Change of Ownership Application

Below is the application for a Division of Cannabis Control (DCC or Division) licensee to submit for approval of a change of ownership. Pursuant to Ohio Administrative Code (O.A.C.) 1301:18-3-06, a licensee must request and receive prior approval from the Division before modifying its ownership structure. This requirement only pertains to ownership changes involving more than a 10% change in the licensed entity's ownership structure. Any changes of ownership that occur within a given calendar year are calculated in the aggregate.

Please review Ohio Administrative Code 1301:18-3 and the Division's Ownership, Control, and Financial Interest Guidance prior to submitting this application.

The form must be completed in its entirety, which includes the submission of the licensee's capitalization table, organizational structure, organizational charts, and a full listing of owners with over 10% or more ownership and other individuals identified in the application, as well as supporting documentation including definitive transaction agreements.

In order to comply with this rule, licensees are required to submit to the Division any associated final drafts of agreements immediately prior to the parties fully executing the agreement. Final drafts of the agreements must include any referenced attachments, exhibits, schedules, or other similar accompanying materials to the agreements. Licensees should not submit working documents where licensees know that there is a high likelihood of substantial change to the terms of the agreement.

All owners must meet all ownership, control, and financial interest requirements pursuant to Division rules, including O.A.C. 1301:18-3-03 and 1301:18-3-04.

A proposed change of ownership shall not be effective or recognized unless and until the Division provides written approval of the change. Once the parties finalize applicable agreements, they are to submit fully executed copies outlining all required signatures to effectuate the agreement, to the Division in a timely manner.

The Change of Ownership application must be submitted to DCCLicensing@com.ohio.gov. The change of ownership application fee is $1,000 and will be assessed to the licensee's DCC eLicense portal account following submission of the application.

Section A: Current Owner Licensee Information	
License Number:	
Current Entity Name:	Current Trade Name (i.e., DBA):
Organization Type (select one):	Federal Employer Identification Number:
Facility Address:	
City:	Zip Code:

Section B: Type of Change (select all that apply)	
Ownership ☐	
Legal Entity Name ☐	Trade Name ☐
New Entity Name:	New Trade Name (i.e., DBA):

Section C: Current Owner Primary Contact for Application	
First Name:	Last Name:
Title/Role:	
Phone Number:	Email Address:
Mailing Address:	
City/State:	Zip Code:

Attestation

☐ I declare under penalties of falsification as set forth in Chapters 2921. and 3796. of the Ohio Revised Code that I am authorized to sign this application on behalf of the entity listed above. I hereby certify that this application is true, correct, and complete. I hereby acknowledge that if the change of entity name or trade name applied for is granted, the license-holder shall submit to the jurisdiction of the Division of Cannabis Control and to the laws of this state for the purpose of enforcement of Chapters 3780 and 3796 of the Ohio Revised Code and all related laws and rules.

This form must be signed by an individual authorized to sign on behalf of the Current Owner.	
Printed Name:	Role/Title:
Signature:	Date:

Section D: Proposed Owner Business Information **This section should reflect the business information for the entity that will hold the license.**	
Entity Name:	Trade Name (i.e., DBA):
Organization Type (select one): Other	Federal Employer Identification Number:
Ohio Secretary of State Business Identification Number:	Ohio Department of Taxation Number:
State Where Formation Documents Filed:	Date of Business Formation:
Entity Name on Formation Documents:	
Business Address:	
City/State:	Zip Code:
Mailing Address:	
City/State:	Zip Code:

Section E: Proposed Owner Primary Contact for Application	
First Name:	Last Name:
Title/Role:	
Phone Number:	Email Address:
Mailing Address:	
City/State:	Zip Code:

Attestation

☐ I declare under penalties of falsification as set forth in Chapters 2921. and 3796. of the Ohio Revised Code that I am authorized to sign this application on behalf of the entity listed above. I hereby certify that this application is true, correct, and complete. I hereby acknowledge that if the change of entity name or trade name applied for is granted, the license-holder shall submit to the jurisdiction of the Division of Cannabis Control and to the laws of this state for the purpose of enforcement of Chapters 3780 and 3796 of the Ohio Revised Code and all related laws and rules.

This section must be signed by an individual authorized to sign on behalf of the Proposed Owner.	
Printed Name:	Role/Title:
Signature:	Date:

Section F: Ownership, Control, and Financial Interest
Below is a list of disclosures that must be provided along with this application to be considered complete.

1. **Narrative:** Please provide a narrative explaining the proposed change and how it will impact the licensed entity.

2. **Capitalization Table:**
    a. Please provide a complete capitalization table that outlines any person associated with Current Owner, directly or indirectly, that rises to the level of any of the following:
        i. Any owner
        ii. Any person with financial interest in the licensed entity
        iii. Any person with control over the licensed entity

    The information provided must clearly show any person with an ownership or equity interest in the licensed entity and the percentage of their respective interest. In the event a person outlined above is a business entity, please provide a complete list of any and all associated individual(s) within the specified entity.

    b. In accordance with the requirements outlined immediately above, please provide a complete capitalization table for Proposed Owner which clearly outlines any applicable modification associated with the present application.

3. **Organizational Chart:**
    a. Please provide a complete organizational chart that outlines any person associated with Current Owner that rises to the level of any of the following:
        i. Any owner
        ii. Officer
        iii. Board member

    The organizational chart provided must clearly evidence the structure of Current Owner and, if applicable, the overarching corporate structure of the Current Owner. Additionally, the organizational chart must specify any person who is an owner, whether it be a direct or indirect owner in the Current Owner. This includes any person that may constitute a holding company or parent company that maintains or manages Current Owner. In the event a person outlined above is an entity, please provide a complete list of any and all associated individual(s) within the entity.

   b. In accordance with the requirements outlined immediately above, please provide an organizational chart for the Proposed Owner which clearly outlines any applicable modification associated with the present application.

4. **Other Persons:** Unless otherwise provided and disclosed in response to numbers 2 or 3 above, please provide a complete list of any person, whether it be an entity or individual, associated with Current Owner or Proposed Owner that rises to the level of any of the following:
   a. Any direct or indirect owner;
   b. Any person with direct or indirect financial interest in the Owner;
   c. Any person with direct or indirect control over the Owner.

5. **Documents:**
   a. Please attach any and all draft definitive documents or agreements that have been entered into between any person and/or entity identified as a proposed owner and any entity awarded a cultivator, processor, testing laboratory, or dispensary provisional license or certificate of operation by the Division.
      i. Agreements include, but are not limited to, purchase option agreement, membership interest purchase agreement, consulting agreement, licensing agreement, loan agreement.
   b. Please attach the Proposed Owner's Operating Agreement.

Section G: Legal and Disciplinary Attestations This section must be completed on behalf of the Proposed Owner.
1. Has the entity or any affiliates been the subject of an action resulting in sanctions, disciplinary actions, or civil monetary penalties or fines being imposed relating to a registration, license, provisional license or any other authorization to cultivate, process, or dispensary cannabis in any state or other jurisdiction? ☐ No ☐ Yes - Please explain:
2. Has the entity or any affiliates been the subject of a civil or administrative action relating to a registration, license, provisional license, or authorization to cultivate, process, or dispense cannabis in any state or other jurisdiction? ☐ No ☐ Yes - Please explain:
3. Has criminal, civil, or administrative action been taken against the entity or any of its affiliates for obtaining a registration, license, provisional license, or other authorization to operate as a cultivator, processor, or dispensary of cannabis in any jurisdiction by fraud, misrepresentation, or the submission of false information? ☐ No ☐ Yes - Please explain:
4. Has criminal, civil, or administrative action been taken against the entity or any of its affiliates under the laws of the state of Ohio or any other state, the United States or a military, territorial, or tribal authority, relating to any of the Proposed Owners' profession or occupation? ☐ No ☐ Yes - Please explain:

If you answered "yes" to any of questions 1 through 4 above, please provide all of the following:

Name of Case	Case Number	Nature or Charge of Complaint	Date of Charge or Complaint	Disposition	Name and Address of the Administrative Agency Involved (if applicable)	Court Name (if applicable – specify federal, state, and/or local jurisdictions)

5. Has the Proposed Owner ever held, current or expired, any other cannabis license, permit, or registration in any other jurisdiction?
   - ☐ No
   - ☐ Yes

If you answered "yes" to question 5, please provide all of the following:

State	Business Name	Business Type (e.g., cultivator, dispensary / medical, adult-use)	Dates of Issue and Expiration	License/Permit/ Registration Number

☐ I hereby specifically grant permission to the listed states or jurisdictions and their licensing agency or authority to release to the Ohio Division of Cannabis Control any and all information relating to the application, licensure, or authorization to produce or otherwise deal in the distribution of cannabis in any form, including any denial, suspension, revocation, or other significant sanction of the application, license, or authorization, and a copy of documentation so indicating; or a statement that the applicant was so licensed or authorized and was never sanctioned.

Attestations

- ☐ I have reviewed the provisions of the Ohio Revised Code and Ohio Administrative Code relating to the requirements of and restrictions on ownership, control, and financial interest in the cannabis licenses administered by the Ohio Division of Cannabis Control, including but not limited to the definitions in Ohio Administrative Code 1301:18-1-01, and the provisions prohibiting ownership of, or a financial interest in, more than one license of the same type as referenced in Ohio Administrative Code 1301:18-3-03. I have obtained legal counsel where necessary.
- ☐ I hereby certify that no person who is not specifically identified in the documents submitted to the Division has a direct or indirect ownership interest, financial interest, or control over Proposed Owner.
- ☐ I hereby certify that no person that is not specifically listed in the documents submitted to the Division has significant influence over Proposed Owner.
- ☐ I hereby certify that Proposed Owner is not aware of any other person who is not specifically identified in the documents submitted to the Division that have a financial interest in another license such that their interest would violate Ohio Administrative Code 1301:18-3-03, either now or after the proposed ownership transfer has been completed.
- ☐ I hereby certify that Proposed Owner is not aware of any person listed as an owner of Proposed Owner in the documents submitted to the Division that has a financial interest in another license such that their interest would violate Ohio Administrative Code 1301:18-3-03, either now or after the proposed ownership transfer has been completed.
- ☐ No owner or officer is a physician who has been certified or applied for certification to recommend medical marijuana under Chapter 4731.30 of the Ohio Revised Code.
- ☐ No owner or officer has ownership, financial interest, or a compensation arrangement with a laboratory licensed under Chapter 3780 or 3796 of the Ohio Administrative Code or is associated with a license to conduct laboratory testing.
- ☐ No person has ownership or financial interest in, or significant influence and/or control of the activities of the license, for more than one cultivator, more than one processor, or more than eight dispensary provisional licenses or certificates of operation.
- ☐ I understand that the Division's approval of this ownership transfer is based on the documents and attestations submitted to the Division. Division approval of this ownership transfer does not constitute a waiver of any violations of the Ohio Administrative Code, and that the Division reserves the right to take any enforcement action authorized under Chapters 3780 or 3796 of the Ohio Administrative Code in the event that a violation is discovered.

☐ I certify that, to the best of my knowledge, the individuals and businesses of Current Owner and Proposed Owner are in tax compliance with all State of Ohio tax laws and, the laws of any state or jurisdiction for all states or jurisdictions outside the State of Ohio in which applicant has operated as a business.

☐ Trade Secret Information:

- The undersigned is the Proposed Owner of an existing cannabis license. The applicant understands that the Division of Cannabis Control is an entity of the State of Ohio, and any documents or information submitted to the State of Ohio may be disclosed by the State pursuant to an Ohio Public Records Act request.
- While the Ohio Public Records Act permits certain exclusions from disclosure applicant understands the State makes no guarantee or promises that such information will not be disclosed. Applicant has reviewed the Ohio Public Records Act as well as relevant case law.
- Applicant understands that the documents or information it provides to the State of Ohio will be disclosed pursuant to the Ohio Public Records Act and subject to any applicable exceptions or ancillary case law.
- Applicant understands that there are additional requirements in order to claim a trade secret or infrastructure record exception. Applicant understands that materials consisting of trade secrets or infrastructure records must be clearly marked, specifying the pages of the application submission that are to be restricted and justifying the trade secret designation or infrastructure designation for each item. Please attach a document detailing the pages and information that are to be restricted with justification for the trade secret designation or infrastructure designation for each item.

☐ I hereby acknowledge that knowingly making a statement that is untrue, or which is intended to mislead the Ohio Division of Cannabis Control or any person designated by the State of Ohio in the performance of their official function is a violation of Chapters 3780 and 3796 of the Revised Code. As the duly authorized representative of the Proposed Owner and all individual applicants, I hereby attest to the accuracy to the best of my knowledge of the submitted information on this application and make the submitted certifications on behalf of the Proposed Owner.

This section must be signed by an individual authorized to sign on behalf of the Proposed Owner.	
Printed Name:	Role/Title:
Signature:	Date:

Section H: Authorization to Release Tax Information
This section must be completed on behalf of the Proposed Owner.

I, _____ (name of taxpayer) hereby authorize the Ohio Department of Taxation and any of its agents and/or employees to release my tax records, including federal and state of Ohio income tax information, to the Ohio Department of Commerce, Division of Cannabis Control. I understand that these records may be used by the above-referenced organization to ensure my compliance with all applicable federal and State of Ohio taxes. I expressly waive the confidentiality provisions of the Internal Revenue Code and the Ohio Revised Code which would otherwise prohibit disclosure, and agree to hold the above-referenced organization harmless with respect to the limited disclosure herein. Except as authorized by this waiver, the above-referenced organization must maintain the confidentiality of the information received pursuant to sections 3780.31 and 3796.11 of the Ohio Revised Code and/or other governing statutory authority or provisions with respect to this waiver. Further, this tax information is potentially protected in accordance with section 149.43 of the Ohio Revised Code.

I certify under penalties of perjury that I am the taxpayer identified below or an agent authorized to certify on its behalf.

Business Name:	Telephone Number:
Address:	
City/State:	Zip Code:
Ohio Employer Withholding Account Number:	Federal Employer Identification Number:
If applicant is an individual, Social Security Number:	Ohio Charter Number:
Commercial Activity Tax Account Number:	Ohio Vendor's License Number:
Ohio Consumer's Use Tax Account Number:	Ohio Direct Pay Permit Number:
Name of Agent:	Title of Agent:
Signature of Agent:	Date:

Section I: Proposed Individual Owner Disclosures

This section must be completed by each individual who, either directly or indirectly, is an owner, officer, board member, or other person associated with the Proposed Owner via financial interest or the ability to control the activities of the licensee should the change of ownership application be approved.

First Name:	Middle Name:	Last Name:
Proposed Role (select all that apply): Owner		
Phone Number:	Email Address:	
Date of Birth:	Last Four Digits of SSN:	
Proposed Owner's Business-Related Compensation:	Voting Percentage:	
Mailing Address:		
City/State:	Zip Code:	

1. Has the individual served, or are they currently serving as an employee, owner, officer, board member, or other person associated with financial interest or ability to control the activities of another cannabis entity in the state of Ohio or any other jurisdiction?
   - ☐ No
   - ☐ Yes
     - Please provide the entity name and address:
     - Please provide the name of the regulatory agency, and its address, email address, and phone number:

     ☐ I hereby grant permission for the Division of Cannabis Control to contact the regulatory agency that granted the license.

2. Has a license, authorization, or application related to cannabis for which the individual served, or are they currently serving as an employee, owner, officer, board member, or other person associated with financial interest or ability to control the activities of another cannabis entity in the state of Ohio, or any other jurisdiction ever been fined, denied, suspended, revoked, or otherwise sanctioned?
   - ☐ No
   - ☐ Yes - Please explain:

3. Has the individual ever been disciplined by any licensing body?
   - ☐ No
   - ☐ Yes - Please explain:

If you answered "yes" to questions 2 or 3, please provide a copy of the relevant documentation **and** all of the following:

Name of Entity	License Number	Name & Address of Licensing Body	Nature or Charge of Complaint	Date of Charge or Complaint	Disposition

4. Has this individual ever been convicted of or pleaded guilty to a disqualifying offense as defined by Ohio Revised Code 3780.01?
   - ☐ No
   - ☐ Yes - Please explain:

If you answered "yes" to question 4, please provide the following:

Defendant	Name of Case & Case Number	Court Name (specify federal, state, and/or local jurisdiction)	Nature or Charge of Complaint	Date of Charge or Complaint	Disposition

Attestations:

☐ I certify that I have submitted an employee badge application in the DCC eLicense portal.

☐ I certify that I have submitted fingerprints for both a BCI and FBI criminal records check and understand that the Division may review criminal background reports for purposes of evaluating my suitability to participate in the cannabis program. I hereby authorize the release of any and all information of a confidential or privileged nature to the Division and its agents.

☐ I certify I have not been convicted of any disqualifying offense as defined by section 3780.01 of the Revised Code.

☐ I certify that I am not a physician who has been certified or applied for certification to recommend medical marijuana under Chapter 4731.30 of the Revised Code.

☐ I certify that I have no ownership or financial interest in, or control of, a testing laboratory licensed under Chapter 1301:18 or 3796 of the Administrative Code, or an applicant for a license to conduct laboratory testing. Furthermore, I certify that I do not share any corporate officers or employees with a testing laboratory.

☐ I certify that I do not have ownership or control of, or a financial interest, in more than one cultivator, more than one processor, or more than eight dispensaries.

☐ I certify that I am in compliance with Chapters 1301:18 and 3796 of the Administrative Code, and Chapters 3780 and 3796 of the Revised Code and that the information I have provided is true and correct.

☐ The above-named Taxpayer hereby authorizes the Ohio Department of Taxation and any of its agents and/or employees to release information to the Division of Cannabis Control. This information shall be limited to information obtained and

maintained by the Ohio Department of Taxation and shall not contain any federal tax information as defined in I.R.C. 6103 and received from the Internal Revenue Service. Taxpayer expressly waives the confidentiality provisions of the Ohio Revised Code which would otherwise prohibit disclosure, and agrees to hold the Ohio Department of Taxation harmless with respect to the disclosure herein.

This section must be signed by the individual listed above.	
Printed Name:	
Signature:	Date:

Section J: Controlling Interest Attestation The Controlling Interest Attestation form must be completed for any transfer of ownership that results in a change in controlling interest of the licensed entity. For purposes of calculating controlling interest, the Division will consider all transfers of ownership that occur in a given calendar year and calculate such transfers in the aggregate (Ohio Admin. Code 1301:18-3-06(A)(1)). The Controlling Interest Attestation form must be completed by each proposed controlling interest holder.	
Current Licensee Entity Name:	License Number:
Proposed Owner Entity Name:	
☐ I assume all financial responsibilities, including but not limited to the insurance and escrow/surety requirements, detailed in the license application that was submitted to the Ohio Department of Commerce. I attest that I will continue to operate according to the plans and/or specifications, provided via application or variance request, submitted to the Division. Unless approved by the Division, all changes are prohibited and could result in penalties and licensing actions. If my application is approved by the Division, I understand that approval is solely for ownership interest, and not any changes to the licensee.	
Proposed Controlling Interest Holder Printed Name:	
Signature:	Date: