions or omissions determined to constitute violations of law but which were not undertaken in bad faith; or (iv) the conduct of any person selected or engaged by the Member.
- ii. The Company, its receivers, trustees, successors, assignees and/or transferees shall indemnify, defend and hold the Member harmless from and against any and all liabilities, damages, losses, costs and expenses of any nature whatsoever, known or unknown, liquidated or unliquidated, that are incurred by the Member (including amounts paid in satisfaction of judgments, in settlement of any action,

suit, demand, investigation, claim or proceeding ("Claim"), as fines or penalties) and from and against all legal or other such costs as well as the expenses of investigating or defending against any Claim or threatened or anticipated Claim arising out of, connected with or relating to this Agreement, the Company or its business affairs in any way; provided, that the conduct of the Member which gave rise to the action against the Member is indemnifiable under the standards set forth in Section 10(a)(i).

- iii. Upon application, the Member shall be entitled to receive advances to cover the costs of defending or settling any Claim or any threatened or anticipated Claim against the Member that may be subject to indemnification hereunder upon receipt by the Company of any undertaking by or on behalf of the Member to repay such advances to the Company, without interest, if the Member is Judicially Determined not to be entitled to indemnification.
- iv. All rights of the Member to indemnification under this Section 10(a) shall (i) be cumulative of, and in addition to, any right to which the Member may be entitled to by contract or as a matter of law or equity, and (ii) survive the dissolution, liquidation or termination of the Company as well as the death, removal, incompetency or insolvency of the Member.
- v. The termination of any Claim or threatened Claim against the Member by judgment, order, settlement or upon a plea of *nolo contendere* or its equivalent shall not, of itself, cause the Member not to be entitled to indemnification as provided herein unless and until Judicially Determined to not be so entitled.

11. Death, Disability, Dissolution.

- a. Death of Member. Upon the death of the Member, the Company shall be dissolved. By separate written documentation, the Member shall designate and appoint the individual who will wind down the Company's business and transfer or distribute the Member's Interests and Capital Account as designated by the Member or as may otherwise be required by law.
- b. Disability of Member. Upon the disability of a Member, the Member may continue to act as Manager hereunder or appoint a person to so serve until the Member's Interests and Capital Account of the Member have been transferred or distributed.
- c. Dissolution. The Company shall dissolve and its affairs shall be wound up on the first to occur of:
 - i. At a time, or upon the occurrence of an event specified in the Articles of Organization or this Agreement.
 - ii. The determination by the Member that the Company shall be dissolved.

12. Miscellaneous Provisions.

- a. Article Headings. The Article headings and numbers contained in this Agreement have been inserted only as a matter of convenience and for reference, and in no way shall be

construed to define, limit or describe the scope or intent of any provision of this Agreement.

- b. Entire Agreement. This Agreement constitutes the entire agreement between the Member and the Company. This Agreement supersedes any and all other agreements, either oral or written, between said parties with respect to the subject matter hereof.
- c. Severability. The invalidity or unenforceability of any particular provision of this Agreement shall not affect the other provisions hereof, and this Agreement shall be construed in all respects as if such invalid or unenforceable provisions were omitted.
- d. Amendment. This Agreement may be amended or revoked at any time by a written document executed by the Member.
- e. Binding Effect. Subject to the provisions of this Agreement relating to transferability, this Agreement will be binding upon and shall inure to the benefit of the parties, and their respective distributees, heirs, successors and assigns.
- f. Governing Law. This Agreement is being executed and delivered in the State of Massachusetts and shall be governed by, construed and enforced in accordance with the laws of the State of Massachusetts.

IN WITNESS WHEREOF, the Member has hereunto set such Member's hand as of the day and year first above written.

Littleton Apothecary, LLC

Managing Member's Signature: **Scanned, notarized signature on
following page**

Print Name: Christine Nordhaus

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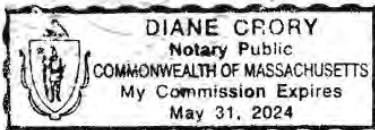
Littleton Apothecary, LLC

Managing Member's Signature: _____

Christine Nordhaus

Print Name: Christine Nordhaus

July 29, 2020
Diane Crory



Mass. A.L.C. Provided
Exp. 8/31/21



BUSINESS PLAN

JULY 2020

CHRISTINE NORDHAUS

PROPRIETOR

160 AYER ROAD, LITTLETON

LITTLETONAPOTHECARY@GMAIL.COM

The Business Plan of Littleton Apothecary, LLC, is proprietary and confidential. The information and intellectual property contained herein, as well as any reference to same contained in any other documentation, is the property of Littleton Apothecary, LLC, and protected by Massachusetts General Law, Chapter 4, Section 7(26)(h) and Massachusetts General Law, Chapter 4, Section 7(26)(n). Acceptance of this document creates a binding obligation to these restrictions and limitations.

EXECUTIVE SUMMARY

Littleton Apothecary, LLC
160 Ayer Road
Littleton, MA 01460
littletonapothecary@gmail.com

Littleton Apothecary, a recreational cannabis shop, is a place of compassion and education for the sale of high-quality, locally-sourced, premium cannabis and cannabis-infused products. We strive to make first-time customers forever customers. In addition to the best cannabis money can buy, Littleton Apothecary will stock its shelves with a well-rounded inventory of ethically-sourced hemp apparel, cannabis literature and cookbooks, locally-crafted cannabis accessories, local art, and more. Every product offered at Littleton Apothecary will support our signature motto, “#allbetter,” which creates an endorsing statement of our dedication to philanthropic giving to the community of Littleton.

Littleton Apothecary will cater to adults interested in shopping in a carefully curated, comfortable environment. We pursue local consumers with a conscience. Our target market is increasingly interested in shopping mission-oriented businesses offering locally-sourced products. The smashing success of our local Whole Foods makes this more than just an idea. Ours will be an artisanal shop with a relaxing and grown-up vibe.

There will be stiff competition. Recreational cannabis shops are now open in Ayer and Lowell. Littleton and Maynard shops will be next. Littleton Apothecary will set itself apart with solid branding, exceptional products, and the kindest, most approachable staff around.

Littleton Apothecary has created a strong financial model that supports a sustainable long-term business. Fundraising for startup costs is complete, and covers build out, security, professional services, employee training, and operating capital. In its first year of operation, Littleton Apothecary will create new local jobs generating more than \$300,000 in salaries and wages. Over the first five years, that figure will grow to approximately \$2.5 million. Littleton Apothecary projects annual net income in the range of 18-21% of revenues over the first five years of operations. Our sales will translate to significant tax revenues to the Town of Littleton and the Commonwealth of Massachusetts.

Littleton Apothecary is managed by Christine Nordhaus. Christine is experienced in start-up environments, directing operations across a variety of disciplines. Her experience in banking parallels cannabis retail: both industries are highly regulated and require strict adherence to security protocols and monitoring; and both require handling, oversight, and reconciliation of large volumes of cash.

Littleton Apothecary's profits will be dedicated to funding The Littleton Project, a nonprofit 501(c)(3) foundation. Once fully endowed, The Littleton Project will distribute up to \$150,000 a year in grants to civic organizations, nonprofits, small businesses and individuals who align themselves with the overarching ideal of Littleton Apothecary:

We all do better when we all do better.

EXECUTIVE SUMMARY

This ideal applies broadly to the people of Littleton and specifically to the management and operations of Littleton Apothecary. Christine will create a culture of inclusion, open mindedness, and cooperation with Littleton Apothecary's staff. With these as the foundational tenets of Littleton Apothecary, our customers will be part of our mission. We will offer a truly warm, friendly, community-minded retail establishment. Ours is a place of sincere welcome, offering compassion and information without judgment.

THE LITTLETON PROJECT

Christine Nordhaus has worked extensively as a volunteer in Littleton and in nonprofit environments. So many people, businesses, and groups in Littleton have fantastic ideas. These groups have the will and people-power to bring projects to life and see them through to fruition. Too often, however, Christine has seen altruism and idealism fade for the same reason: a lack of funding.

The Town of Littleton itself is often hesitant to bring meaningful improvements to town because our representatives are dedicated to keeping our tax burden as low as possible. This lack of funding for so many exciting, fun, beautiful, enriching, and inspired community-building ideas is the driving force behind the creation of Littleton Apothecary.

Christine knows that, as a mother and volunteer, there is only so much she and her family can give to their town. The financial opportunity the burgeoning Massachusetts Cannabis Industry has created may never again present itself. Littleton Apothecary is poised to capture this opportunity and set it aside for Littleton in The Littleton Project.

The Littleton Project (TLP) will receive Littleton Apothecary's profits and award grants to applicants in Littleton based on their project's ability to create a positive impact in town. Each project selected for funding will "pay it forward" by creating something that will enrich the lives of everyone in Littleton.

The Littleton Project is a nonprofit foundation operated by a Board of Directors comprised of Littleton residents and community leaders. TLP is governed by a set of bylaws in compliance with Massachusetts and Federal law.

TLP will welcome grant applications from Littleton residents, nonprofits, civic organizations, and businesses. TLP's Board of Directors will create the guidelines and criteria for the submission process. Once applications are received, TLP's Board of Directors will award grants based upon the showing of future positive impact of the applicant's project on the lives of Littleton residents.

Littleton Apothecary will endow TLP using the following structure until fully endowed at \$3,000,000.00:

- Net Profits of: \$1-\$500,000: 5% will endow TLP
- Net Profits of: \$500,001+: 100% will endow TLP

A \$3,000,000.00 endowment ensures TLP's ability to award \$150,000 in grants per year to the people who love Littleton as much as Christine.

In addition to endowing The Littleton Project, Littleton Apothecary will share its model with any entity looking to duplicate this idea in their own communities. This is an opportunity to build and revitalize communities across Massachusetts and, as cannabis legalization spreads, a chance to improve lives across our entire country. Christine seeks to mentor residents from areas disproportionately affected by the war on drugs - in Massachusetts and beyond— as a way to help revitalize these communities.

LITTLETON APOTHECARY, LLC OVERVIEW

Legal Structure and Ownership

Littleton Apothecary is registered with the Massachusetts Secretary of State as a Limited Liability Corporation. Littleton Apothecary is a sole proprietorship. Christine Nordhaus fully owns the rights, benefits, and risks of this LLC.

Location

Littleton Apothecary is located at 160 Ayer Road in Littleton, Massachusetts.

Management

Christine Nordhaus possesses an unusual combination of skills. She has distinguished herself as an operational powerhouse with the unlikely combination of banking, startup and nonprofit experience. Her mastery in navigating the complexities of regulatory systems coupled with a particularly specialized command of logistical management make her uniquely qualified to create and smoothly operate an establishment any town would feel secure hosting. This model, however, is for Littleton. As a steward of Littleton's values, Christine is steadfast in her commitment to good citizenship, and devoted to the welfare of her community.

Christine has deep roots in Littleton and a proven track record of volunteerism and contribution to her community. She served on the Littleton Agricultural Commission for three years and served Littleton Schools for nine years as a School Council member at Shaker Lane and Russell Street Schools. Her children attended school here, are Boy Scouts, musicians, tutors and volunteers at various town, civic, and nonprofit organizations and events. The peace, safety, and character of Littleton is profoundly important to Christine.

Many are skeptical - even frightened - of the prospect of cannabis shops opening in Littleton. Christine is undaunted. Her life and experiences have provided her with the skills, passion and determination to create something that will truly benefit the town of Littleton. She is passionate about bringing her community along on this journey, and committed to helping Littleton benefit through the participation of The Littleton Project.

Company Profile

Littleton Apothecary, a recreational cannabis store, will stock its shelves with cannabis and cannabis-infused products, along with accessories, hemp-based clothing and apparel that endorses #AllBetter and other feel-good mottos. Littleton Apothecary's profits will be dedicated to funding The Littleton Project.

Company History

Littleton Apothecary began with a visit to a Seattle cannabis retail shop in 2015. As an uninitiated middle-aged woman, Christine was surprised at the comfortable, welcoming environment. The shop's staff were bright and helpful, offering educational materials and information. Her idea for an educational nonprofit cannabis shop was sparked the following year when cannabis became legal in the Commonwealth of Massachusetts.

Christine spent the intervening years building and running a nonprofit hunger relief farm in Littleton. Two of her friends - also volunteers on the farm - were diagnosed with cancer. Christine

LITTLETON APOTHECARY, LLC OVERVIEW

worked with neighbors who were growing cannabis for their personal use and learned how to make cannabis infused chocolates for her sick friends. When she witnessed the astonishing benefits and relief they experienced from this simple, yet powerful plant, she was inspired to look seriously at the idea of opening the shop she'd been creating in her mind for years.

She connected with friends and knowledgeable acquaintances. Fueled by the passion of creating a shop to truly serve her community of Littleton, Christine met with Littleton's Chief of Police, local elected officials and explored potential shop locations. She attended cannabis industry conferences and workshops, scoured the permitting bylaws and regulations, and gained the confidence to reach out to established professionals in the cannabis industry to cultivate relationships. With legal expertise and guidance, Christine was able to create an unparalleled team of advisors and mentors.

At a Thanksgiving dinner in 2018, Christine's friends and family brainstormed ideas for shop names. They settled on "Littleton Apothecary" as the name for the shop. The nostalgic revival of the word "apothecary" and the nod to Littleton's business history was the first concrete step in making her dream a reality.

PRODUCTS

Littleton Apothecary will offer a full line of cannabis products obtained from licensed Massachusetts cultivators and manufacturers and allowable for sale in Massachusetts as set forth in 935 CMR 500.000. Littleton Apothecary will also sell cannabis accessories. Definitions of cannabis product terms can be found below.

Flower: A general term that refers to the smokable, trichome-covered part of a female cannabis plant. Flower is the most popular form of cannabis due to its versatility, offering numerous consumption methods, such as being smoked using a pipe or bong, or by rolling it in a joint or blunt.

Concentrate: A concentrate is any type of cannabis product that is refined from flowers into a more purified and potent form. A concentrate can refer to any form of hash (pressed hash or water hash), kief, or hash oil (CO2, BHO, shatter, budder, wax etc.).

Edible: Any food that is infused with cannabinoids. Cannabis edibles can be made into brownies, cookie dough, pasta and more. Any recipe that calls for butter or oil can be readily infused with cannabis. Edibles and their cannabinoids are processed differently than inhaled cannabis. The cannabinoids of an edible enter the bloodstream through the stomach and liver, which incurs a longer effect time before its effects can be felt. This process also draws out the edible's intoxicating effects, sometimes causing them to last between four to six hours.

Pre-Roll: A pre-roll is a joint or blunt of marijuana that was prepared before its intended time of consumption.

Tincture: A tincture is made by dissolving a drug in alcohol. Cannabis Tinctures contain a range of cannabinoids and are administered orally, sublingually, or in tandem with a beverage. Tinctures are often packaged in small glass bottles with droppers as caps for convenient dosing to allow users a method of consumption that doesn't require combustion or inhalation.

Topical: A lotion or ointment that is applied directly to a part of the body. Topicals are utilized for fast-acting localized relief of inflammation and pain. Cannabis topicals are typically non-intoxicating, which allows patients to enjoy the plant's therapeutic effects without THC's attendant psychoactivity. This growing category of cannabis treatments has expanded to include transdermal solutions as well as lubricants, often including essential oils such as clove and wintergreen for additional relief.

Marijuana Accessories: Equipment, products, devices or materials of any kind that are intended or designed for use in ingesting, inhaling or otherwise introducing marijuana into the human body.

Definition Sources:

<https://www.coloradopotguide.com/marijuana-glossary/>

<https://www.leafly.com/news/strains-products/massachusetts-cannabis-product-guide>

<https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXV/Chapter94G/Section1>

<https://weedmaps.com/learn/dictionary/>

MARKET SIZE & DEVELOPMENT

Like many in the nascent Massachusetts Cannabis Industry, we look to Colorado for market research. Adult-Use Cannabis has been legal in Colorado since 2014. This mature market provides an excellent tool for forecasting and studying developments in Massachusetts.

Massachusetts is more populous than Colorado. Our residents are slightly older, more highly educated and enjoy a higher standard of living than Coloradans. Nevertheless, Colorado sets the bar for all states in terms of Cannabis regulation, research and education. We turn to Colorado industry data to form our market research.

Demographics	Colorado	Massachusetts
Population	5,695,564	6,902,149
Median Income	\$65,458	\$74,167
Median Age	36.4	39.4
Education (4-year degree+)	39.4%	42.1%
Cannabis Legalization	2012	2016

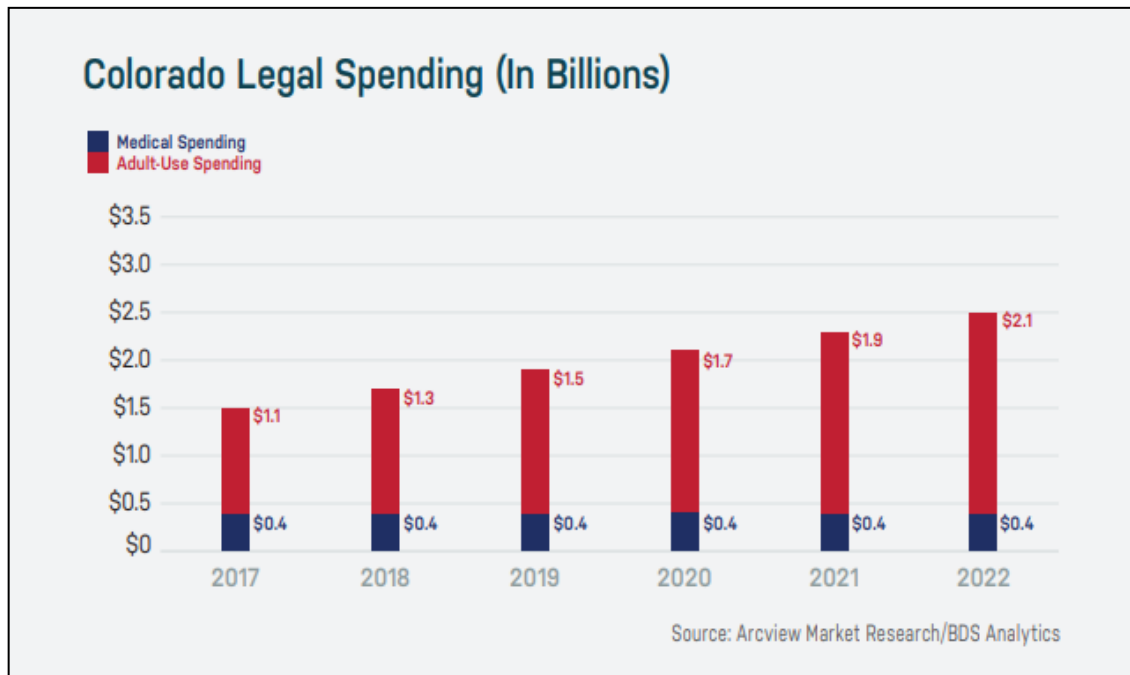
Source: <https://www.census.gov>, <http://worldpopulationreview.com/states>

For the purpose of identifying our Total Addressable Market (TAM), we looked at Littleton and seven surrounding towns that have Cannabis Retail bans in effect as our Total Available Market (TAM): Acton, Concord, Chelmsford, Boxborough, Groton, West Concord, and Westford. Median incomes, ages and education levels in these communities are all higher than the Massachusetts median; individually and on average.

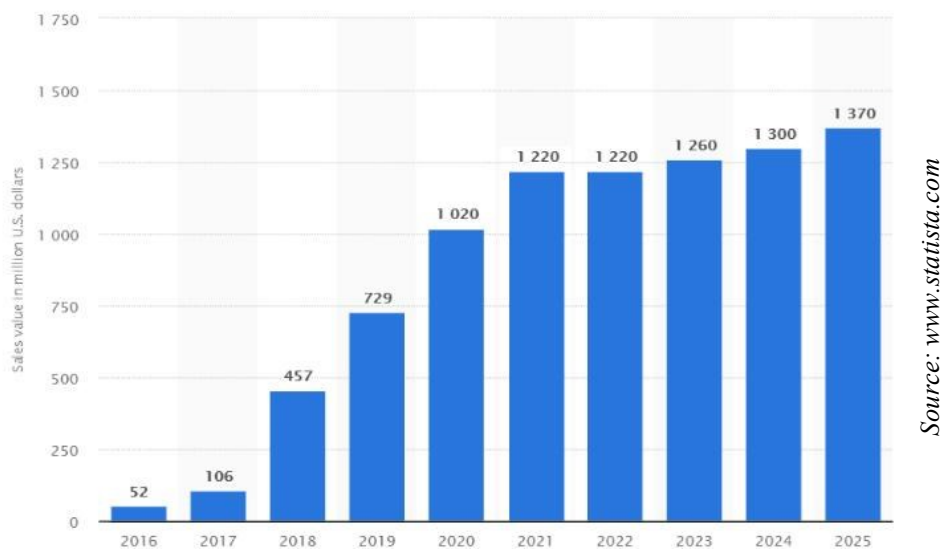
Demographics	Massachusetts	Our 8 Towns
Median Income	\$74,167	\$126,226
Median Age	39.4	43.4
Education (4-year degree+)	42.1%	65.35%

Source: <http://www.towncharts.com/Massachusetts>

Comparison of Colorado and Massachusetts Cannabis Spending



Forecast of marijuana sales value in Massachusetts from 2016 to 2025 (in million U.S. dollars)



Massachusetts' population is between Colorado's and Washington, which sold 1.5 billion dollars worth of cannabis and 1.3 billion dollars, respectively. Based on population alone, Massachusetts should expect to sell at least 1.3-1.5 billion dollars worth of cannabis when the regulated industry is all the way up and running. That projection is higher than the \$1.1 billion that at least one estimate has predicted in Massachusetts by 2020, but all of those projections could prove to be too conservative. (source: www.green-flower.com)

Projections for the size of Massachusetts' retail cannabis market are easily compared to those of Colorado. With that in mind, we calculated our Segmented Available Market (SAM) the following way:

Per Capita expenditure in Colorado for retail cannabis was \$16.49/month in 2016¹. Using that value and the relative projected size of the Massachusetts consumer market, we calculated the per capita expenditure in Massachusetts to be \$15.79/month. Given this figure, our TAM is \$2,152,634/month; \$25,831,619 annually. A 5% capture of that market (Share of Market or SOM) is \$107,632/month or \$1,291,580 annually.

Given the demographics of our TAM (highly educated, mature, with disposable income), Littleton Apothecary identifies our Share of Market (SOM) as adults who vote with their wallets. They shop small and local, and are interested in quality and value. Some of our customers will be first-time cannabis users looking for a recreational alternative to alcohol or considering cannabis for a variety of wellness applications. These customers will enjoy our educational, comfortable, judgement-free shop, staffed by knowledgeable locals who can answer any question. Other customers will be experienced users seeking a curated, boutique-like shopping experience, where they can purchase a wide variety of locally-sourced, sustainably-grown craft cannabis. Based on generally accepted data about Millennial shopping habits, we know this powerful market segment will be drawn to our mission.

¹Market Size and Demand in for Marijuana in Colorado 2017: Market Update Prepared for the Colorado Department of Revenue. *University of Colorado, Leeds School of Business*

BRAND DIFFERENTIATION

Littleton Apothecary welcomes adult customers interested in carefully curated products in a welcoming environment. Our target market is increasingly drawn to shopping at locally-owned, mission-oriented businesses stocking locally-sourced products. Littleton Apothecary will impress its customers with its relaxing and refined environment. In addition to a wide variety of cannabis products and accessories, Littleton Apothecary will offer hemp apparel, books, locally-crafted accessories, arts and crafts from local artists, and more.

Good Old Fashioned Customer Service with High-Tech Flexibility

The once-ubiquitous small-town, owner-operated retail shop is nearly a thing of the past. The cannabis retail industry, however, is just now being invented in Massachusetts. This gives Littleton Apothecary the opportunity to re-create everything we love about small, locally-owned shops while employing 21st century technology to flexibly respond to a rapidly evolving modern marketplace.

Littleton Apothecary will employ an omnichannel retail management strategy to engage with our customers across multiple platforms. Our Point-of-Sale software package from IndicaOnline interfaces seamlessly, in real time, with the Massachusetts-required METRC Seed-to-Sale inventory tracking software. These powerful platforms give Littleton Apothecary a variety of ways to connect with our customers while providing our customers with effortless, multi-platform purchasing options.

Our customers will have the option to order online, schedule in-store pick-ups, and then drop into the shop to complete their purchases. IndicaOnline will interface with METRC to account for these changes to inventory and update in-store menu kiosks and digital displays in real time. We can create customer check-ins, digital queuing and instantly update advertising across all platforms.

These combined software packages will integrate with all of our Point-of-Sale hardware (barcode scanners, scales, cash registers) and generate state-compliant labels and receipts.

Behind the scenes, Littleton Apothecary will utilize these tools to track purchasing trends, generate sms/email marketing campaigns based on individual customer preferences, manage staff time tracking and permissions, track vendors, and generate compliance reports designed to meet the specific reporting requirements of the Commonwealth of Massachusetts.

This high-tech approach will create a customer experience that will feel streamlined and efficient, allowing Littleton Apothecary the time to do what it does best: provide good old-fashioned, personal, small-town customer service.

All for Littleton

In the formation of this business plan and its ultimate mission, the endowment of The Littleton Project, everything we do at Littleton Apothecary revolves around giving back in real and measurable ways to our town. This goal starts with the culture of Littleton Apothecary. Christine will create a culture of inclusion, open mindedness and cooperation in partnership with Littleton Apothecary's staff. With these as the foundational guides of Littleton Apothecary, our customers will feel like they are part of our "#Allbetter" savoir faire.

BRAND DIFFERENTIATION

Littleton Apothecary will offer a truly warm, friendly, ethical, community-minded retail establishment that respects its customers' privacy while sharing educational information without judgment. First time cannabis users will find the answers they need in a place of welcome.

Littleton Apothecary is invested in the enrichment of our community through the work of The Littleton Project. In Littleton, we know we can all contribute to each other's lives in powerful and creative ways.

FINANCIAL SUMMARY

Littleton Apothecary has created a strong financial model founded in the principles outlined throughout the business plan. Built with the expertise of local finance and accounting professionals, the model supports a sustainable, long-term business that will bear fruit for years to come; to the benefit of our investors, owners, customers, and community.

The business will be initially funded by total investments of \$400,000. This will include facility build-out/improvements of \$104,000 and start-up costs of \$130,000, leaving \$166,000 for working capital (including product inventory). Littleton Apothecary raised the \$400,000 largely through personal savings and local investors.

Facility Build-Out/Improvements:

Fixtures & storefront	\$ 28,000
Security	\$ 25,000
Backup power	\$ 15,000
Signage & exterior	\$ 11,000
Electrical	\$ 10,000
Lighting	\$ 10,000
Engineering/code compliance	\$ 5,000
	<u>\$ 104,000</u>

Start-up Costs:

Professional services	\$ 25,000
Facility & utilities	\$ 21,200
Employment costs (training, background checks, etc.)	\$ 17,500
Initial opening - additional security, etc.	\$ 15,000
Marketing	\$ 15,000
Computers & software	\$ 13,000
Insurance & bond	\$ 10,000
Licenses & registrations	\$ 10,000
Other	\$ 3,300
	<u>\$ 130,000</u>

Littleton Apothecary expects a reasonable capture of the TAM (as outlined earlier in the Market Size and Development section), driving daily transaction volume of ~200 per day within the first year of operations and increasing to ~400 per day within the first five years of operations.

MARKETING

Proprietary Branding

The heart of our branding is the idea of “#Allbetter.” Across every platform and in all engagements we will share this message of positivity and health.

The cannabis plant itself has two predominant strains, i.e., *sativa* and *indica*. Generally, *sativa* strains tend to provide more invigorating, uplifting cerebral effects. *Indica* strains are believed to have more sedative properties. Many hybrid *sativa/indica* varieties have been developed that blend desired effects for even a greater variety of offerings for cannabis users.

We will employ a product classification system for helping our customers understand and identify the expected effects of particular products. Working from specific profiles provided by independent testing labs, we’ll be able to classify every product that comes into our store and sort it into categories for our menus.

Littleton Apothecary’s product classification system will educate our customers and help them to find exactly what they’re looking for.

Sativa-predominant labels

ELEVATE

SPARK

STIMULATE

Indica-predominant labels

REMEDY

CALM

SOOTHE

CONCLUSION

The story of Littleton Apothecary began with heartache and love.

My friends got sick. It was cancer. The ravages of treatment and the pain it caused took a terrible toll on their lives. One friend died, leaving behind his beloved wife and two teenage children. The other battles on, making the very most of her time with her daughter and husband. These people are from Littleton, raising their families here like I am. Our kids are friends. To me, they *are* Littleton.

I witnessed firsthand the astonishing ability of cannabis to ease the suffering my friends endured. Moved to do more, I have dedicated my time and talents to increasing the availability of this incredible plant to adults capable of making their own choices; to use cannabis however they choose.

I firmly believe the financial opportunity cannabis presents should serve all the people of Littleton. Through job creation and excise taxes, the community of Littleton will be served. The Littleton Project, however, takes this idea far beyond economic development to a place of creativity and hope.

The idea of using the profits of Littleton Apothecary to serve my town was with me from the beginning. Through all of our volunteer work, my family and I have learned what incredible good Littleton people are capable of when we work together. We truly do enrich each other's lives. Through endowing The Littleton Project, we will put this money to work in Littleton. We can make a close-knit community even closer. We can enrich each other's lives more with every project and idea The Littleton Project funds.

I have always worked hard for Littleton and, for as long as I am able, I always will.

For Littleton.

A handwritten signature in black ink, appearing to read "Chris", with a stylized flourish at the end.

OPERATIONS PROFILE

1. EDUCATIONAL MATERIALS SAMPLE
2. SECURITY
3. REPORTING & RECORDKEEPING
4. DISPENSING PROCEDURES
5. INVENTORY CONTROL & STORAGE
6. PERSONNEL POLICY & EMPLOYEE TRAINING
7. SUPPLIER LETTERS OF INTENT

An example educational information Littleton Apothecary will provide with all purchases

SAFE CONSUMPTION OF CANNABIS PRODUCTS: FACTS & YOUR HEALTH

Last updated 1/5/18 and may be updated periodically.

Cannabis is a plant with three sub-varieties known as cannabis sativa, cannabis indica, and cannabis ruderalis. Cannabis can be consumed in many ways such as smoking, edibles, drinks, tinctures, oils or butter.

WHAT IS THE DIFFERENCE BETWEEN MEDICAL CANNABIS & ADULT USE CANNABIS?

Medical cannabis is cannabis used to treat the symptoms of serious medical conditions such as cancer, epilepsy, glaucoma, HIV/AIDS and severe pain. Adult use cannabis is for personal use unrelated to the treatment of medical conditions. The laws for cannabis use in California differ based on the type of use.

SHOULD I DRIVE IF I CONSUME CANNABIS PRODUCTS?

Cannabis use impairs driving skills, putting drivers, passengers, and others at risk for an accident.

WILL SMOKING CANNABIS HAVE A DIFFERENT EFFECT THAN CONSUMING AN EDIBLE PRODUCT?

The effects from smoking cannabis can often be felt right away. The effects from eating or drinking cannabis, however, can take thirty minutes to hours to develop, and then last longer. The effects for both edibles and smoking can depend on how much tetrahydrocannabinol (THC) you consumed, the amount and type of other foods consumed, and if you also drank alcohol or used other drugs.



PLEASE CONSUME RESPONSIBLY



CANNABIS EDIBLES

are food or drink items made with cannabis or cannabis oils.



START LOW.

When using cannabis edibles, you may want to start with a small serving of the product.



GO SLOW.

You may feel fine for several hours after consuming a cannabis edible, and then suddenly feel very high. Don't eat or drink more of a cannabis product until you have waited at least 2-4 hours.



DO NOT GIVE CANNABIS TO ANYONE UNDER 21 YEARS OLD WITHOUT A PHYSICIAN RECOMMENDATION.



STORE AWAY SAFELY.

Lock it up and out of reach from children and pets.



AVOID IF YOU ARE PREGNANT OR BREASTFEEDING.

Consuming cannabis can harm the health of your baby and is not recommended for women who are pregnant or breastfeeding, or who plan to become pregnant soon.

1ST TIME USING? BE CAUTIOUS!

Consuming too much cannabis product at once may lead to unwanted physical and/or mental effects:



extreme confusion
anxiety
panic
paranoia
hallucinations

delusions
increased blood pressure
fast heart rate
severe nausea
vomiting

If you or someone you know has any of the symptoms above, call the **Poison Control Hotline at 1 (800) 222-1222** for free, fast, expert help anytime. If the symptoms are severe, call 911 or go to an emergency room.



DONALD E LUDWIG, LUTC
Agent

Cannabis Control Commission
Union Station, 2 Washington Square
Worcester, MA 01604

RE: Littleton Apothecary LLC

Please be informed that the above referenced applicant has made formal application through our general brokerage for general liability and product liability insurance with minimum limits of \$1,000,000 per occurrence, and \$2,000,000 annual aggregate, and application for additional excess liability limits. In accordance with 935 CMR 500.101(1); 935 CMR 500.105(10), the deductible for each policy can be no higher than \$5,000 per occurrence. The below underwriters have received this application and are expecting to provide proposals within the coming weeks. We look forward to providing liability coverage to Littleton Apothecary LLC through the following carriers as soon as a bindable proposal is available.

United National Insurance Company
James River Insurance Company

Sincerely,

Donald E. Ludwig
Agent
MA Insurance License # 1867630

978.467.1001 (W) • 855.978.5629 (F) • donald.ludwig@american-national.com

25 Stow Rd. Unit A • Boxborough, MA • 01719

<http://an.insure/donaldludwig>

RESTRICTING ACCESS TO AGE 21 AND OLDER _____



Zoning-compliant, state-mandated signage reading, “No Admittance to Persons Under 21 Years of Age” will be highly visible on exterior of shop.

Security personnel will be stationed outside the shop with Intellicheck scanners. No one under the age of 21 will be permitted inside any part of Littleton Apothecary, not even owner or employee children, or babies-in-arms.

Our security personnel are highly trained in de-escalation techniques.

If a person provides a form of identification not deemed valid by security and/or incapable of being verified by the Intellicheck Scanner, the person will be instructed to leave by security personnel. If the person will not leave the premises willingly, Littleton Police will be called to assist.

Every employee of Littleton Apothecary will be trained with state-mandated Responsible Vendor Training, which includes:

- Best practices for prevention of sales to minors
- What forms of identification are acceptable
- How to check identification
- Spotting false identification
- Common mistakes on verification
- Provisions for confiscating fraudulent identification

Additionally, security personnel will enforce Littleton Apothecary’s anti-loitering policy.

Littleton Apothecary (“The Company”) is a marijuana establishment as defined by 935 CMR 500.002. The Company sets forth the following policies and procedures for restricting access to marijuana and marijuana infused products to individuals over the age of twenty-one (21) pursuant to 935 CMR 500.105

Pursuant to 935 CMR 500.30, Littleton Apothecary will only employ marijuana establishment agents who are at least twenty-one (21) years old.

Littleton Apothecary will only allow visitors, age twenty-one (21) or older, at the Company's facilities. The Company defines visitors in accordance with the Commission's definitions at 935 CMR 500.002. The Company will designate an authorized agent to check the identification of all visitors entering the Company's facilities and entry shall only be granted to those aged twenty-one (21) or older. Acceptable forms of currently valid identification include:

- a) A motor vehicle license;
- b) A liquor purchase identification card;
- c) A government-issued identification card;
- d) A government-issued passport; and
- e) A United States-issued military identification card.

QUALITY CONTROL & TESTING

Littleton Apothecary will not sell, provide, or otherwise market any product that has not been tested by an Independent Testing Laboratory under compliance with protocols established by the Commission in M.G.L. c. 94 § 15.

If Littleton Apothecary receives notice that a product contains contaminant levels above acceptable limits it will notify the Commission within 72 hours with information about the products that are contaminated, a plan for the destruction of the contaminated product, and a plan to determine the source of the contamination, if applicable, in accordance with 900 CMR 500.160(3).

All recyclables and waste, including organic waste composed of, or containing cannabis and cannabis products, while on the premises of Littleton Apothecary, will be stored in a separate, locked compartment within our access-controlled Secure Storage room in accordance with 900 CMR 500.105(11-12), as well as any other applicable state and local statutes and regulations.

All exterior waste receptacles located on Littleton Apothecary's premises that may contain cannabis or cannabis products that have been rendered unusable, will be locked and secured in a fashion which prevents any unauthorized access, in accordance with 900 CMR 500.105(12)(a)

Organic Material, recyclable material, and solid waste generated at Littleton Apothecary shall be disposed of or redirected as follows:

Organic and recyclable materials will be redirected from disposal in accordance with waste disposal bans described in 310 CMR 19.017. To the greatest extent feasible, recyclable material will be recycled in a manner approved by the Commission.

Any organic waste material containing cannabis or cannabis products, as defined in 310 CMR 16.02, will be ground up and mixed with other organic material such that the resulting mixture renders the Marijuana unusable for its original purpose. Once this material has been rendered unusable, to the greatest extent feasible, it will be composted according to guidelines in 935 CMR 500.105(12)(c)(2).

Any solid waste containing cannabis or cannabis products will be ground up and mixed with other solid waste, such that the resulting mixture renders the Marijuana unusable for its original purpose, in accordance with 935 CMR 500.105(12)(c)(3) Once this waste has been rendered unusable it will be brought to a transfer facility that holds a valid permit with Mass DEP.

In the event of liquid waste, amounts will be small enough to be rendered unusable (mixed into kitty litter) and disposed of as above.

In accordance with 935 CMR 500.105(12)(d): at least two Littleton Apothecary agents will witness and document how the waste or organic material is handled and disposed of. Littleton Apothecary will create and maintain an electronic record of the date, type and quantity disposed of, the manner of disposal, and the names of the employees present during the handling. Littleton Apothecary will keep these records for at least three years, or as long as necessary pursuant to any enforcement action.

QUALITY CONTROL & TESTING

Littleton Apothecary (“LA”) shall implement a written policy for responding to laboratory results that indicate contaminant levels that are above acceptable levels established in DPH protocols identified in 935 CMR 500.160(1) and subsequent notification to the Commission of such results. Results of any tests will be maintained by LA for at least one year. All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to LA by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). LA shall never sell or market adult use marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

LA’s policies include requirements for handling of marijuana, pursuant to 935 CMR 500.105(3), including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; clean floors, walls and ceilings; sanitary building fixtures; sufficient water supply and plumbing; and storage facilities that prevent contamination. All LA staff will be trained and ensure that marijuana and marijuana products are handled with the appropriate food handling and sanitation standards. LA will ensure the proper equipment and storage materials, including adequate and convenient hand washing facilities; food-grade stainless steel tables; and temperature- and humidity- control storage units, refrigerators, and freezers.

LA’s Director of Compliance will provide quality control oversight over all marijuana products purchased from wholesale suppliers and sold to licensed adult-use cannabis retail establishments within the Commonwealth of Massachusetts. All LA staff will immediately notify the Director of Compliance of any actual or potential quality control issues, including marijuana product quality, facility cleanliness/sterility, tool equipment functionality, and storage conditions. All issues with marijuana products or the facility will be investigated and immediately rectified by the Director of Compliance, including measures taken, if necessary, to contain and dispose of unsafe products. The Director of Compliance will closely monitor product quality and consistency, and ensure expired products are removed and disposed.

All LA staff will receive relevant quality assurance training and provide quality assurance screening of marijuana flower, to ensure it is well cured and free of seeds, stems, dirt, and contamination, as specified in 935 CMR 500.105(3)(a), and meets the highest quality standards. All staff will wear gloves when handling marijuana and marijuana products, and exercise frequent hand washing and personal cleanliness, as specified in 935 CMR 500.105(2). Marijuana products will be processed in a secure access area of LA.

LA management and inventory staff will continuously monitor quality assurance of marijuana products and processes, and prevent and/or mitigate any deficiencies, contamination, or other issues which could harm product safety.

QUALITY CONTROL & TESTING

Any spoiled, contaminated, dirty, spilled, or returned marijuana products are considered marijuana waste and will follow LA procedures for marijuana waste disposal, in accordance with 935 CMR 500.105(12). Marijuana waste will be regularly collected and stored in the secure-access, locked inventory vault.

Pursuant to 935 CMR 500.105(1 1)(a)-(e), LA shall provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. LA will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. LA storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The LA storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

All testing results will be maintained by LA for no less than one year in accordance with 935 CMR 500.160(3).

Pursuant to 935 CMR 500.160(9), no marijuana product shall be sold or marketed for sale that has not first been tested and deemed to comply with the Independent Testing Laboratory standards.

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS ---

Littleton Apothecary hopes to offer the highest starting wages for Cannabis retail agents in Massachusetts. Littleton Apothecary's owner will strive for full transparency and accessibility and foster a work ethic that focuses on Littleton Apothecary's community-driven mission.

Personnel Records

Littleton Apothecary will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning employees, including registration status and background check records. Personnel records will be kept in a secure location or secure digital storage to maintain confidentiality and will only be accessible by Littleton Apothecary Executive management and a contracted Human Resources agency.

Littleton Apothecary will keep, at a minimum, the following personnel records:

- Job descriptions for each employee, as well as organizational charts consistent with the job descriptions.
- A personnel record for each employee and/or agent.
- A staffing plan that demonstrates safe staffing levels during business hours.
- All background check reports obtained in accordance with 935 CMR 500.030

Confidentiality

All personnel records created or received by the Littleton Apothecary shall be assumed to be confidential and will be stored in a secure location or secure digital storage accessible only to the Executive management of Littleton Apothecary and a contracted Human Resources agency.

These records will only be released to specific parties and under specific circumstances, such as:

- If disclosure is required pursuant to a state or federal law.
- To the individual or the individual's authorized representative, if the individual executes a written release in a form and manner determined by the Commission.
- To other government officials and agencies acting within their lawful jurisdiction which includes, but is not limited to, law enforcement personnel.
- To the Commission staff if required during an administrative or a judicial proceeding, or
- If an individual or entity obtains an order from a court of competent jurisdiction.

Hiring

Littleton Apothecary's management will confer on a regular basis to determine if vacancies are anticipated and whether specific positions need to be created in response to company needs.

Littleton Apothecary's personnel practices will comply with the following, which will apply to all employment situations, including, but not limited to, hiring, terminations, promotions, training, wages and benefits:

- State anti-discrimination statutes and Equal Employment Opportunity Commission (EEOC) requirements

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS _____

- Littleton Apothecary's Diversity Plan
- Background checks and references
- Mandatory reporting of criminal convictions (and termination if necessary)
- State and Federal Family Leave Act
- Workplace Safety Laws
- Workers' Compensation
- Any other applicable local, state, or federal employment laws, rules, or regulations.

Standards of Conduct

Littleton Apothecary is committed to maintaining an environment conducive to the health and well-being of customers and employees. It is our mission to provide a professional workplace free from harassment and discrimination for employees. Littleton Apothecary will not tolerate harassment or discrimination based on sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance.

Harassment or discrimination based on any protected trait or characteristic is contrary to Littleton Apothecary's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive working environment,
- Has the purpose or effect of unreasonably interfering with an individual's work performance, or
- Adversely affects an individual's employment opportunities.

Employees are expected to maintain the highest degree of professional behavior. Any harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at Littleton Apothecary employees or customers is also condemned and will be promptly addressed.

Drug, Alcohol and Smoke Free Workplace Policy

All Littleton Apothecary employees must comply with mandatory drug, alcohol, and smoke-free workplace policy as a condition of their employment.

Littleton Apothecary is committed to providing a safe work environment and to promoting and protecting the health, safety and well-being of our employees. In order to maintain a drug, alcohol and tobacco-free workplace, no employee shall engage in the unlawful manufacture, distribution, dispensation, possession, or use of illegal drugs, use of prescription drugs that are not used as prescribed, or use of any other substance that causes intoxication. Use or possession of drugs or alcohol as described in this policy is prohibited on the premises.

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS _____

This policy is intended to regulate our work environment and does not mean that any other conduct involving drugs, alcohol, or tobacco is necessarily acceptable or permitted. Therefore, the following activities and conduct by employees shall be prohibited:

- The unlawful use, possession, solicitation for, distribution of, or sale of narcotics or other illegal drugs, alcohol, or tobacco on Littleton Apothecary premises.
- The unlawful use, possession, solicitation for, distribution of, or sale of prescription medication.
- Being impaired by legal drugs or under the influence of illegal drugs or alcohol while performing workplace duties.
- Possession, use, solicitation for, distribution of, or sale of illegal drugs away from the workplace.

Tobacco may be in an employee's possession but may not be displayed and may not be used on the premises.

Violations of this drug, alcohol and tobacco-free workplace policy are subject to disciplinary sanctions up to and including the termination of employment. Appropriate remedies for violations may include, but are not limited to, substance abuse counseling, treatment programs, and referral to law enforcement authorities.

Violence and Weapons in the Workplace

Any act of violence in the workplace will result in immediate dismissal of the employee, or removal of customer or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted to be brought on site by employees, customers, or other parties. Any employee found carrying a weapon on the premises will be immediately terminated, and any customer found carrying a weapon on the premises will be asked to leave and/or the police will be notified accordingly.

At-Will Employment

In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose.

Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

Workplace Attire

In all cases Littleton Apothecary employees' appearance is expected to be tidy, appropriate, and professional. Specific attire for Agents will vary based upon required duties. Training will cover the attire expected for each role and the Manager will be responsible for ensuring compliance.

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS _____

Policy for the Immediate Dismissal of Agents

Per 935 CMR 500.105(l)(m)(1), Littleton Apothecary will immediately dismiss any marijuana establishment Agent who has diverted marijuana. This incident will be immediately reported to law enforcement officials and to the Commission.

Littleton Apothecary will immediately dismiss any agent engaged in unsafe practices with regard to operation of the Cannabis Establishment, which will be reported to the Commission.

Littleton Apothecary will immediately dismiss any agent who has been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority

Written Policies

Littleton Apothecary's written policies will address:

- The Family and Medical Leave Act (FMLA)
- The Consolidated Omnibus Budget Reconciliation Act (COBRA)
- Equal Employment Opportunity
- The Employee Retirement Income Security Act (ERISA)
- Disability and Workers' Compensation
- Holidays, Sick Time, Personal Time, Vacation, and Bereavement Leave
- Jury Duty and Military Leaves of Absence
- Working Hours, Pay Rates, Overtime, and Bonuses
- Minority and Veteran Hiring Preferences

Investigations

Littleton Apothecary will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 500. Littleton Apothecary may retain counsel specializing in employment law to assist with any issues and questions.

Work Schedules

Work schedules will be either part-time, full-time, or salaried, depending on the specific position. Schedules will be set according to current needs as determined by management. It is management's responsibility to develop and implement a work schedule that provides personnel coverage but does not exceed what is required.

Meetings and Community Service

There will be a company-wide meeting on a monthly basis, and all personnel will be notified if their attendance is required.

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS _____

All employees are encouraged to participate in, or organize, Community Service projects, and consideration will be given to provide paid time to complete such projects.

Breaks

Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Performance Reviews

Following a 90-day probationary period, semi-annual reviews will provide employees with feedback on their performance and evaluate their opportunities for advancement and pay increases.

Performance reviews will be conducted by shop management. Reviews will be conducted at three-month intervals for new employees during the first year and at six-month intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews will be retained in each employee's employment file. Performance reviews must consider both positive performance factors and areas requiring improvement.

Disciplinary Policies

Littleton Apothecary's progressive discipline policies and procedures are designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. Littleton Apothecary reserves the right to combine or skip steps depending upon the facts of each situation and the nature of the offense.

The level of disciplinary intervention may also vary. Some of the factors that will be considered are whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the employee's performance, conduct and/or attendance issues have on Littleton Apothecary as an organization.

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the Manager to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue. The Manager should discuss with the employee the nature of the problem and/or violation of company policies and procedures.

The Manager is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem. Within five business days, the Manager will prepare written documentation of a Step 1 meeting. The employee will be asked to sign the written documentation. The employee's signature is needed to demonstrate the employee's understanding of the issues and the corrective action needed.

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS ---

Step 2: Written Warning

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, Littleton Apothecary recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the Manager or Executive will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance, conduct and/or attendance expectations.

A formal performance improvement plan (PIP) requiring the employee's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the PIP.

Step 3: Suspension and Final Written Warning

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the employee from the workplace. When immediate action is necessary to ensure the safety of the employee or others, the Manager or Executive may suspend the employee pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of the progressive discipline policies and procedures are subject to approval from the Executive Management. Depending upon the seriousness of the infraction, an employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws.

Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Pay may be restored to an employee if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment

The last and most serious step in the progressive discipline procedures is a recommendation to terminate employment. Generally, Littleton Apothecary will try to utilize the progressive steps of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment.

However, LA reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense, and an employee may be terminated without prior notice or disciplinary action.

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS _____

Management's recommendation to terminate employment must be approved by the Executive. Nothing in this policy provides any contractual rights regarding employee discipline or counseling, nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between Littleton Apothecary and its employees.

Appeal Process

Any employee subject to a disciplinary action will have the opportunity to present information on their own behalf that may challenge information management relied upon in making the decision to issue the disciplinary action. The purpose of this appeal process is to provide insight into extenuating circumstances that may have contributed to the employee's performance, conduct and/or attendance issues, while allowing for an equitable solution. If an employee does not present information on their own behalf during a step meeting, they will have five business days after the meeting to present such information to the supervisor who conducted the meeting.

Performance and Conduct Issues Not Subject to Progressive Discipline

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

Documentation

Any employee subject to progressive discipline will be provided with copies of all relevant documentation related to the progressive discipline process, including all PIPs. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

Agent Background Checks

In addition to completing the Commission's Agent registration process, all Agents hired to work for Littleton Apothecary will undergo a detailed background investigation prior to being granted access to Littleton Apothecary premises or beginning work duties.

Background checks will be conducted on all Agents in their capacity as employees of Littleton Apothecary, pursuant to 935 CMR 500.101(1)(b), and will be used by the Manager, Executive, or any other appropriate employee of LA, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04 and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment Agent.

For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.800, LA will consider:

PERSONNEL POLICY INCLUDING BACKGROUND CHECKS ---

- All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
- All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
- Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look back period will commence upon release from incarceration.

Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Littleton Apothecary will:

- Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
- Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Littleton Apothecary will consider the following factors:
 - Time since the offense or incident.
 - Age of the subject at the time of the offense or incident.
 - Nature and specific circumstances of the offense or incident.
 - Sentence imposed and length, if any, of incarceration, if criminal.
 - Penalty or discipline imposed, including damages awarded, if civil or administrative.
 - Relationship of offense or incident to nature of work to be performed.
 - Number of offenses or incidents.
 - Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered.
 - If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained, and
 - Any other relevant information, including information submitted by the subject.
- Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

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Upon adverse determination, Littleton Apothecary will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement. After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by Littleton Apothecary along with any legal notices required.

All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.

Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.

References provided by the agent will be verified at the time of hire.

As deemed necessary, individuals in key positions with unique and sensitive access will undergo additional screening, which may include interviews with prior employers or colleagues.

As a condition of their continued employment, Agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Littleton Apothecary or the Commission.

Qualifications for Employment and Training

As per CMR 935.500.105 (2), all Littleton Apothecary registered Agents (employees) will complete training prior to performing any job functions. Training will be tailored to the roles and responsibilities of their job function, and will include a Responsible Vendor Program as per 935 CMR 500.105(2)(b).

Staff at Littleton Apothecary will receive a minimum of eight hours of on-going training annually after their initial employment training. As per CMR 935.500.105(2), employees will also be trained regarding customer privacy and confidentiality requirements pursuant to 201 CMR 17.00 Standards for the Protection of Personal Information of Residents of the Commonwealth.

Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a cannabis establishment Agent must be 21 years of age or older. In addition, the candidate cannot have been convicted

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of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

Littleton Apothecary will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Littleton Apothecary discovers any of its Agents are not suitable for registration as a marijuana establishment Agent, the Agent's employment will be terminated, and Littleton Apothecary will notify the Commission within one business day that the agent is no longer associated with the establishment.

Workforce

Retail Sales Agent

Littleton Apothecary will have an ongoing need for retail sales professionals who can communicate articulately and passionately with customers about a wide range of cannabis products while maintaining compliance with Massachusetts law.

Desirable backgrounds include retail sales, consumer banking, cannabis sales, and customer service. Knowledge of cannabis, the varieties, and the way they are safely and effectively used or ingested is highly relevant. Retail Sales Agents are responsible for greeting customers, diligently recording customer personal data, providing product information regarding cannabis types and strains, and guiding customers towards suitable purchases from our product range.

The Retail Sales Agent should be professional, personable, appropriately dressed, and knowledgeable about both the products and the industry. They will be trained by the Manager and will work alongside them to learn the total operation of the retail store as well as compliance to regulations.

Both part-time and full-time positions may be available.

Manager

Our Manager is the public face of who we are, and what we stand for. The Manager must interface with customers, staff, law enforcement, vendors, consultants, outside contractors, and compliance officers. They must maintain records, have contact with the wholesaler, embrace customer education and understand marketing. They will train employees, help decide which product to carry and help determine best pricing based on market conditions.

They are responsible for keeping up with all changes in local and state law regarding operation of the facility. The most important tasks of the Manager are to ensure security, prevent diversion, diligently maintain records, enforce procedures and processes, and ensure that our customers receive the very best product and the very best service.

All employees will be hired on a three (3) month probationary basis. During this probationary period, candidates will undergo a training program and will also be evaluated for suitability in

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restricted-access areas within the establishment. They will need to meet Littleton Apothecary's qualifications for continued employment which will be compliance with all CCC regulations and LA's policies and procedures.

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Littleton Apothecary's Agents must successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function.

Training may be done on site, online, or at another suitable location and will include a detailed review of LA's policies and relevant reading materials. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

Responsible Vendor Program

All of Littleton Apothecary's Executives, Managers, and employees will attend and successfully complete a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment Agents.

New employees will complete the Responsible Vendor Program within 90 days of the date they are hired. Every Executive, Manager, and employee will then successfully complete the program once every year thereafter. LA's records of responsible vendor training program compliance will be maintained for at least four years and made available during normal business hours for inspection by the Commission and any other state licensing authority upon request.

As part of the Responsible Vendor program, Littleton Apothecary's Agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

- Marijuana's effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment.
- Best practices for diversion prevention and prevention of sales to minors.
- Compliance with tracking requirements.
- Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications.
- Other significant state laws and rules affecting operators, such as
- Local and state licensing and enforcement.
- Incident and notification requirements.
- Administrative and criminal liability and license sanctions and court sanctions.
- Waste disposal and health and safety standards.

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- Patrons prohibited from bringing marijuana onto licensed premises.
- Permitted hours of sale and conduct of establishment.
- Permitting inspections by state and local licensing and enforcement authorities.
- Licensee responsibilities for activities occurring within licensed premises.
- Maintenance of records and privacy issues and
- Prohibited purchases and practices.

Additional Training

In addition to the Responsible Vendor Training pursuant to 935 CMR 500.105(2)(b), training will include but not be limited to

- Legal/compliance training covering all applicable laws and regulations at the local, state, and federal levels. Legal training documents and agenda will receive consistent review by an attorney to ensure accurate and up to date legalities.
- Work Ethics training will cover LA's general rules, sexual harassment, and effective interaction with law enforcement personnel. All employees will be required to sign off on training.
- Operational safety and compliance training will cover all required elements of safety and security. Employees will also undergo job specific training, etc. Employees will also be trained on how to respond in crises such as robbery, theft, earthquake or acts of terrorism. Employees will be instructed that the manager on duty is in charge during an emergency to minimize confusion. Annually, staff will be trained to address
- Individual roles and responsibilities during a fire emergency or drill.
- Threats, hazards, and protective actions regarding fire safety.
- Notification, warning, and communications procedures in the event of a fire emergency.
- Means for locating family members in an emergency.
- Emergency response procedures.
- Evacuation, shelter, and accountability procedures.
- Location and use of common emergency equipment including fire extinguishers and fire alarms.
- Emergency shutdown procedures.

Ongoing Training & Education

All workers will be initially trained by management and a copy of the training manual will always be easily available for employee/staff review. The manual outlines safety, policies, standards, procedures, how to operate equipment and all other information relevant to serving customers and operating the site in a safe, secure manner.

Training sessions will be conducted regularly to re-familiarize and review standards, procedure, safety and equipment operations with an emphasis on expanding worker knowledge and

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comfortability. Workers are encouraged to request additional training materials that will be provided to them at no cost and shared with all workers pending management approval.

Regular skill-building sessions and workshops in the areas of safety, customer advocacy, community service and more are provided to workers at no cost. Workers are encouraged to request skill-building sessions based on their experiences serving customers and their observations onsite and within the community.

Training Plan

In addition to Responsible Vendor Program, new employees will undergo a 4-day training program.

Day 1

- Introduction and new hire paperwork onboarding – 2 hours
- Employee manual review – 2 hours
- Lunch – 30 minutes
- City and State compliance – 2 hours
- POS training – 2 hours

Day 2

- City and State compliance – 2 hours
- Product training – 2 hours (emphasis on leaf)
- Lunch – 30 minutes
- Product training 4 hours (leaf)

Day 3

- Security and ID check training – 2 hours
- Product Training – 2 hours (oils and extracts)
- Lunch – 30 minutes
- Product training – 2 hours (edibles)
- Product training – 2 hours (ancillary items, glass and vaporizers)

Day 4

- Overview and questions from first 3 days – 2 hours
- Bud Tender training – 2 hours (sales and customer service training)
- Lunch – 30 minutes
- Bud Tender training – 4 hours (role playing, understanding how to pitch products, working with difficult customers, etc.)

Training Documentation

All training, whether new employee, Responsible Vendor Program, or ongoing training, will be documented with a signed statement including the name and job title of the employee, the time, date, and place that they received said training, the topics discussed, and the name and title of the presenters.

RECORD KEEPING PROCEDURES

Littleton Apothecary will utilize a point-of-sale software package that will integrate with METRC seed-to-sale inventory tracking software to record sales and utilize separate accounting practices for cannabis and non-cannabis products. Our record keeping will comply with 830 CMR 62C.25.1.

All accounting, inventory and seed-to-sale tracking records, waste disposal records, as well as employee records, training certifications, and written operational procedures, will be available for inspection by the CCC upon request at all times. In addition, typical business records (assets & liabilities, books of accounts, sales records, transactions, salaries, etc.) will be kept and available to the CCC in accordance with 935 CMR 500.105(9). All records will be kept electronically onsite at Littleton Apothecary, and when appropriate for confidentiality purposes, with our legal and/or accounting firms, and Human Resources contractor. Additionally, all Littleton Apothecary computers and point-of-sale hardware will be automatically backed up nightly utilizing a secure, cloud-based backup service.

Following closure of Littleton Apothecary, all records will be kept at LA expense for a minimum of two years in a form and location acceptable to the CCC.

Monthly analyses of equipment and sales data will be performed by Littleton Apothecary to determine that no potentially harmful or manipulative software has been installed. The discovery of any such software will be disclosed immediately to the CCC.

Financial Records and the General Ledger will be maintained by Management and Littleton Apothecary's accounting firm.

LA shall maintain records in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)e.

Personnel records will also be maintained, in accordance with 935 CMR 500.105(9)(d), including but not limited to job descriptions and/or employment contracts each employee, organizational charts, staffing plans, periodic performance evaluations, verification of references, employment contracts, documentation of all required training, including training regarding privacy and confidentiality agreements and the signed statement confirming the date, time and place that training was received, record of disciplinary action, notice of completed responsible vendor training and eight-hour duty training, personnel policies and procedures, and background checks obtained in accordance with 935 CMR 500.030. Personnel records will be maintained for at least 12 months after termination of the individual's affiliation with LA, in accordance with 935 CMR 500.105(9)(d)(2). Additionally, business records will be maintained in accordance with 935 CMR 500.105(9)(e) as well as waste disposal records pursuant to 935 CMR 500.105(9)(f) as required under 935 CMR 500.105(2).

RECORD KEEPING PROCEDURES

Visitor Log

LA will maintain a visitor log that documents all authorized visitors to the facility, including outside vendors, contractors, and visitors, in accordance with 935 CMR 500.1 IO(4)(e). All visitors must show proper identification and be logged in and out; that log shall be available for inspection by the Commission at all times.

Real-Time Inventory Records

LA will maintain real-time inventory records, including at minimum, an inventory of all marijuana and marijuana products received from wholesalers, ready for sale to wholesale customers, and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal, in accordance with 935 CMR 500.105(8). Real-time inventory records may be accessed via METRC, the Commonwealth's seed-to-sale tracking software of record. LA will continuously maintain hard copy documentation of all inventory records. The record of each inventory shall include, at a minimum, the date of inventory, a summary of inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.

Manifests

LA will maintain records of all manifests for no less than one year and make them available to the Commission upon request, in accordance with 935 CMR 500.105(f). Manifests will include, at a minimum, the originating Licensed Marijuana Establishment Agent's (LME) name, address, and registration number; the names and registration number of the marijuana establishment agent who transported the marijuana products; the names and registration number of the marijuana establishment agent who prepared the manifest; the destination LME name, address, and registration number; a description of marijuana products being transported, including the weight and form or type of product; the mileage of the transporting vehicle at departure from origination LME and the mileage upon arrival at the destination LME, as well as the mileage upon returning to the originating LME; the date and time of departure from the originating LME and arrival at destination LME; a signature line for the marijuana establishment agent who receives the marijuana; the weight and inventory before departure and upon receipt; the date and time that the transported products were re-weighted and re-inventoried; and the vehicle make, model, and license plate number. LA will maintain records of all manifests.

Incident Reports

LA will maintain incident reporting records notifying appropriate law enforcement authorities and the Commission about any breach of security immediately, and in no instance, more than 24 hours following the discovery of the breach, in accordance with 935 CMR 500.1 10(7).

Incident reporting notification shall occur, but not be limited to, during the following occasions: discovery of discrepancies identified during inventory; diversion, theft, or loss of any marijuana product; any criminal action involving or occurring on or in the Marijuana Establishment premises; and suspicious act involving the sale, cultivation, distribution, processing or

RECORD KEEPING PROCEDURES

production of marijuana by any person; unauthorized destruction of marijuana; any loss or unauthorized alteration of records relating to marijuana; an alarm activation or other event that requires response by public safety personnel or security personnel privately engaged by the Marijuana Establishment; the failure of any security alarm due to a loss of electrical power or mechanical malfunction that is expected to last more than eight hours; or any other breach of security.

LA shall, within ten calendar days, provide notice to the Commission of any incident described in 935 CMR 500.1 IO(7)(a) by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified. LA shall maintain all documentation relating to an incident for not less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

Transportation Logs

In the event that LA operates its own vehicle to transport marijuana products, it will maintain a transportation log of all destinations traveled, trip dates and times, starting and ending mileage of each trip, and any emergency stops. including the reason for the stop. duration, location, and any activities of personnel existing the vehicle, as required by 935 CMR 500.1 15(13). LA shall retain all transportation logs for no less than a year and make them available to the Commission upon request.

Security Audits

LA will, on an annual basis, obtain at its own expense, a security system audit by a vendor approved by the Commission, in accordance with 935 CMR 500.1 10(8). A report of the audit will be submitted, in a form and manner determined by the Commission, no later than 30 calendar days after the audit is conducted. If the audit identifies concerns related to LA's security system, LA will also submit a plan to mitigate those concerns within ten business days of submitting the audit.

Confidential Records

LA will ensure that all confidential information, including but not limited to employee personnel records, financial reports, inventory records and manifests, business plans, and other documents are kept safeguarded and private, in accordance with 935 CMR 500.105(1)(k). All confidential hard copy records will be stored in lockable filing cabinets within the Director of Compliance's Office. No keys or passwords will be left in locks, doors, in unrestricted access areas, unattended, or otherwise left accessible to anyone other than the responsible authorized personnel. All confidential electronic files will be safeguarded by a protected network and password protections, as appropriate and required by the Commission. All hard copy confidential records will be shredded when no longer needed.

MAINTAINING OF FINANCIAL RECORDS ---

Littleton Apothecary financial records will be maintained according to generally accepted accounting principles, and available for inspection by the Commission upon request.

Financial Records will include (but are not limited to)

- Inventory Records.
- METRC and Point-of-Sale Records.
- Assets and Liabilities.
- Monetary Transactions
- Supporting documents including, but not limited to: ledgers, agreements, checks, statements, vouchers, and invoices.
- Sales records including the quantity, form, and cost of all cannabis products sold.
- All payments, including salary and wages, stipends, reimbursements, executive compensation, bonuses, benefits, or any item of value or payment in kind, paid to all employees, executives, or any other person having direct or indirect control over Littleton Apothecary.

If Littleton Apothecary ceases operations/closes, all financial records will be kept for at least two years, at the expense of Littleton Apothecary.

Littleton Apothecary will utilize IndicaOnline as a Point-of-Sale System and will conduct a monthly analysis of its equipment and sales data to determine that no malicious software has been installed which could manipulate or alter sales data. Records of this monthly analysis, which will be available upon request to the Commission. If Littleton Apothecary determines that such malicious software has been installed, or that any other methods have been used to manipulate or alter sales data we will immediately disclose this information to the Commission and cooperate in any subsequent investigation.

We will comply with all Dept of Revenue Record Retention and recordkeeping requirements and will maintain separate Point of Sale systems for Marijuana and Non-Marijuana product sales. The CCC and Department of Revenue may audit and examine our Point of Sale system in order to ensure compliance with applicable Massachusetts tax laws and Adult use Marijuana laws.

Our accounting firm and banking institution will train our bookkeeper in all bookkeeping and record keeping procedures that relate to adult-use cannabis businesses.

QUALIFICATIONS & TRAINING

All Littleton Apothecary employees will complete all applicable training prior to performing their roles.

Within 90 days of hire, and before being allowed to handle cannabis and cannabis products, all managers and employees of Littleton Apothecary involved in cannabis sales and handling, as well as its owner, will successfully complete Responsible Vendor Training in compliance with 935 CMR 500.105(2) and be required to successfully complete the training once a year. Records of compliance with Responsible Vendor Training will be maintained for at least four years, and will be available upon request by the Commission.

Employees will receive applicable training for their roles in the areas of: METRC Seed-to Sale Tracking, Safe Handling and Packaging of Cannabis and Cannabis Products, Cash and Inventory Reconciliation Procedures, Point-Of-Sale Software, Security/Safety/Emergency Training, and Recognizing Unconscious Bias, with retraining occurring annually or as required in 935 CMR 500.102(2), and as required and/or requested by the owner of Littleton Apothecary.

In accordance with 935 CMR 500.030, a candidate for employment as a cannabis establishment Agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

Littleton Apothecary will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Littleton Apothecary discovers any of its Agents are not suitable for registration as a marijuana establishment Agent, the Agent's employment will be terminated, and Littleton Apothecary will notify the Commission within one business day that the agent is no longer associated with the establishment.

ENERGY COMPLIANCE PLAN

Littleton Apothecary plans to modify an existing commercial multi-unit building to create a retail cannabis establishment. Only the interior of the building is being changed, and the changes do not represent a significant alteration to the structure. In addition, Littleton Apothecary is only occupying one of six units in the building, and so will share heating/cooling and other energy infrastructure with other tenants.

During our buildout phase we will work with our architect and engineer to identify and as many energy saving strategies as possible.

In addition, Littleton Apothecary will implement, as much as is feasible, the following energy saving strategies:

- Increasing or adding insulation.
- Installing 'smart' thermostats to identify periods where heating/cooling loads can be reduced
- Installing LED lighting
- Ensuring that the restrooms use low flow toilets and sinks.
- Coordinating with the HVAC contractor to identify any energy saving opportunities.
- Evaluating the efficacy of switching the kitchen(s) in the space to on-demand hot water heaters.

On a go-forward basis, any replacements or upgrades of heating/cooling, lighting, plumbing, and retail equipment (for example, POS stations) will include energy efficiency as part of its criteria for evaluation.

In consideration of renewable energy: Littleton Electric Light and Water Department (LELWD), the municipal electric utility which will provide Littleton Apothecary with its water and electricity, is a forward-looking local utility which focuses on purchasing renewable energy futures and local power generation (e.g. local small scale solar). Last year more than 30% of its energy was generated from renewable sources.

Littleton Apothecary will investigate rooftop solar arrays to generate electricity, and rooftop solar hot water to provide both hot water and heat for the space.

Littleton Apothecary acknowledges that if a Provisional License is issued, Littleton Apothecary, at the Architectural Review stage, will submit further information to demonstrate actual consideration of energy reduction opportunities, use of renewable energy and renewable energy generation, including a list of opportunities that were considered and information that demonstrates actual engagement with energy efficiency programs and any financial incentives received. This information will include whether opportunities are being implemented, will be implemented at a later date, or are not planned to be implemented.

Littleton Apothecary will also include a summary of information that was considered to make the decision (i.e. costs, available incentives, and bill savings). Littleton Apothecary will engage in either a Mass Save audit or coordinate with our local municipal electric company to conduct an audit, which will be included in the summary.

As part of our written operating procedures we will conduct an annual energy audit and request regular meetings with our municipal utilities to identify energy efficiency programs, incentives, opportunities, and areas for Littleton Apothecary to optimize its energy usage.

Littleton Apothecary is committed to considering how to optimally use energy early in the

ENERGY COMPLIANCE PLAN

facility design process and continually assess new opportunities for reduced energy usage and costs. Littleton Apothecary will use best management practices to reduce energy and water usage, engage in energy consideration, and mitigate other environmental impacts.

Littleton Apothecary will meet all applicable environmental laws and regulations; receive permits and other applicable approvals, including those related to water quality and solid and hazardous waste management, as a requirement of obtaining a final license.

DIVERSITY PLAN

Employee Diversity Goals: *Littleton First?*

Littleton, 2019		Littleton, 2019	
White	88.1%	Population	10,200
Asian	6.1%	Male	49.5%
Two or more races	4.0%	Female	50.5%
Hispanic	1.1%	Disabled (under 65)	8.3%
Black	0.4%	LGBTQ+	No Data
Other	0.3%		

Goal

Our goal is to build a workforce which is as diverse, at least, as our community. Littleton is under-represented in terms of racial/ethnic diversity. It is our goal to hire a workforce that consists of:

35% Women	2% Veterans
15% Minority	2% Disabled Persons
5% LGBTQ+	

Programs

Owing to Littleton's lack of diversity, Littleton Apothecary will advertise employment opportunities on a quarterly basis for women in Littleton, beyond Littleton in the surrounding towns, and on various online sites:

- Diversityjobs.com
- Littleton Women's Social Media Groups: Littleton Women Discussing (Facebook), Littleton, Mass Moms United (Facebook), Littleton Shop Local (Facebook)
- Militaryhire.com
- MassHire Career Center in Lowell, serving the neighboring Town of Lowell, as well as veterans and minorities.

Measurements

Personnel files shall be evaluated on a semi-annual basis to determine how many employees are women, minorities, veterans, disabled persons and/or LGBTQ+ that occupy positions within the company and that number shall be divided by total staffing at the facility to determine the percentage achieved.

Littleton Apothecary acknowledges that it shall show progress or success of our plan at least annually as an express condition of renewal of its licensure, with the submission of a renewal application to be submitted no later than 60 days prior to the date of the anniversary of the issuance of provisional licensure, and every year thereafter.

Littleton Apothecary will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

Littleton Apothecary acknowledges that any actions taken, or programs instituted will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

RECORD KEEPING PROCEDURES

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Personnel records will also be maintained, in accordance with 935 CMR 500.105(9)(d), including but not limited to job descriptions and/or employment contracts each employee, organizational charts, staffing plans, periodic performance evaluations, verification of references, employment contracts, documentation of all required training, including training regarding privacy and confidentiality agreements and the signed statement confirming the date, time and place that training was received, record of disciplinary action, notice of completed responsible vendor training and eight-hour duty training, personnel policies and procedures, and background checks obtained in accordance with 935 CMR 500.030. Personnel records will be maintained for at least 12 months after termination of the individual's affiliation with LA, in accordance with 935 CMR 500.105(9)(d)(2). Additionally, business records will be maintained in accordance with 935 CMR 500.105(9)(e) as well as waste disposal records pursuant to 935 CMR 500.105(9)(f) as required under 935 CMR 500.105(2).

RECORD KEEPING PROCEDURES

Visitor Log

LA will maintain a visitor log that documents all authorized visitors to the facility, including outside vendors, contractors, and visitors, in accordance with 935 CMR 500.1 IO(4)(e). All visitors must show proper identification and be logged in and out; that log shall be available for inspection by the Commission at all times.

Real-Time Inventory Records

LA will maintain real-time inventory records, including at minimum, an inventory of all marijuana and marijuana products received from wholesalers, ready for sale to wholesale customers, and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal, in accordance with 935 CMR 500.105(8). Real-time inventory records may be accessed via METRC, the Commonwealth's seed-to-sale tracking software of record. LA will continuously maintain hard copy documentation of all inventory records. The record of each inventory shall include, at a minimum, the date of inventory, a summary of inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.

Manifests

LA will maintain records of all manifests for no less than one year and make them available to the Commission upon request, in accordance with 935 CMR 500.105(f). Manifests will include, at a minimum, the originating Licensed Marijuana Establishment Agent's (LME) name, address, and registration number; the names and registration number of the marijuana establishment agent who transported the marijuana products; the names and registration number of the marijuana establishment agent who prepared the manifest; the destination LME name, address, and registration number; a description of marijuana products being transported, including the weight and form or type of product; the mileage of the transporting vehicle at departure from origination LME and the mileage upon arrival at the destination LME, as well as the mileage upon returning to the originating LME; the date and time of departure from the originating LME and arrival at destination LME; a signature line for the marijuana establishment agent who receives the marijuana; the weight and inventory before departure and upon receipt; the date and time that the transported products were re-weighted and re-inventoried; and the vehicle make, model, and license plate number. LA will maintain records of all manifests.

Incident Reports

LA will maintain incident reporting records notifying appropriate law enforcement authorities and the Commission about any breach of security immediately, and in no instance, more than 24 hours following the discovery of the breach, in accordance with 935 CMR 500.1 10(7).

Incident reporting notification shall occur, but not be limited to, during the following occasions: discovery of discrepancies identified during inventory; diversion, theft, or loss of any marijuana product; any criminal action involving or occurring on or in the Marijuana Establishment premises; and suspicious act involving the sale, cultivation, distribution, processing or

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production of marijuana by any person; unauthorized destruction of marijuana; any loss or unauthorized alteration of records relating to marijuana; an alarm activation or other event that requires response by public safety personnel or security personnel privately engaged by the Marijuana Establishment; the failure of any security alarm due to a loss of electrical power or mechanical malfunction that is expected to last more than eight hours; or any other breach of security.

LA shall, within ten calendar days, provide notice to the Commission of any incident described in 935 CMR 500.1 IO(7)(a) by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified. LA shall maintain all documentation relating to an incident for not less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

Transportation Logs

In the event that LA operates its own vehicle to transport marijuana products, it will maintain a transportation log of all destinations traveled, trip dates and times, starting and ending mileage of each trip, and any emergency stops. including the reason for the stop. duration, location, and any activities of personnel existing the vehicle, as required by 935 CMR 500.1 15(13). LA shall retain all transportation logs for no less than a year and make them available to the Commission upon request.

Security Audits

LA will, on an annual basis, obtain at its own expense, a security system audit by a vendor approved by the Commission, in accordance with 935 CMR 500.1 10(8). A report of the audit will be submitted, in a form and manner determined by the Commission, no later than 30 calendar days after the audit is conducted. If the audit identifies concerns related to LA's security system, LA will also submit a plan to mitigate those concerns within ten business days of submitting the audit.

Confidential Records

LA will ensure that all confidential information, including but not limited to employee personnel records, financial reports, inventory records and manifests, business plans, and other documents are kept safeguarded and private, in accordance with 935 CMR 500.105(1)(k). All confidential hard copy records will be stored in lockable filing cabinets within the Director of Compliance's Office. No keys or passwords will be left in locks, doors, in unrestricted access areas, unattended, or otherwise left accessible to anyone other than the responsible authorized personnel. All confidential electronic files will be safeguarded by a protected network and password protections, as appropriate and required by the Commission. All hard copy confidential records will be shredded when no longer needed.

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In accordance with 935 CMR 500.105, Littleton Apothecary will maintain waste records for at least three years.

Written operating procedures will be maintained as required by 935 CMR 500.105(1)

Inventory records will be maintained as required by 935 CMR 500.105(8)

Seed-to-sale tracking records will be maintained for all marijuana as required by 935 CMR 500.105(8)(e).

Littleton Apothecary will maintain the following business records:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts;
- Sales records; and
- Salary and wages paid to each employee.

Littleton Apothecary will maintain records in accordance with generally accepted accounting principles.