

State of Connecticut
Medical Marijuana Producer License

RESPONSE to RFA
Volume 2 of 5
November 2013

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THERAPLANT, LLC RFA SUBMITTAL

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Notes to Application

Freedom of Information Act

Theraplant has provided material for this application that includes the following:

1. Theraplant business information, created or obtained by Theraplant at significant expense that is not publicly available in the industry in which Theraplant operates. This information has independent economic value to Theraplant. If this information is obtained by Theraplant's competitors, it would unfairly advantage such competitors to Theraplant's significant economic detriment.

For these reasons, this information constitutes "trade secrets" and/or "commercial or financial information given in confidence" pursuant to Conn. Gen. Stat. § 1-210(b)(5)(A) and (B), and is therefore exempt from disclosure under the State of Connecticut Freedom of Information Act, Conn. Gen. Stat. § 1-200 et seq.

2. Information constituting "statements of personal worth or personal financial data required by a licensing agency and filed by an applicant with such licensing agency to establish the applicant's personal qualification for the license. . . applied for. . . ." and/or "records" or "tax returns" pursuant to Conn. Gen. Stat. § 1-210(b)(8) and/or (10), respectively.

Therefore, this information is exempt from disclosure under the State of Connecticut Freedom of Information Act, Conn. Gen. Stat. § 1-200 et seq.

Each page containing information meeting the description(s) of (1) or (2) above (or both) shall be identified by the presence of a stamp on the bottom of such page stating the following:

FOIA EXEMPT UNDER CGS § 1-210(b)(5)(A) & (B)

AND/OR CGS § 1-210(b)(8) AND/OR (10)



Connecticut Department of Consumer Protection
Medical Marijuana Producer License
Request for Application

Section A-3

Financial Statement of Business Transactions

A-3 Financial Statement of Business Transactions

Theraplant, LLC provides this financial statement to establish to the Department of Consumer Protection: (i) the transparency of the information relating to our investors, who are our sole source of funding; and (ii) our financial stability in the context of our proposed business plan and expected expenses; particularly with respect to the first year of operations, during which we project the production of medical marijuana to be modest. Without qualification or restriction, Theraplant currently has approximately \$7 million for the purchase and operation of a production facility. This capital is currently invested in short – term securities in a legal escrow awaiting the DCP approval process. Due to the structure of how Theraplant raised its existing capital, this \$7 million cannot be used unless and until Theraplant is approved by the DCP. The amount of capital on our balance sheet will allow us to operate entirely debt free, funding our entire operation from equity. It also allows us to purchase our proposed production facility rather than leasing it (removing any landlord-tenant related risk). Finally, it is a much better investment long term, because we plan to make substantial improvements to the interior of 856 Echo Lake Rd.

Exhibit A3-1

Exhibit A3-2

Exhibit A3-3



September 13, 2013

To Whom it May Concern

Re: Theraplant Company Application for a Medical Marijuana Production Facility in Watertown CT.

This is a letter of support for the application of the Theraplant Company to open a medical marijuana production facility in the Town of Watertown, Connecticut.

Mr. Ethan Ruby, the Company President and his whole management team requested a series of meetings with various Town of Watertown officials well before he proceeded with a formal application to the Planning and Zoning Commission, in order to make sure he and his company would be welcome in Watertown. After a number of such meetings, on behalf of the Town, I assured him his business will be well regulated not only by the Town but by state regulations, and as such he, his team and his business were welcome in the Town.

In addition, I performed due diligence on Mr. Ruby and his personal and professional history. After a thorough internet search, it became clear that Mr. Ruby was not just a responsible businessman, but a significant contributor to many charitable causes in support of other paraplegics, since Mr Ruby is himself a paraplegic and confined to a wheelchair.

Above and beyond his stellar personal background, Mr. Ruby and his team have proven themselves to be competent and ethical business people. They have eagerly and willingly met with all Town regulators and elected officials, filed all paperwork on time without complaint, met personally before our Planning and Zoning Commission as well as our Economic Development Commission. They were eager to have public forums in which possibly concerned citizens could voice their opposition. To date, only three

citizens have expressed concerns to me, which is highly unusual for the Town of Watertown, where citizens frequently turn out in large numbers to voice their opinions.

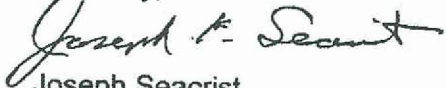
Mr. Ruby has indicated that he and his team plan to relocate their personal families and homes in the Watertown community, showing personal support for the longevity and permanence of their proposed business.

Theraplant has an option to purchase an approximately 64,000sf former industrial paint factory in our business park pending the approval of their application. My research indicates that a smaller sized building would probably not be able to meet the stringent standards of the Department of Consumer affairs' regulations for such a facility. The neighboring companies in the Business Park have welcomed the addition of the company.

Mr. Ruby has already spent several hundreds of thousands of dollars on building plans for the proposed facility, security plans for the facility, and has voluntarily met with our Police Chief and Fire Chief on several occasions to get their approval of the fire and security plans for the facility. Both Chiefs are pleased and satisfied with Theraplant's response to their questions.

In short, the Town of Watertown and the Economic Development Commission wholeheartedly welcomes and supports the application of Theraplant Company to build a medical marijuana growing facility and become an active member of the Watertown business community.

Sincerely,



Joseph Seacrist
Economic Development Coordinator
Town Hall Annex, 424 Main Street
Watertown CT 06795
(860) 945-4858
e-mail: Seacrist@watertownct.org

CC: Charles Frigon, Town Manager
Joseph McGrail, Chairman Watertown Economic Development Commission

Exhibit A3-4



TOWN OF WATERTOWN CONNECTICUT WATERTOWN MUNICIPAL CENTER

61 Echo Lake Road

Watertown, Connecticut 06795-2200

Planning and Zoning, Zoning Board of Appeals, Conservation Commission/Inland Wetland Agency

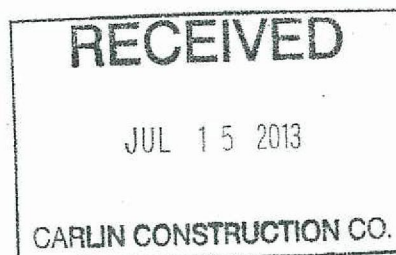
Telephone: (860) 945-5266

Fax: (860) 945-4706

Sent Certified Mail

July 11, 2013

Mr. Scott Tracey
Carlin Construction Company
Five Shaw's Cove Suite 103
New London, CT 06320



Re: Theraplant LLC, 159 Nunzio Drive, Plantsville, CT, Carlin Construction, 5 Shaw's Cove, New London, CT Site Plan application for manufacturing and producing a pharmaceutical product located at 856 Echo Lake Road, Watertown, CT in a 66,000 sq. ft. building in an IR-80 Restricted Industrial District.

Dear Mr. Tracey:

At the Planning and Zoning Commission meeting held on July 10, 2013, the Commission voted to approve the Site Plan application for Theraplant with the following motion:

WHEREAS, the Town of Watertown Planning and Zoning Commission received a Site Plan application from Theraplant, LLC, 159 Nunzio Drive, Plantsville, CT for manufacturing and producing a pharmaceutical product located at 856 Echo Lake Road, Watertown, CT in a 66,000 sq. ft. building in an IR-80 Restricted Industrial District which includes a Property Survey Map titled Site Modification dated 7/3/13, Site Lighting Plan Proposed Theraplant, LLC dated 7/1/13, CC TV Camera Layout dated 7/1/13; and

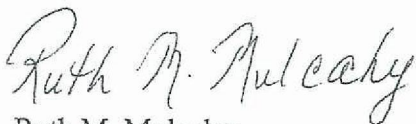
WHEREAS, the Commission heard the application on July 10, 2013;

IT IS THEREFORE RESOLVED the Watertown Planning and Zoning Commission **APPROVES** the Site Plan application from Theraplant, LLC, 159 Nunzio Drive, Plantsville, CT for manufacturing and producing a pharmaceutical product located at 856 Echo Lake Road, Watertown, CT in a 66,000 sq. ft. building in an IR-80 Restricted Industrial District subject to the following conditions:

1. All exterior lighting shall be full cut-off fixtures and comply with Section 61.4 Outdoor Lighting.
2. Landscape islands with a shade tree shall be installed in the parking areas of 12 or more spaces. All required parking spaces and traffic control circulation and signage shall be shown on the final map and are subject to review and approval of the Administrator of Land Use and the Town Engineer.
3. Sight line profiles shall be provided for both driveways on Park Road and are subject to review and approval of the Administrator of Land Use and the Town Engineer. All necessary improvements to achieve adequate sight line shall be shown on the final map.
4. Revised site grading shall be shown on the final map in the area of the removed catch basin in the loading dock area on the south side of the building. The revised site grading shall be subject to review and approval of the Administrator of Land Use and the Town Engineer.
5. The final map shall depict the closure of the northernmost curb cut on Park Road.
6. In accordance with Section 8-3(i) of the Connecticut General Statutes, all work in connection with this Site Development Plan shall be completed within five years after approval of the plan. Said five year period shall expire on July 10, 2018.
7. Prior to Town officials signing a final Mylar map and two paper copies, the final Mylar map with a signature block for the Chairman of the Planning and Zoning Commission and the conditions of approval shall be submitted to the Land Use Office for review and approval by the Town Engineer and the Administrator of Land Use and are subject to review and approval by the Commission at the discretion of the Chairman or Commission. The signed Mylar map shall be filed on the Town of Watertown Land Records within 90 days of the approval or October 8, 2013 before a zoning permit is issued.

If you have any questions or need any assistance with this process, please contact me at the above telephone number or location.

Sincerely yours,



Ruth M. Mulcahy
Administrator of Land Use/Zoning Enforcement Officer

Exhibit A3-5

These pages have been left blank intentionally

0557 - 0569

Exhibit A3-6

Exhibit A3-7

Kleinberg, Kaplan, Wolff & Cohen, P.C.

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November 11, 2013

By E-Mail

Re: Series A Subscription

To whom it may concern:

The management of Theraplant, LLC (the "Company") has asked me to provide confirmation of the amounts raised in connection with the contemplated issuance of the Company's Series A Units. In connection with such confirmation I have examined the subscription agreements executed by each of the Series A investors. I have also examined copies of the statements for the Company's bank account maintained at JPMorgan Chase Bank, N.A., and the certified financial statements reviewed by Berkow, Schechter & Company LLP certified public accountants. Additionally, I have discussed the transactions with the Company's management.

Based on the foregoing, I hereby confirm that investors have fully subscribed for the Company's offering of \$7,000,000 worth of its Series A Units and such investors have fully funded their subscription obligations.

If you have any questions, please contact me at the phone number listed above, or via email.

Sincerely,



Jonathan A. Ain

KLEINBERG | KAPLAN | WOLFF | COHEN