

10A

NEVADA STATE BOARD OF PHARMACY
985 Damonte Ranch Pkwy Suite 206, Reno, NV 89521
APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

\$500.00 Fee made payable to: Nevada State Board of Pharmacy

(non-refundable and non-transferable checks only)

Application must be printed legibly or typed

Any misrepresentation in the answer to any question on this application is grounds for refusal or denial of the application or subsequent revocation of the license issued and is a violation of the laws of the State of Nevada.

☐ New Wholesaler or ☒ **Ownership Change** (Provide current license number if making changes: WH 01775)
Check box below for type of ownership and complete all required forms for type of ownership that you have selected. If LLC use Non Public Corporation or Partnership
☐ Publicly Traded Corporation – Pages 1,2,3,4 ☐ Partnership - Pages 1,2,3,7
☒ Non Publicly Traded Corporation – Pages 1,2,3,5,6 ☐ Sole Owner – Pages 1,2,3,8

GENERAL INFORMATION to be completed by all types of ownership

Facility Name: Broughton Pharmaceuticals, LLC

Physical Address: 413 West Montgomery Cross Rd. Suite 204

City: Savannah State: GA Zip Code: 31406

Telephone Number: 866-341-0315 Fax Number: 912-201-3775

Toll Free Number: 866-341-0315

E-mail: service@broughtonpharma.com Website: www.broughtonpharm.com

Facility Manager: John Dutch

Professional qualifications and experience of facility manager: BA in Finance & Management, MBA in Strategic Planning, 10+ years in pharmaceuticals managing position

Types of licensed outlets or authorized persons firm will serve:

☒ Pharmacies ☐ Practitioners ☒ Hospitals ☐ Wholesalers
☒ Other: VA's, Active Duty Military, infusion clinics, surgical facilities

Type of Products to be handled or wholesaled by firm:

☒ Legend Pharmaceuticals, Supplies or Devices ☐ Hypodermic Devices
☐ Poisons or Chemicals ☐ Veterinary Legend Drugs
☐ Controlled Substances (include copy of DEA)
☐ Other: _____

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership

Is your company VAWD certified by NABP?

Yes ☐ No ☒

(If yes, provide a copy of the certificate)

Licensed as Manufacturer by the FDA?

Yes ☐ No ☒

(If yes, provide a copy of your FDA registration)

Do any shareholders hold an interest ownership or have management in any type of business or facility which are licensed by the State of Nevada or another political jurisdiction? Yes ☐ No ☒

List the top 4 suppliers your company has been associated with regards to pharmaceutical products that were sold, dispensed or distributed with the last year.

Name: McKesson Corporation

Address: 1005 Satellite Blvd. Suwanee, GA 30024

Name: Harvard Drug Group

Address: 17127 N. Laurel Park Ste. 233 Livonia, MI 48152

Name: HD Smith Wholesale Drug Co.

Address: 4656 Industrial Dr. Springfield, IL 62703

Name: Priority Healthcare

Address: 1231 East Beltline Ave. NE Grand Rapids, MI 49525

A licensee is not required to have a Nevada State Business License, however, if you do, please provide the number: N/A

1. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been charged, or convicted of a felony or gross misdemeanor (including by way of a guilty plea or no contest plea)?

Yes ☐ No ☒

2. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been denied a license, permit or certificate of registration?

Yes ☐ No ☒

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership.

3. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been the subject of an administrative action, board citation, site fine or proceeding relating to the pharmaceutical industry? Yes ☐ No ☒

4. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been found guilty, pled guilty or entered a plea of nolo contendere to any offense federal or state, related to controlled substances? Yes ☐ No ☒

5. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever surrendered a license, permit or certificate of registration voluntarily or otherwise (other than upon voluntary close of a facility)? Yes ☐ No ☒

If the answer to question 1 through 5 is "yes", a signed statement of explanation must be attached. Copies of any documents that identify the circumstance or contain an order, agreement, or other disposition may be required.

I hereby certify that the answers given in this application and attached documentation are true and correct. I understand that any infraction of the laws of the State of Nevada regulating the operation of an authorized pharmacy may be grounds for the revocation of this permit.

I have read all questions, answers and statements and know the contents thereof. I hereby certify, under penalty of perjury, that the information furnished on this application are true, accurate and correct. I hereby authorize the Nevada State Board of Pharmacy, its agents, servants and employees, to conduct any investigation(s) of the business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.


Original Signature of Person Authorized to Submit Application, no copies or stamps

John Dutch
Print Name of Authorized Person

9/16/19
Date

Board Use Only

Date Processed: _____

Amount: _____

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON PUBLICLY TRADED CORPORATION

State of Incorporation: Georgia
Parent Company if any: SL Group, LLC
Mailing Address: 413 West Montgomery Cross Rd Suite 204
City: Savannah State: GA Zip: 31406
Telephone: 866-341-0315 Fax: 912-201-3775
Contact Person: John Dutch

For any corporation non-publicly traded, disclose the following:

1) List top 4 persons to whom the shares were issued by the corporation?

a) Broughton Pharmaceuticals Holdings, LLC 413 W. Montgomery
Name Business Address Crossroad Unit 204
Savannah GA 31406

b) _____
Name Business Address

c) _____
Name Business Address

d) _____
Name Business Address

2) Provide the number of shares issued by the corporation. N/A

3) What was the price paid per share? N/A

A Nevada business license is not required, however if the wholesaler has a Nevada business license please provide the number: _____

Include with the application for a non-publicly traded corporation

List of officers and directors

Certificate of Corporate Status (also referred to as Certificate of Good Standing). The Certificate is obtained from the Secretary of State's office in the State where incorporated. The Certificate of Corporate status must be dated within the last 6 months.

Broughton Pharmaceuticals:

Name: Broughton Pharmaceuticals, LLC

Name and Title of Each Member:

John Dutch – CEO

Bradley Allen – COO

Kenward Stone – Co-President

Nicholas Leibold – Co-President

Parent: SL Group, LLC

State of Inc.: Georgia



LIST OF EMPLOYEE'S WHO HANDLE DRUGS ON A DAILY BASIS

CAILTYN JOHNSON

LAUREN DEBOCKLER

MOLLY CURRY

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, **Brian P. Kemp**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BROUGHTON PHARMACEUTICALS, LLC

a Domestic Limited Liability Company

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number : 16278907
Date Inc/Auth/Filed: 03/21/2002
Jurisdiction : Georgia
Print Date : 11/07/2018
Form Number : 211



A handwritten signature in black ink, appearing to read 'B: P. Kemp'.

Brian P. Kemp
Secretary of State



GEORGIA
CORPORATIONS
DIVISION

GEORGIA SECRETARY OF STATE

BRAD
RAFFENSPERGER

[HOME \(/\)](#)**BUSINESS SEARCH****BUSINESS INFORMATION**

BROUGHTON
Business Name: **PHARMACEUTICALS, LLC** Control Number: **0215055**
Business Type: **Domestic Limited Liability Company** Business Status: **Active/Compliance**
Business Purpose: **NONE**
Principal Office Address: **413 West Montgomery Crossroad, ste 204, Savannah, GA, 31406, USA** Date of Formation / Registration Date: **3/21/2002**
State of Formation: **Georgia** Last Annual Registration Year: **2019**

REGISTERED AGENT INFORMATION

Registered Agent Name: **Dutch Jr., John Franklin**
Physical Address: **4 Captain Jim Lane, Savannah, GA, 31411, USA**
County: **Chatham**

[Back](#)[Filing History](#)[Name History](#)[Return to Business Search](#)



**GEORGIA DEPARTMENT
OF COMMUNITY HEALTH**

GEORGIA BOARD OF PHARMACY

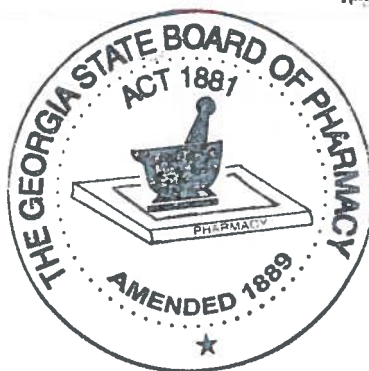
Date Mailed: September 27, 2019

Nevada State Board of Pharmacy
985 Demonte Ranch Pkwy #206
Reno NV 89521

Full Name: Broughton Pharmaceuticals LLC	Date Issued: 04/30/2002
Type of License: Wholesaler Pharmacy	License #: PHWH001676
Obtained By: Transfer	Expiration Date: 06/30/2021
License Status: Active	Highest Degree:
Public Board Orders: none	Profession: Pharmacy
Schools:	

VERIFICATION OF LICENSURE

The information above is the only licensure certification information provided by this Division. If other information is needed, it must be obtained from the above-named individual or the agency or institution which initially generated the information. If this verification indicates that a board order exists, please visit our website at <https://gadch.mylicense.com/verification/Search.aspx?facility=N> to obtain a copy of the board order.



Tanja D. Battle

**Tanja D. Battle
Executive Director
Georgia Board of Pharmacy**

SURETEC INSURANCE COMPANY

3033 5th Avenue, Suite 300, San Diego, CA 92103

CONTINUATION CERTIFICATE

Bond No. 5120440
Principal: Broughton Pharmaceuticals, LLC
Bond Amount: \$100,000
Bond Description: Wholesale Pharmaceutical Distributor Bond
Obligee: Nevada State Board of Pharmacy

Gentlemen:

You are hereby notified that the above Bond shall be continued in force for a period effective from

08/01/2019 until 08/01/2020

unless it is cancelled by the surety or otherwise terminated. All other terms and conditions remain unchanged.

The aggregate liability of the surety shall not exceed the amount of this Continuation Certificate. The liability of the surety shall not cumulate by reason of this certificate, any continuation certificate, change rider, endorsement, modification, new bond, reinstatement, reissue, renewal, replacement, or substitution issued in the future.

Signed this 23rd day of July, 2019.

SureTec Insurance Company, Surety

By: 
Michelle M. Herman, Attorney in Fact

10B

WH02418

NEVADA STATE BOARD OF PHARMACY
431 W Plumb Lane – Reno, NV 89509 – (775) 850-1440
APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

\$500.00 Fee made payable to: Nevada State Board of Pharmacy
(non-refundable and not transferable money order or cashier's check only)
Application must be printed legibly or typed

Any misrepresentation in the answer to any question on this application is grounds for refusal or denial of the application or subsequent revocation of the license issued and is a violation of the laws of the State of Nevada.

<input checked="" type="checkbox"/> New Wholesaler	<input type="checkbox"/> Ownership Change
(Please provide current license number if making changes: WH _____)	

<input type="checkbox"/> Publicly Traded Corporation – Pages 1,2,3,4	<input type="checkbox"/> Partnership - Pages 1,2,3,6
<input checked="" type="checkbox"/> Non Publicly Traded Corporation – Pages 1,2,3,5a,5b	<input type="checkbox"/> Sole Owner – Pages 1,2,3,7
Please check box for type of ownership and complete correct part of the application.	

GENERAL INFORMATION

Facility Name: MEDICAL PURCHASING SOLUTIONS, LLC
Physical Address: 3660 PARKWAY LN, STE J HILLIARD, OH 43026
Mailing Address: 15021 N. 74th ST #300
City: SCOTTSDALE State: AZ Zip Code: 85260
Telephone: 602-476-1595 Fax: 800-351-0834
Toll Free Number: 888-894-248
E-mail: denise@medicalpurchasingsolutions.com Website: www.medicalpurchasingsolutions.com
Facility Manager: DENIS McNicholl
Professional qualifications and experience of facility manager: see attached Resume

Types of licensed outlets or authorized persons firm will serve:

☐ Pharmacies ☒ Practitioners ☐ Hospitals ☐ Wholesalers
☐ Other: _____

Type of Products to be handled or wholesaled by firm:

☒ Legend Pharmaceuticals, Supplies or Devices ☐ Hypodermic Devices
☐ Poisons or Chemicals ☐ Veterinary Legend Drugs
☒ Controlled Substances (include copy of DEA)
☐ Other: _____

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership.

Is your company VAWD certified by NABP?
(If yes, provide a copy of the certificate.)

Yes ☐ No ☒

Licensed as a Manufacturer by the FDA?
(If yes, provide a copy of the FDA registration)

Yes ☐ No ☒

Do any shareholders hold an interest ownership or have management in any type of business or facility which are licensed by the State of Nevada or another political jurisdiction? Yes ☐ No ☒

List the top 4 suppliers your company has been associated with in regards to pharmaceutical products that were sold, dispensed or distributed within the last year.

1) AmeriSource Bergen 6375 La Salle DR. LOCKBOURNE, OH 43137
Name Address

Business
2) INSOURCE (Henry Schein) 6185 Huntley Rd STE J Columbus, OH 43229
Name Address

Business
3) PFIZER, INC. 235 EAST 42nd St. NY, NY 10017
Name Address

Business
4) MCKESSON Medical-Surgical 7343 S. Hardy Dr. #101 Tempe, AZ 85283
Name Address
Business

Within the last five (5) years:

1) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest or partners with any interest, ever been charged, or convicted of a felony or gross misdemeanor (including by way of a guilty plea or no contest plea)?

Yes ☐ No ☒

2) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest or partners with any interest, ever been denied a license, permit or certificate of registration?

Yes ☐ No ☒

3) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest) or partners with any interest, ever been the subject of an administrative action or proceeding relating to the pharmaceutical industry?

Yes ☐ No ☒

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

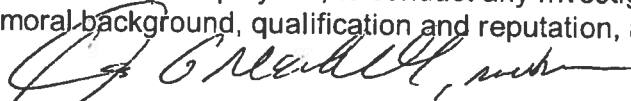
This page must be submitted for all types of ownership.

- 4) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest) or partners with any interest, ever been found guilty, pled guilty or entered a plea of nolo contendere to any offense federal or state, related to controlled substances? Yes ☐ No ☒
- 5) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest or partners with any interest, ever surrendered a license, permit or certificate of registration voluntarily or otherwise (other than upon voluntary close of a facility)? Yes ☐ No ☒

If the answer to question 1 through 5 is "yes", a signed statement of explanation must be attached. Copies of any documents that identify the circumstance or contain an order, agreement, or other disposition may be required.

I hereby certify that the answers given in this application and attached documentation are true and correct. I understand that any infraction of the laws of the State of Nevada regulating the operation of an authorized wholesaler may be grounds for the revocation of this permit.

I have read all questions, answers and statements and know the contents thereof. I hereby certify, under penalty of perjury, that the information furnished on this application are true, accurate and correct. I hereby authorize the Nevada State Board of Pharmacy, its agents, servants and employees, to conduct any investigation(s) of the business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.



Original Signature of Person Authorized to Submit Application, no copies or stamps

Denis McNicholl
Print Name of Authorized Person

10/27/17
Date

Board Use Only

Received: _____

Amount: \$500.00

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON-PUBLICLY TRADED CORPORATION

State of Incorporation: ARIZONA
Parent Company if any: N/A
Corporation Name: Medical Purchasing Solutions, LLC
Mailing Address: 15021 N. 74th St #300
City: Scottsdale State: AZ Zip: 85260
Telephone: 602-476-1595 Fax: 800-351-0834
Contact Person: Denis McNicholl

For any corporation non publicly traded, disclose the following:

1) List any persons to whom the shares were issued by the corporation?

a) N/A
Name Address
b) _____
Name Address
c) _____
Name Address
d) _____
Name Address

2) Provide the number of shares issued by the corporation. N/A

3) What was the price paid per share? N/A

4) What date did the corporation actually receive the cash assets? N/A

5) Provide a copy of the corporation's stock register evidencing the above information

List of officers and directors:

John Discerni – Member 50%

Denis McNicholl – Member 50%



Name and Address		{back}
Name	MEDICAL PURCHASING SOLUTIONS, LLC	
Public Address	3660 PARKWAY LANE, SUITE J HILLIARD, OH 43026	
Business Phone	(602) 476-1595	
County	Franklin	

License and Registration Information				
License	First Issue Date	Current Issue Date	Expiration Date	Status
WHS.012488300-03	03/11/2015	07/01/2017	06/30/2018	ACTIVE
License Type: Wholesaler - Category Three				
Responsible Party: DENIS G. MCNICHOLL OFFICER				

Formal Action Information
No formal action exists.

This data is an accurate representation of information currently maintained by the Ohio State Board of Pharmacy as of 11/2/2017.

This secure online license verification system conforms with The Joint Commission's current policy on "Primary Source Verification".

This information is otherwise provided as a public service and no user may claim detrimental reliance thereon.

Platte River Insurance Company

SURETY BOND RIDER

To be attached to and form part of **Pharmaceutical Wholesaler Surety Bond, BOND NO. 41233908** issued by **Platte River Insurance Company** as Surety on behalf of **Medical Purchasing Solutions, LLC**, as Principal, in favor of **State of Nevada and Nevada State Board of Pharmacy**, as Obligee.

It is hereby understood and agreed that the above captioned bond is amended as follows:

From - One location at 15021 N 74th St Ste 300, Scottsdale AZ 85260

To - Two locations at 15021 N 74th Street, Ste. 300, Scottsdale AZ 85260 and 3660 Parkway Lane, Ste. J, Hilliard, OH 43026

This Rider is executed upon the express conditions that the Company's liability under said bond, together with this and all previous Riders shall not be cumulative and shall in no event exceed the amount specifically set forth in said bond or any existing certificate changing the amount of said bond.

SIGNED, SEALED AND DATED: November 2, 2017.

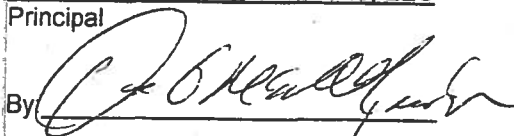
Platte River Insurance Company

Surety

By: 
Jenna L. Sparks, Attorney-in-Fact

Medical Purchasing Solutions, LLC

Principal

By: 

PLATTE RIVER INSURANCE COMPANY
POWER OF ATTORNEY

41378561

KNOW ALL MEN BY THESE PRESENTS, That the **PLATTE RIVER INSURANCE COMPANY**, a corporation of the State of Nebraska, having its principal offices in the City of Middleton, Wisconsin, does make, constitute and appoint

DAVID SPARKS, NICOLE M CLOVIS, JENNA L SPARKS

its true and lawful Attorney(s)-in-fact, to make, execute, seal and deliver for and on its behalf, as surety, and as its act and deed, any and all bonds, undertakings and contracts of suretyship, provided that no bond or undertaking or contract of suretyship executed under this authority shall exceed in amount the sum of

ALL WRITTEN INSTRUMENTS IN AN AMOUNT: \$20,000,000.00

This Power of Attorney is granted and is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of **PLATTE RIVER INSURANCE COMPANY** at a meeting duly called and held on the 8th day of January, 2002.

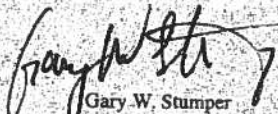
"RESOLVED, that the President, and Vice-President, the Secretary or Treasurer, acting individually or otherwise, be and they hereby are granted the power and authorization to appoint by a Power of Attorney for the purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, one or more vice-presidents, assistant secretaries and attorney(s)-in-fact, each appointee to have the powers and duties usual to such offices to the business of the company; the signature of such officers and the seal of the Corporation may be affixed to such power of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Corporation in the future with respect to any bond or undertaking or other writing obligatory in the nature thereof to which it is attached. Any such appointment may be revoked, for cause, or without cause, by any of said officers, at any time."

In connection with obligations in favor of the Florida Department of Transportation only, it is agreed that the power and authority hereby given to the Attorney-in-Fact includes any and all consents for the release of retained percentages and/or final estimates on engineering and construction contracts required by the State of Florida Department of Transportation. It is fully understood that consenting to the State of Florida Department of Transportation making payment of the final estimate to the Contractor and/or its assignee, shall not relieve this surety company of any of its obligations under its bond.

In connection with obligations in favor of the Kentucky Department of Highways only, it is agreed that the power and authority hereby given to the Attorney-in-Fact cannot be modified or revoked unless prior written personal notice of such intent has been given to the Commissioner - Department of Highways of the Commonwealth of Kentucky at least thirty (30) days prior to the modification or revocation.


IN WITNESS WHEREOF, the **PLATTE RIVER INSURANCE COMPANY** has caused these presents to be signed by its officer undersigned and its corporate seal to be hereto affixed duly attested, this 27th day of July, 2015.

Attest:


Gary W. Stumper
President
Surety & Fidelity Operations



PLATTE RIVER INSURANCE COMPANY



Stephen J. Sills
CEO & President

STATE OF WISCONSIN } S.S.
COUNTY OF DANE

On the 27th day of July, 2015 before me personally came Stephen J. Sills, to me known, who being by me duly sworn, did depose and say that he resides in the County of New York, State of New York; that he is President of **PLATTE RIVER INSURANCE COMPANY**, the corporation described herein and which executed the above instrument; that he knows the seal of the said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.



CERTIFICATE


David J. Regele
Notary Public, Dane Co., WI
My Commission Is Permanent

STATE OF WISCONSIN } S.S.
COUNTY OF DANE

I, the undersigned, duly elected to the office stated below, now the incumbent in **PLATTE RIVER INSURANCE COMPANY**, a Nebraska Corporation, authorized to make this certificate, **DO HEREBY CERTIFY** that the foregoing attached Power of Attorney remains in full force and has not been revoked; and furthermore, that the Resolution of the Board of Directors, set forth in the Power of Attorney is now in force.

Signed and sealed at the City of Middleton, State of Wisconsin this 2nd day of November, 2017




Antonio Celii
Secretary

THIS DOCUMENT IS NOT VALID UNLESS PRINTED ON GREEN SHADED BACKGROUND WITH A RED SERIAL NUMBER IN THE UPPER RIGHT HAND CORNER. IF YOU HAVE ANY QUESTIONS CONCERNING THE AUTHENTICITY OF THIS DOCUMENT CALL 800-475-4450 PR-POA (Rev. 12-2016)

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show MEDICAL PURCHASING SOLUTIONS, LLC, an Arizona For Profit Limited Liability Company, Registration Number 2372838, filed on March 3, 2015, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 10th day of November, A.D. 2017.

Jon Husted

Ohio Secretary of State

Validation Number: 201731401902

Employees that handle pharmaceuticals:

Denis McNicholl

John Discerni

Jeff Hall

Terry Lannan

DEA REGISTRATION NUMBER	THIS REGISTRATION EXPIRES	FEE PAID
RM0481628	01-31-2018	\$1523
SCHEDULES	BUSINESS ACTIVITY	ISSUE DATE
3,3N,4 5	DISTRIBUTOR	12-07-2016
MEDICAL PURCHASING SOLUTIONS 3660 PARKWAY LANE SUITE J HILLIARD, OH 43026		

CONTROLLED SUBSTANCE REGISTRATION CERTIFICATE
 UNITED STATES DEPARTMENT OF JUSTICE
 DRUG ENFORCEMENT ADMINISTRATION
 WASHINGTON D.C. 20537

Sections 304 and 1008 (21 USC 824 and 958) of the Controlled Substances Act of 1970, as amended, provide that the Attorney General may revoke or suspend a registration to manufacture, distribute, dispense, import or export a controlled substance.

THIS CERTIFICATE IS NOT TRANSFERABLE ON CHANGE OF OWNERSHIP, CONTROL, LOCATION, OR BUSINESS ACTIVITY, AND IT IS NOT VALID AFTER THE EXPIRATION DATE.

CONTROLLED SUBSTANCE REGISTRATION CERTIFICATE
 UNITED STATES DEPARTMENT OF JUSTICE
 DRUG ENFORCEMENT ADMINISTRATION
 WASHINGTON D.C. 20537

DEA REGISTRATION NUMBER	THIS REGISTRATION EXPIRES	FEE PAID
RM0481628	01-31-2018	\$1523
SCHEDULES	BUSINESS ACTIVITY	ISSUE DATE
3,3N,4 5	DISTRIBUTOR	12-07-2016
MEDICAL PURCHASING SOLUTIONS 3660 PARKWAY LANE SUITE J HILLIARD, OH 43026		

Sections 304 and 1008 (21 USC 824 and 958) of the Controlled Substances Act of 1970, as amended, provide that the Attorney General may revoke or suspend a registration to manufacture, distribute, dispense, import or export a controlled substance.

THIS CERTIFICATE IS NOT TRANSFERABLE ON CHANGE OF OWNERSHIP, CONTROL, LOCATION, OR BUSINESS ACTIVITY, AND IT IS NOT VALID AFTER THE EXPIRATION DATE.

Denis G. McNicholl
1 S. Spinnaker Road
Tempe, AZ 85283

Home and Cellular:

mail: c

com

Educational Overview

Marist College, Poughkeepsie, NY
Graduated August 1993, Bachelors of Science
G.P.A. 3.0 Concentration: Finance, Minor: Marketing

Professional Overview

January 1993 – August 1995
Prudential Securities, Broker's Assistant
Smith Barney, Stock Broker

November 95- November 98

Physicians Formulary International: Account Manager

- Accelerated 3.5 million in annual sales from an under performing, newly created sales territory.
- Exceeded sales and profit goals 22 of 24 months
- Opened over 500 Accounts, consistently raising profit from single digit to more than 16% annually and securing double-digit revenue growth.
- Initiated warehouse training for all sales which included actual warehouse operations, further knowledge testing and management experiences.
- Developed controlled substance training program educating sales reps as to the completing of 222 forms, record keeping and warehouse management of C2-C5.
- Initiated and positioned myself as the resident expert in drug distribution within the surgery center market to well respected, aggressive sales professionals from leading drug manufactures to Group Purchasing Organizations.
- Developed Target Marketing Program (TMP) that has accounted for 90% of my organic sales and profitability growth over the past 3 years.
- Assisted in the creation, development and implementation of our internal, discounted purchasing program. Moreover, I established the base-pricing model for all non-acute care members (P.E.P.P. Program).

November 98- November 99

Physicians Formulary International: National Sales Manager

- Managed 8 sales representatives, while actively managing my top 100 accounts (2 million in annual sales).
- Worked extensively on creation, marketing, pricing and managing of a visionary new program that enabled smaller dollar volume accounts to access to previously unavailable GPO prices.
- Conceptualized and implemented computer based sales tools that resulted in internal account manager efficiencies of more than 50%.
- Hired, trained and mentored several employees including the two leading ambulatory reps both at PFI and PHC.
- Analyzed monthly, quarterly and yearly reports to identify trends, determine appropriate actions and work in conjunction with sales reps and other managers to exceed both short and long-term goals.

- Wrote e-mails, monthly newsletters and was quoted by Outpatient Surgery Magazine when drug prices were needed for articles.
- Rallied a team of “energized reps” to drive company sales from 18-24 million dollars in annual revenue, while maintaining an 18% profit margin.

November 99- April 01

Physicians Formulary International: VP, Operations & Emerging Markets, 4/1/01 purchased by PHC

- Oversee all operations for \$49 million drug distributor
- Analyzed cost/benefits and profit/loss of sub-categorical markets under the alternate site umbrella; thus forecasting future expansions in other markets.
- Worked exclusively with GPO sales reps, manufacture reps, med-surg reps, as well as competing reps to ensure accurate reporting and to simplify the working relationship among different market players.
- Signed and serviced several corporate accounts, referred to as ‘chains,’ that generated millions to our top-line, as well as starting and directing smaller markets such as O.A.C. markets which provided us with 28% profit.
- Managed the P.M.I. Affiliate GPO program that included working with clients, evaluating base sale prices in the face of competitive threats and selling and signing new facilities to our program.
- Strengthened and leveraged my relationships with current GPOs and manufacture reps to create new opportunities for pharmaceutical distribution and contract administration with other GPOs and manufactures.

April 1 01 – May 03

Priority Healthcare Corporation: Regional Account Manager – West

- National Account Manager – MedAssets/HSCA.
- Managed 15 corporate accounts including Amburg, Ortholink & ASC Group.
- Developed ambulatory portfolio for Pharmaceutical Buyers Inc.
- Vigorously worked to re-created PHC’s ambulatory division to mirror PFI’s.
- Assisted sales representatives with complex questions and situations regarding various GPO contracts, as well as trained and motivated them.
- Coordinated with corporate vice-presidents of sales distribution, contract negotiations, business development, purchasing, contracts, accounting, information systems and marketing to further cohesively integrate PFI with Priority Healthcare.

May 03 – May 04

John L. Scott Real Estate: Realtor

- Educated buyers as to purchasing homes within their “financial comfort zone”

May 04 – May 2006

Drug Valet, Inc: VP, National Sales, Partner

- Established direct accounts with several manufactures including Baxter, Abbott, Hospira, American Regent, Bedford and numerous smaller players.
- Worked with IT to establish EDI/Chargebacks and Reporting

- Secured and manage our distribution agreement for alternate site with MedAssets Supply Chain Systems GPO (MASCS).
- Developed relationships with MASCS' affiliate companies including, Medigroup, Prime Inc., Shared Services and Medical Concepts.
- Hired and trained our current sales force, with expansion of several more representatives that began in January '05.
- Developed new marketing material including catalog, client and prospect letters, tri-folds, brochures and business cards to name a few examples.
- Created our successful, new *Code Red* marketing campaign for crash cart drug expiration dating, maintenance and automatic replenishment.
- Cultivated over 100 accounts with an aggregate profit of 20% and annualized sales of \$300,000.

May 2006 – Current

Medical Purchasing Solutions: Partner / Member

- Created, with my partner, a sales, consulting and distribution company that specializes in prescription drugs and medical/dental supplies for the general and cosmetic dentists, as well as cosmetic, plastic and oral surgeons.
- Crafted policy and procedures manual for proper handling, storing, shipping and reporting of all Non-Controlled and Controlled prescription drugs.
- Developed an internal data system that is used in all facets of business integration including, but not limited to purchasing, sales, tracking, inventorying, logging, shipping and reporting, while maintaining regular counts for inventory accuracy and temperature requirements
- Responsible for record keeping, reporting, documenting, reviewing and ordering controlled substances C2-C5 (reported monthly, quarterly, yearly).
- Daily managing all areas of warehouse operations including purchasing, receiving, inventorying, picking, packing, shipping and all other responsibilities or a warehouse manager.
- Sales operations include marketing, Inside/Outside sales, traveling to conferences and training new employees in both sales and warehouse operations
- Continuing to expand our contracted offerings to include additional vendors products, gpo source pricing with an added focus on supplies.

State of Ohio

STATE BOARD OF PHARMACY

77 South High Street, 17th Floor; Columbus, Ohio 43215-6126 TEL: 614/466-4143 FAX: 614/752-4836 EML: licensing@pharmacy.ohio.gov
Be it known that the **DISTRIBUTOR OF DANGEROUS DRUGS** named below is duly registered, and is entitled to distribute dangerous drugs at wholesale in the state of Ohio until the expiration date of June 30, 2018.

Identification Number: **WHS.012488300-03**

MEDICAL PURCHASING SOLUTIONS, LLC
3660 PARKWAY LANE, SUITE J
HILLIARD, OH 43026

SIGN AND KEEP IN A READILY RETRIEVABLE LOCATION AT THIS ADDRESS

RESPONSIBLE PERSON:

DENIS G. MCNICHOLL OFFICER


SIGNATURE OF RESPONSIBLE PERSON

Any change of responsible person must be reported within 10 days on a "Notification of Change of Responsible Person" form. Before change of name, address, or ownership, immediately notify the Licensing Department of the State Board of Pharmacy. (see below)

CLASS: Wholesaler - Category Three
BUSINESS TYPE: FS - Full Service

(KEEP THIS SECTION FOR FUTURE REFERENCE)

General Information

A CHANGE in business name, address, ownership (not officers-see next paragraph for officer changes), or category requires RE-APPLICATION & FEE. The new application and required fee shall be submitted within thirty (30) days of the change. In the event of an address change, notify the Board of Pharmacy BEFORE moving any dangerous drugs. [Sections 4729.51 and 4729.52, O.R.C.; Rule 4729-9-16, O.A.C.]. For more information go to: <http://www.pharmacy.ohio.gov/Licensing/WDDD.aspx>, and choose the appropriate application.

In accordance with paragraph (A)(7) of 4729-9-16 (OAC) (effective January 1, 2009), if a wholesale distributor is incorporated, a criminal records check is required every time there is a change in officers. Contact the board office for the fingerprint cards or you can go to <http://www.ohioattorneygeneral.gov/Business/Services-for-Business/Webcheck> to request fingerprint cards BIM-12-98 (BCI) and FD-258 (FBI)

New Officers: When adding new officers, submit a written notice to the Board including full name, title, date of birth and last four of social security number for each new officer.

Any change of responsible person must be reported within 10 days, on a "Notification of Change of Responsible Person" form. For more information go to: <http://www.pharmacy.ohio.gov/Licensing/WDDD.aspx>

Notify the Board of Pharmacy in writing 14 days prior to discontinuing business, whether closing or selling. Written notice [Discontinuing Business form is available at the link below] and state license must be mailed (return receipt requested) or hand delivered to the Board office. [Section 4729.62 O.R.C.; Rule 4729-9-07, O.A.C.]

For more information go to: <http://www.pharmacy.ohio.gov/Licensing/WDDD.aspx>

Notify the Board of Pharmacy of any new facilities, work or storage areas to be constructed or utilized for dangerous drugs, or any changes in operation of the registrant before being used or implemented. [Rule 4729-9-16, O.A.C.]

All communications will be done through EMAIL- NOT MAILINGS. Please go to the following webpage to provide the email address that you wish to receive these communications: <https://pharmacy.ohio.gov/UpdateEmailAddress.aspx>

In order to enter your email address in the webpage mentioned above, you will need your login information, which is below.

User ID: **4394301**

Password: **780595**

Current Email on File: denis@medicalpurchasingsolutions.com

If you have problems or concerns, please feel free to contact the Board office utilizing the "CONTACT THE BOARD" selection along the left side of the website. Be sure to select "General Licensing Information" as your subject line.

10C

NEVADA STATE BOARD OF PHARMACY
431 W Plumb Lane – Reno, NV 89509 – (775) 850-1440
APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

WH01874

\$500.00 Fee made payable to: Nevada State Board of Pharmacy
(non-refundable and not transferable money order or cashier's check only)
Application must be printed legibly or typed

Any misrepresentation in the answer to any question on this application is grounds for refusal or denial of the application or subsequent revocation of the license issued and is a violation of the laws of the State of Nevada.

☒ New Wholesaler ☐ Ownership Change
(Please provide current license number if making changes: WH _____)

☐ Publicly Traded Corporation – Pages 1,2,3,4 ☐ Partnership - Pages 1,2,3,6
☒ Non Publicly Traded Corporation – Pages 1,2,3,5a,5b ☐ Sole Owner – Pages 1,2,3,7
Please check box for type of ownership and complete correct part of the application.

GENERAL INFORMATION

Facility Name: Medical Purchasing Solutions, LLC
Physical Address: 15021 N. 74th Street, #300 Scottsdale, AZ 85260
Mailing Address: 15021 N. 74th Street, #300
City: Scottsdale State: AZ Zip Code: 85260
Telephone: 602-476-1595 Fax: 800-351-0834
Toll Free Number: 888-894-2487
E-mail: service@medicalpurchasingsolutions.com Website: www.medicalpurchasingsolutions.com
Facility Manager: John Discerni

Professional qualifications and experience of facility manager: I am a pharmacist, with over 20 years
of experience in owning, running and managing wholesale drug distribution businesses.

Types of licensed outlets or authorized persons firm will serve:

☐ Pharmacies ☒ Practitioners ☐ Hospitals ☐ Wholesalers
☐ Other: _____

Type of Products to be handled or wholesaled by firm:

☒ Legend Pharmaceuticals, Supplies or Devices ☐ Hypodermic Devices
☐ Poisons or Chemicals ☐ Veterinary Legend Drugs
☒ Controlled Substances (include copy of DEA)
☐ Other: _____

FP's

61474

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership.

Is your company VAWD certified by NABP?
(If yes, provide a copy of the certificate.)

Yes ☐ No ☒

Licensed as a Manufacturer by the FDA?
(If yes, provide a copy of the FDA registration)

Yes ☐ No ☒

Do any shareholders hold an interest ownership or have management in any type of business or facility which are licensed by the State of Nevada or another political jurisdiction? Yes ☐ No ☒

List the top 4 suppliers your company has been associated with in regards to pharmaceutical products that were sold, dispensed or distributed within the last year.

1)	Hospira Pharmaceuticals	75 Remittance Drive, #6136 Chicago, IL 60675
	Name	Address
	Business	
2)	JHP Pharmaceuticals	1 Upper Pond Road Bldg D Parsippany, NY 07054
	Name	Address
	Business	
3)	Akorn Pharmaceuticals	150 S. Wycles Road, Decatur, IL 62522
	Name	Address
	Business	
4)	AmerisourceBergen	1825 S. 43rd Ave, Suite B Phoenix, AZ 85009
	Name	Address
	Business	

Within the last five (5) years:

- 1) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest or partners with any interest, ever been charged, or convicted of a felony or gross misdemeanor (including by way of a guilty plea or no contest plea)? Yes ☐ No ☒
- 2) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest or partners with any interest, ever been denied a license, permit or certificate of registration? Yes ☐ No ☒
- 3) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest) or partners with any interest, ever been the subject of an administrative action or proceeding relating to the pharmaceutical industry? Yes ☐ No ☒

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership.

- 4) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest) or partners with any interest, ever been found guilty, pled guilty or entered a plea of nolo contendere to any offense federal or state, related to controlled substances? Yes ☐ No ☒
- 5) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest or partners with any interest, ever surrendered a license, permit or certificate of registration voluntarily or otherwise (other than upon voluntary close of a facility)? Yes ☐ No ☒

If the answer to question 1 through 5 is "yes", a signed statement of explanation must be attached. Copies of any documents that identify the circumstance or contain an order, agreement, or other disposition may be required.

I hereby certify that the answers given in this application and attached documentation are true and correct. I understand that any infraction of the laws of the State of Nevada regulating the operation of an authorized wholesaler may be grounds for the revocation of this permit.

I have read all questions, answers and statements and know the contents thereof. I hereby certify, under penalty of perjury, that the information furnished on this application are true, accurate and correct. I hereby authorize the Nevada State Board of Pharmacy, its agents, servants and employees, to conduct any investigation(s) of the business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.



Original Signature of Person Authorized to Submit Application, no copies or stamps

John Discerni, Member

10 / 3 / 2012

Print Name of Authorized Person

Date

Board Use Only

Received: OCT 17 2012

Amount: 500.00

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON-PUBLICLY TRADED CORPORATION

State of Incorporation: Arizona

Parent Company if any: N/A

Corporation Name: Medical Purchasing Solutions, LLC

Mailing Address: 15021 N. 74th Street

City: Scottsdale State: AZ Zip: 85260

Telephone: 602-476-1595 Fax: 888-894-2487

Contact Person: John Discerni, Member

** Ownership Split 50% Each for John Discerni and Denis McNicholl

For any corporation non publicly traded, disclose the following:

1) List any persons to whom the shares were issued by the corporation?

a) N/A
Name Address

b) _____
Name Address

c) _____
Name Address

d) _____
Name Address

2) Provide the number of shares issued by the corporation. N/A

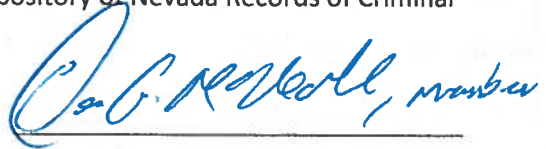
3) What was the price paid per share? N/A

4) What date did the corporation actually receive the cash assets? N/A

5) Provide a copy of the corporation's stock register evidencing the above information N/A

Additional Information for Application for Out of State Wholesaler: Medical Purchasing Solutions, LLC

- 1) List of Officers and Directors
 - a. Denis McNicholl, Member
 - b. John Discerni, Member
- 2) Certificate of Good Standing – See included document
- 3) Fingerprints for John Discerni and Denis McNicholl – See Attached Finger Print Cards
 - a. I, Denis McNicholl, Member, am providing written permission authorizing the NV BOP to forward the fingerprint cards to the Central Repository of Nevada Records of Criminal History for submission to the FBI for its report.

 Denis McNicholl, member

- 4) List of Employees who actively handle drugs at Medical Purchasing Solutions
 - a. John Discerni
 - b. Denis McNicholl
 - c. Brooke Hedlund
- 5) Copy of Bond for \$100,000 is included

Send to State Board of Pharmacy for Completion: A separate letter is acceptable.
Do not return with application unless it has been completed by the licensing agency.

NEVADA STATE BOARD OF PHARMACY
431 W Plumb Lane – Reno, NV 89509 – (775) 850-1440

LICENSE VERIFICATION

Name: MEDICAL PURCHASING SOLUTIONS LLC
Address: 15621 N. 74TH ST. SUITE 300
City: SCOTTSDALE State: AZ Zip: 85260
I hereby authorize the ARIZONA ST. BOARD OF PHARM. to furnish to the Nevada State Board of Pharmacy, the information requested below.
Signature of Applicant David B. McNeill, MBA

THIS FORM MUST BE FORWARDED TO THE HOME STATE
LICENSING AGENCY FOR COMPLETION. DO **NOT** WRITE BELOW THIS LINE

License Number	License Status	Date License Issued	Date License Expires
<u>W001685</u>	<u>OPEN</u>	<u>11-28-2008</u>	<u>10-31-2013</u>

Has this license been
encumbered in any way?
☐ Yes ☒ No

Type of Encumbrance: (if any)
☐ Revoked ☐ Surrendered ☐ Limited
☐ Suspended ☐ Restricted ☐ Probation
Please attach copies of any pertinent legal documents

USE REVERSE SIDE OF THIS FORM FOR EXPLANATIONS IF NECESSARY

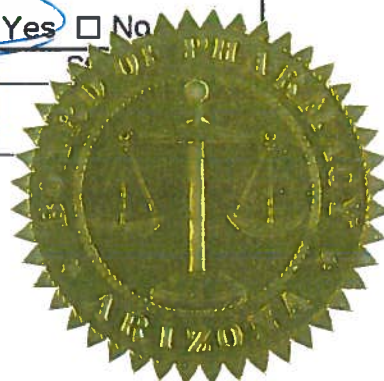
Has the applicant been convicted of any federal, state or local laws
relating to drug samples, wholesale or retail drug distribution, or
distribution of controlled substances? (If yes, please explain) ☐ Yes ☒ No

Has the applicant furnished any false or fraudulent material in any
applications made in connection with drug manufacturing or
distribution? (if yes, please explain) ☐ Yes ☒ No

Have any inspections of the applicant resulted in deficient ratings?
(If yes, please explain) ☐ Yes ☒ No

Has applicant met all licensing requirements of your state?
(If no, please explain) ☒ Yes ☐ No

Signature of State Official	Title	State	Date
<u>Tiffany Forbach</u>	<u>RECORDS SUPERVISOR</u>	<u>AZ</u>	<u>10-04-2012</u>



STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****MEDICAL PURCHASING SOLUTIONS, LLC*****

a domestic limited liability company organized under the laws of the State of Arizona, did organize on the 25th day of October 2005.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company is not administratively dissolved for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed Articles of Termination as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 20th Day of September, 2012, A. D.



Executive Director

By:

Alison Everett

NEVADA STATE BOARD OF PHARMACY

431 W Plumb Lane

Reno, NV 89509

(775) 850-1440

Fax: (775) 850-1444

PHARMACEUTICAL WHOLESALER SURETY BOND

Bond No. 41233908

Application/License No. _____

Medical Purchasing Solutions, LLC doing or intending to do business as a
Applicant/Principal
pharmaceutical wholesaler, whose address for purposes of service is
15021 N 74th St Ste 300, Scottsdale, AZ 85260, as
Address of Applicant/Principal
PRINCIPAL, and Platte River Insurance Company, a
Surety Company
corporation organized under the laws of the state of Nebraska
State of Incorporation
and authorized to transact a general surety business in the State of

Nevada, whose address for purposes of service is
4110 S. Maryland Pkwy Ste 17, Las Vegas, NV 89119, as
Address of Surety

SURETY, are held and firmly bound unto the State of Nevada and to the Nevada State Board of Pharmacy for the penal sum of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), for which payment we bind ourselves, our heirs, executors, administrators, successors and assigns jointly and severally, by these presents. This bond term shall become effective on September 21, 2012.
Effective Date

WHEREAS, the provisions of Nevada Revised Statutes (NRS) 639.515 require that the Applicant/Principal file or have on file with the Nevada State Board of Pharmacy (Board) a bond in the sum of \$100,000.00 payable to the Nevada State Board of Pharmacy and this bond is executed and tendered in accordance therewith. This bond secures payment of any administrative fines imposed by the Board pursuant to NRS 639.255 and any costs incurred by the Board regarding the license of Applicant/Principal that are impose pursuant to NRS 622.400 or 622.410 which the Applicant/Principal fails to pay.

THIS BOND is subject to the following conditions:

- (1) This bond shall be deemed continuous in form and shall remain in full force and effect and shall run concurrently with the license period for which the license is granted and each and every succeeding license period or periods for which said Applicant/Principal may be licensed, after which liability hereunder shall cease except as to any liability or indebtedness therefore incurred or accrued hereunder.
- (2) This bond is executed by the Applicant/Principal and the Surety to comply with the provisions of NRS 639.515 and said bond shall be subject to all of the terms and provisions thereof.
- (3) The Surety, its successors and assigns, are jointly and severally liable on the obligations of the bond.
- (4) The limitations of the liability of the Surety and the conditions of the bond are set forth in NRS 639.515. Any claim by the Board may be made directly to the Surety and need not be preceded by the filing of any action in a proper court. Payment of any such claim shall be payable to the Nevada State Board of Pharmacy.
- (5) The aggregate liability of the Surety hereunder on all claims whatsoever shall not exceed the penal sum of this bond in any event.
- (6) This bond may not be cancelled by the Surety without first giving the Board written notice at least thirty days in advance of any intent to cancel the bond.
- (7) The Applicant/Principal and Surety may be served with notices, papers and other documents at the addresses given above.

I certify or declare under penalty of perjury, under the laws of the State of Nevada, that I have executed the foregoing bond on behalf of the Surety under an unrevoked power of attorney.

In witness whereof, each party to this bond has caused it to be executed on this
26th day of September, 2012.

APPLICANT/PRINCIPAL

SURETY COMPANY

Authorized Representative



Surety Company's Representative

David Sparks, Attorney-in-fact
print name

SIGNED and SEALED in the presence of:

SIGNED and SEALED in the presence of:

Witness



Witness

Witness



Witness

Countersigned by:



Nevada Resident Agent Colleen Watson

PLATTE RIVER INSURANCE COMPANY
POWER OF ATTORNEY

41233908

KNOW ALL MEN BY THESE PRESENTS, That the PLATTE RIVER INSURANCE COMPANY, a corporation of the State of Nebraska, having its principal offices in the City of Middleton, Wisconsin, does make, constitute and appoint

KATHERINE E. STANTON; DAVID SPARKS

its true and lawful Attorney(s)-in-fact, to make, execute, seal and deliver for and on its behalf, as surety, and as its act and deed, any and all bonds, undertakings and contracts of suretyship, provided that no bond or undertaking or contract of suretyship executed under this authority shall exceed in amount the sum of

ALL WRITTEN INSTRUMENTS IN AN AMOUNT: \$5,000,000.00

This Power of Attorney is granted and is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of PLATTE RIVER INSURANCE COMPANY at a meeting duly called and held on the 8th day of January, 2002.

"RESOLVED, that the President, and Vice-President, the Secretary or Treasurer, acting individually or otherwise, be and they hereby are granted the power and authorization to appoint by a Power of Attorney for the purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, one or more vice-presidents, assistant secretaries and attorney(s)-in-fact, each appointee to have the powers and duties usual to such offices to the business of the Corporation; the signature of such officers and the seal of the Corporation may be affixed to such power of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Corporation in the future with respect to any bond or undertaking or other writing obligatory in the nature thereof to which it is attached. Any such appointment may be revoked, for cause, or without cause, by any of said officers, at any time."

IN WITNESS WHEREOF, the PLATTE RIVER INSURANCE COMPANY has caused these presents to be signed by its officer undersigned and its corporate seal to be hereto affixed duly attested, this 1st day of January, 2007.

Attest:

David F. Pauly

David F. Pauly
Chairman & CEO



PLATTE RIVER INSURANCE COMPANY

James J. McIntyre
James J. McIntyre
President

STATE OF WISCONSIN } S.S.:
COUNTY OF DANE

On the 1st day of January, 2007 before me personally came James J. McIntyre, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Dane, State of Wisconsin; that he is President of PLATTE RIVER INSURANCE COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of the said corporation; that the seal affixed to said instrument is such corporate seal, that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.



Daniel W. Krueger

Daniel W. Krueger
Notary Public, Dane Co., WI
My Commission Is Permanent

STATE OF WISCONSIN } S.S.:
COUNTY OF DANE

CERTIFICATE

I, the undersigned, duly elected to the office stated below, now the incumbent in PLATTE RIVER INSURANCE COMPANY, a Nebraska Corporation, authorized to make this certificate, DO HEREBY CERTIFY that the foregoing attached Power of Attorney remains in full force and has not been revoked; and furthermore, that the Resolution of the Board of Directors, set forth in the Power of Attorney is now in force.

Signed and sealed at the City of Middleton, State of Wisconsin this 21st day of September, 2012



Alan S. Ogilvie

Alan S. Ogilvie
Secretary

THIS DOCUMENT IS NOT VALID UNLESS PRINTED ON GREEN SHADED BACKGROUND WITH A RED SERIAL NUMBER IN THE UPPER RIGHT HAND CORNER. IF YOU HAVE ANY QUESTIONS CONCERNING THE AUTHENTICITY OF THIS DOCUMENT CALL 800-475-4450.

PR-POA (8-07)

PERSONAL HISTORY RECORD for Pharmacy, MDEG & Wholesaler

Date 10/3/2012

GENERAL INSTRUCTIONS

Type an answer to every question. If a question does not apply to you, so state with N/A. If space available is insufficient, continue on page 10 or use a separate sheet and precede each answer with the appropriate title. Do not misstate or omit any material fact(s) as each statement made herein is subject to verification. Applicant must initial each page, as provided in lower right hand corner. By placing his initials on each page, the applicant is attesting to the accuracy and completeness of the information contained on that page.

All applicants are advised that this personal history record is an official document and misrepresentation or failure to reveal information requested may be deemed to be sufficient cause for the refusal or revocation of a license.

All applicants are further advised that an application for a license, finding of suitability or for other action may not be withdrawn without the permission of the licensing agency.

Application for Out of State Pharmaceutical Wholesaler
Medical Purchasing Solutions, LLC 15021 N. 74th Street, #300 Scottsdale, AZ 85260
Name and Address of Establishment for Which License Is Requested
N/A
If applicable, Name Under Which It Is Now Operated

1. PERSONAL INFORMATION:

Last Name	McNicholl	First Name	Denis	Middle Name	Guy
Alias(es, Nicknames, Maiden Name, Other Name Changes, Legal or Otherwise) N/A					
Present Residence Address-Street or RFD i. Spinnaker Rd. (2005 - Current)		City Tempe	State/Zip AZ 85283		
Present Business Address 15021 N. 74th Street, #300 (2006 - Current)		City Scottsdale	State/Zip AZ 85260		
Occupation Co-owner, Member Medical Purchasing Solutions, LLC 15021 N. 74th Street, #300 Scottsdale, AZ			Phone: Residence Business 602-476-1595		
Date of Birth		Place of Birth (City, County, State) Neurenberg, Germany US Millitary Base			
Age 41 Years	Social Security Number			Sex Male	
Color of Eyes Blue	Color of Hair Blonde	Complexion Fair/Pale	Weight 180 Lbs	Build Medium	Height 5' 10"

Scars, tattoos or distinguishing marks and/or characteristics Scars on head and knee

Are you a citizen of the United States? Yes ☒ No ☐ If alien, registration No.

If naturalized, certificate No. Date

Place (If naturalized, document must be verified.)

2. MARITAL INFORMATION:

Single ☒ Married ☐ Separated ☐ Divorced ☐ Widowed ☐ Engaged ☐

Applicant's initial  Page 1

MARITAL INFORMATION-Continued

A. **Current Marriage** N/A

Spouse's full name (Maiden) _____ Date _____ City, County and State _____
 S.S. No. _____

Date of Birth _____ Place of Birth _____

Resident address _____
 Street _____ City _____ State _____ Zip _____

Telephone: Residence _____ Business _____

Spouse's employer _____ Occupation _____

Address of employer _____
 Street _____ City _____ State _____ Zip _____

B. **Previous Marriages:** If ever legally separated, divorced, or annulled, indicate below:

Name of Spouse	Date of Order or Decree	Date of Place of Marriage	Nature of Action	City County and State
N/A				

List of names, current address and telephone numbers of previous spouses:

Name	Street	City	State	Zip	Telephone
N/A					

3. **FAMILY INFORMATION:**

A. **Children and Dependents:**

List all children, including step-children and adopted children and give the following information:

Name	Birth Date	Birth Place	Residence Address
N/A			

B. **Child Support Information:**

Please mark the appropriate response:

- ☒ I am not subject to a court order for the support of child.
- ☐ I am subject to a court order for the support of one or more children and am in compliance with a plan approved by the district attorney or other public agency enforcing the order for the repayment of the amount owed pursuant to the order; or
- ☐ I am subject to a court order for the support of one or more children and NOT in compliance with the order or a plan approved by the district attorney or other public agency enforcing the order for the repayment of the amount owed pursuant to the order.

Applicant's initial OM

FAMILY INFORMATION-Continued

District attorney or public agency responsible for enforcing the child support order:

Name.....

Address.....

Contact person.....

C. Parents:

List names, residence addresses, dates of birth and most recent occupations of parents, step-parents, parents-

in-law or legal guardian. If retired or deceased, list last address and occupation.

	Name (Maiden)	Birth Date	Address	Occupation
Father	Denis H. McNicholl		Cedar Lane Kenbridge, CA 23944	Retired (Owner Landscaping/Greenhouse)
Mother	Diane-Britt		1 Medowbrook Lane, Inman, SC 29349	Human Service
Father-in-Law	Ken Britt		1 Medowbrook Lane, Inman, SC 29349	Special Program Engineer
Mother-in-Law	N/A			

D. Brothers and Sisters:

List names, residence addresses, dates of birth and most recent occupations of brothers and sisters and of their respective spouses.

	Name (Maiden)	Birth Date	Address	Occupation
	Jason McNicholl		1 Yorkshire Drive, Mechanicsburg, PA 17055	Attorney
Spouse				
Spouse				
Spouse				
Spouse				

4. EDUCATION:

	Name of School	Location	Dates Attended	Graduate
Grammar School	Oneida Middle School	Schenectady, NY	1983 -1985	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
High School	Linton High School	Schenectady, NY	1985 - 1989	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
College University	Marist College	Poughkeepsie, NY	1989 - 1993	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Other	Marist College, MBA	Poughkeepsie, NY	1993 - 1994	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Type of degree obtained, if any..... BS Finance, Minor in Marketing

College or university where obtained..... Marist College, Poughkeepsie, NY

Applicant's initial.....

5 MILITARY INFORMATION:A. Have you ever served in any armed forces? Yes ☐ No ☒

Branch _____ Date of entry-active service _____

Date of separation _____ Type of discharge _____

Rating at separation _____ Serial number _____

While in the military service were you ever arrested for an offense which resulted in summary action, a trial or special or general court martial? Yes ☐ No ☐ If yes, furnish details on page 10. (List all incidents regardless of where they occurred-foreign or domestic.)

B. Have you registered for the draft? Yes ☒ No ☐County Schenectady State NY Date registered 18th Birthday**6. ARRESTS, DETENTIONS, LITIGATIONS AND ARBITRATIONS: (Include those arrests in which you were not convicted.)**A. Have you ever been arrested, detained, charged, indicted or summoned to answer for any criminal offense or violation for any reason whatsoever, regardless of the disposition of the event? (Except minor traffic citations.) Yes ☒ No ☐ If yes, give details in space provided below. List all cases without exception.

Date of Arrest	Age	Charge	Location-City and State	Deposition/Date	Arresting Agency
** 7/29/1995	24	DWAI	Dutchess County, Poughkeepsie, NY	8/21/1995	Town of Poughkeepsie Police

** See Attached Document

- B. Has a criminal indictment, information or complaint ever been returned against you, but for which you were not arrested or in which you were named as an unindicted co-party? Yes ☐ No ☒ If yes, furnish details on page 10.
- C. Have you ever been questioned or deposed by a city, state, federal or law enforcement agency, commission or committee? Yes ☐ No ☒
- D. Have you ever been subpoenaed to appear or testify before a federal, state or county grand jury, board or commission? Yes ☐ No ☒
- E. Have you ever been subpoenaed to testify for any civil, criminal or administrative proceeding or hearing? Yes ☐ No ☒
- F. Have you ever had a civil or criminal record expunged or sealed by a court order? Yes ☐ No ☒
If yes, when? _____ city, county and state _____
- G. Have you ever received a pardon or deferred prosecution for any criminal offense? Yes ☐ No ☒
If yes when? _____ city, county and state _____
- H. Has any member of your family or of your spouse's family ever been convicted of a felony? Yes ☐ No ☒
If you answer to any of the above questions (B through H) is yes, furnish details on page 10.

Name	Relationship	Charge	Location	Date
------	--------------	--------	----------	------

Applicant's initial



ARRESTS, DETENTIONS, LITIGATIONS AND ARBITRATIONS-Continued

- I. Have you, as an individual, member of a partnership, or owner, director or officer of a corporation, ever been a part to a lawsuit as either a plaintiff or defendant or an arbitration as either a claimant or respondent?

Yes ☐ No ☒ (Other than divorces)

If yes, give details below. List all cases without exception, including bankruptcies:

Plaintiff/Defendant or Claimant/Respondent	Date Filed	Court and Case Number	City, County and State	Disposition/Date

- J. Has any general partnership, business venture, sole proprietorship or closely held corporation (while you were associated with it as an owner, officer, director or partner) been a party to a lawsuit, arbitration or bankruptcy?

Yes ☐ No ☒ If yes, complete the following:

Name of Entity	Type of Entity	Approximate Date(s) of Lawsuit/Arbitration/Bankruptcy

7. RESIDENCES:

List all residences you have had for the last 25 years:

Month and Year (From-To)	Street and Number	City	State or County
1980 - 1985	1230 Glenwood Blvd	Schenectady	NY
1985 - 1989	18 Grosvenor Square	Schenectady	NY
1989 - 1993	Marist College Housing	Poughkeepsie	NY
1993 - 1995	20 Crestwood Blvd	Poughkeepsie	NY
1996 - 1997	Lake View at the Bay Apts, #1048	Tempe	AZ
1997 - 1998	Dobson Bay Apts	Mesa	AZ
1999 - 2003	5608 S. Spinnaker Rd	Tempe	AZ
2004	634 E. Gila Lane	Chandler	AZ
2005 - Current	. Spinnaker Rd	Tempe	AZ

Applicant's initial

One

8. EMPLOYMENT:

Beginning with your current employment, list your work history, all businesses with which you have been involved, and/or all periods of unemployment since 18 years of age. Also, list all corporations, partnerships or any other business ventures with which you have been associated as an officer, director, stockholder or related capacity.

Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
May 2006 - Current	Medical Purchasing Solutions, LLC	Current
Title	Description of Duties	Name of Supervisor
Member	Management/Sales	N/A
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
May 2004 - May 2006	Drug Valet, Inc	Wanted to start my own company
Title	Description of Duties	Name of Supervisor
VP, National Sales	Established Direct Accounts, set-up EDI, Corporate Accts	Dominic Dovidio
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
May 03 - May 04	John L. Scott Real Estate	Disliked WA, moved back to AZ
Title	Description of Duties	Name of Supervisor
Realtor	Sales of Affordable homes	
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
April 2001 - May 2003	Priority Healthcare Corp	No future growth
Title	Description of Duties	Name of Supervisor
National Accounts Manager	Corporate Accounts, GPO relationships	John Rivers
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
November 1999 - April 2001	Physicians Formulary Intl	(Company sold to Priority)
Title	Description of Duties	Name of Supervisor
VP, Operations	Oversaw all operations for 50million \$ company	John Discerni
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
November 1998 - 99	Physicians Formulary Intl	Promoted
Title	Description of Duties	Name of Supervisor
National Sales Manager	Managed 8 reps while maintaining 2million \$ sales	John Discerni
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
Nov 95 - Nov 98	Physicians Formulary Intl	Promoted
Title	Description of Duties	Name of Supervisor
Account Manager	Sales and management of 3.5 million \$ sales territory	Kevin Stevens
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
1/1994- 9/1995	Smith Barney 2678 S. Street South Road Poughkeepsie, NY 12601	Wanted to move to AZ
Title	Description of Duties	Name of Supervisor
Stockbroker	Teach financial planning and investments	Joe Divestea / Bob Harris

If additional space is needed, continue on page 10 or provide attachment.

***See Attached Resume

Applicant's initial



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9. CHARACTER REFERENCES

List five character reference who have know you five years or more. Do not include relatives, present employer or employees.

Name of Where Employed	Street	City	State	Zip	Telephone	Years Known
<u>Name</u> Mike Kaczynski	La Vieve Lane	Tempe	AZ	82584		19
<u>Employer</u> Intel	4500 S. Dobson Rd	Chandler	AZ	85248	480-715-5777	
<u>Name</u> Scot Opfer	Cholla Street	Scottsdale	AZ	85260		10
<u>Employer</u> DrFirst	916 E. Baseline Rd, #202	Mesa	AZ	85204	602-466-7537	
<u>Name</u> Elizebeth Eichelberger	E. Jenan Drive	Scottsdale	AZ	85260		10
<u>Employer</u> RealtyOne Group	6475 S. Rainbow Drive, Las Vegas, NV				877-717-2555	
<u>Name</u> Aaron Alexander	E. Main St. #T-129	Mesa	AZ	85205		14
<u>Employer</u> Paradigm Technology	8761 E. Bell Rd, #107	Scottsdale	AZ	85260	480-473-7026	
<u>Name</u> Zohar Avney	Home	E. Beautiful Lane, Phoenix, AZ	85042			7
<u>Employer</u> Unemployed	Business	Unemployed				

10. Do you have any safe deposit box or other such depository, access to any depository or do you use any other person's depository? Yes ☐ No ☒
If yes, complete the following:

Box Number or Type of Depository	Location	City and State	Authorized Users

11. Have you ever held a privileged, occupational or professional license in any state, including but not limited to the following:
- | | | | | |
|------------|------------|--------------------------------|----------------------|-----------|
| Liquor | Lawyer | Race horse/race dog owner | Securities dealer | Insurance |
| Doctor | Contractor | Real estate broker or salesman | Barber/Cosmetologist | Gaming |
| Accountant | Pilot | Sports promoter | Trainer or manager | Educator |
- Yes ☒ No ☐
If yes, state type, where and years held

Stock Broker (NY) 1 year Poughkeepsie, NY

Real Estate License (WA) 1 Year Vancouver, WA

12. Have you ever applied for a city, county of state business, venture or industry license or held a financial interest in a licensed business or industry OUTSIDE the State of Nevada? Yes ☒ No ☐
If yes, state type, when and where and give names and locations of the businesses in which you were involved, the names and address of all partners and the agency responsible for licensing said business, venture or industry.

Medical Purchasing Solutions, LLC has applied and received Out of State Wholesale licenses - Approved by various

Boards of Pharmacy: AZ, CA, CO, IL, MD, MO, OH, OR TX

Applicant's initial

OH

13. Have you ever appeared before any licensing agency or similar authority or outside the State of Nevada for any reason whatsoever? Yes ☐ No ☒

14. Have you ever been denied a personal license, permit, certificate or registration for a privileged, occupational or professional activity? Yes ☐ No ☒

If yes to the above, state where, when and for what reason:

15. Have you ever been refused a business or industry license or related finding of suitability or been a participant in any group which has been denied a business or industry license or related finding of suitability? Yes ☐ No ☒

16. Have you or any person with whom you have been a participant in any group been the subject of an administrative action or proceeding relating to the pharmaceutical industry? Yes ☐ No ☒

17. Have you or any person with whom you have been a participant in any group ever been found guilty, plead guilty or entered a plea of nolo contendere to any offense, federal or state, related to prescription drugs and/or controlled substances? Yes ☐ No ☒

18. Have you or any person with whom you have been a participant in any group ever surrendered a license, permit or certificate of registration relating to the pharmaceutical industry voluntarily or otherwise (other than upon voluntary close of a manufacturer) Yes ☐ No ☒

19. Do you have any relatives within the fourth degree of consanguinity associated with or employed in the pharmaceutical or drug related industry? Yes ☐ No ☒



Date of photograph

9/25/12

Applicant's initial

CH

STATE OF Arizona

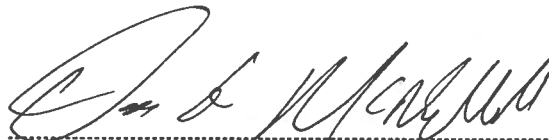
SS.

COUNTY OF Maricopa

I, Dennis G. McMahon

, being duly sworn, depose and say I have read the foregoing application and know the contents thereof; that the statements contained herein are true and correct and contain a full and true account of the information requested; that I executed this statement with the knowledge that misrepresentation or failure to reveal information requested may be deemed sufficient case for denial or revocation of a manufacturer license; that I am voluntarily submitting this application with full knowledge that Nevada Revised Statutes 639.210 (10) provides denial or revocation of the application of any person for a certificate, license, registration or permit if the holder or applicant "Has obtained any certificate, certification, license or permit by the filing of an application, or any record, affidavit or other information in support thereof, which is false or fraudulent," and further, that I have familiarized myself with the contents of Nevada Statutes on Pharmacists and Manufacturer and the Controlled Substances Act, as amended, and the Regulations of the Nevada State Board of Manufacturer as promulgated thereunder and agree, if licensed, to abide thereby,

I hereby expressly waive, release and forever discharge the State of Nevada, the licensing agency and their agents from any and all manner of action and causes of action whatsoever which I, my administrators or executors can, shall or may have against the State of Nevada, the licensing agency and their agents, as a result of my applying for a manufacturer license in the State of Nevada.



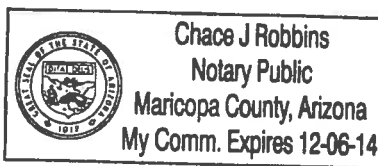
Original Signature of Applicant

Subscribed and Sworn to before me this 04 day of October

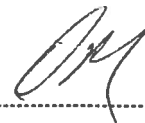
Chace Robbins

Notary Public

(seal)



Applicant's initial



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ADDITIONAL INFORMATION

Included with this portion of my information (Denis G. McNicholl) I have inserted two additional pieces of documentation.

1. The information pertaining to a charge of Driving while ability impaired on July 29, 1995 in Poughkeepsie, NY
2. A copy of my current resume outlining my work complete work experience

I beleive that this complete my Personal History, however, if you have any questions, I can be reached at

Applicant's initial



Nevada Board of Pharmacy
431 W. Plumb Lane
Reno, NV 89509

To whom it may concern,

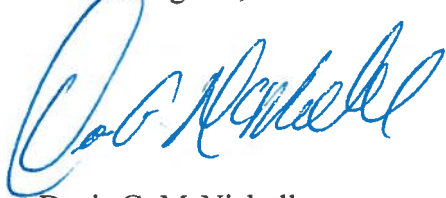
In regards to section 6 (Pg4): Personal History Record Request, I wanted to provide full-disclosure; therefore, I decided it was better to error on the side of over-disclosure and describe the following incident in 1995.

On July 29, 1995, I, Denis G. McNicholl, was arrested and charged with a DWAI (Driving While Ability Impaired) in Poughkeepsie, NY. To the best of my knowledge, the information was filed by the State of New York, Dutchess County and was in the Town of Poughkeepsie Court. The address of the Town Court is 17 Tucker Drive, Poughkeepsie, NY 12603. The phone number is 845-485-3690.

Moreover, I believe that the Adjudication and Disposition Dates were 8/21/1995 and the fine was for \$300.00. I wanted to error on the side of conservativeness and avoid any delays regarding this potential matter.

Please feel free to contact me with any questions or if you require any additional information.

Kindest regards,



Denis G. McNicholl
Member

Medical Purchasing Solutions, LLC
15021 N. 74th Street, #300
Scottsdale, AZ 85260
P 602-476-1595

Denis G. McNicholl
3 S. Spinnaker Road
Tempe, AZ 85283

Home and Cellular:

-mail: denis@denisnicholl.com

Educational Overview

Marist College, Poughkeepsie, NY
Graduated August 1993, Bachelors of Science
G.P.A. 3.0 Concentration: Finance, Minor: Marketing

Professional Overview

January 1993 – August 1995
Prudential Securities, Broker's Assistant
Smith Barney, Stock Broker

November 95- November 98

Physicians Formulary International: Account Manager

- Accelerated 3.5 million in annual sales from an under performing, newly created sales territory.
- Exceeded sales and profit goals 22 of 24 months
- Opened over 500 Accounts, consistently raising profit from single digit to more than 16% annually and securing double-digit revenue growth.
- Initiated warehouse training for all sales which included actual warehouse operations, further knowledge testing and management experiences.
- Developed controlled substance training program educating sales reps as to the completing of 222 forms, record keeping and warehouse management of C2-C5.
- Initiated and positioned myself as the resident expert in drug distribution within the surgery center market to well respected, aggressive sales professionals from leading drug manufactures to Group Purchasing Organizations.
- Developed Target Marketing Program (TMP) that has accounted for 90% of my organic sales and profitability growth over the past 3 years.
- Assisted in the creation, development and implementation of our internal, discounted purchasing program. Moreover, I established the base-pricing model for all non-acute care members (P.E.P.P. Program).

November 98- November 99

Physicians Formulary International: National Sales Manager

- Managed 8 sales representatives, while actively managing my top 100 accounts (2 million in annual sales).
- Worked extensively on creation, marketing, pricing and managing of a visionary new program that enabled smaller dollar volume accounts to access to previously unavailable GPO prices.
- Conceptualized and implemented computer based sales tools that resulted in internal account manager efficiencies of more than 50%.
- Hired, trained and mentored several employees including the two leading ambulatory reps both at PFI and PHC.
- Analyzed monthly, quarterly and yearly reports to identify trends, determine appropriate actions and work in conjunction with sales reps and other managers to exceed both short and long-term goals.

- Secured and manage our distribution agreement for alternate site with MedAssets Supply Chain Systems GPO (MASCS).
- Developed relationships with MASCS' affiliate companies including, Medigroup, Prime Inc., Shared Services and Medical Concepts.
- Hired and trained our current sales force, with expansion of several more representatives that began in January '05.
- Developed new marketing material including catalog, client and prospect letters, tri-folds, brochures and business cards to name a few examples.
- Created our successful, new Code Red marketing campaign for crash cart drug expiration dating, maintenance and automatic replenishment.
- Cultivated over 100 accounts with an aggregate profit of 20% and annualized sales of \$300,000.

May 2006 – Current

Medical Purchasing Solutions: Partner / Member

- Created, with my partner, a sales, consulting and distribution company that specializes in prescription drugs and medical/dental supplies for the general and cosmetic dentists, as well as cosmetic, plastic and oral surgeons.
- Crafted policy and procedures manual for proper handling, storing, shipping and reporting of all Non-Controlled and Controlled prescription drugs.
- Developed an internal data system that is used in all facets of business integration including, but not limited to purchasing, sales, tracking, inventorying, logging, shipping and reporting, while maintaining regular counts for inventory accuracy and temperature requirements
- Responsible for record keeping, reporting, documenting, reviewing and ordering controlled substances C2-C5 (reported monthly, quarterly, yearly).
- Daily managing all areas of warehouse operations including purchasing, receiving, inventorying, picking, packing, shipping and all other responsibilities or a warehouse manager.
- Sales operations include marketing, Inside/Outside sales, traveling to conferences and training new employees in both sales and warehouse operations
- Continuing to expand our contracted offerings to include additional vendors products, gpo source pricing with an added focus on supplies.

- Wrote e-mails, monthly newsletters and was quoted by Outpatient Surgery Magazine when drug prices were needed for articles.
- Rallied a team of “energized reps” to drive company sales from 18-24 million dollars in annual revenue, while maintaining an 18% profit margin.

November 99- April 01

Physicians Formulary International: VP, Operations & Emerging Markets, 4/1/01 purchased by PHC

- Oversee all operations for \$49 million drug distributor
- Analyzed cost/benefits and profit/loss of sub-categorical markets under the alternate site umbrella; thus forecasting future expansions in other markets.
- Worked exclusively with GPO sales reps, manufacture reps, med-surg reps, as well as competing reps to ensure accurate reporting and to simplify the working relationship among different market players.
- Signed and serviced several corporate accounts, referred to as ‘chains,’ that generated millions to our top-line, as well as starting and directing smaller markets such as O.A.C. markets which provided us with 28% profit.
- Managed the P.M.I. Affiliate GPO program that included working with clients, evaluating base sale prices in the face of competitive threats and selling and signing new facilities to our program.
- Strengthened and leveraged my relationships with current GPOs and manufacture reps to create new opportunities for pharmaceutical distribution and contract administration with other GPOs and manufactures.

April 1 01 – May 03

Priority Healthcare Corporation: Regional Account Manager – West

- National Account Manager – MedAssets/HSCA.
- Managed 15 corporate accounts including Amburg, Ortholink & ASC Group.
- Developed ambulatory portfolio for Pharmaceutical Buyers Inc.
- Vigorously worked to re-created PHC’s ambulatory division to mirror PFI’s.
- Assisted sales representatives with complex questions and situations regarding various GPO contracts, as well as trained and motivated them.
- Coordinated with corporate vice-presidents of sales distribution, contract negotiations, business development, purchasing, contracts, accounting, information systems and marketing to further cohesively integrate PFI with Priority Healthcare.

May 03 – May 04

John L. Scott Real Estate: Realtor

- Educated buyers as to purchasing homes within their “financial comfort zone”

May 04 – May 2006

Drug Valet, Inc: VP, National Sales, Partner

- Established direct accounts with several manufactures including Baxter, Abbott, Hospira, American Regent, Bedford and numerous smaller players.
- Worked with IT to establish EDI/Chargebacks and Reporting

PERSONAL HISTORY RECORD for Pharmacy, MDEG & Wholesaler

☑ Date 10 / 03 / 2012

GENERAL INSTRUCTIONS

Type an answer to every question. If a question does not apply to you, so state with N/A. If space available is insufficient, continue on page 10 or use a separate sheet and precede each answer with the appropriate title. Do not misstate or omit any material fact(s) as each statement made hererin is subject to verification. Applicant must initial each page, as provided in lower right hand corner. By placing his initials on each page, the applicant is attesting to the accuracy and completeness of the information contained on that page.

All applicants are advised that this personal history record is an official document and misrepresentation or failure to reveal information requested may be deemed to be sufficient cause for the refusal or revocation of a license.

All applicants are further advised that an application for a license, finding of suitability or for other action may not be withdrawn without the permission of the licensing agency.

Application for _____
Out of State Pharmaceutical Wholesaler

Medical Purchasing Solutions, LLC 15021 N. 74th Street, #300 Scottsdale, AZ 85260

Name and Address of Establishment for Which License Is Requested

N/A

If applicable, Name Under Which It Is Now Operated

1. PERSONAL INFORMATION:

Last Name	Discerni	First Name	John	Middle Name	Stephen
Alias(es, Nicknames, Maiden Name, Other Name Changes, Legal or Otherwise)					
N/A					
Present Residence Address-Street or RFD		City	State/Zip		
Desert Vista Rd (2009 - Current)		Scottsdale	AZ 85255		
Present Business Address		City	State/Zip		
15021 N. 74th Street, #300 (2006 - Current)		Scottsdale	AZ 85260		
Occupation				Phone:	
Member				Residence	
Medical Purchasing Solutions, LLC				Business	
15021 N. 74th Street, #300 Scottsdale, AZ				602-476-1595	
Date of Birth		Place of Birth (City, County, State)			
		Warren, Trumbull, Ohio			
Age	Social Security Number			Sex	
51 Years				Male	
Color of Eyes	Color of Hair	Complexion	Weight	Build	Height
Brown	Grey	Medium	180 Lbs	Medium	5' 9"

Scars, tattoos or distinguishing marks and/or characteristics _____

Are you a citizen of the United States? Yes ☒ No ☐ If alien, registration No. _____

If naturalized, certificate No. _____ Date _____

Place _____ (If naturalized, document must be verified.)

2. MARITAL INFORMATION:

Single ☐ Married ☒ Separated ☐ Divorced ☐ Widowed ☐ Engaged ☐

Applicant's initial _____

MARITAL INFORMATION-Continued

5-28-1988

Charleston, (Charleston County) SC

A. **Current Marriage** _____

Spouse's full name (Maiden) _____ Date Marie Stroble _____ City, County and State _____ S.S. No. _____

Date of Birth _____ Place of Birth Boardman, OH _____

Resident address _____ E. Desert Vista Rd _____ Scottsdale _____ AZ _____ 85255 _____
 Street City State Zip

Telephone: Residence _____ Business N/A _____

Spouse's employer N/A _____ Occupation N/A _____

Address of employer N/A _____
 Street City State Zip

B. **Previous Marriages:** If ever legally separated, divorced, or annulled, indicate below:

Name of Spouse	Date of Order or Decree	Date of Place of Marriage	Nature of Action	City County and State
----------------	-------------------------	---------------------------	------------------	-----------------------

N/A

List of names, current address and telephone numbers of previous spouses:

Name	Street	City	State	Zip	Telephone
------	--------	------	-------	-----	-----------

N/A

3. **FAMILY INFORMATION:**A. **Children and Dependents:**

List all children, including step-children and adopted children and give the following information:

Name	Birth Date	Birth Place	Residence Address
Emily Discerni	12-22-1995	Scottsdale, AZ	9366 E. Desert Vista Rd, Scottsdale, AZ 85260
Quinn Discerni	7-22-1999	Scottsdale, AZ	9366 E. Desert Vista Rd, Scottsdale, AZ 85260

B. **Child Support Information:**

Please mark the appropriate response:

- ☒ I am not subject to a court order for the support of child.
- ☐ I am subject to a court order for the support of one or more children and am in compliance with a plan approved by the district attorney or other public agency enforcing the order for the repayment of the amount owed pursuant to the order; or
- ☐ I am subject to a court order for the support of one or more children and NOT in compliance with the order or a plan approved by the district attorney or other public agency enforcing the order for the repayment of the amount owed pursuant to the order.

Applicant's initial _____

FAMILY INFORMATION-Continued

District attorney or public agency responsible for enforcing the child support order:

Name

Address

Contact person

C. Parents:

List names, residence addresses, dates of birth and most recent occupations of parents, step-parents, parents-

in-law or legal guardian. If retired or deceased, list last address and occupation.

Name (Maiden)	Birth Date	Address	Occupation
---------------	------------	---------	------------

Father

Orlando J. Discerni : Belvedere NE Warren, OH 44483 Deceased/GM Harness Supervisor

Mother

Ann Discerni Belvedere NE Warren, OH 44483 Deceased/City of Warren Clerk of Courts

Father-in-Law

Calvin Stroble Boardman, OH Retired/Artist Self-Employed

Mother-in-Law

Mary Louie Stroble Boardman, OH Retired/School teacher

D. Brothers and Sisters:

List names, residence addresses, dates of birth and most recent occupations of brothers and sisters and of their respective spouses.

Name (Maiden)	Birth Date	Address	Occupation
---------------	------------	---------	------------

Annette Wilson

Gardenia Court

N/A

Spouse

Terrrence Wilson

West Lafayette, IN 47906

Hosp. Administrator

Spouse

Spouse

Spouse

4. EDUCATION:

	Name of School	Location	Dates Attended	Graduate
Grammar School	Blessed Sacrement Elementary	3020 Reeves Rd, Warren OH 44483	1966-1974	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
High School	John F. Kennedy	2550 Central Parkway SE Warren, OH 44484	1975-1979	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
College University	Ohio Northern University	525 S. Main Street, Ada OH 45810	1980-1984	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Other	University of Phoenix (MBA)	4635 E. Elwood St, Phoenix, AZ 85040	1990-1992	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

Type of degree obtained, if any B.S. Pharmacy

College or university where obtained Ohio Northern University

Applicant's initial 

5 MILITARY INFORMATION:

- A. Have you ever served in any armed forces? Yes ☐ No ☒

Branch _____ Date of entry-active service _____

Date of separation _____ Type of discharge _____

Rating at separation _____ Serial number _____

While in the military service were you ever arrested for an offense which resulted in summary action, a trial or special or general court martial? Yes ☐ No ☐ If yes, furnish details on page 10. (List all incidents regardless of where they occurred-foreign or domestic.)

- B. Have you registered for the draft? Yes ☒ No ☐

County Trumbull State OH Date registered 1977

6. ARRESTS, DETENTIONS, LITIGATIONS AND ARBITRATIONS: (Include those arrests in which you were not convicted.)

- A. Have you ever been arrested, detained, charged, indicted or summoned to answer for any criminal offense or violation for any reason whatsoever, regardless of the disposition of the event? (Except minor traffic citations.) Yes ☐ No ☒ If yes, give details in space provided below. List all cases without exception.

Date of Arrest	Age	Charge	Location-City and State	Deposition/Date	Arresting Agency
----------------	-----	--------	-------------------------	-----------------	------------------

- B. Has a criminal indictment, information or complaint ever been returned against you, but for which you were not arrested or in which you were named as an unindicted co-party? Yes ☐ No ☒ If yes, furnish details on page 10.
- C. Have you ever been questioned or deposed by a city, state, federal or law enforcement agency, commission or committee? Yes ☐ No ☒
- D. Have you ever been subpoenaed to appear or testify before a federal, state or county grand jury, board or commission? Yes ☐ No ☒
- E. Have you ever been subpoenaed to testify for any civil, criminal or administrative proceeding or hearing? Yes ☐ No ☒
- F. Have you ever had a civil or criminal record expunged or sealed by a court order? Yes ☐ No ☒
If yes, when? _____ city, county and state _____
- G. Have you ever received a pardon or deferred prosecution for any criminal offense? Yes ☐ No ☒
If yes when? _____ city, county and state _____
- H. Has any member of your family or of your spouse's family ever been convicted of a felony? Yes ☐ No ☒
If you answer to any of the above questions (B through H) is yes, furnish details on page 10.

Name	Relationship	Charge	Location	Date
------	--------------	--------	----------	------

Applicant's initial _____

ARRESTS, DETENTIONS, LITIGATIONS AND ARBITRATIONS-Continued

- I. Have you, as an individual, member of a partnership, or owner, director or officer of a corporation, ever been a part to a lawsuit as either a plaintiff or defendant or an arbitration as either a claimant or respondent?

Yes ☐ No ☒ (Other than divorces)

If yes, give details below. List all cases without exception, including bankruptcies:

Plaintiff/Defendant or Claimant/Respondent	Date Filed	Court and Case Number	City, County and State	Disposition/Date

- J. Has any general partnership, business venture, sole proprietorship or closely held corporation (while you were associated with it as an owner, officer, director or partner) been a party to a lawsuit, arbitration or bankruptcy?

Yes ☐ No ☒ If yes, complete the following:

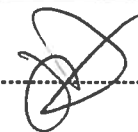
Name of Entity	Type of Entity	Approximate Date(s) of Lawsuit/Arbitration/Bankruptcy

7. RESIDENCES:

List all residences you have had for the last 25 years:

Month and Year (From-To)	Street and Number	City	State or County
2009 - Present	E. Desert Vista Rd	Scottsdale	AZ
1995 - 2009	9015 E. Via Montoya	Scottsdale	AZ
1988 - 1995	2515 N. Comanch Drive	Chandler	AZ
1987 - 1988	330 N. Main Street	Adkinville	NC

Applicant's initial



8. EMPLOYMENT:

Beginning with your current employment, list your work history, all businesses with which you have been involved, and/or all periods of unemployment since 18 years of age. Also, list all corporations, partnerships or any other business ventures with which you have been associated as an officer, director, stockholder or related capacity.

Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
May 2007 - Current	Medical Purchasing Solutions, LLC	Current
Title	Description of Duties	Name of Supervisor
Member	Management/Operations	N/A
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
May 2002 - May 2007	Retired	Sold Business
Title	Description of Duties	Name of Supervisor
Owner		
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
April 2001 - May 2002	Priority Healthcare Corp	Retire
Title	Description of Duties	Name of Supervisor
VP Outpatient Surgery	Ran the West Coast Regional Branch	Guy Bryant
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
November 1990 - April 2001	Physicians Formulary Int'l Inc.	(Company sold to Priority)
Title	Description of Duties	Name of Supervisor
Owner	Everything	N/A
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
1988 - 1990	Mesa Lutheran Hospital	Start P.F.I.
Title	Description of Duties	Name of Supervisor
Pharmacist	Pharmacist duties	John Fierro
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
1986 - 1988	Executive Drug Care	Moved to AZ
Title	Description of Duties	Name of Supervisor
Pharmacist	Pharmacist Duties	Tommy Miller
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
1984 - 1986	Rite Aid	Different Jobs
Title	Description of Duties	Name of Supervisor
Pharmacist	Pharmacist Duties	Joy Miller
Month and Year	Name/Mailing Address of Employer/Business	Reason for Leaving
1981 - 1984	St. Joseph's Hospital	School
Title	Description of Duties	Name of Supervisor
Pharmacy Intern	Pharmacist Duties	Jim Stevenson

If additional space is needed, continue on page 10 or provide attachment.

Applicant's initial



9. CHARACTER REFERENCES.

List five character reference who have know you five years or more. Do not include relatives, present employer or employees.

Name of Where Employed	Street	City	State	Zip	Telephone	Years Known
Name Heidi Tomooka	Home	5 E. Clark Street	Phoenix, AZ	85050		8
Employer L-3 Communications	Business	2111 N. 19th Ave	Phoenix, AZ	85036		
Name Scott Tomooka	Home	E. Clark Street,	Phoenix, AZ	85050		8
Employer Honeywell	Business	111 S. 34th Street,	Phoenix, AZ	85034		
Name Steve Wendy	Home	S. Oak St.	Chandler, AZ	85284		22
Employer Banner Hospital	Business	6644 E. Baywood Mesa,	AZ	85206	480-321-2000	
Name John Fierro	Home	E. Huber St.,	Mesa AZ	85203		22
Employer Banner Hosp.	Business	6644 E. Baywood Mesa,	AZ	85206	480-321-2000	
Name Jane Gagliano	Home	W. Broad St.,	E. Stroudsburg, PA	18301		40
Employer Retired	Business	Retired				

10. Do you have any safe deposit box or other such depository, access to any depository or do you use any other person's depository? Yes ☐ No ☒
If yes, complete the following:

Box Number or Type of Depository	Location	City and State	Authorized Users

11. Have you ever held a privileged, occupational or professional license in any state, including but not limited to the following:

Liquor	Lawyer	Race horse/race dog owner	Securities dealer	Insurance
Doctor	Contractor	Real estate broker or salesman	Barber/Cosmetologist	Gaming
Accountant	Pilot	Sports promoter	Trainer or manager	Educator

Yes ☒ No ☐

If yes, state type, where and years held

Pharmacist - AZ (24 years), SC (26 years) and NC (28 years)

Pilot - AZ (9 years)

12. Have you ever applied for a city, county of state business, venture or industry license or held a financial interest in a licensed business or industry OUTSIDE the State of Nevada? Yes ☒ No ☐

If yes, state type, when and where and give names and locations of the businesses in which you were involved, the names and address of all partners and the agency responsible for licensing said business, venture or industry.

Medical Purchasing Solutions, LLC has applied & received Out of State Wholesale licenses - Approved by Boards of Pharmacy

Physicians Formulary Int'l has applied and received Out of State Wholesale Licenses - Approved by Boards of Pharmacy

Applicant's initial



13. Have you ever appeared before any licensing agency or similar authority or outside the State of Nevada for any reason whatsoever? Yes ☐ No ☒

14. Have you ever been denied a personal license, permit, certificate or registration for a privileged, occupational or professional activity? Yes ☐ No ☒

If yes to the above, state where, when and for what reason:

15. Have you ever been refused a business or industry license or related finding of suitability or been a participant in any group which has been denied a business or industry license or related finding of suitability? Yes ☐ No ☒

16. Have you or any person with whom you have been a participant in any group been the subject of an administrative action or proceeding relating to the pharmaceutical industry? Yes ☐ No ☒

17. Have you or any person with whom you have been a participant in any group ever been found guilty, plead guilty or entered a plea of nolo contendere to any offense, federal or state, related to prescription drugs and/or controlled substances? Yes ☐ No ☒

18. Have you or any person with whom you have been a participant in any group ever surrendered a license, permit or certificate of registration relating to the pharmaceutical industry voluntarily or otherwise (other than upon voluntary close of a manufacturer) Yes ☐ No ☒

19. Do you have any relatives within the fourth degree of consanguinity associated with or employed in the pharmaceutical or drug related industry? Yes ☐ No ☒



Date of photograph 9-25-2012

Applicant's initial [Signature]

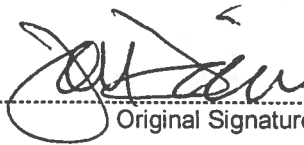
STATE OF AZ

SS.

COUNTY OF Maricopa

I, John Discerni, being duly sworn, depose and say I have read the foregoing application and know the contents thereof; that the statements contained herein are true and correct and contain a full and true account of the information requested; that I executed this statement with the knowledge that misrepresentation or failure to reveal information requested may be deemed sufficient case for denial or revocation of a manufacturer license; that I am voluntarily submitting this application with full knowledge that Nevada Revised Statutes 639.210 (10) provides denial or revocation of the application of any person for a certificate, license, registration or permit if the holder or applicant "Has obtained any certificate, certification, license or permit by the filing of an application, or any record, affidavit or other information in support thereof, which is false or fraudulent," and further, that I have familiarized myself with the contents of Nevada Statutes on Pharmacists and Manufacturer and the Controlled Substances Act, as amended, and the Regulations of the Nevada State Board of Manufacturer as promulgated thereunder and agree, if licensed, to abide thereby,

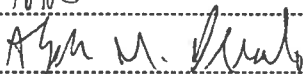
I hereby expressly waive, release and forever discharge the State of Nevada, the licensing agency and their agents from any and all manner of action and causes of action whatsoever which I, my administrators or executors can, shall or may have against the State of Nevada, the licensing agency and their agents, as a result of my applying for a manufacturer license in the State of Nevada.



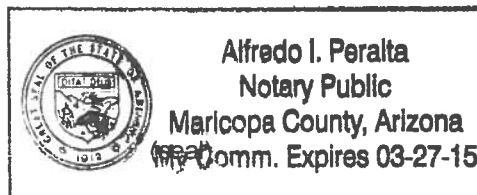
Original Signature of Applicant

Subscribed and Sworn to before me this 11th day of

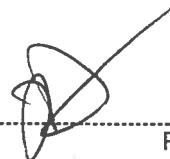
October



Notary Public



Applicant's initial



ADDITIONAL INFORMATION

8 Employment Continued.....

1979 - 1981 OH Dept of Transportation Flagman - Various Responsibilities – Worked while attending school
Supervisor Phil Lettrich

Applicant's initial





ARIZONA STATE BOARD OF PHARMACY
1700 W. Washington St. Suite 250
Phoenix, AZ 85007
<http://www.azpharmacy.gov>

602-771-ASBP (2727)
FAX: 602-771-2749

WHOLESALE FULL SERVICE

PERMIT NO.

W001685

EXPIRES

10/31/2013

Receipt Date 09/22/2011
Receipt No. 208343
Receipt Amount \$ 1,000.00

Issued to John Discerni, Rph and Denis G. McNicholl
15021 N. 74th St., #300
Scottsdale AZ 85260

Medical Purchasing Solutions, LLC
15021 N. 74th St., #300
Scottsdale AZ 85260

The holder of the license/permit number printed above is authorized to conduct business according to the classification specified, pursuant to A.R.S. 32-1908(A).

Hal Wance
Executive Director

ARIZONA STATE BOARD OF PHARMACY
1700 W. Washington St. Suite 250
Phoenix, AZ 85007
602-771-ASBP (2727)
FAX: 602-771-2749



WALLET CARD

NAME John Discerni, Rph and Denis G. McN
PERMIT NO. W001685
EXPIRES 10/31/2013

<http://www.azpharmacy.gov>

Arizona State Board of Pharmacy

602-771-ASBP (2727)

IMPORTANT INFORMATION

ATTN: PERMITTEE

1. OWNERSHIP CHANGE - MUST NOTIFY BOARD OFFICE OF CHANGE OF OWNERSHIP WITHIN 10 DAYS.
2. ADDRESS - CHANGE OF LOCATION ADDRESS OR IF YOU OPEN A NEW LOCATION - CONTACT BOARD FOR INSTRUCTIONS.

ATTN: LICENSEE

1. RECEIPT/LICENSE SHALL BE AVAILABLE FOR INSPECTION DURING BUSINESS HOURS.
2. EMPLOYMENT - MUST NOTIFY BOARD OFFICE OF CHANGE OF EMPLOYMENT WITHIN 10 DAYS.
3. HOME ADDRESS - MUST NOTIFY BOARD OFFICE OF CHANGE OF ADDRESS WITHIN 10 DAYS.
4. CERTIFICATE FOR RELIEF WORK AVAILABLE FOR \$10.00.

LOST RECEIPT/PERMIT/LICENSE

REPLACEMENT MUST BE OBTAINED FROM BOARD OFFICE FOR \$10.00

10D

WHO1660

NEVADA STATE BOARD OF PHARMACY
431 W Plumb Lane – Reno, NV 89509 – (775) 850-1440
APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE
CORPORATION

FEE \$500.00 (non-refundable and not transferable)

Application must be printed legibly

Any misrepresentation in the answer to any question on this application is grounds for refusal or denial of the application or subsequent revocation of the license issued and is a violation of the laws of the State of Nevada.

New Wholesaler ☒ Ownership Change _____ Name Change _____ Location Change _____
(Please provide current license number if making changes: WH _____)

GENERAL INFORMATION

Facility Name: National Distribution & Contracting Inc.

Physical Address: 401 New Sanford Road

Mailing Address: Same

City: LAVERGNE State: TN Zip Code: 37086

Telephone Number: 615 366 3230 Fax Number: 615 793 0490

Toll Free Number: _____

E-mail: tmgar@ndc-inc.com Website: www.ndc-inc.com

Facility Manager: Alice Ann Nagel

Professional qualifications and experience of facility manager: see attached

Types of licensed outlets or authorized persons firm will serve:

☐ Pharmacies ☐ Practitioners ☐ Hospitals ☒ Wholesalers
☐ Other: _____

Type of Products to be handled or wholesaled by firm:

☒ Legend Pharmaceuticals, Supplies or Devices ☒ Hypodermic Devices
☐ Poisons or Chemicals ☐ Veterinary Legend Drugs
☐ Controlled Substances (include copy of DEA)
☐ Other: _____

Board Use Only

Received: JUL 20 2010 Check Number: 824 Amount: 500.00

FP's

54335
1053

OWNERSHIP IS A CORPORATION

State of Incorporation: Delaware
Parent Company if any: NDC Holdco LLC
Corporation Name: National Distribution + Contracting Inc
Mailing Address: 402 BNA Dr Ste 500
City: Nashville State: TN Zip: 37207
Telephone: 615 366 3230 Fax: 615 793 0490
License Contact Person: Tammy McGarr
Professional Compliance Contact Person: Tammy McGarr

Ownership Information – Complete Section 1 or 2

Do not use N/A in this section – Section 1 or 2 must be completed.

Section 1: List the corporations four largest shareholders:
(Name and percentage of ownership)

1.	<u>NDC Holdco</u>	%: <u>100</u>
2.	<u></u>	%: <u></u>
3.	<u></u>	%: <u></u>
4.	<u></u>	%: <u></u>

Section 2: If the corporation that holds an ownership interest in the applicant is a publicly traded corporation, the applicant shall identify the officers of that corporation, the date the corporation received its registration with the SEC, the registration number issued and the exchange at which the stock is being traded. You can provide a copy of the SEC report or copy of Form 10-K.

Date of Incorporation: 5/19/53
Registration number issued: not publicly traded
Stock Exchange:

If corporation is a subsidiary, list name and state of incorporation of the parent corporation and include a list officers.

Delaware
officers see attached

- 1) Do any shareholders hold an interest ownership or have management in any type of business or facility which are licensed by the State of Nevada or another political jurisdiction? Yes ☐ No ☒ If yes, list the persons, their address and their business names.

a) _____
Name Address

Business

b) _____
Name Address

Business

c) _____
Name Address

Business

d) _____
Name Address

Business

- 2) Are you or have you in the last 10 years been associated with any person, business or health care entity in which pharmaceutical products (drugs) were sold, dispensed or distributed? Yes ☐ No ☒ If yes, list the persons, their address and their business names.

a) _____
Name Address

Business

b) _____
Name Address

Business

c) _____
Name Address

Business

d) _____
Name Address

Business

Within the last five (5) years:

- 1) Has the firm or any owner(s), shareholder(s) with at least 10% interest, officer(s) or director(s) thereof, ever been charged, or convicted of a felony or gross misdemeanor (including by way of a guilty plea or no contest plea)? Yes ☒ No ☒ *5/b NO per T Macan*
- 2) Has the firm or any owner(s), shareholder(s) with at least 10% interest, officer(s) or director(s) thereof, ever been denied a license, permit or certificate of registration? Yes ☐ No ☒ *2010*
- 3) Has the firm or any owner(s), shareholder(s) with at least 10% interest, officer(s) or director(s) thereof, ever been the subject of an administrative action or proceeding relating to the pharmaceutical industry? Yes ☐ No ☒
- 4) Has the firm or any owner(s), shareholder(s) with at least 10% interest, officer(s) or director(s) thereof, ever been found guilty, pled guilty or entered a plea of nolo contendere to any offense federal or state, related to controlled substances? Yes ☐ No ☒
- 5) Has the firm or any owner(s), shareholder(s) with at least 10% interest, officer(s) or director(s) thereof, ever surrendered a license, permit or certificate of registration voluntarily or otherwise (other than upon voluntary close of a facility)? Yes ☐ No ☒

If the answer to any question 1 through 5 is "yes", a signed statement of explanation must be attached. Copies of any documents that identify the circumstance or contain an order, agreement, or other disposition may be required.

I hereby certify that the answers given in this application and attached documentation are true and correct. I understand that any infraction of the laws of the State of Nevada regulating the operation of an authorized wholesaler may be grounds for the revocation of this permit.

I have read all questions, answers and statements and know the contents thereof. I hereby certify, under penalty of perjury, that the information furnished on this application are true, accurate and correct. I hereby authorize the Nevada State Board of Pharmacy, its agents, servants and employees, to conduct any investigation(s) of the business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.

Mark T. Seitz President & CEO
Signature of owner or executive officer

Date

MARK T. SEITZ President & CEO
Print or Type name and title

Alice Ann Nagel
Redbud Drive
Hendersonville, TN 37075

Employment Experience

National Distribution & Contracting, Inc.
407 New Sanford Road
LaVergne, TN 37086
Phone 615-324-6381

December 1998-Present

Positions held:

Inventory Manager

Responsibilities included replenishment and all aspects associated with wholesale distribution.

Operations Manager

Responsibilities include supervision of customer service and purchasing/inventory teams to include ensuring proper protocol is followed regarding storage and distribution of medical and pharma items.

Bergen Brunswig Drug Co.
12980 Old Hickory Blvd
Antioch, TN 37013

March 1994-December 1998

Position held:

Inventory Coordinator

Main liaison between distribution center and state/federal licensing agencies. Duties included maintaining accurate inventories of pharma items including controls; working closely with logistics department regarding incoming and outgoing shipments of all products; ordering all narcotics.

Tennessee Wholesale Drug Co.
200 Cumberland Bend
Nashville, TN 37228

October 1985-March 1994

Position held:

Buyer-Inventory Manager

Responsible for purchasing numerous pharmaceutical vendors to include narcotics. Worked closely with state and federal licensing agencies to ensure compliance in all areas.

NEVADA STATE BOARD OF PHARMACY
431 W Plumb Lane – Reno, NV 89509

WHOLESALE LICENSE VERIFICATION

Name: National Distribution and Contracting
Address: 407 Sanford Road
City: LA Vergne State: TN Zip: 37086
I hereby authorize the _____ to furnish to the
Nevada State Board of Pharmacy, the information requested below.
Signature of Applicant _____

THIS FORM MUST BE FORWARDED TO THE HOME STATE
LICENSING AGENCY FOR COMPLETION
DO NOT WRITE BELOW THIS LINE

License Number	License Status	Date License Issued	Date License Expires
<u>2183</u>	<u>Active</u>	<u>9/29/2004</u>	<u>9/30/2010</u>

Has this license been
encumbered in any way?
☐ Yes ☒ No

Type of Encumbrance: (if any)
☐ Revoked ☐ Surrendered ☐ Limited
☐ Suspended ☐ Restricted ☐ Probation
Please attach copies of any pertinent legal documents

USE REVERSE SIDE OF THIS FORM FOR EXPLANATIONS IF NECESSARY

Has the applicant been convicted of any federal, state or local laws
relating to drug samples, wholesale or retail drug distribution, or
distribution of controlled substances? (If yes, please explain) ☐ Yes ☒ No
Has the applicant furnished any false or fraudulent material in any
applications made in connection with drug manufacturing or
distribution? (if yes, please explain) ☐ Yes ☒ No
Have any inspections of the applicant resulted in deficient ratings?
(If yes, please explain) ☐ Yes ☒ No
Has applicant met all licensing requirements of your state?
(If no, please explain) ☒ Yes

Signature of State Official	Title	State	Date	State
<u>Shella W. Bism</u>	<u>Adm. mgr</u>	<u>TN</u>	<u>6/2/2010</u>	



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL DISTRIBUTION & CONTRACTING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

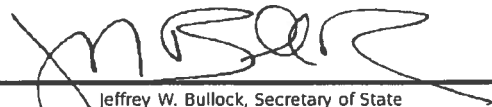
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

0466424 8300

100437674

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7960844

DATE: 04-28-10

State	License number	Issue date	expiration date
Kentucky	W02539	2/5/2010	9/30/2010
Oregon	W1-0003409	6/22/2010	9/30/2010
Rhode Island	DIS02077	4/15/2010	9/30/2010
Tennessee	2183 n/a		home state
Washington	PHWH FX 60110566	8/31/2009	9/30/2010
Arizona	W001843	2/16/2010	10/31/2010
Colorado	7674	10/28/2009	10/31/2010
Alabama	193855 n/a		12/31/2010
Arkansas	WD03732	2/17/2010	12/31/2010
Canada	2311		12/31/2010
Canada	2341		12/31/2010
Illinois	004.003057 n/a		12/31/2010
Iowa	6883	11/30/2009	12/31/2010
Louisiana	6545	4/28/2010	12/31/2010
North Carolina	909	5/25/2010	12/31/2010
South Carolina	600-1709	3/30/2010	12/31/2010
South Dakota	88-W-2444	3/30/2010	3/31/2011
Oklahoma	23 2336	4/8/2010	4/30/2011
Florida	4855	5/10/2007	5/1/2011
California	362368	2/19/2010	5/31/2011
Minnesota	CSW.0002367	1/14/2010	6/30/2011
Connecticut	PHWH002830 n/a		6/30/2011
Georgia	W3402	5/11/2010	6/30/2011
Idaho	5-02718	2/17/2010	6/30/2011
Kansas	L1770096	4/8/2010	6/30/2011
Michigan	5109	3/1/2010	6/30/2011
New Hampshire	5003898	5/25/2010	6/30/2011
New Jersey	WBG.012065900 01334	6/30/2010	6/30/2011
Ohio	7200000667	5/24/2010	6/30/2011
Pennsylvania	WD0558787	5/19/2010	6/30/2011
West Virginia	39.0066797	6/5/2010	7/31/2011
Vermont	2009034749	11/1/2009	10/31/2011
Missouri	08386/06 2	1/25/2010	12/31/2011
Mississippi	WD00011141	3/15/2010	12/31/2011
New Mexico	1000363	5/1/2010	2/21/2012
Texas	2301-045	4/21/2010	5/31/2012
Wisconsin	A4-0001706	6/14/2010	9/30/2012
Delaware	28125	11/8/2006	9/30/2012
New York			
Alaska			
Alaska			
Guam			
Guam			
Hawaii			
Hawaii			
Massachusetts			
Massachusetts			
Puerto Rico			
Puerto Rico			
Utah			
Utah			

all are pharmacy license

all are issued to

National Distribution & Contracting Inc.

407 New Sanford Road

LaVergne TN 37013

Corporate address

402 BNA Drive Suite 500

Officers

Mark Seitz, President & CEO
Clearwater Drive
Brentwood, TN 37027

Scott Craighead, CFO and COO
Rosewood Trail
Mt Juliet, TN 37122

NEVADA STATE BOARD OF PHARMACY

431 W Plumb Lane

Reno, NV 89509

(775) 850-1440

Fax: (775) 850-1444

PHARMACEUTICAL WHOLESALER SURETY BOND

Bond No. 105440336

Application/License No. _____

**National Distribution &
Contracting, Inc.**

Applicant/Principal

, doing or intending to do business as a
pharmaceutical wholesaler, whose address for purposes of service is

402 BNA Drive, Suite 500, Nashville, TN 37217, as

Address of Applicant/Principal

PRINCIPAL, and Travelers Casualty and Surety Company of America

Surety Company

corporation organized under the laws of the state of CT

State of Incorporation

and authorized to transact a general surety business in the State of

Nevada, whose address for purposes of service is

6640 Carothers Pkwy., Suite 300, Franklin, TN 37067 as

Address of Surety

SURETY, are held and firmly bound unto the State of Nevada and to the Nevada State Board of Pharmacy for the penal sum of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), for which payment we bind ourselves, our heirs, executors, administrators, successors and assigns jointly and severally, by these presents. This bond term shall become effective on 7/8/2010.

Effective Date

WHEREAS, the provisions of Nevada Revised Statutes (NRS) 639.515 require that the Applicant/Principal file or have on file with the Nevada State Board of Pharmacy (Board) a bond in the sum of \$100,000.00 payable to the Nevada State Board of Pharmacy and this bond is executed and tendered in accordance therewith. This bond secures payment of any administrative fines imposed by the Board pursuant to NRS 639.255 and any costs incurred by the Board regarding the license of Applicant/Principal that are impose pursuant to NRS 622.400 or 622.410 which the Applicant/Principal fails to pay.

THIS BOND is subject to the following conditions:

- (1) This bond shall be deemed continuous in form and shall remain in full force and effect and shall run concurrently with the license period for which the license is granted and each and every succeeding license period or periods for which said Applicant/Principal may be licensed, after which liability hereunder shall cease except as to any liability or indebtedness therefore incurred or accrued hereunder.
- (2) This bond is executed by the Applicant/Principal and the Surety to comply with the provisions of NRS 639.515 and said bond shall be subject to all of the terms and provisions thereof.
- (3) The Surety, its successors and assigns, are jointly and severally liable on the obligations of the bond.
- (4) The limitations of the liability of the Surety and the conditions of the bond are set forth in NRS 639.515. Any claim by the Board may be made directly to the Surety and need not be preceded by the filing of any action in a proper court. Payment of any such claim shall be payable to the Nevada State Board of Pharmacy.
- (5) The aggregate liability of the Surety hereunder on all claims whatsoever shall not exceed the penal sum of this bond in any event.
- (6) This bond may not be cancelled by the Surety without first giving the Board written notice at least thirty days in advance of any intent to cancel the bond.
- (7) The Applicant/Principal and Surety may be served with notices, papers and other documents at the addresses given above.

I certify or declare under penalty of perjury, under the laws of the State of Nevada, that I have executed the foregoing bond on behalf of the Surety under an unrevoked power of attorney.

In witness whereof, each party to this bond has caused it to be executed on this
8th day of July, 2010.

APPLICANT/PRINCIPAL
National Distribution &
Contracting, Inc.

By:

[Signature]
Authorized Representative

SURETY COMPANY

Travelers Casualty and Surety
Company of America

By:

[Signature]

Surety Company's Representative

Pam Pratt

print name

, Attorney-in-fact

SIGNED and SEALED in the presence of:

[Signature], notary
Witness

SIGNED and SEALED in the presence of:

[Signature]
Witness Bettye J. Brown

Witness

[Signature]
Witness Shannon Boshers

Countersigned by:

[Signature]

Nevada ~~Resident Agent~~ Irma Estes #207379
Nonresident Agent



My Commission
Expires
March 7, 2011



POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 220016

Certificate No. 003495797

KNOW ALL MEN BY THESE PRESENTS: That St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Richard M. Miller, Jr., Bettye J. Brown, Irma Estes, Pam Pratt, and Paul Sims

of the City of Nashville, State of Tennessee, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 21st day of May, 2008.

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company



State of Connecticut
City of Hartford ss.

By:

George W. Thompson
George W. Thompson, Senior Vice President

On this the 21st day of May, 2008, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
My Commission expires the 30th day of June, 2011.



Marie C. Tetreault
Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is


FURTHER RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

FURTHER RESOLVED, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

FURTHER RESOLVED, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kori M. Johanson, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 8th day of July, 2010.


Kori M. Johanson, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at www.travelersbond.com. Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.

Tammy McGarr

From: Alice Ann Nagel
Sent: Tuesday, July 13, 2010 12:10 PM
To: Tammy McGarr
Subject: RE: Rx items

Sure, I apologize, I thought I sent it last week.

On the receiving part,

Antonio Fitts

James Smith

On the inventory side,

Jerry Osteen

On the shipping side,

Dan Vest

Vingh Mega

John Greer

Cindy Stafford

Crystal Hatfield

There would be other people, especially pickers, but these probably handle the product on a daily basis.

Is this enough info, do you need their positions or anything??

Alice Ann Nagel
Operations Manager

NDC, Inc.
407 New Sanford Road
LaVergne, TN 37086

ph.615.324.6381
fax.615.793.0485

From: Tammy McGarr
Sent: Tuesday, July 13, 2010 8:34 AM
To: Alice Ann Nagel
Subject: RE: Rx items

Hey can I get this today? It is all I need for Nevada

thanks

Tammy McGarr
Corporate Compliance Manager
National Distribution & Contracting, Inc
407 New Sanford Road
Lavergne, TN 37086
Phone 615.366.3225
Fax 615.793.0490
tmcgarr@ndc-inc.com

From: Tammy McGarr
Sent: Thursday, July 08, 2010 3:14 PM
To: Alice Ann Nagel
Subject: Rx items

Hey Alice Ann

Can you give me a list of employees that handle the RX items on a daily basis for the Nevada application?

thanks

Tammy McGarr
Corporate Compliance Manager
National Distribution & Contracting, Inc
407 New Sanford Road
Laverne, TN 37086
Phone 615.366.3225
Fax 615.793.0490
tmcgarr@ndc-inc.com

10E

WH02499

NEVADA STATE BOARD OF PHARMACY

431 W Plumb Lane – Reno, NV 89509 – (775) 850-1440

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

\$500.00 Fee made payable to: Nevada State Board of Pharmacy

(non-refundable and not transferable money order or cashier's check only)

Application must be printed legibly or typed

Any misrepresentation in the answer to any question on this application is grounds for refusal or denial of the application or subsequent revocation of the license issued and is a violation of the laws of the State of Nevada.

☒ New Wholesaler or ☐ Ownership Change (Provide current license number if making changes: WH _____)
Check box below for type of ownership and complete all required forms for type of ownership that you have selected. If LLC use Non Public Corporation or Partnership

☐ Publicly Traded Corporation – Pages 1,2,3,4 ☐ Partnership - Pages 1,2,3,7
☒ Non Publicly Traded Corporation – Pages 1,2,3,5,6 ☐ Sole Owner – Pages 1,2,3,8

GENERAL INFORMATION to be completed by all types of ownership

Facility Name: NDC Homecare LLC dba Wolf Medical Supply
Physical Address: 13951 Northwest 9th St
City: Surprise State: FL Zip Code: 33325
Telephone Number: 415 366 3330 Fax Number: none
Toll Free Number: none
E-mail: compliance@ndc-inc.com Website: www.ndchomecare.com
Facility Manager: Jason Solomon
Professional qualifications and experience of facility manager: See Attached

Types of licensed outlets or authorized persons firm will serve:

☐ Pharmacies ☐ Practitioners ☐ Hospitals ☒ Wholesalers
☐ Other: _____

Type of Products to be handled or wholesaled by firm:

☒ Legend Pharmaceuticals, Supplies or Devices ☒ Hypodermic Devices
☐ Poisons or Chemicals ☐ Veterinary Legend Drugs
☐ Controlled Substances (include copy of DEA)
☐ Other: _____

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership

Is your company VAWD certified by NABP?
(If yes, provide a copy of the certificate)

Yes ☐ No ☒

Licensed as Manufacturer by the FDA?
(If yes, provide a copy of your FDA registration)

Yes ☐ No ☒

Do any shareholders hold an interest ownership or have management in any type of business or facility which are licensed by the State of Nevada or another political jurisdiction? Yes ☒ No ☐

List the top 4 suppliers your company has been associated with regards to pharmaceutical products that were sold, dispensed or distributed with the last year.

Name: See Attached

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

A licensee is not required to have a Nevada State Business License, however, if you do, please provide the number: _____

Within the last five (5) years:

1. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been charged, or convicted of a felony or gross misdemeanor (including by way of a guilty plea or no contest plea)?

Yes ☐ No ☒

2. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been denied a license, permit or certificate of registration?

Yes ☐ No ☒

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership.

3. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been the subject of an administrative action, board citation, site fine or proceeding relating to the pharmaceutical industry?

Yes ☐ No ☒

4. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been found guilty, pled guilty or entered a plea of nolo contendere to any offense federal or state, related to controlled substances?

Yes ☐ No ☒

5. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever surrendered a license, permit or certificate of registration voluntarily or otherwise (other than upon voluntary close of a facility)?

Yes ☐ No ☒

If the answer to question 1 through 5 is "yes", a signed statement of explanation must be attached. Copies of any documents that identify the circumstance or contain an order, agreement, or other disposition may be required.

I hereby certify that the answers given in this application and attached documentation are true and correct. I understand that any infraction of the laws of the State of Nevada regulating the operation of an authorized pharmacy may be grounds for the revocation of this permit.

I have read all questions, answers and statements and know the contents thereof. I hereby certify, under penalty of perjury, that the information furnished on this application are true, accurate and correct. I hereby authorize the Nevada State Board of Pharmacy, its agents, servants and employees, to conduct any investigation(s) of the business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.


Original Signature of Person Authorized to Submit Application, no copies or stamps

Tammy Beach
Print Name of Authorized Person

4/27/18
Date

Board Use Only

Date Processed: _____

Amount: \$500.00

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON PUBLICLY TRADED CORPORATION

State of Incorporation: Delaware
Parent Company if any: NDC Intermediate Holdings LLC
Mailing Address: 401 New Sanford Rd
City: LAVRONE State: TN Zip: 37076
Telephone: 615 346 3230 Fax: none
Contact Person: Tammy Beasley

For any corporation non publicly traded, disclose the following:

1) List top 4 persons to whom the shares were issued by the corporation?

- a) NDC Intermediate Holdings LLC 402 Broadway Ste 500 100%
Name Business Address
Nashville TN 37217
- b) _____
Name Business Address
- c) _____
Name Business Address
- d) _____
Name Business Address

2) Provide the number of shares issued by the corporation. 0

3) What was the price paid per share? 0

A Nevada business license is not required, however if the wholesaler has a Nevada business license please provide the number: _____

Include with the application for a non publicly traded corporation

✓ List of officers and directors

✓ Certificate of Corporate Status (also referred to as Certificate of Good Standing). The Certificate is obtained from the Secretary of State's office in the State where incorporated. The Certificate of Corporate status must be dated within the last 6 months.

Include with the application for a non publicly traded corporation continued

***If VAWD certified by NABP, fingerprints, list of employees and bond are not required. Please provide a copy of your VAWD certification.

***If you are a FDA registered manufacturer, fingerprints, list of employees and bond are not required. Please provide a copy of your FDA registration.

✓ Complete two (2) sets of fingerprints and written permission authorizing the Board to forward the fingerprints to the Central Repository for Nevada Records of Criminal History for submission to the FBI for its report. This form is enclosed. Each officer and director of the corporation must submit fingerprints. Please contact the board if fingerprint cards are needed.

✓ Submit a list containing each employee(s) who handle the drugs on a daily basis.

✓ Copy of a bond in an amount of \$100,000.00 made payable to the State of Nevada. A bond or other form of security must be current in order to maintain and keep a Nevada wholesaler registration. Blank surety bond, certificate of deposit, letter of credit or cash deposit are included under the new application tab entitled "Wholesalers Only".

We only have 2 suppliers that we will associate with regards to pharmaceutical products that will be sold, dispensed or distributed from this facility.

Baxter Healthcare
21179 Network Place
Chicago, IL 60673

Hospira Worldwide, Inc.
75 Remittance Drive
Suite 6136
Chicago, IL 60675

Employee(s) who handle the drugs on a daily basis:

Jason Solomon

David Romero

Robert Rujol

NDC Homecare, LLC

Shareholders

NDC Intermediate Holdings, LLC 100%
402 BNA Drive
Suite 500
Nashville, TN 37217

Officers

Mark Seitz, CEO
1 Whistler Cove
Franklin, TN 37067

Scott Craighead, Treasurer & COO
1 Kenny's Bend Lane
Cathage, TN 37030

Tammy Beasley, Compliance Manager
Rosecran Circle
LaVergne, TN 37086

Randy Marshall Asst Secretary
Broadwell Cir
Franklin, TN 37067

NDC Homecare, LLC including the officers, directors, etc have not had any past criminal convictions and violations of the state and federal laws regarding drugs or devices or has not been involved in, or convicted of any criminal or prohibited acts.



**STATE OF FLORIDA
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION**

**FLORIDA DRUGS, DEVICES AND COSMETICS
2601 BLAIR STONE ROAD
TALLAHASSEE FL 32399-1047**

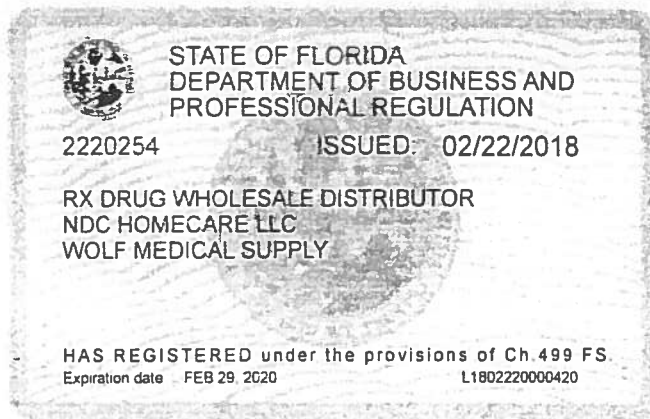
(850) 487-1395

**NDC HOMECARE LLC
WOLF MEDICAL SUPPLY
407 SANFORD ROAD
LA VERGNE TN 37086**

Congratulations! With this license you become one of the nearly one million Floridians licensed by the Department of Business and Professional Regulation. Our professionals and businesses range from architects to yacht brokers, from boxers to barbeque restaurants, and they keep Florida's economy strong

Every day we work to improve the way we do business in order to serve you better. For information about our services, please log onto www.myfloridalicense.com. There you can find more information about our divisions and the regulations that impact you, subscribe to department newsletters and learn more about the Department's initiatives.

Our mission at the Department is: License Efficiently, Regulate Fairly. We constantly strive to serve you better so that you can serve your customers. Thank you for doing business in Florida, and congratulations on your new license!



DETACH HERE

RICK SCOTT, GOVERNOR

JONATHAN ZACHEM, SECRETARY

**STATE OF FLORIDA
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION
FLORIDA DRUGS, DEVICES AND COSMETICS**

LICENSE NUMBER	
2220254	

**The PRESCRIPTION DRUG WHOLESALE DISTRIBUTOR
Named below HAS REGISTERED
Under the provisions of Chapter 499 FS.
Expiration date: FEB 29, 2020**

**NDC HOMECARE LLC
WOLF MEDICAL SUPPLY
13951 NORTHWEST 8TH STREET
SUNRISE FL 33325**



ISSUED: 02/22/2018

DISPLAY AS REQUIRED BY LAW

SEQ # L1802220000420

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NDC HOMECARE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NDC HOMECARE, LLC" WAS FORMED ON THE SECOND DAY OF MARCH, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



6333287 8300

SR# 20186078291

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203213383

Date: 08-08-18

NEVADA STATE BOARD OF PHARMACY

431 W Plumb Lane
Reno, NV 89509
(775) 850-1440
Fax: (775) 850-1444

PHARMACEUTICAL WHOLESALER SURETY BOND

Bond No. 106862655

Application/License No. _____

NDC Homecare, LLC dba Dedicated
Distribution, Preferred Medical and Wolf Medical Supply _____, doing or intending to do business
Applicant/Principal

as a pharmaceutical wholesaler, whose address for purposes of service is
407 Sanford Road, Laverne, TN 37086, as

Address of Applicant/Principal

PRINCIPAL, and Travelers Casualty and Surety Company of America, a

Surety Company

corporation organized under the laws of the state of CT

State of Incorporation

and authorized to transact a general surety business in the State of

Nevada, whose address for purposes of service is

6640 Carothers Parkway, Suite 300, Franklin, TN 37067 as

Address of Surety

SURETY, are held and firmly bound unto the State of Nevada and to the Nevada State Board of Pharmacy for the penal sum of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), for which payment we bind ourselves, our heirs, executors, administrators, successors and assigns jointly and severally, by these presents. This bond term shall become effective on May 24, 2018.

Effective Date

WHEREAS, the provisions of Nevada Revised Statutes (NRS) 639.515 require that the Applicant/Principal file or have on file with the Nevada State Board of Pharmacy (Board) a bond in the sum of \$100,000.00 payable to the Nevada State Board of Pharmacy and this bond is executed and tendered in accordance therewith. This bond secures payment of any administrative fines imposed by the Board pursuant to NRS 639.255 and any costs incurred by the Board regarding the license of Applicant/Principal that are impose pursuant to NRS 622.400 or 622.410 which the Applicant/Principal fails to pay.

THIS BOND is subject to the following conditions:

- (1) This bond shall be deemed continuous in form and shall remain in full force and effect and shall run concurrently with the license period for which the license is granted and each and every succeeding license period or periods for which said Applicant/Principal may be licensed, after which liability hereunder shall cease except as to any liability or indebtedness therefore incurred or accrued hereunder.
- (2) This bond is executed by the Applicant/Principal and the Surety to comply with the provisions of NRS 639.515 and said bond shall be subject to all of the terms and provisions thereof.
- (3) The Surety, its successors and assigns, are jointly and severally liable on the obligations of the bond.
- (4) The limitations of the liability of the Surety and the conditions of the bond are set forth in NRS 639.515. Any claim by the Board may be made directly to the Surety and need not be preceded by the filing of any action in a proper court. Payment of any such claim shall be payable to the Nevada State Board of Pharmacy.
- (5) The aggregate liability of the Surety hereunder on all claims whatsoever shall not exceed the penal sum of this bond in any event.
- (6) This bond may not be cancelled by the Surety without first giving the Board written notice at least thirty days in advance of any intent to cancel the bond.
- (7) The Applicant/Principal and Surety may be served with notices, papers and other documents at the addresses given above.

I certify or declare under penalty of perjury, under the laws of the State of Nevada, that I have executed the foregoing bond on behalf of the Surety under an unrevoked power of attorney.

In witness whereof, each party to this bond has caused it to be executed on this
24th day of May, 2018.

APPLICANT/PRINCIPAL

NDC Homecare, LLC dba Dedicated
Distribution, Preferred Medical and Wolf Medical Supply

By: 
Authorized Representative

SURETY COMPANY

Travelers Casualty and Surety Company of America

By: 
Surety Company's Representative

Pam Pratt, Attorney-in-fact
print name




SIGNED and SEALED in the presence of:


Witness


Witness

SIGNED and SEALED in the presence of:


Witness Chris McEvoy


Witness Crissy Hicks

Countersigned by:

N/A
Nevada Resident Agent



POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Surety Bond No. 106862655

Principal: NDC Homecare, LLC dba Dedicated Distribution, Preferred Medical and Wolf Medical Supply

OR

Project Description: NV Pharmaceutical Wholesaler bond for NDC Homecare LLC dba
Dedicated Distribution, Preferred Medical and Wolf Medical Supply

Obligee: Nevada State Board of Pharmacy

KNOW ALL MEN BY THESE PRESENTS: That Farmington Casualty Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, are corporations duly organized under the laws of the State of Connecticut, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc. is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint **Pam Pratt** of the City of **Nashville**, State of **TN**, their true and lawful Attorney-in-Fact, to sign, execute, seal and acknowledge the surety bond(s) referenced above.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this **24th** day of **June, 2016**.

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company



State of Connecticut

City of Hartford ss.

By:


Robert L. Raney, Senior Vice President

On this the **24th** day of **June, 2016**, before me personally appeared **Robert L. Raney**, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.

My Commission expires the **30th** day of **June, 2021**.




Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

FURTHER RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

FURTHER RESOLVED, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

FURTHER RESOLVED, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kevin E. Hughes, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 24th day of May, 2018.



Kevin E. Hughes, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at www.travelersbond.com. Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.

<u>State</u>	<u>Facility</u>	<u>License number</u>	<u>Issue date</u>	<u>expiration date</u>
Arkansas	Home Wolf FL	WD05043	4/23/2018	12/31/2018
Idaho	Home Wolf FL	W48580	6/26/2018	12/31/2018
Louisiana	Home Wolf FL	9282	4/18/2018	12/31/2018
Mississippi	Home Wolf FL	17176/16.5a	7/20/2018	12/31/2018
South Dakota	Home Wolf FL	600-2929	7/24/2018	12/31/2018
Minnesota	Home Wolf FL	364024	7/23/2018	5/31/2019
Connecticut (DME Included)	Home Wolf FL	CSW.0004313	8/9/2018	6/30/2019
Department of Transportation	Home Wolf FL	062018 550 1118A	6/20/2018	6/30/2019
Georgia	Home Wolf FL	PHWH004424	7/25/2018	6/30/2019
New Hampshire	Home Wolf FL	06483		6/30/2019
West Virginia	Home Wolf FL	WD0559968	5/31/2018	6/30/2019
Kentucky	Home Wolf FL	W04126	7/19/2018	9/30/2019
Utah	Home Wolf FL	10859187-1710	8/16/2018	9/30/2019
Washington	Home Wolf FL	PHWH.FX.60860147	5/16/2018	9/30/2019
Arizona	Home Wolf FL	W003132		10/31/2019
New Mexico	Home Wolf FL	WD00012414	6/25/2018	12/31/2019
Florida	Home Wolf FL	2220254	2/22/2018	2/29/2020
Texas	Home Wolf FL	1002448		3/14/2020
Texas	Home Wolf FL	1002156		4/9/2020
Delaware	Home Wolf FL	A40002522	6/19/2018	9/30/2020
Colorado	Home Wolf FL	WHO.0008364	7/26/2018	10/31/2020
New York	Home Wolf FL	036730	6/12/2018	5/31/2021

JASON G. SOLOMON
0 Lisbon Street
Cooper City, Florida 33026

**CAREER
SUMMARY:**

Over 15 years of combined experience, demonstrated leadership and success as a Logistics Manager, Procurement Manager, Customer Service Manager, delivering key projects, profitability, supply chain and process improvement solutions.

STRENGTHS:

- * Excel at motivating, mentoring and inspiring large teams to high performance as well as ensuring all positions are staffed with exceptional leaders & associates.
- * Resourceful Procurement Manager, skilled in developing alternative sources of supply without compromising on quality and maintain excellent vendor relations to ensure the uninterrupted and continuous flow of materials.
- * Utilize industry knowledge to anticipate future market conditions and consumer preferences operational excellence as well as return on investment.
- * Effective Account Management Executive with a long track record of continuous performance and significant achievement gained with industry leaders in the Pharmaceutical, Transportation, and Consumer business segments

EXPERIENCE:

WAREHOUSE MANAGER

WOLF MEDICAL SUPPLY, Sunrise, Florida (2017 – Present)

- Maintains the warehouse operations in compliance with current policies and guidelines.
- Ensures completion of cycle counts to ensure accurate inventory count.
- Enforces current Good Manufacturing Practices and standard operating procedures throughout all warehouse operations.
- Directs the workflow, motivates, trains and monitors the performance of warehouse associates involved in either the receiving, order filing, replenishment, shipping, or returns.
- Witness destruction of medical supply items.

REVERSE LOGISTICS MANAGER

WOODFIELD DISTRIBUTION, Boca Raton, Florida (2015 – 2017)

- Witness destruction of pharmaceutical items including DEA controlled substances, hazardous items, and manage the WDSrx recycling program.
- Process return authorizations, certificates of destruction, debit memos, DEA Form 222, DEA Form 41, ARCOS, schedule all shipping, and invoices.
- Responsible for the security and accountability of the returns warehouse.
- Oversee all picking, packing, and shipping of the returns department, provide effective leadership and training to all reverse logistics team members.
- Manages inventory of materials, packaging components and finished goods.
- Develop SOPs, company guidelines, and safety training manuals.

Major Achievements

- * Assisted in acquiring an \$8.9 billion annual distributor as a return customer.
- * Increased net profit margin by 4.5% by streamlining shipping, improved inventory control, reduced overtime, & implemented employee-training programs.
- * Implemented new policies and procedures to bring Woodfield Distribution compliant with the FDA, DEA, DOT and EPA.
- * Reduced destruction related costs by \$18,000 annually by negotiating contracts, adjusting transportation carriers, and sourcing new vendors

PROCUREMENT MANAGER

DOUBLETREE BY HILTON, Boca Raton, Florida (2014-2015)

- Assisted in control of all financial aspects of the food and beverage business, including sales, costs, ordering, merchandising, stock control, and scheduling.
 - Ensured compliance through policies and procedures to all food, health, and safety regulations regulated by the state and FDA.
 - Collaborated with an advertising agency to develop promotional activities to boost revenue across all outlets.
 - Designed kitchens, menus, order guides, purchasing operating procedures and initiated valuable relationships with distributors and vendors.
- contracts with current and new vendors.

PHARMACEUTICAL SALES REPRESENTATIVE

ANDA PHARMACEUTICALS, Weston, Florida (2009 – 2012)

- Forged and maintained highly effective and profitable relationships with key individuals of national accounts, both chain & wholesale.
- Responsible for development, management and fiscal success of one Anda's most challenging and diverse markets, kept clients abreast of industry trends
- Participated in trade shows, conducted sales force training, maintained a high level of service and strengthened the image & reputation of Anda.

Major Achievements:

- * Generated sales of over \$3M within 18 months (opened 175 new accounts).
- * Recipient of 2010 "Presidential Award of Excellence".

Prior to joining Anda Pharmaceuticals was employed as a Recruiter by Ajilon Office located in Ft. Lauderdale, FL.

PURCHASING, MARKETING, & RESTAURANT MANAGER

LTP MANAGEMENT, Fort Lauderdale, Florida (2001 – 2006)

- As Purchasing Manager, directed purchasing and logistics activities as well as maintained the smooth operation of LTP's supply chain, including purchasing private label goods and developing new sources of supply for 6 DMTT locations.
- As Restaurant Manager, was responsible for the overall operation, management and fiscal success of Ft. Lauderdale location (included all staffing, training and development of restaurant personnel, setting up distributors and promotions).
- As Marketing Manager, responsible for the marketing/promotion of all Dan Marino's Tavern brand merchandise at all DMTT locations.

Major Achievements:

- * As Restaurant & Marketing Manager, generated sales of over \$5M annually.
- * As Purchasing Manager, streamlined logistics/purchasing operations and developed processes which raised profitability and productivity.

**EDUCATION
AND
TRAINING:**

B.S, Supply Chain Management, Broward College, Fort Lauderdale, FL
OSHA Forklift Certification, Forklift Academy, Agoura Hills, CA

**SKILLS &
REFERENCES:**

Proficiency with Word, Excel, PowerPoint, Outlook, Datex, FootPrint, Micros, and various industry software.
Excellent personal and professional references available upon request.

Jonathan Zachem, Secretary

Rick Scott, Governor

June 28, 2018

NAME: NDC HOMECARE LLC
ADDRESS: 13951 NORTHWEST 8TH STREET SUNRISE, FLORIDA
PROFESSION: PRESCRIPTION DRUG WHOLESALE DISTRIBUTOR
LICENSE NUMBER: 22:20254
STATUS: CURRENT
ISSUE DATE: FEBRUARY 22, 2018
EXPIRATION DATE: FEBRUARY 29, 2020

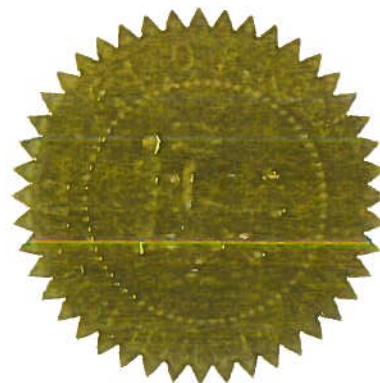
To Whom It May Concern:

The license is in a CURRENT status, and expires on 2/29/2020.

Verification by:



Ashley Sparks
Regulatory Specialist I
Florida Department of Business and Professional Regulation



You may also access online verification at
<https://www.myfloridalicense.com/wl11.asp?mode=0&SID=>

10F

NEVADA STATE BOARD OF PHARMACY
431 W Plumb Lane – Reno, NV 89509 – (775) 850-1440
APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

\$500.00 Fee made payable to: Nevada State Board of Pharmacy
(non-refundable and not transferable money order or cashier's check only)
Application must be printed legibly or typed

Any misrepresentation in the answer to any question on this application is grounds for refusal or denial of the application or subsequent revocation of the license issued and is a violation of the laws of the State of Nevada.

☐ New Wholesaler or ☒ Ownership Change (Provide current license number if making changes: **WH 01618**)
Check box below for type of ownership and complete all required forms for type of ownership that you have selected. If LLC use Non Public Corporation or Partnership
☐ Publicly Traded Corporation – Pages 1,2,3,4 ☐ Partnership - Pages 1,2,3,7
☒ Non Publicly Traded Corporation – Pages 1,2,3,5,6 ☐ Sole Owner – Pages 1,2,3,8

GENERAL INFORMATION to be completed by all types of ownership

Facility Name: X-GEN Pharmaceuticals, Inc.

Physical Address: 300 Daniel Zenker Drive

City: Horseheads State: NY Zip Code: 14845

Telephone Number: 607-562-2700 Fax Number: 607-562-2760

Toll Free Number: N/A

E-mail: XGP@slny.com Website: www.x-gen.us

Facility Manager: James Baileys

Professional qualifications and experience of facility manager: _____
Director of Operations at X-GEN Pharmaceuticals. Please see attached Resume for experience.

Types of licensed outlets or authorized persons firm will serve:

☒ Pharmacies ☐ Practitioners ☒ Hospitals ☒ Wholesalers
☒ Other: Manufacturers and Distributors.

Type of Products to be handled or wholesaled by firm:

☒ Legend Pharmaceuticals, Supplies or Devices ☐ Hypodermic Devices
☐ Poisons or Chemicals ☐ Veterinary Legend Drugs
☐ Controlled Substances (include copy of DEA)
☐ Other: _____

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership

Is your company VAWD certified by NABP?

Yes ☐ No ☒

(If yes, provide a copy of the certificate)

Licensed as Manufacturer by the FDA?

Yes ☒ No ☐

(If yes, provide a copy of your FDA registration)

FDA Establishment Number: 3005548067

Do any shareholders hold an interest ownership or have management in any type of business or facility which are licensed by the State of Nevada or another political jurisdiction? Yes ☐ No ☒

List the top 4 suppliers your company has been associated with regards to pharmaceutical products that were sold, dispensed or distributed with the last year.

Name: Cardinal Health (NLC)

Address: 5595 Commerce Center Dr., Groveport, OH 43125

Name: AmerisourceBergen

Address: 227 Washington St, Conshohocken, PA 19428

Name: McKesson

Address: 10 Hudson Crossing, Montgomery, NY 12549

Name: Morris & Dickson Co., LLC

Address: 1776 Woodstead Ct. #125, The Woodlands, TX 77380

A licensee is not required to have a Nevada State Business License, however, if you do, please provide the number: N/A

Within the last five (5) years:

1. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been charged, or convicted of a felony or gross misdemeanor (including by way of a guilty plea or no contest plea)?

Yes ☐ No ☒

2. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been denied a license, permit or certificate of registration?

Yes ☐ No ☒

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

This page must be submitted for all types of ownership.

3. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been the subject of an administrative action, board citation, site fine or proceeding relating to the pharmaceutical industry? Yes ☒ No ☐

4. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever been found guilty, pled guilty or entered a plea of nolo contendere to any offense federal or state, related to controlled substances? Yes ☐ No ☒

5. Has the corporation, any owner(s), shareholder(s) or partner(s) with any interest, ever surrendered a license, permit or certificate of registration voluntarily or otherwise (other than upon voluntary close of a facility)? Yes ☐ No ☒

If the answer to question 1 through 5 is "yes", a signed statement of explanation must be attached. Copies of any documents that identify the circumstance or contain an order, agreement, or other disposition may be required.

I hereby certify that the answers given in this application and attached documentation are true and correct. I understand that any infraction of the laws of the State of Nevada regulating the operation of an authorized pharmacy may be grounds for the revocation of this permit.

I have read all questions, answers and statements and know the contents thereof. I hereby certify, under penalty of perjury, that the information furnished on this application are true, accurate and correct. I hereby authorize the Nevada State Board of Pharmacy, its agents, servants and employees, to conduct any investigation(s) of the business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.



Original Signature of Person Authorized to Submit Application, no copies or stamps

Christine Cannon

Print Name of Authorized Person

3/6/18

Date

Board Use Only

Date Processed: _____

Amount: \$500.00

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A PUBLICLY TRADED CORPORATION

N/A

State of Incorporation: _____

Parent Company if any: _____

Corporation Name: _____

Mailing Address: _____

City: _____ State: _____ Zip: _____

Telephone: _____ Fax: _____

Contact Person: _____

If the corporation that holds an ownership interest in the applicant is a publicly traded corporation, the applicant shall identify the officers of that corporation, the date the corporation received its registration with the SEC, the registration number issued and the exchange at which the stock is being traded. You can provide a copy of the SEC report or copy of Form 10-K.

Date of Incorporation: _____

Registration number issued: _____

Stock Exchange: _____

A Nevada business license is not required, however if the wholesaler has a Nevada business license please provide the number: _____

Include with the application for a publicly traded corporation

Certificate of Corporate Status (also referred to as Certificate of Good Standing). The Certificate is obtained from the Secretary of State's office in the State where incorporated. The Certificate of Corporate status must be dated within the last 6 months.

List of officers and directors.

APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON PUBLICLY TRADED CORPORATION

State of Incorporation: New York
Parent Company if any: N/A
Mailing Address: X-GEN Pharmaceuticals, Inc., C/O State License Servicing
City: Florida State: NY Zip: 10921
Telephone: 845-544-2482 Fax: 845-544-2481
Contact Person: Jennifer Schneider

For any corporation non publicly traded, disclose the following:

1) List top 4 persons to whom the shares were issued by the corporation?

a)	<u>Susan Badia</u>	<u>300 Daniel Zenker Drive, Horseheads, NY 14845</u>
	Name	Business Address
b)	<u>Jay Robin Liles</u>	<u>300 Daniel Zenker Drive, Horseheads, NY 14845</u>
	Name	Business Address
c)	<u>Catherine A. Liles</u>	<u>300 Daniel Zenker Drive, Horseheads, NY 14845</u>
	Name	Business Address
d)	<u></u>	<u></u>
	Name	Business Address

2) Provide the number of shares issued by the corporation. N/A

3) What was the price paid per share? N/A

A Nevada business license is not required, however if the wholesaler has a Nevada business license please provide the number: N/A

Include with the application for a non publicly traded corporation

List of officers and directors

Certificate of Corporate Status (also referred to as Certificate of Good Standing). The Certificate is obtained from the Secretary of State's office in the State where incorporated. The Certificate of Corporate status must be dated within the last 6 months.

Include with the application for a non publicly traded corporation continued

***If VAWD certified by NABP, fingerprints, list of employees and bond are not required. Please provide a copy of your VAWD certification.

***If you are a FDA registered manufacturer, fingerprints, list of employees and bond are not required. Please provide a copy of your FDA registration.

Complete two (2) sets of fingerprints and written permission authorizing the Board to forward the fingerprints to the Central Repository for Nevada Records of Criminal History for submission to the FBI for its report. This form is enclosed. Each officer and director of the corporation must submit fingerprints. Please contact the board if fingerprint cards are needed.

Submit a list containing each employee(s) who handle the drugs on a daily basis.

Copy of a bond in an amount of \$100,000.00 made payable to the State of Nevada. A bond or other form of security must be current in order to maintain and keep a Nevada wholesaler registration. Blank surety bond, certificate of deposit, letter of credit or cash deposit are included under the new application tab entitled "Wholesalers Only".



Office of the Professions

Verification Searches

The information furnished at this web site is from the Office of Professions' official database and is updated daily, Monday through Friday. The Office of Professions considers this information to be a secure, primary source for license verification.

Pharmacy Establishment Information *

03/05/2018

Type : MANUFACTURER**Legal Name :** X-GEN PHARMACEUTICALS INC.**Trade Name :****Street Address :**300 DANIEL ZENKER DR
HORSEHEADS, NY 14845-0000**Registration No :** 027525**Date First Registered :** 01/23/06**Registration Begins :** 01/01/18**Registered through :** 12/31/20**Supervisor :** PARK RICHARD C**Establishment Status :** ACTIVE**Successor :** NONE

* Use of this online verification service signifies that you have read and agree to the [terms and conditions of use](#). See [HELP glossary](#) for further explanations of terms used on this page.

- Use your browser's back key to return to establishment list.
- You may [search](#) to see if there has been recent disciplinary action against this registered establishment.



Flasht

From: Christine Cannon christinec@slsny.com
Subject: X-GEN Pharmaceuticals, Inc. - Notice of Change of Designated Representative and Share Distribution
Date: January 26, 2018 at 3:58 PM
To: pharmacy@pharmacy.nv.gov

IMPORTANT NOTICE



State License Servicing, Inc.

1751 State Route 17A, Suite 3, Florida, NY 10921
(845) 544-2482 Office, (845) 544-2481 Fax

Date: January 26, 2018
To: Nevada State Board of Pharmacy
Re: X-GEN Pharmaceuticals, Inc., 300 Daniel Zenker Drive, Horseheads, NY 14845, Permit #: WH01618

Dear Licensing Authority:

State License Servicing, Inc. represents X-GEN Pharmaceuticals, Inc. in the servicing of their state licenses. This letter shall serve as notice that effective immediately, R.C. Park will be removed as the Designated Representative at the Horseheads, NY facility located at 300 Daniel Zenker Drive, Horseheads, NY 14845 and replaced by James Baileys. Please see James Bailey's contact information is as follows:

Phone: (607) 562-2700
E-mail: jbaileys@x-gen.us

As well, please let your files reflect that there will be a shift of share ownership between the licensee owners on or about January 15, 2108. **There has been no change in control or tax identification numbers with this recent change.** Since the control has not changed and you should already have each owner's individual information on file, please advise if the board considers this a change of ownership and will require any filings or additional documentation with the change of shares between the existing owners.

The revised Ownership listing for X-GEN Pharmaceuticals, Inc. is as follows:

Susan Badia - President and CEO: Old % - 33.3%, New % - 60%
J. Robin Liles - Chief Operating Officer: Old % - 33.3%, New % - 25%
Catherine Liles - Chief Administrative Officer and Treasurer: Old % - 33.3%, New % - 15%

If you need any additional information, please feel free to call or e-mail me at the address below.

Kind Regards,

Jennifer Schneider
V.P. Client Services
(845) 544-2482 ext 207
jennifers@slsny.com

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[Click Here to Respond to this Email](#)



Nevada State Board of Pharmacy

[HOME](#)[Logon](#)

License Details

Press "Search Results" to return to the Search Results list.

Press "New Search Criteria" to do another search of this type.

Press "New Search" to start a new search.

License Number: WH01618**Current Date: 10/27/2016 10:18 AM**

Name: **X-GEN PHARMACEUTICALS, INC.**
License Type: **WH**
License Status: **Active**
Expiry Date: **10/31/2018**
1st License Date: **03/08/2010**
Disciplinary Status: **None**

Addresses

Main Address	Address	300 DANIEL ZENKER DR HORSEHEADS , NY CHEMUNG 14845
	Phone Number:	607-562-2700

If the information indicates that the person or business has 'Yes' and you would like additional information regarding the disciplinary action, please contact Shirley at shunting@pharmacy.nv.gov or at (800) 364-2081.

[Search Results](#)[New Search Criteria](#)[New Search](#)[View PDF License Details](#)



X-GEN Pharmaceuticals, Inc.



Corporate Address: 300 Daniel Zenker Drive, Horseheads, NY 14845 USA
Description: Own Label Manufacturer and Distributor of Legend and OTC Drugs
FEIN: 81-0602472
www.x-gen.us

Drug Labeler Code: 39822
Incorporation State: NY
Incorporation Date: 3/12/2003

FACILITY INFORMATION

Code	Address	FDA	DEA	DUNS	VAWD	Phone	Fax
HHN	300 Daniel Zenker Drive Horseheads, NY 14845 County: Chemung	3005548067	N/A	790169631	No	(607) 562-2700	(607) 562-2760

FACILITY DESIGNATED REPRESENTATIVES

Name	Address	Title	Prescribing Authority
James Baileys	Jewett Hill Road Apalachin, NY 13732	Director of Operations	

OWNERSHIP

Name	Address	Title	Percent of Ownership	Prescribing Authority
Susan E. Badia	York Court Northport, NY 11768	President and CEO	60	
J. Robin Liles	Woodland Way Painted Post, NY 14870	Vice President	25	
Catherine A. Liles	Woodland Way Painted Post, NY 14870	Corporate Treasurer	15	

LIST OF OFFICERS

Name	Address	Title	Prescribing Authority
Susan E. Badia	York Court Northport, NY 11768	President and CEO	
J. Robin Liles	Woodland Way Painted Post, NY 14870	Vice President	
Catherine A. Liles	Woodland Way Painted Post, NY 14870	Corporate Treasurer	

REGISTERED AGENT IN ALL APPLICABLE STATES

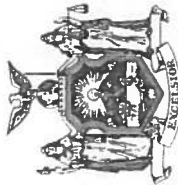
Incorp Services, Inc.

Disciplinary History: AL 2013, CO 2009, AL 2015, MD 2013, ME 2011, MI 2014, MT 2012, IL 2011, OH 2017

THE UNIVERSITY OF THE STATE OF NEW YORK
EDUCATION DEPARTMENT

NEW YORK STATE BOARD OF PHARMACY

NAME OF SUPERVISOR
RICHARD C. PARK



2018-20

THIS IS TO CERTIFY

X-GEN PHARMACEUTICALS INC.
300 DANIEL ZENKER DR
HORSEHEADS, NY 14845

is duly recorded as a

REGISTERED MANUFACTURER
OF DRUGS AND/OR DEVICES

in conformity with the provisions of section 6808 of the Education Law

THIS CERTIFICATE IS EFFECTIVE ON THE FIRST DAY OF JANUARY, 2018.
THIS CERTIFICATE EXPIRES ON THE THIRTY-FIRST DAY OF DECEMBER, 2020.

This certificate must be displayed conspicuously in the registered premises at all times. Authorization to operate a registered establishment is limited to the person and the premises indicated on the certificate. The regulations require the registrant to notify the Board of Pharmacy of any contemplated change in ownership, address or supervisor.

REGISTRATION NUMBER

027525



STATE BOARD OF
PHARMACY

Drug Establishments Current Registration Site

 [SHARE \(HTTPS://WWW.FACEBOOK.COM/SHARER/SHARER.PHP?U=HTTPS://WWW.ACCESSDATA.FDA.GOV/SCRIPTS/CDER/DRLS/GETDRLS.CFM\)](https://www.facebook.com/sharer/sharer.php?u=https://www.accessdata.fda.gov/scripts/cder/drls/getdrls.cfm)

 [TWEET \(HTTPS://TWITTER.COM/INTENT/TWEET/?TEXT=DRUG ESTABLISHMENTS CURRENT REGISTRATION SITE&URL=HTTPS://WWW.ACCESSDATA.FDA.GOV/SCRIPTS/CDER/DRLS/GETDRLS.CFM\)](https://twitter.com/intent/tweet/?text=Drug%20Establishments%20Current%20Registration%20Site&url=https://www.accessdata.fda.gov/scripts/cder/drls/getdrls.cfm)

 [LINKEDIN \(HTTPS://WWW.LINKEDIN.COM/SHAREARTICLE?MINI=TRUE&URL=HTTPS://WWW.ACCESSDATA.FDA.GOV/SCRIPTS/CDER/DRLS/GETDRLS.CFM&TITLE=DRUG ESTABLISHMENTS CURRENT REGISTRATION SITE&SOURCE=FDA\)](https://www.linkedin.com/sharearticle?mini=true&url=https://www.accessdata.fda.gov/scripts/cder/drls/getdrls.cfm&title=Drug%20Establishments%20Current%20Registration%20Site&source=fda)

 [PIN IT \(HTTPS://WWW.PINTEREST.COM/PIN/CREATE/BUTTON/?URL=HTTPS://WWW.ACCESSDATA.FDA.GOV/SCRIPTS/CDER/DRLS/GETDRLS.CFM&DESCRIPTION=DRUG ESTABLISHMENTS CURRENT REGISTRATION SITE\)](https://www.pinterest.com/pin/create/button/?url=https://www.accessdata.fda.gov/scripts/cder/drls/getdrls.cfm&description=Drug%20Establishments%20Current%20Registration%20Site)



 [EMAIL \(MAILTO:?SUBJECT=DRUG ESTABLISHMENTS CURRENT REGISTRATION SITE&BODY=HTTPS://WWW.ACCESSDATA.FDA.GOV/SCRIPTS/CDER/DRLS/GETDRLS.CFM\)](mailto:?subject=Drug%20Establishments%20Current%20Registration%20Site&body=https://www.accessdata.fda.gov/scripts/cder/drls/getdrls.cfm)

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New Search (default.cfm)

Search Results for **x-gen**

[CSVExcel](#)

Filter:

Firm Name	FDA Establishment Identifier	DUNS	Business Operations	Address	Expiration Date
X-GEN Pharmaceuticals, Inc.	3005548067	790169531	ANALYSIS,	300 Daniel Zenker Drive, Horseheads, New York (NY) 14845, United States (USA)	12/31/2018

Showing 1 to 1 of 1 entries

[Previous](#)[Next](#)

Data Current through: Monday, Apr 23, 2018

[Return to Drug Firm Annual Registration Status Home Page \(default.cfm\)](#)

Good Standing

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of X-GEN PHARMACEUTICALS, INC. was filed on 03/12/2003, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 15th day of March two
thousand and eighteen.*

A handwritten signature in dark ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

*Brendan W. Fitzgerald
Executive Deputy Secretary of State*

org chart



ORGANIZATIONAL CHART

Catherine A. Liles
15% Owner



Jay Robin Liles
25% Owner



Susan Badia
60% Owner



X-GEN PHARMACEUTICALS, INC.

JAMES D. BAILEYS

Jewett Hill Rd
Apalachin, NY 13732

PROFESSIONAL SUMMARY

Highly motivated success driven professional

- Diverse experience in business administration, budget management, operations and personnel development.
- Finance Management and Program Performance Management expertise on high profile, dynamic programs.
- A proven record of driving increased efficiency, productivity and quality, while simultaneously managing diverse teams to business rhythm success.
- Outstanding organizational, interpersonal, motivational, training, and presentation skills.
- Analytical, Versatile, Articulate and Diligent.

CORE COMPETENCIES

- Financial Analysis and Earned Value Management
- Contract Management
- Risk and Customer Management
- Personnel training and development
- Program Manager Certification

PROFESSIONAL EXPERIENCE**X-GEN PHARMACEUTICALS - BIG FLATS, NEW YORK****Director of Operations****January 2010 –**

Responsible for strategic planning and oversight of all activities related to the production, distribution and marketing of X-GEN's products in compliance with quality and; ensuring operational efficiency, work quality, effective service and cost-effective management of resources.

- Responsible for development, implementation, management and evaluation of marketing strategies to achieve the business goals and objectives.
- Responsible for development, evaluation, approval and directing implementation of manufacturing strategies to balance critical manufacturing resources with customer demand, to maintain optimal inventory levels to meet the business goals and objectives of the company.
- Responsible for negotiating and managing pricing and supply terms with contract manufacturing partners and raw material suppliers.
- Responsible for development, implementation, management and evaluation of distribution strategies to optimize supply chain inventories of wholesale trading partners.
- Responsible for the functional performance and develops, recommends and implements adjustments to ensure strong operational efficiencies and achievement of performance related goals for the following operational functions: Contracts, Medicaid and State Licensing, Facilities Management, Information Technology -Network Administration, Logistics Management, Customer Service, and Reception.

JAMES D. BAILEYS

Jewett Hill Rd
Apalachin, NY 13732

LOCKHEED MARTIN SYSTEMS INTEGRATION - OWEGO, NEW YORK AUGUST 1999 - AUGUST 2009

Program Performance Management Manager

October 2008 – August 2009

Responsible for the management of the business office performance personnel across all Development and Production Programs within the Naval Helicopters Organization, including the \$1.1 billion MH-60R Multiyear Program. Established and implemented a standardized business rhythm across all programs, eliminating the need for specialized training. Implemented core earned value management, financial analysis and budget oversight allowing for cross program comparisons and metrics. A member of the Site Steering Committee for Financial tools reform.

- Responsible for financial analysis, program schedule analysis, Program budget oversight and audit.
- Earned Value implementation and oversight across the organization
- Responsible for training, mentoring and career development planning of personnel.
- MH-60R helicopter Platform Electronic Support Measures subsystem Program Manager.

Program Manager-Electronic Support Measures

May 2005 – October 2008

Integrated Product Team Lead for the integration Electronic Support Measures (ESM) subsystem onto the MH-60R helicopter.

- Primary customer interface for subsystem issue resolution and new business opportunities.
- Responsible as the financial analyst for overall cost and schedule accountability of the ESM subsystem.
- Program Manager for the integration of the Development improvements of the ESM into a Production ready solution for 254 MH-60R helicopters.
- Honors Night Award recipient in 2007, Building Customer Relationships.

Multi Functional Financial Analyst

August 1999 – May 2005

Program Financial analyst and Cost Proposal Manager on various Naval and Postal programs and proposals, including contract negotiations and settlement. Developed a tool for comparison of budget versus resource expenditure, now utilized site wide for resource planning and forecasting.

- Lead financial analyst and Cost Manager on the MH-60R Replan Program and proposal throughout negotiations and contract award, valued at \$153 million.
- Deputy Program Manager in charge of performance management, budget and schedule analysis and cost containment.
- Direct customer interface for cost and resource issue resolution.
- Recipient of the Company Achievement Award for cost proposal management on the Integrated Data Systems proposal and \$15 million contract award.

JAMES D. BAILEYS

Jewett Hill Rd
Apalachin, NY 13732

ADDITIONAL EMPLOYMENT HISTORY

Avco Financial Services - ITHACA, NEW YORK

Senior Manager

October 1981 – August 1999

Responsible for the management of a consumer loan office with a staff of four, servicing home loans, personal loans and retail financing, including collections, foreclosures and repossessions.

- Developed and managed a network of eleven retail business partners
- Increased receivable base twofold
- Reduced loan losses to .56% versus company standard of 2.0%
- Three-time Circle of Excellence Award Recipient

EDUCATION

Elmira College, Bachelor of Science, Business Administration

SECURITY CLEARANCE

US Department of Defense – Secret (expired)

REFERENCES

Available upon request

expedited for discipline

J. Robin Liles- Discipline 2011

IOWA BOARD OF PHARMACY

J. Robin Liles was convicted of DWI on November 10, 2011 in violation of New York State law section 1192.2. This is a misdemeanor violation under this section of law in the State of New York.

I have provided the Court Order of Suspension or Revocation and my Abstract of Driving Record from the NYS Department of Motor Vehicles as further information.

I completed all required conditions by the court.

J. Robin Liles

J. Robin Liles

PART 2

ORDER OF SUSPENSION OR REVOCATION

MOTORIST Name (Last, First, MI): LILES, JRB		<input checked="" type="checkbox"/> Male <input type="checkbox"/> Female	
RESIDENT Street Address: WOODLAND WAY		TICKET NUMBER (If unavailable, enter ticket #): CL420728P	
CITY: PAINTED POST	State: NY	Zip Code: 14870	Driver License #: 38874516

COURT VIOLATION (Certificate of Conviction must be attached)

Judge Name: HONOR. W. C. L. JR.	Violation Date: 08-23-2011	Conviction Date: 11-10-2011	<input type="checkbox"/> Check if Youthful Offender
Court Code: 3501	Article Name (Definitions are listed on the back of this form): DUI/DWI		

SUSPENSION/REVOCATION

According to Section 1192.2 of the Vehicle and Traffic Law, your driver license/privilege is:
☐ Suspended for 30 days (conviction of 1192.1 first offense only if not operating a CMV or Special Vehicle).
☒ Revoked for at least six months.

Duration (Enter ONLY one of the options listed on the back of this form)

Sentence Date: November 10, 2011. This order will be effective on November 10, 2011, because of your conviction of a violation of subdivision 2. of section 1192 of the Vehicle and Traffic Law.

PROBATION/CONDITIONAL DISCHARGE

A person convicted of a violation of VTL 1192.2 a)(a) or (b) committed on or after 11/18/99 must be sentenced to a conditional discharge or probation and the installation and use of the Interlock Device.
A person convicted of a violation VTL 1192(2) or (3) committed on or after 11/18/99 and who is sentenced on or after 8/15/10 must be sentenced to a conditional discharge or probation and the installation and use of the Interlock Device.

Is motorist sentenced to:
☐ Probation - If sentenced to probation, how long is the sentence? ☐ 3 years ☐ 5 years
☒ Conditional discharge - If sentenced to conditional discharge, how long is the sentence? ☒ 3 year ☐ 5 years

Must the motorist obtain permission before applying for a license (only applies if sentenced to probation)? ☐ Yes ☒ No
If yes, do they need permission from ☐ Court ☐ Probation Department ☐ Both

Must the motorist install an Ignition Interlock Device? ☒ Yes ☐ No

LICENSE SURRENDER - Has the motorist surrendered his/her license?
☒ Yes ☐ No -- If you have not turned in your driver license to the court, you must turn it in to the Dept. of Motor Vehicles. If you turn in a temporary license, you must also turn in your photo license when you receive it.

Motorist Signature: *J. Robin Liles* Signature of Judge or Clerk of Court: *[Signature]*

Copy 1: Motorist Copy 2: DMV Copy 3: Defense Attorney Copy 4: Court File

NY-1192 1/11

State of New York DEPARTMENT OF MOTOR VEHICLES, Empire State Plaza Albany, New York 12226
ABSTRACT OF DRIVING RECORD

Document # LWSB0754
PRINT DATE: 10/16/2017 TIME: 12:35:49 OPERATOR: WEB OFFICE: DAN

LILES, J.ROBIN PCB: 989740619
WOODLAND WAY C SEX: M
PAINTED POST NY 14870 EYE COLOR: BLUE
COUNTY: STEUBEN MI #: L2943 12483 513597-60

NAME ON LICENSE/ID: LILES
J.ROBIN

LICENSE CLASS: "D" STATUS: VALID EXPIRATION: 05/22/2024
RENEWAL START: 02/17/2012 END: 08/17/2012

CLASS CHANGE: 05/23/1991 NEW: "D" OLD: "B"
CLASS CHANGE: 01/17/2012 NEW: "D" OLD: "D"

CONVICTIONS: DRUG WITH SEX ABUSE
VIOLATION: 09/23/2011 CONVICTED ON: 11/10/2011
LOCATION: STEUBEN COUNTY, CITY OF CORNING
PENALTY: FINE- \$750 DISCHARGE: CDD BY IL
COMM VEN: NO BACKLOG: NO

*** END OF RECORD ***



To Whom It May Concern:

X-GEN Pharmaceuticals inadvertently overlooked its obligation to register as an out-of-state wholesale distributor of prescription drugs in Colorado after that duty was imposed in June of 2006, as did approximately 100 other out-of-state wholesalers. When advised of its error, X-GEN promptly registered and paid the assessed fine. As of February 26, 2009, X-GEN Pharmaceuticals has been registered in Colorado, wholesale license W110-7499.
On February 26, 2009, discipline was both imposed and completed. As of February 26, 2009, X-GEN holds an "Active" license registration without limitations in Colorado. See attached webpage, "Company Information All Licensing Types", X-GEN Pharmaceuticals, Inc., Colorado Board of Pharmacy.

This is to certify that this document is a true and complete copy of an electronic record on file in the New York State Department of Motor Vehicles, Albany, New York. This record was made in regular course of the New York State Department of Motor Vehicles only business. It is the business of the New York State Department of Motor Vehicles to create and maintain the records of drivers in the state of New York. Entries in this document are made at the time the recorded transactions or events took place or within a reasonable time thereafter. The person who reports the information is under a business duty to do so accurately.

10/16/2017

[Signature]
EXECUTIVE DEPUTY COMMISSIONER OF MOTOR VEHICLES

P.O. Box 445 • Big Flats, NY 14814 • Phone: 607-562-2700 • Fax: 607-562-2760 • www.x-gen.us




Division of Registrations

Company Information All Licensing Types

[Back to apex search results](#)
[New Search](#)

X-Gen Pharmaceuticals Inc Address Phone Number License Number License Type License Status License Method License First Issued Last Renewal Date Last Expiration Date	300 Drake Zenker Dr Horseheads NY 14845 (607) 562-2720 WHO-7499 Wholesale Out-of-State Active Registration February 26 2009 February 26 2009 October 31 2010
---	---

Board or Program Actions				
Board	Action	Description	Action Issued	Action Ended
Pharmacy	Suspension	Cease & Desist Order	02/26/2009 02/05/2009	26-FEB-09 26-FEB-08

To view image files for board or program actions before 2/10/2005, search [Registrations Online Documents](#).

(Click on "Other Board Actions")

Board Action Image Files	
Document Link	Date Imagd
View Document...88848	04/13/2009
View Document...78299	04/13/2009


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1560 Broadway, Suite 1350
Denver, CO 80202
(303) 944-1800 Phone
(303) 894-7593 Fax
[Email Us](#)

(TFF (Tíghil & Spáinnish), Vótair, Vótáil, Áicéil, Sís Áicéiláil & Áicéiláil)

Dora

Page No. _____

Date _____

Page No. _____

DORA

Student's Page

Agent Code from
Letter of Agent Code
and Agent Code from
DORA

LETTER FROM THE STATE BOARD OF PHARMACY STATE OF CALIFORNIA

Case No. 2024-2788

STIPULATION AND FINAL AGENCY ORDER

1. THE MATTER OF **DISCIPLINARY PROCEEDINGS REGARDING THE FAILURE TO MAINTAIN A REGISTERED STATE WHOLESALE DRUG DISTRIBUTOR LICENSE FOR K OSM PHARMACEUTICALS INC**

is hereby accepted:

1. THE MATTER IS PULVATED AND AGREED BY AND BETWEEN THE AGENT AND THE BOARD OF PHARMACY (BOARD) AND K OSM PHARMACEUTICALS INC (K OSM PHARMACEUTICALS INC) TO SETTLE THE MATTER BY A FINAL AGENCY ORDER.

FACTS AND CONCLUSIONS


1. THE BOARD HAS RECEIVED A COMPLAINT FROM THE AGENT THAT THE AGENT HAS VIOLATED THE BOARD'S RULES AND REGULATIONS BY FAILING TO MAINTAIN A REGISTERED STATE WHOLESALE DRUG DISTRIBUTOR LICENSE FOR K OSM PHARMACEUTICALS INC.
2. THE AGENT HAS ADOPTED A NEW BUSINESS MODEL AND HAS MOVED THE BUSINESS TO A NEW LOCATION AND HAS REQUESTED THE BOARD TO RE-EVALUATE THE AGENT'S LICENSE.
3. THE AGENT HAS ADOPTED A NEW BUSINESS MODEL AND HAS MOVED THE BUSINESS TO A NEW LOCATION AND HAS REQUESTED THE BOARD TO RE-EVALUATE THE AGENT'S LICENSE.
4. THE BOARD HAS RECEIVED A COMPLAINT FROM THE AGENT THAT THE AGENT HAS VIOLATED THE BOARD'S RULES AND REGULATIONS BY FAILING TO MAINTAIN A REGISTERED STATE WHOLESALE DRUG DISTRIBUTOR LICENSE FOR K OSM PHARMACEUTICALS INC.

CONCLUSIONS AND RECOMMENDATIONS

1. THE BOARD HAS CONSIDERED THE AGENT'S REQUEST AND HAS CONCLUDED THAT THE AGENT HAS VIOLATED THE BOARD'S RULES AND REGULATIONS BY FAILING TO MAINTAIN A REGISTERED STATE WHOLESALE DRUG DISTRIBUTOR LICENSE FOR K OSM PHARMACEUTICALS INC.

2. THE BOARD HAS CONSIDERED THE AGENT'S REQUEST AND HAS CONCLUDED THAT THE AGENT HAS VIOLATED THE BOARD'S RULES AND REGULATIONS BY FAILING TO MAINTAIN A REGISTERED STATE WHOLESALE DRUG DISTRIBUTOR LICENSE FOR K OSM PHARMACEUTICALS INC.

3. THE BOARD HAS CONSIDERED THE AGENT'S REQUEST AND HAS CONCLUDED THAT THE AGENT HAS VIOLATED THE BOARD'S RULES AND REGULATIONS BY FAILING TO MAINTAIN A REGISTERED STATE WHOLESALE DRUG DISTRIBUTOR LICENSE FOR K OSM PHARMACEUTICALS INC.



Agent Code from Letter of Agent Code and Agent Code from DORA

Agent Code from Letter of Agent Code and Agent Code from DORA

Dora

STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION

DIVISION OF PROFESSIONAL REGULATION)
of the State of Illinois, Complainant)
v.) 201107604
X-GEN PHARMACEUTICALS, INC. Respondent)

NOTICE

TO: X-GEN PHARMACEUTICALS, INC.
300 DANIEL ZENKER DRIVE
HORSEHEADS, NY 14845

PLEASE TAKE NOTICE that the Director of the Division of Professional Regulation did sign the attached Consent Order.

The Order of the Director of the Division of Professional Regulation will be implemented as of the date of the Order unless the Order states otherwise.

DIVISION OF PROFESSIONAL REGULATION
of the State of Illinois

BY: Mari S. Sney

Clerk for the Department

All inquiries should be
Directed to:
Chicago Office - 312-814-4504
Springfield Office - 217-785-0820

STATE OF ILLINOIS)
COUNTY OF SANGAMON)

UNDER PENALTY of perjury, as provided by law pursuant to Section 1-109 of the Illinois Code of Civil Procedure, the undersigned Certifies that I caused copies of the attached NOTICE AND CONSENT OR ORDER, to be deposited in the United States mail, by certified mail at 320 W. Washington, Springfield, Illinois 62786, before 5:00 p.m. with proper postage prepaid on the 29th day of November, 2011 to all parties at the addresses listed on the attached documents.

Mari S. Sney
AFFIANT

STATE OF ILLINOIS
ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
DIVISION OF PROFESSIONAL REGULATION

DEPARTMENT OF PROFESSIONAL AND FINANCIAL)
REGULATION, DIVISION OF PROFESSIONAL REGULATION)
of the State of Illinois, Complainant)
v.) No. 2011-07604
X-Gen Pharmaceuticals, Inc.)
License No. 004-002948, Respondent)

CONSENT ORDER

The Illinois Department of Financial and Professional Regulation, Division of Professional Regulation (hereinafter "the Department") by Mary H. Skoglund, its attorney, and X-Gen Pharmaceuticals, Inc. Respondent, agree to the following:

STIPULATIONS

X-Gen Pharmaceuticals, Inc. is licensed as a Drug Distributor in the State of Illinois, holding license No. 004-002948. At all times material to the matter set forth in this Consent Order, the Illinois Department of Financial and Professional Regulation or its predecessor, the Department of Professional Regulation of the State of Illinois had jurisdiction over the subject matter and parties to this Consent Order.

The Respondent self-reported that it was Reprimanded the State of Maine for operating a wholesale drug distribution business without an active license.

It is stipulated that the Department of Professional Regulation of the State of Illinois has jurisdiction over the subject matter and of the parties in this case.

CONDITIONS

WHEREFORE, the Department, through Mary H. Skoglund, its attorney, and X-Gen Pharmaceuticals, Inc., Respondent, agree:

A. The Department, through Mary H. Skoglund, its attorney, and the Pharmacy Board of the Department of Professional Regulation of the State of Illinois, recommends to the Director of

the Department of Professional Regulation, that the Certificate of Registration, License No. 004-002948 of X-Gen Pharmaceuticals, Inc. be Reprimanded.

B. This Consent Order shall become effective immediately upon signing and approval by the Director of the Division of Professional Regulation of the Illinois Department of Financial and Professional Regulation.

DIVISION OF PROFESSIONAL REGULATION
of the State of Illinois

11-5-11
DATE

Mary H. Skoglund
Mary H. Skoglund
Attorney for the Department

10-31-11
DATE

[Signature]
X-Gen Pharmaceuticals, Inc.
Respondent's Representative

11-4-11
DATE

[Signature]
Member
Illinois Board of Pharmacy

THIS CONSENT ORDER IS APPROVED IN FULL

DATED THIS 29th DAY OF November, 20 11

ILLINOIS DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION
OF THE STATE OF ILLINOIS, BRUNF. ADAMS,
SECRETARY

DIVISION OF PROFESSIONAL REGULATION
[Signature]
DIRECTOR

Case No. 2011-07604

License No. 004-002948



STATE OF MAINE
DEPARTMENT OF PROFESSIONAL
AND FINANCIAL REGULATION
OFFICE OF LICENSING & REGISTRATION
BOARD OF PHARMACY
COMPLAINTS AND INVESTIGATION
35 STATE HOUSE STATION
AUGUSTA, MAINE
04333-0015

Maine-2011

Anna L. Heald, Esq.
Commissioner
Gerald L. Betts
Deputy Commissioner

STATE OF MAINE
BOARD OF PHARMACY

In re:)
X-Gen Pharmaceuticals Inc.) CONSENT
Complaint No. 2011-PHA-7245) AGREEMENT

PARTIES

This document is a Consent Agreement ("the Consent Agreement") regarding the pending Wholesale Pharmacy license for X-Gen Pharmaceuticals Inc. ("X-Gen"). The parties to the Consent Agreement are: X-Gen, the Maine Board of Pharmacy ("the Board"), and the State of Maine Office of Attorney General ("the Attorney General"). The Consent Agreement is entered into pursuant to 10 M.R.S. § 8001(5-A)(C).

STATEMENT OF FACTS

1. On July 13, 2010, Board staff received an application from X-Gen to become licensed as a Manufacturer.
2. On October 18, 2010, X-Gen amended its application for licensure from Manufacturer to Wholesale Pharmacy.
2. X-Gen was not previously licensed by the Board in the State of Maine.
3. On April 12, 2010, X-Gen submitted information to the Board staff indicating that in the years 2006 through 2009, it had shipped 81 prescriptions into the State of Maine without being licensed.
4. At its meeting on April 7, 2011, the Board reviewed the above-mentioned information. The information revealed that in the years 2006-2009, X-Gen had been operating as a Wholesale Pharmacy in the State of Maine without being properly licensed. Based on this information, the Board voted to preliminarily deny X-Gen's application to become licensed as a Wholesale Pharmacy.
5. In lieu of the license denial, the Board also voted to offer X-Gen this Consent Agreement. Absent requesting, in writing, a hearing regarding the appeal of the preliminary denial within thirty days of receipt of the Notice of Preliminary Denial, and absent acceptance of this Consent Agreement by signing and dating it and returning it to Kelly McLaughlin, Board Clerk, Board of Pharmacy, 35 State House Station, Augusta, Maine 04333 by July 27, 2011, the preliminary denial of X-Gen's application for licensure as a Mail Order Pharmacy will become final.

July 15, 2011

X-Gen Pharmaceuticals, Inc.
Attn: Jay Liles
300 Daniel Zenker Drive
Horseheads NY 14845

RE: 2011-PHA-7245 Pending License # W170001817

Dear Mr. Liles:

Please find enclosed a copy of the fully-executed consent agreement made by you, the Board of Pharmacy, and the Department of Attorney General in this matter.

At this time the \$1580.00 fine payment has not been received. Upon receipt of fine payment the pending license will be issued. Please send payment or the required documents directly to me. Please include in your correspondence the complaint number that appears above.

If you have any questions, please feel free to contact this office.

Sincerely,

Kelly McLaughlin
Kelly L. McLaughlin, Esq., Consumer Assistant Specialist
(email kelly.l.mclaughlin@maine.gov)

Enclosure

cc: Carrie Carney, Assistant Attorney General
Geraldine L. Betts, Board Administrator
Thomas Avery, Chief Field Investigator
Jeffrey Frankel, OLR Staff Attorney

Licensing (207)634-6215
Via e-mail or by mail to 35 State House Station
Augusta, Maine 04333-0015
Faxing (207)634-6215

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OFFICE LOCATION: 35 STATE HOUSE STATION
15 NORTHERN AVENUE, AUGUSTA, MAINE

Originals to: State of Maine
Docket # 2011-PHA-7245
Fax: (207)634-6215

COVENANTS

6. X-Gen admits to practicing as a Wholesale Pharmacy in Maine without being licensed by the Board, in violation of 12 M.R.S. § 1371(1), and that this violation is a ground for the denial of the application for Wholesale Pharmacy licensure pursuant to 10 M.R.S. § 8001(5-A)(A)(4).
7. As a condition of licensure and for conduct admitted in paragraph 6 above and as a sanction for the violation, X-Gen agrees to do the following:
 - A. Accept a REPRIMAND from the Board.
 - B. Upon execution of this Consent Agreement, pay a CIVIL PENALTY in the amount of one thousand five hundred eighty dollars (\$1,580.00) calculated at \$1,500.00 for the first violation and \$100.00 for each additional violation; and
 - C. CEASE performing services for which licensure as a Wholesale Pharmacy is required until the Board has approved the X-Gen's application for licensure as a Wholesale Pharmacy and the above CIVIL PENALTY is paid in full.
8. Upon receipt of this executed Consent Agreement, the Board will not deny X-Gen's application on the basis of the conduct admitted in paragraph 6 and will approve the application consistent with the provisions of Board Rules chapter 11.
9. The Attorney General and the Board agree that no further agency or legal action will be taken against X-Gen's license based on the specific violations admitted to herein, except in the event that X-Gen does not comply fully with the terms of the Consent Agreement. Any violation of the Consent Agreement will be a ground for discipline by the Board.
10. The Consent Agreement is not subject to appeal.
11. The Consent Agreement is not subject to amendment except by written agreement of all parties.
12. The Consent Agreement is a public document within the meaning of 1 M.R.S. § 402, et seq.

13. X-Gen understands that the execution of the Consent Agreement is completely voluntary and that she has the right to consult with an attorney before signing the Consent Agreement.
14. X-Gen acknowledges by signature hereto of an authorized representative that it has read this Consent Agreement, that it has had an opportunity to consult with an attorney before executing this Consent Agreement, that it executed this Consent Agreement of its own free will, and that it agrees to abide by all terms and conditions set forth herein.

For X-Gen Pharmaceuticals Inc.:

Dated: 7-15-2011

Dated: 7/13/11

Dated: 7-13-11

Susan E. Boudreau
Signature of Authorized Representative
SUSAN E. BOUDREAU, PRESIDENT
Print Name and Title
Dana J. Hunter Jr.
DANA J. HUNTER JR., R.Ph., VICE PRESIDENT
Board of Pharmacy

Carrie L. Carney
CARRIE L. CARNEY
Assistant Attorney General

Anjelita J. Lindo
Special Assistant Attorney General
DEPARTMENT OF LABOR AND INDUSTRY
Business Standards Division
301 South Park
P.O. Box 200513
Helena, MT 59620-0513
(406) 841-2318

BEFORE THE BOARD OF PHARMACY
DEPARTMENT OF LABOR AND INDUSTRY
STATE OF MONTANA

IN THE MATTER OF THE PROPOSED
DISCIPLINARY TREATMENT OF THE
LICENSE OF
X-Gen Pharmaceuticals, Inc.,
Wholesale Drug Distributor,
License No. 2732

) Case No. 2012-PHA-LIC-4
)
) NOTICE OF PROPOSED
) BOARD ACTION AND
) OPPORTUNITY FOR HEARING

TO J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

PLEASE TAKE NOTICE

1. The State of Montana Board of Pharmacy (Board) has considered the complaint filed against X-Gen Pharmaceuticals, Inc. (Licensee) and has voted to initiate disciplinary action against X-Gen Pharmaceuticals, Inc. pursuant to its authority under §§37-1-131 and 37-1-136, Mont. Code Ann.
2. During a Screening Panel meeting on January 20, 2012, the Screening Panel of the Board reviewed all documentation regarding the above action and determined that

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

Page 1

ORIGINAL

increasing state licensing regulations. She states that X-Gen received disciplinary action from Colorado and at that time they were unaware that certain states into which they were shipping required licensing. They performed a gap analysis and immediately applied to all applicable states.

5. The actions referred to above directly relate to the propriety of the practice or fitness to practice as a Wholesale Drug Distributor in the state of Montana.

CONCLUSIONS OF LAW

1. The information contained in the fact assertions herein indicates that X-Gen Pharmaceuticals, Inc. has committed unprofessional conduct.
2. The violations of law committed by Licensee are as follows:
 - A. **Violation of Mont. Code Ann. §37-1-316 (18):**
It is unprofessional conduct for a licensee or license applicant governed by this chapter to engage in conduct that does not meet the generally accepted standards of practice.
 - B. **Violation of Mont. Code Ann. §37-7-604(1):**
A person or distribution outlet may not act as a wholesale drug distributor without first obtaining a license from the board and paying the license fee.
 - C. **Violation of Mont. Code Ann. §37-7-605(1):**
An out-of-state wholesale drug distributor may not conduct business in this state without first obtaining a license from the board and paying the license fee established by the board.
 - D. **Violation of ARM 24.174.2301 (1)(a):**

The board defines "unprofessional conduct" as including engaging in any

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

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there is reasonable cause to believe that Licensee violated one or more of the statutes or rules relevant to wholesale drug distributors in Montana.

3. Accordingly, the Screening Panel directed that this Notice be served upon Licensee pursuant to Mont. Code Ann. §37-1-309.

FACT ASSERTIONS

1. At all times relevant to these proceedings, Licensee was a licensed wholesale drug distributor holding license number 2732, issued by the Montana Board of Pharmacy on January 19, 2010.

2. On July 27, 2011, a board-generated complaint was filed against the Licensee because their license had been disciplined by another state board for operating a wholesale drug distribution business without an active license.

3. On October 28, 2011, a letter was sent to the Licensee at the Screening Panel's request asking whether or not shipments have been made into the state of Montana.

4. On November 15, 2011, the Licensee responded that the following were shipped into Montana:

2007	2 Units	\$34.50	Nystat-Rx 50mu/bottle
2008	3 units	\$372.00	Streptomycin for Injection USP 1gm/vial x 10
2009	1 unit	\$17.25	Nystat-Rx 50mu/bottle
	20 units	\$560.00	Colistimethate for Injection USP 150mg/vial
	4 units	\$104.00	Progesterone Wettable 25gmbottle
	50 units	\$562.50	Polymyxin B for Injection USP

5. The Board received a response to the complaint from Jennifer Schneider, VP Client Services explaining that in 2009 the company was overwhelmed with the

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

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activity which violates state and federal statutes and rules governing the practice of pharmacy.

3. As a result of the above information, the Board's Screening Panel heard the above matter, determined that there is reasonable cause to believe that X-Gen Pharmaceuticals, Inc. has violated a statute or rule justifying disciplinary sanctions to be imposed against their Montana license and so moved to serve them with this formal Notice of Proposed Board Action and Opportunity for Hearing.

UNIFORM PROFESSIONAL LICENSING AND REGULATION PROCEDURE

You are advised that the law provides:

37-1-309. **Notice - request for hearing.** (1) If a reasonable cause determination is made pursuant to 37-1-307 that a violation of this part has occurred, a notice must be prepared by department legal staff and served on the alleged violator. The notice may be served by certified mail to the current address on file with the board or by other means authorized by the Montana Rules of Civil Procedure. The notice may not allege a violation of a particular statute, rule, or standard unless the board or the board's screening panel, if one has been established, has made a written determination that there are reasonable grounds to believe that the particular statute, rule, or standard has been violated.

- (2) A licensee or license applicant shall give the board the licensee's or applicant's current address and any change of address within 30 days of the change.
- (3) The notice must state that the licensee or license applicant may request a hearing to contest the charge or charges. **A request for a hearing must be in writing and**

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

Page 1

received in the offices of the department within 20 days after the licensee's receipt of the notice. Failure to request a hearing constitutes a default on the charge or charges and the board may enter a decision on the basis of the facts available to it 37-1-312. Sanctions – stay – costs – stipulations. (1) Upon a decision that a licensee or license applicant has violated this part or is unable to practice with reasonable skill and safety due to a physical or mental condition or upon stipulation of the parties as provided in subsection (3) the board may issue an order providing for one or any combination of the following sanctions:

- (a) revocation of the license;
 - (b) suspension of the license for a fixed or indefinite term;
 - (c) restriction or limitation of the practice;
 - (d) satisfactory completion of a specific program of remedial education or treatment;
 - (e) monitoring of the practice by a supervisor approved by the disciplining authority;
 - (f) censure or reprimand, either public or private;
 - (g) compliance with conditions of probation for a designated period of time;
 - (h) payment of a fine not to exceed \$1 000 for each violation. Fines must be deposited in the state general fund;
 - (i) denial of a license application;
 - (j) refund of costs and fees billed to and collected from a consumer;
- (2) A sanction may be totally or partly stayed by the board. To determine which sanctions are appropriate, the board shall first consider the sanctions that are necessary to protect or compensate the public. Only after the determination has been made may

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

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If X-Gen Pharmaceuticals, Inc. wants to have a hearing and the opportunity to contest the proposed action, a written request for hearing must be sent to Becky Carter, Compliance Supervisor, Business Standards Division, Department of Labor and Industry, 301 South Park, P.O. Box 200513, Helena, Montana 59620-0513. This request must be received in the offices of the Department within twenty (20) days after receipt of this notice.

DATED this 7th day of February, 2012

Anjeanette C. Lindie
Anjeanette C. Lindie
Department Counsel
Montana Board of Pharmacy

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

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the board consider and include in the order any requirements designed to rehabilitate the licensee or license applicant.

(3) The licensee or license applicant may enter into a stipulated agreement resolving potential or pending charges that includes one or more of the sanctions in this section. The stipulation is an informal disposition for the purposes of 2-4-603.

(4) A licensee shall surrender a suspended or revoked license to the board within 24 hours after receiving notification of the suspension or revocation by mailing it or delivering it personally to the board.

2-4-631(3). Licenses. Whenever notice is required, no revocation, suspension, annulment, withdrawal, or amendment of any license is lawful unless the agency gave notice by mail to the licensee of facts or conduct which warrant the intended action. If the agency finds that public health, safety, or welfare imperatively requires emergency action and incorporates a finding to that effect in its order, summary suspension of a license may be ordered pending proceedings for revocation or other action. These proceedings shall be promptly instituted and determined.

STATEMENT OF RIGHTS

X-Gen Pharmaceuticals, Inc. is entitled to a hearing on the proposed discipline against the license of X-Gen Pharmaceuticals, Inc. before an impartial Hearing Examiner appointed by the Department of Labor and Industry as provided in the Montana Administrative Procedure Act, Mont. Code Ann. §2-4-601 et seq. and §37-1-121. X-Gen Pharmaceuticals, Inc. has a right to be represented by an attorney at such hearing and during related proceedings.

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

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CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of February, 2012, I served a true and accurate copy of the foregoing NOTICE OF PROPOSED BOARD ACTION AND OPPORTUNITY FOR HEARING by certified United States mail, certified number 963 100 0000 7034 116, postage prepaid, upon the licensee addressed as follows:

Robb Lies
Person-in-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

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Complete items 1, 2 and 3. Also complete item 4 if Restricted Delivery is desired.
 1. Print your name and address on the reverse so that we can return the card to you.
 2. Attach this card to the back of the envelope, or on the front if space permits.

1. Addressee for:
 J. Robin Liles
 Person in Charge
 X-Gen Pharmaceuticals, Inc.
 300 Daniel Zanker Drive
 Horseheads, NY 14845

2. Service Type
☐ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

3. Restricted Delivery? (Extra Fee) ☐ Yes ☒ No

4. Art
 7003 1010 0000 9239 1116

PS Form 3811 February 2004 315 Certified Return Receipt 1001-PRAY

UNITED STATES POSTAL SERVICE
 REGISTER BY 144
 FEB 2012 PM X

First-Class Mail
 Postage & Fees Paid
 Permit No. 101

* Sender: Please print your name, address, and ZIP+4 in this box *

LEGAL UNIT
 DEPT OF LABOR AND INDUSTRY
 PO BOX 200513
 HELENA MT 59620-0513

One of Labor and Industry
 Wyoming State Bar Division
 115 2012
 RECEIVED

Case #
 2012-PHA-LIC-4

Anjanette C. Lindle
 Special Assistant Attorney General
 DEPARTMENT OF LABOR & INDUSTRY
 Office of Legal Services
 301 South Park Avenue
 PO Box 200513
 Helena MT 59620-0513
 Telephone (406) 841-2318
 Fax (406) 841-2313

BEFORE THE BOARD OF PHARMACY
 DEPARTMENT OF LABOR AND INDUSTRY
 STATE OF MONTANA

In the Matter of the Proposed Disciplinary Treatment of the License of Case No. 2012-PHA-LIC-4
 X-GEN PHARMACEUTICALS, INC.
 Wholesale Drug Distributor License No. 2732
REQUEST FOR ENTRY OF DEFAULT

TO THE BOARD OF PHARMACY

Pursuant to Mont. Code Ann. § 37-1-309(3), please enter the default of Respondent/Licensee, X-Gen Pharmaceuticals, Inc. with respect to the Notice of Proposed Board Action and Opportunity for Hearing filed and served in the above entitled matter for failure to request a hearing within twenty days of service to request a hearing, as appears from the record and accompanying documentation.

DATED this 19th day of March, 2012

Anjanette C. Lindle
 Legal Counsel
 Department of Labor and Industry

Request For Entry Of Default
 In re X-Gen Pharmaceuticals, Inc. Case No. 2012-PHA-LIC-4

BEFORE THE BOARD OF PHARMACY
 DEPARTMENT OF LABOR AND INDUSTRY
 STATE OF MONTANA

In the Matter of the Proposed Disciplinary Treatment of the License of Case No. 2012-PHA-LIC-4
 X-GEN PHARMACEUTICALS, INC.
 Wholesale Drug Distributor License No. 2732
AFFIDAVIT OF SUSAN C. PETERS

State of Montana
 Lewis & Clark County

I, Susan C. Peters, being first duly sworn, depose and say as follows:
 1. I am a citizen of the United States, over the age of eighteen years, a resident of Lewis and Clark County, Montana, by profession an employee of the Montana Department of Labor and Industry, Department and Legal Secretary for the Office of Legal Services.
 2. I am familiar with the procedural history of this case and have personal knowledge of the same.
 3. On February 13, 2012, the Department duly served Respondent/Licensee X-Gen Pharmaceuticals, Inc. by Certified Mail receipt # 7003 1010 0000 9239 1116 with a Notice of Proposed Board Action and Opportunity for Hearing, Case No. 2012-PHA-LIC-4. The Notice provided a statement of rights which contained a specific notice to Respondent/Licensee that it was required to submit a written request for a hearing within twenty days of the date on which it received the Notice in order to preserve its right to challenge the proposed action under the jurisdiction of the Board of Pharmacy. More than twenty days have passed since service of the Notice and no request for hearing has been received.

4. Upon information and belief, I state that X-Gen Pharmaceuticals, Inc. is not now an incompetent person or minor and was not such when the instant action was commenced.

Affidavit of Susan C. Peters
 In re X-Gen Pharmaceuticals, Inc. Case No. 2012-PHA-LIC-4

further that X-Gen Pharmaceuticals, Inc. is not now a member of the military or naval services of the United States, nor has it been a member thereof within six months preceding commencement of this action.

DATED this 19th day of March, 2012

Susan C. Peters

State of Montana
 Lewis & Clark County

This Affidavit was signed and sworn to before me, a Notary Public for the state of Montana, on this 19th day of March, 2012, by Susan C. Peters, known to me to be the person whose name is subscribed to within this instrument, and executed the same IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first written above.



Barbara A. Bessey
 Notary Public for the State of Montana
 Notary Public for the State of Montana
 Lewis and Clark County

Affidavit of Susan C. Peters
 In re X-Gen Pharmaceuticals, Inc. Case No. 2012-PHA-LIC-4

CERTIFICATE OF SERVICE

I certify that I served a true and accurate copy of the foregoing *REQUEST FOR ENTRY OF DEFAULT* and *AFFIDAVIT OF SUSAN C. PETERS* by U.S. mail postage prepaid upon the following parties addressed as follows:

J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

Board of Pharmacy
301 South Park Avenue
PO Box 200513
Helena, MT 59620-0513

DATED this 19th day of March 2012

Susan C. Peters
Department of Labor and Industry

Affidavit of Susan C. Peters
In re X-Gen Pharmaceuticals, Inc. Case No. 2012-PHA-LIC-4

**BEFORE THE BOARD OF PHARMACY
DEPARTMENT OF LABOR AND INDUSTRY
STATE OF MONTANA**

In the Matter of the Proposed Disciplinary
Treatment of the License of

Case No. 2012-PHA-LIC-4

X-GEN PHARMACEUTICALS, INC.

ENTRY OF DEFAULT

Wholesale Drug Distributor License No. 2732

On February 13, 2012, X-Gen Pharmaceuticals, Inc. Respondent/Licensee in the above-entitled action, was duly served with the *Notice of Proposed Board Action and Opportunity for Hearing*, Case No. 2012-PHA-LIC-4. The Notice provided a statement of rights which contained a specific notice to Respondent/Licensee that it was required to submit a written request for a hearing within twenty days of the date on which it received the Notice in order to preserve its right to challenge the proposed action under the jurisdiction of the Board of Pharmacy. More than twenty days have passed since service of the Notice and no request for hearing has been received. The Department requested entry of default on March 19, 2012.

IT IS THEREFORE ORDERED that the default of the Respondent/Licensee is entered for failure to request a hearing. For purposes of this order, the fact assertions contained in the Notice issued in the above-entitled matter are hereby adopted as the findings of fact and the conclusions of said Notice are adopted as the conclusions of law.

A final order providing for disposition of this matter will be subsequently entered.

DATED this 20th day of March 2012

Becky Carter
Becky Carter
Compliance Unit Supervisor
Department of Labor and Industry

Entry of Default
In re X-Gen Pharmaceuticals, Inc. Case No. 2012-PHA-LIC-4

CERTIFICATE OF SERVICE

I certify that I served a true and accurate copy of the foregoing *ENTRY OF DEFAULT* by U.S. mail postage prepaid upon the Licensee at the following address:

J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

And by hand delivery upon Department Counsel:

Anyeanette C. Lindie
Special Assistant Attorney General
DEPARTMENT OF LABOR AND INDUSTRY
Office of Legal Services
301 South Park Avenue
PO Box 200513
Helena, MT 59620-0513

DATED this 20th day of March 2012

Becky Carter
Department of Labor and Industry

Entry of Default
In re X-Gen Pharmaceuticals, Inc. Case No. 2012-PHA-LIC-4

**BEFORE THE BOARD OF PHARMACY
DEPARTMENT OF LABOR AND INDUSTRY
STATE OF MONTANA**

In the Matter of the Proposed Disciplinary
Treatment of the License of

Case No. 2012-PHA-LIC-4

X-GEN PHARMACEUTICALS, INC.

FINAL ORDER OF DEFAULT

Wholesale Drug Distributor License No. 2732

On February 13, 2012, a *Notice of Proposed Board Action and Opportunity for Hearing* was served on X-Gen Pharmaceuticals, Inc. Respondent/Licensee in the above-entitled action by Certified Mail, receipt # 7003 1010 0000 9239 1116. The Notice provided a statement of rights which contained a specific notice to Respondent/Licensee that it was required to submit a written request for a hearing within twenty days of the date on which it received the Notice in order to preserve its right to challenge the proposed action under the jurisdiction of the Board of Pharmacy.

More than twenty days have passed since service of the Notice and no request for hearing has been received. Accordingly, and upon the request of Department Counsel on March 19, 2012, a default was entered.

For purposes of this order, the fact assertions and conclusions contained in the *Notice of Proposed Board Action and Opportunity for Hearing* issued in the above-entitled matter are hereby adopted by the Board and fully incorporated into this final order as the findings of fact and the conclusions of law.

Based upon X-Gen Pharmaceuticals, Inc.'s default for failing to request a hearing and the information presently before the Board, including the aforementioned findings of fact and conclusions of law, the Board enters the following:

Final Order of Default
In re X-Gen Pharmaceuticals, Inc. Case No. 2012-PHA-LIC-4

sanctions that are necessary to protect and compensate the public. Having considered the concerns of the public and the rehabilitation of the licensee.


THE BOARD ENTERS THE FOLLOWING ORDER

A Licensee shall pay an administrative fine in the amount of THREE THOUSAND DOLLARS (\$3,000.00). Licensee shall pay by certified check or money order, made payable to the Montana Board of Pharmacy, P.O. Box 200513, Helena, Montana 59620-0513, within 30 days of the date of the Final Order and not before to be deposited in the state special revenue fund pursuant to 37-7-324, MCA.

B Licensee shall ensure that in the future it will not operate as a wholesale drug distributor unless it has an active license.

C Licensee shall review and follow all Montana laws and rules regarding wholesale drug distributors.

DATED this 13 day of April 2012


Presiding Officer
Board of Pharmacy

CERTIFICATE OF SERVICE

I certify that I served a true and accurate copy of the foregoing FINAL ORDER OF DEFAULT by U.S. mail, postage prepaid, upon the Licensee addressed as follows:

J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

And by hand delivery upon Department Counsel:

Anjeanette C. Lindie
Special Assistant Attorney General
DEPARTMENT OF LABOR AND INDUSTRY
Office of Legal Services
301 South Park Avenue
PO Box 200513
Helena, MT 59620-0513

DATED this 17 day of April 2012


Department of Labor and Industry

Final Order of Default
In re X-Gen Pharmaceuticals, Inc. Case No. 2012 PHA LIC-4

Final Order of Default
In re X-Gen Pharmaceuticals, Inc. Case No. 2012 PHA LIC-4



Montana Department of
LABOR & INDUSTRY
Business Standards Division

April 17, 2012

J. ROBIN LILES
PERSON IN CHARGE
X-GEN PHARMACEUTICALS, INC.
300 DANIEL ZENKER DRIVE
HORSEHEADS, NY 14845

RE Complaint #PHA-2012-LIC-4

Dear Mr. Liles:

The above-referenced complaint was recently reviewed by the Adjudication Panel of the Board of Pharmacy. The panel entered a Final Order, a copy of which is enclosed. This disciplinary action is a permanent matter of public record.

Be advised that you are responsible for understanding and complying with this order. As per MCA 37-1-316 (8), failure to comply with a term, condition, or limitation of a license by final order of a board is a violation of statute which may result in further disciplinary action.

If you have any questions, please contact me directly.

Sincerely,


Vicki Bair, Compliance Specialist
(406) 641-2357 phone
(406) 641-2363 fax
vbair@mt.gov

Enc: Final Order

301 SOUTH PARK • P.O. BOX 200513 • HELENA, MT 59620-0513
FAX (406) 641-2363
TDD (406) 444-6557
AN EQUAL OPPORTUNITY EMPLOYER

Alabama 2013

IN THE MATTER OF:

X-GEN PHARMACEUTICALS, INC.

Manufacturer/Wholesaler/
Distributor
Permit No. 193818

BEFORE THE ALABAMA STATE
BOARD OF PHARMACY

CONSENT ORDER

THIS MATTER comes before the Alabama State Board of Pharmacy (hereinafter referred to as the "Board") on a complaint against X-Gen Pharmaceuticals, Inc. (hereinafter referred to as "X-Gen") which resulted in the filing of a Statement of Charges and Notice of Hearing ("Statement"), alleging violations of the Alabama Pharmacy Practice Act. These allegations with particularity are set out in the Statement which is attached hereto as Exhibit "A."

Pursuant to Code of Alabama (1975) Section 41-22-12(f) the parties through counsel have agreed to informally resolve this matter by the entry of this Consent Order, the terms of which are as follows.

1 The Board finds that X-Gen violated the provisions of law based on the conduct set forth in all Counts of the Statement.

2 X-Gen shall pay to the Board an administrative fine in the amount of Two Thousand Five Hundred dollars (\$2,500.00) within thirty (30) days of the effective date of this Order, which is the date it is executed on behalf of the Board. This obligation of payment to the Board shall not be dischargeable in bankruptcy and X-Gen shall not attempt to discharge the same in any bankruptcy proceeding.

3 X-Gen expressly waives its rights pursuant to the Alabama Pharmacy Practice Act, the Alabama Administrative Procedures Act and the Alabama Uniform Controlled

Substances Act, including but not limited to the Code of Alabama (1975), §34-23-34 and §34-23-92(12), Code of Alabama (1975), §41-22-12 and §40-22-20 and Code of Alabama (1975), § 20-2-50 et seq., and including but not limited to the opportunity for a hearing before the Board in connection with any charges against it and any judicial review. X-Gen further waives any objection to the attorney for the Board preparing, drafting or making this Order, including the waiver of any objection or right pursuant to Code of Alabama (1975), §41-22-18

4. By execution of this Consent Order, X-Gen hereby releases the Board, its members, agents, representatives, servants and employees from any and all liability, claims, damages, fees or expenses arising out of or made in connection with the matters relating to this Consent Order and Statement.

5. X-Gen agrees that any further violation of the Alabama Pharmacy Practice Act, the rules and regulations of the Alabama State Board of Pharmacy or any other applicable laws may, upon proof and hearing thereof, result in further disciplinary sanctions against its license

6. X-Gen acknowledges, stipulates and agrees that it has read this Consent Order and that it fully understands the terms, conditions and contents of the same. X-Gen acknowledges, stipulates and agrees that it voluntarily and of its own free will accepts the terms and conditions set out in this Consent Order and is executing this Consent Order freely and voluntarily without coercion, duress, or threats or pursuant to any promises and on the advice of its attorney.

DONE this the 27th day of November, 2013.

X-Gen Pharmaceuticals, Inc.

By: Sean E. Bedwin
its President

David Jamieson
David Jamieson, Attorney for X-Gen Pharmaceuticals, Inc.

DONE this the 3rd day of December, 2013.

ALABAMA STATE BOARD OF PHARMACY

By: Kenny Sanders
Kenny Sanders, R.Ph., President

By: James S. Ward
its Attorney

WARD & WILSON, LLC
2100 Southbridge Parkway
Suite 580
Birmingham, Alabama 35209
(205) 871-5404

Page 2 of 3

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Maryland-2013

IN THE MATTER OF * BEFORE THE
X-GEN PHARMACEUTICALS * MARYLAND STATE
Respondent/Distributor * BOARD OF PHARMACY
Permit Number: D02937 * Case Number: PI-13-059/13-459

CONSENT ORDER

On August 21, 2013, the Maryland State Board of Pharmacy (the "Board") charged X-GEN PHARMACEUTICALS (the "Respondent/Distributor") Permit Number D02937, under the Maryland Pharmacy Act (the "Act"), Md. Health Occ. Code Ann. ("H.O.") §§ 12-101 et seq. (2009 Repl. Vol. & 2012 Supp.)

The pertinent provisions of the Act are as follow:

H.O. § 12-6C-03. Permit required.

(a) Wholesale Distributor - A wholesale distributor shall hold a permit issued by the Board before the wholesale distributor engages in wholesale distribution in the State.

H.O. § 12-6C-11. Violations; penalties.

(a) Fine - (1) If a person knowingly violates any provision of this subtitle or any regulation adopted under this subtitle, the Board may impose a fine not to exceed \$500,000.

The Board further charges the Respondent/Distributor with violating the following provision of the Board's regulations - Code Md. Regs. § 10, tit. 34.22.00 et seq. - Licensing of Wholesale Prescription Drug or Device Distributors.

10.34.22.05 - Violations and Penalties.

A. After a hearing held under Health Occupations Article, § 12-601, Annotated Code of Maryland, the Board may deny, suspend, revoke, or place on probation a permit holder, reprimand a permit holder, or impose a fine if the permit holder

(4) is disciplined by a licensing or disciplinary authority of any state or country or disciplined by a court of any state or country for an act that would constitute a ground for Board action against a wholesale distributor permit holder under § A or B of this regulation;"]

FINDINGS OF FACT

1. The Respondent/Distributor is located in Horseheads, New York.
2. The Respondent/Distributor was initially licensed as a wholesale distributor in the State of Maryland on December 8, 2009. The Respondent/Distributor's permit is currently active and is scheduled to expire on May 31, 2015. The Board received information that prior to the issuance of the Respondent/Distributor's permit, the Respondent/Distributor operated as a wholesale distributor in Maryland.
3. The Board subsequently initiated an investigation.
4. The Board's investigation revealed that from January through December 2008, the Respondent/Distributor shipped drugs without a Maryland permit primarily to a wholesale distributor, but also to several hospitals and pharmacies located in Maryland. The drugs included, but were not limited to, antibiotics, anti-bacterials, antifungals and steroids.
5. In 2008, the value of the drugs the Respondent/Distributor sold to these entities is approximately \$1,674,816.
6. From January through November 2009, the Respondent/Distributor shipped drugs without a Maryland permit to a wholesale distributor, several hospitals and pharmacies located in Maryland. The drugs included but were not limited to antibiotics, anti-bacterials, antifungals and

¹ Section A of the regulation lists prohibited activities. Section B excepts one activity as prohibited.

steroids

7 In 2009, the value of the drugs the Respondent-Distributor sold to these entities is approximately \$1,466,312.

8 The Respondent-Distributor has been disciplined by pharmacy boards in several other states for distributing prescription drugs in those states when not registered to do so:

a Colorado – effective February 5, 2009, the Respondent-Distributor was issued a Cease and Desist Order for distributing prescription drugs in Colorado in December 2008 in the absence of registration. Effective February 24, 2009, the Respondent-Distributor entered into a Final Agency Order under the terms of which it agreed to pay a fine of \$5,750.

b Maine – Effective July 13, 2011, the Respondent-Distributor entered into a Consent Order in which it admitted that it had practiced as a wholesale pharmacy in Maine without being licensed by the Maine Board of Pharmacy. Specifically, from 2006 through 2009 the Respondent-Distributor had shipped 81 prescriptions into Maine without being licensed to do so. The Respondent-Distributor agreed to pay a civil penalty of \$1,500.

c Illinois – effective November 29, 2011, the Illinois Board reprimanded the Respondent-Distributor based on

Maine's discipline for unlicensed wholesale drug distribution;

d Montana – on February 7, 2012, the Montana Board filed a "Notice of Board Action and Opportunity for Hearing" against the Respondent-Distributor, alleging that in 2007, 2008 and 2009, the Respondent-Distributor had shipped several units of drugs to Montana prior to being licensed in that state. Effective April 17, 2012, the Montana Board issued a Final Order of Default in which it noted that the Respondent-Distributor had not requested a hearing in the matter and ordered the Respondent-Distributor to pay an administrative fine of \$3,000.

CONCLUSIONS OF LAW

Based on the foregoing Findings of Fact, the Board concludes that the Respondent-Distributor violated H.O. § 12-6C-03(a).

ORDER

Based on the foregoing Findings of Fact and Conclusions of Law, it is by a majority of the quorum of the Board considering this case:

ORDERED that the Respondent-Distributor is reprimanded, and it is further

ORDERED that within 90 days of the effective date of the Consent Order, the Respondent-Distributor shall pay a monetary fine of \$30,000, to be paid in full to the Board by certified or bank guaranteed check made payable to the Maryland State Board of Pharmacy, and it is further

ORDERED that the Respondent-Distributor shall comply with the Maryland Pharmacy Act and all laws, statutes and regulations pertaining to the practice of pharmacy, and it is further

ORDERED that the Respondent-Distributor's failure to comply with any of the conditions of this Consent Order shall be considered a violation of this Consent Order, and it is further

ORDERED that if the Respondent-Distributor violates any of the conditions of this Consent Order, the Board, in its discretion, after notice and an opportunity for a show cause hearing before the Board, may impose any other disciplinary sanction for which the Board may have imposed, including an additional monetary fine, and it is further

ORDERED that the effective date of this Consent Order is that date that it is signed by the Board, and it is further

ORDERED that this document constitutes a formal disciplinary action of the Maryland Board of Pharmacy and is therefore a public document for purposes of public disclosure, pursuant to Md. State Govt Code Ann. §§ 10-611 et seq. (Repl. Vol. 2009 & Supp. 2012).

Date

Lenna Israbian-Jamgochian, Pharm.D.
President
Maryland Board of Pharmacy

CONSENT OF SUSAN BADIA, PRESIDENT OF X-GEN PHARMACEUTICALS

I, Susan Badia, President of X-Gen Pharmaceuticals, acknowledge that I am represented by counsel and have consulted with counsel before entering this Consent Order. By this Consent Order for the purpose of resolving the issues raised by the Board, I agree and accept to be bound by the foregoing Consent Order and its conditions.

I acknowledge the validity of this Consent Order as if entered into after the conclusion of a formal evidentiary hearing in which I would have had the right to counsel, to confront witnesses, to give testimony, to call witnesses on my own behalf, and to all other substantive and procedural protections provided by the law. I agree to forego my opportunity to challenge these allegations. I acknowledge the legal authority and jurisdiction of the Board to initiate these proceedings and to issue and enforce this Consent Order. I affirm that I am waiving my right to appeal any adverse ruling of the Board that I might have filed after any such hearing.

I sign this Consent Order after having an opportunity to consult with counsel, voluntarily and without reservation, and I fully understand and comprehend the language, meaning and terms of the Consent Order.

Date

Susan Badia, President
X-Gen Pharmaceuticals
Respondent-Distributor

Reviewed by:

Attorney for Respondent-Distributor



OHIO STATE BOARD OF PHARMACY

77 South High Street, Room 1702; Columbus, OH 43215-6126

State Operations, Employer and Service Provider

TEL: 614/466-4143 FAX: 614/752-4836
 TDD: Use the Relay Service: 1-800-735-0750 URL: <http://www.pharmacy.ohio.gov>

NOTICE OF OPPORTUNITY FOR HEARING

June 25, 2014



STATE OF Ohio

CITY/COUNTY OF Columbus

I HEREBY CERTIFY that on this 16 day of June, 2013, before me, a Notary Public of the foregoing State and City/County personally appeared Susan Badia, President, X-Gen Pharmaceuticals and made oath in due form of law that signing the foregoing Consent Order was her voluntary act and deed.

AS WITNESSETH my hand and notarial seal

Notary Public

My Commission expires 6/15/15

X-Gen Pharmaceuticals, Inc.
 c/o Richard C. Park
 300 Daniel Zenker Drive
 Horseheads, NY 14845

Re. Ohio Wholesale Distributor of Dangerous
 Drugs License No.
 Wholesaler of Controlled Substance
 License No. 01-2037200

Dear Mr. Park:

YOU ARE HEREBY NOTIFIED that, in accordance with the provisions of Chapters 119. and 4729 of the Ohio Revised Code, the Ohio State Board of Pharmacy will determine whether or not to take action against X-Gen Pharmaceuticals, Inc.'s license. Prior to any such action, Name is entitled to a hearing before the State Board of Pharmacy on the basis of the following allegations:

- (1) Records of the Board of Pharmacy indicate that you are the president and responsible person at X-Gen Pharmaceuticals, Inc., Ohio Wholesale Distributor of Dangerous Drugs License No. 01-2037200, pursuant to Sections 4729. of the Ohio Revised Code within the meaning of Section 4729.56 of the Ohio Revised Code.
- (2) On or about May 11, 2012, X-Gen Pharmaceuticals, Inc. ("X-Gen"), knowingly made a false statement with purpose to secure the issuance of a license or registration, to wit: On its 2012 renewal application filed with the Ohio State Board of Pharmacy for licensure as a Wholesale Distributor of Dangerous Drugs (WDD), X-Gen answered "yes" to the legal question: "Within the last 18 months, has the responsible person or owner(s), or any officer of the corporation, been the subject of disciplinary action by any state or federal agency?" X-Gen disclosed that the Montana Board of Pharmacy took disciplinary action against it on or about April 17, 2012, however, X-Gen failed to disclose that it also had been disciplined in the previous 18 months by the Maine Board of Pharmacy and the Illinois Board of Pharmacy. An investigation by Ohio State Board of Pharmacy Specialist revealed that the Montana Board of Pharmacy took disciplinary action against X-Gen based on the disciplinary action it received from the Colorado Board of Pharmacy in 2009. In the Matter of the Proposed Disciplinary Treatment of the License of X-Gen Pharmaceuticals, Inc., Montana Board of Pharmacy, Case No. 2012-PHA-LIC-4, Final Order of Default, April 13, 2012. See also In the Matter of the Unauthorized and Unlawful Distribution of Prescription Drugs in Colorado by X-Gen Specialty Division, Colorado Board of Pharmacy, Case No. 2009-2759, Stipulation and Final Agency Order, February 26, 2009. The Montana Board of Pharmacy fined X-

X-Gen Pharmaceuticals, Inc.
 c/o Richard C. Park
 Page 2
 Notice of Opportunity

X-Gen Pharmaceuticals, Inc.
 c/o Richard C. Park
 Page 3
 Notice of Opportunity

Gen \$3,000 for shipping drugs into Montana from 2007-2009 prior to becoming a licensed wholesaler in Montana in 2010. The Maine Board of Pharmacy took disciplinary action against X-Gen in July 2011 based on information X-Gen provided to the Maine Board of Pharmacy that revealed that between 2006 and 2009 X-Gen operated a wholesale drug distribution business and shipped prescriptions into Maine without being licensed to do so. In re X-Gen Pharmaceuticals, Inc., Maine Board of Pharmacy, Complaint No. 2011-PHA-7245, Consent Agreement, July 13, 2011. X-Gen was reprimanded by the Maine Board of Pharmacy and ordered to pay \$1,530. X-Gen self-reported its discipline in Maine to the Illinois Board of Pharmacy, which resulted in X-Gen being reprimanded by the Illinois Board of Pharmacy. Department of Financial and Professional Regulation, Division of Professional Regulation v. X-Gen Pharmaceuticals, Inc., Department of Professional Regulation of the State of Illinois, Case No. 2011-07604, Consent Order, November 29, 2011. Such conduct, if proven, constitutes having been disciplined by a professional licensing board, and not being of good moral character and habits within the meaning of Rule 4729.9-19 of the Ohio Administrative Code, and further, if proven, constitutes making a false material statement in an application for registration as a Wholesale Distributor of Dangerous Drugs within the meaning of Section 4729.56 of the Ohio Revised Code.

- (3) On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. ("X-Gen"), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit: X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2007. Such conduct, if proven, constitutes violating any federal, state, or local drug law; any provision of Chapter 4729, or Chapter 2925, 3715, or 3719 of the Revised Code, or any rule of the board, within the meaning of Section 4729.56 of the Ohio Revised Code.
- (4) On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. ("X-Gen"), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit: X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2008. Such conduct, if proven, constitutes violating any federal, state, or local drug law; any provision of Chapter 4729, or Chapter 2925, 3715, or 3719 of the Revised Code, or any rule of the board, within the meaning of Section 4729.56 of the Ohio Revised Code.
- (5) On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. ("X-Gen"), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit: X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2009. Such conduct, if proven, constitutes

violating any federal, state, or local drug law; any provision of Chapter 4729, or Chapter 2925, 3715, or 3719 of the Revised Code, or any rule of the board, within the meaning of Section 4729.56 of the Ohio Revised Code.

For these reasons, the State Board of Pharmacy will determine whether to take action pursuant to Section 4729.56 of the Ohio Revised Code.

YOU ARE HEREBY ADVISED that Section 4729.56 of the Ohio Revised Code provides in pertinent part:

(A) In accordance with Chapter 119 of the Ohio Revised Code, the board of pharmacy may suspend, revoke, or refuse to renew any registration certificate issued to a wholesale distributor of dangerous drugs pursuant to section 4729.52 of the Revised Code or may impose a monetary penalty of forfeiture not to exceed in severity any fine designated under the Revised Code for a similar offense or one thousand dollars if the acts committed are not classified as an offense by the Revised Code for any of the following causes:

- (1) Making any false material statements in an application for registration as a wholesale distributor of dangerous drugs;
- (2) Violating any federal, state, or local drug law; any provision of this chapter or Chapter 2925, 3715, or 3719, of the Revised Code, or any rule of the board;
- (3) A conviction of a felony;
- (4) Ceasing to satisfy the qualifications for registration under section 4729.53 of the Revised Code or the rules of the board.

YOU ARE FURTHER NOTIFIED that "Revoke", as used in Chapters 3719 and 4729 of the Revised Code, means to take action against a license rendering such license void and such license may not be reissued. "Revoke" is an action that is permanent against the licensee. Ohio Administrative Code, 4729.9-01(E).

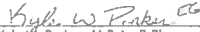
YOU ARE FURTHER NOTIFIED in accordance with the provisions of Chapters 119 and 4729 of the Ohio Revised Code, that you are entitled to a hearing before the Ohio State Board of Pharmacy, if you request such a hearing within thirty (30) days of the time of the mailing of this notice.

IF YOU DESIRE A HEARING, such request shall be mailed to the State Board of Pharmacy, 77 South High Street, Room 1702, Columbus, Ohio 43215-6126. YOUR REQUEST MUST BE IN WRITING, AND MUST BE RECEIVED IN THE OFFICE OF THE OHIO STATE BOARD OF PHARMACY ON OR PRIOR TO THE THIRTIETH (30th) DAY FOLLOWING THE MAILING DATE OF THIS NOTICE. You may appear at such hearing in person, by your attorney, or by such other representative as is permitted to practice before the agency, or you may present your position, arguments or contentions in writing, and, at this hearing, you may also present evidence and examine any witnesses appearing for and against you.

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
Page 4
Notice of Opportunity

YOU ARE FURTHER ADVISED that if there is no request for such a hearing received by the Board on or prior to the thirtieth (30th) day following the mailing of this notice, the Ohio State Board of Pharmacy, upon consideration of the aforementioned allegations against you, may take action without such a hearing.

BY ORDER OF THE STATE BOARD OF PHARMACY


Kyle W. Parker, M.B.A., R.Ph.
Executive Director

KWP/ljp (Case No. 2013-1974)

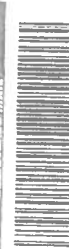
Registered Mail / Return Receipt
RL 946 607 750 US

c. Charissa D. Payer, Assistant Attorney General



RETURN RECEIPT
REQUESTED

REGISTERED MAIL™



RE 946 607 750 US

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
300 Daniel Zenker Drive
Horseheads NY 14845-1014

OHIO STATE BOARD OF PHARMACY
77 SOUTH HIGH STREET, ROOM 1702
COLUMBUS, OHIO 43215-6126
PHA 0060 (REV. 10/02)

06/27
MAILING
RECEIVED
JUN 27 2015

SUSAN ALVERSON, D.P.A.
R.Ph.
Executive Secretary
111 Village Street
Birmingham, AL 35242
(205) 981-2380
(205) 981-2330 Fax
www.albop.com

ALABAMA
BOARD OF PHARMACY



May 27, 2015

MEMBERS 2015

DAN MCCONAGHY, R.Ph.
President
TIM MARTIN, Pharm.D.
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BUDDY BUNCH, R.Ph.
Treasurer
DAVID DARBY, R.Ph.
DONNA C. YEATMAN, R.Ph.

AL - 2015

IN THE MATTER OF)
X-GEN PHARMACEUTICALS, INC.)
Manufacturer/Wholesaler/)
Distributor Permit Number 193818)

BEFORE THE ALABAMA STATE
BOARD OF PHARMACY

FINAL ORDER

On May 12, 2015, this cause came before the Alabama State Board of Pharmacy (hereinafter also referred to as the "Board"), on a Complaint against X-Gen Pharmaceuticals, Inc. (hereinafter also referred to as the "Respondent"), and evidence having been adduced thereon, the Board has determined that the following Findings of Fact and Conclusions of Law are supported by the preponderant weight of evidence and law.

Findings of Fact

1. The Respondent is a manufacturer/wholesaler/distributor and was issued permit number 193818 by the Board.
2. The Respondent was notified of the charges as amended; the Respondent was represented by counsel, Mr. David C. Jamieson, Esq. and Mr. Alex R. Hirschfeld, Esq. at the hearing. (Board's Exhibit One)
3. The Respondent made no objection to the timeliness of the Notice of Hearing.
4. The Maryland State Board of Pharmacy issued a Consent Order in Case Number PI-13-059 13-459 whereby the Respondent was ordered to pay a monetary fine of Thirty Thousand (\$30,000.00) Dollars based on the Respondent shipping drugs into the state of Maryland without a permit to do so. (Board's Exhibit One)
5. On October 7, 2014 the State of Michigan Department of Licensing and Regulatory

X-GEN PHARMACEUTICALS, INC.
300 Daniel Zenker Drive
Horseheads, New York 14845

RE: BOARD ASSESSED PENALTY
May 27, 2015

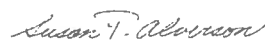
To Whom It May Concern:

Enclosed you will find a **FINAL ORDER** resulting from your hearing before the Board. While the entire order is important, I particularly direct your attention to the portion of the Order setting forth discipline and specifically the mandatory obligation of your payment of a fine and costs. As you will see, those amounts are due within a specified period of time from the date of the Final Order and not the date of this letter.

If the referenced fine and costs are not received by the Board within the prescribed period of time, or special arrangements have not been made with the Secretary of the Board, your file will be immediately sent to the Board's counsel for preparation of a **STATEMENT OF CHARGES** and the scheduling of another hearing before the Board.

Sincerely,

FOR THE ALABAMA STATE BOARD OF PHARMACY:


Susan P. Alverson
Secretary
Cc: Jim Ward, Attorney-at-Law

Affairs, Bureau of Health Care Services in Complaint Number 53-13-13130 issued a Consent Order with the Respondent whereby, among other things, the Respondent was fined in the amount of Six Thousand (\$6,000.00) Dollars. (Board's Exhibit One)

Conclusions of Law

1. The Alabama State Board of Pharmacy has jurisdiction in this cause pursuant to Code of Alabama (1975), § 34-23-14, § 34-23-92 (12) and § 41-22-12.
2. The Respondent was properly notified of the charges, the Respondent was represented by counsel.
3. The Respondent made no objection to the timeliness of the Notice of Hearing.
4. The Respondent made no objection to the specificity of the Statement of Charges.
5. The Respondent's permit as a manufacturer/wholesaler/distributor in the State of Alabama is due to have disciplinary sanctions imposed in that it is guilty of violating Board Rule 680-X-2.23-2 (k) (2) based upon the Consent Order entered by the Maryland State Board of Pharmacy on September 16, 2013.
6. The Respondent's permit as a manufacturer/wholesaler/distributor in the State of Alabama is due to have disciplinary sanctions imposed in that it is guilty of violating Board Rule 680-X-2.23-2 (k) (2) based upon the entry of the Consent Order by the Michigan Board of Pharmacy on December 10, 2014.


Page 2 of 3

ORDER

In accordance with the foregoing Findings of Fact and Conclusions of Law, it is hereby ORDERED as follows:

1. The Respondent is also ORDERED to pay to the Board an administrative fine of Two Thousand (\$2,000.00) Dollars, said fine shall be paid within sixty (60) days of the date of this ORDER, and
2. Any future violations of this Order, the Alabama Pharmacy Practice Act, the laws that regulate the sale and/or dispensing of prescription or legend drugs and/or narcotics or any rule of the Alabama State Board of Pharmacy or the pharmacy law or rules of the Board of Pharmacy of another state may, upon hearing and proof thereof, result in further disciplinary sanctions.

DONE and ORDERED, this 28th day of May 2015.


Mr. Dan C. McConaghy, R. Ph., President
Alabama State Board of Pharmacy

Copies to:
Mr. David C. Jamieson, Esq.
Mr. Alex R. Hirschfield, Esq.
Ms. Mitzi Ellenburg, Director of Operations
Ms. Patty Wright, Case Coordinator
Mr. James S. Ward, Esq.
Mr. Vance L. Alexander, Esq.

Page 3 of 3

VT - 2016

MI - 2017

State of Vermont
Office of the Secretary of State
[phone] 802.828.3555
[fax] 802.828.2169
www.sec.state.vt.us
James C. Condos, Secretary of State
Christopher D. Winters, Deputy Secretary
Culin R. Benjamin, Director
Office of Professional Regulation
Investigative Division
89 Main Street, 3rd Floor
Montpelier, VT 05602-3472
March 11, 2016
X-Gen Pharmaceuticals, Inc.
ATTENTION: R.C. Park
300 Daniel Zanker Drive
Hempstead, NY 11845-1014
Docket No. 2016-148
Credentialed No. 039 0058649
Non Resident Pharmacy

Dear Mr. Park:

The Board of Pharmacy has opened an investigation into your professional conduct based on the disciplinary actions reported on your renewal application. Please contact the state in which the discipline occurred and request a certified copy of the Board Order and have it sent to my attention within forty-five (45) days of the date of this letter.

The following investigative process will now take place:

- An Investigative Team will be assigned.
- You may be contacted by an investigator if additional information is deemed necessary.

The Investigative Team will meet to review the data and make one of the following recommendations:

- To close the case without disciplinary action; or
- To pursue disciplinary action.

This process typically takes a few months to complete. Once complete, the Board of Pharmacy will act on the Investigative Team's recommendation.

Complaint investigations focus on the issues described in the complaint, the laws governing the practice of the profession, and the fitness of the licensee to practice. Disciplinary actions, when warranted, range from warnings to revocation of licenses.

Formal charges, hearings and disciplinary actions are public. However, the investigative process is entirely confidential by law. All future reference to this matter will be by the docket number noted above. If this case is closed without charges, neither the complaint nor the investigation will be made public. If charges are filed, you must file an answer within 23 days. If you hire an attorney, the attorney must file a Notice of Appearance.

If you have any questions, please feel free to contact me at (802) 828-2875 or via email at carla.preston@state.vt.us.

Sincerely,
Carla Preston
Case Manager

cc: Investigative Team

 VERMONT



RICK SWYDER
GOVERNOR

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
LANSING

SHELLY EDGERSON
DIRECTOR

November 9, 2017

X-Gen Pharmaceuticals Inc.
300 Daniel Zanker Drive
Hempstead, NY 11845

Re: File No. 53-16-144053

Dear Licensee:

Enclosed is an Administrative Complaint (Complaint) charging you with violation(s) of the Public Health Code. You must respond to this Complaint IN WRITING WITHIN 30 DAYS from the date you received it. If you fail to do so, the Complaint will be sent to your Board's Disciplinary Subcommittee (DSC) to impose a sanction.

In your written response, please provide information demonstrating your compliance with the Public Health Code or explaining your conduct. Also, please select ONE of the following three options:

- Request a settlement. Your written response and a copy of the Complaint will be sent to a Board member who will recommend a proposed settlement.
- Request a compliance conference. This is an optional, informal opportunity to meet with me to present evidence or information not contained in your written response for purposes of settlement. Use the enclosed form to request a compliance conference.
- Request a formal administrative hearing. At a formal administrative hearing an administrative law judge will receive evidence, take testimony, and issue a Proposal for Decision as to whether a violation of the Public Health Code has occurred. The hearing record will then be sent to the DSC for consideration in making the final decision.

To exercise any of these options, you must respond IN WRITING WITHIN 30 DAYS.

You may obtain legal representation at your expense. If you have any questions, please contact the Department during normal business hours at the direct line listed below.

Sincerely,

Shannon Wambaugh, Analyst
Regulation Section
Bureau of Professional Licensing
Phone: (517) 335-1755 / Fax: (517) 241-9280
wambaugh1@michigan.gov

Enclosures

BUREAU OF PROFESSIONAL LICENSING
811 W. OGDON AVENUE • P.O. BOX 30670 • LANSING, MICHIGAN 48206
www.michigan.gov/bpl

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF PROFESSIONAL LICENSING
BOARD OF PHARMACY
DISCIPLINARY SUBCOMMITTEE

In the Matter of

X-GEN PHARMACEUTICALS INC
License No. 53 05 002964,
Respondent.

File No. 53-16-144053

ADMINISTRATIVE COMPLAINT

The Michigan Department of Licensing and Regulatory Affairs, by Cheryl Wykoff Pezon, Acting Director, Bureau of Professional Licensing, complains against Respondent as follows:

1. The Michigan Board of Pharmacy is an administrative agency established by the Public Health Code, MCL 333.1101 *et seq.* Pursuant to MCL 333.7311, MCL 333.15226 and MCL 333.17768, the Board's Disciplinary Subcommittee is empowered to discipline persons for violations of the Public Health Code.

2. Respondent is currently licensed as a manufacturer/wholesaler pharmacy in the state of Michigan. Respondent's address of record with the Department is Horseheads, New York.

3. On June 25, 2014, the State of Ohio Board of Pharmacy (Ohio Board) issued a Notice of Opportunity for Hearing (Complaint) against Respondent. The Complaint alleged, in part, that on or between 2007 and 2009, Respondent sold

Administrative Complaint
File No. 53-16-144053

Page 1 of 4

COUNT I

The actions, as set forth above, evidence a pharmacy, manufacturer or wholesale distributor that has had its license or federal registration limited, suspended, or revoked, or been subject to any other criminal, civil, or administrative penalty in violation of MCL 333.17768(2)(d).

COUNT II

Respondent's conduct, as set forth above, evidences a failure to notify the Department of a complaint filed by another state in which the pharmacy is licensed for violations of that state's pharmacy laws, within 30 days of knowledge of the complaint, contrary to MCL 333.17748(5) in violation of MCL 333.17768(1).

This Complaint is based upon files and records maintained by the Department and the attached Affidavit of Terry Schauben.

RESPONDENT IS NOTIFIED that pursuant to MCL 333.16231(8) Respondent has 30 days from the date of receipt of this Complaint to answer this Complaint in writing and to show compliance with all lawful requirements for licensure. Respondent shall submit the response to the Bureau of Professional Licensing, Department of Licensing and Regulatory Affairs, P.O. Box 30670, Lansing, MI 48909.

Administrative Complaint
File No. 53-16-144053

Page 2 of 4

wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs. A copy of the Complaint, marked Exhibit A, is attached and incorporated.

4. On September 23, 2014, under file number 53-13-131300, a First Superseding Administrative Complaint was executed against Respondent based on Respondent having its license or federal registration limited, suspended, or revoked, or subjected to any other criminal, civil, or administrative penalty in the states of Colorado, Maine, Illinois, Montana, Maryland, and Alabama. In resolution on December 10, 2014, the Board's Disciplinary Subcommittee executed a Consent Order and Stipulation, which fined Respondent \$5,000.00. On February 8, 2015, Respondent paid the \$5,000.00 fine.

5. On January 9, 2017, in resolution of the June 25, 2014 Complaint, the Ohio Board executed a Settlement Agreement with the State of Ohio Board of Pharmacy (Settlement Agreement), which ordered Respondent to pay a \$4,000.00 monetary penalty. A copy of the Settlement Agreement, marked Exhibit B, is attached and incorporated.

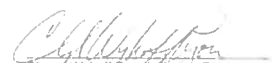
6. Respondent failed to notify the Department of the June 25, 2014 Complaint in the state of Ohio alleging violations of Ohio's pharmacy laws within 30 days of knowledge of the Complaint.

Administrative Complaint
File No. 53-16-144053

Page 3 of 4

Respondent's failure to submit an answer within 30 days is an admission of the allegations in this Complaint. If Respondent fails to answer, the Department shall transmit this Complaint directly to the Board's Disciplinary Subcommittee to impose a sanction, pursuant to MCL 333.16231(9).

Dated: 11/8/17, 2017


Cheryl Wykoff Pezon, Acting Director
Bureau of Professional Licensing

Attachments:

cc:

Administrative Complaint
File No. 53-16-144053

Page 4 of 4



OHIO STATE BOARD OF PHARMACY

77 South High Street, Room 1702, Columbus, OH 43215-6126

Ohio's Pharmacy Regulator and Service Provider

TEL 614/464-4143 FAX 614/752-4836
E-MAIL: esb@ohio.state.gov URL: http://www.pharmacy.ohio.gov

NOTICE OF OPPORTUNITY FOR HEARING

June 25, 2014

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
300 Daniel Zanker Drive
Horseheads, NY 14845

Re: Ohio Wholesale Distributor of Dangerous
Drugs License No.
Wholesaler of Controlled Substance
License No. 01-2037200

Dear Mr. Park:

YOU ARE HEREBY NOTIFIED that, in accordance with the provisions of Chapters 119 and 4729 of the Ohio Revised Code, the Ohio State Board of Pharmacy will determine whether or not to take action against X-Gen Pharmaceuticals, Inc.'s license. Prior to any such action, Name is entitled to a hearing before the State Board of Pharmacy on the basis of the following allegations:

- (1) Records of the Board of Pharmacy indicate that you are the president and responsible person at X-Gen Pharmaceuticals, Inc. Ohio Wholesale Distributor of Dangerous Drugs License No. 01-2037200, pursuant to Sections 4729 of the Ohio Revised Code with the meaning of Section 4729.55 of the Ohio Revised Code.
- (2) On or about May 11, 2012, X-Gen Pharmaceuticals, Inc. ("X-Gen"), knowingly made a false statement with purpose to secure the issuance of a license or registration, to wit: On its 2012 renewal application filed with the Ohio State Board of Pharmacy for licensure as a Wholesale Distributor of Dangerous Drugs ("WDDO"), X-Gen answered "yes" to the legal question: "Within the last 18 months, has the responsible person or owner(s), or any officer of the corporation, been the subject of disciplinary action by any state or federal agency?" X-Gen disclosed that the Montana Board of Pharmacy took disciplinary action against it on or about April 17, 2012, however, X-Gen failed to disclose that it also had been disciplined in the previous 18 months by the Maine Board of Pharmacy and the Illinois Board of Pharmacy. An investigation by Ohio State Board of Pharmacy Specialist revealed that the Montana Board of Pharmacy took disciplinary action against X-Gen based on the disciplinary action it received from the Colorado Board of Pharmacy in 2009. *In the Matter of the Proposed Disciplinary Treatment of the License of X-Gen Pharmaceuticals, Inc.*, Montana Board of Pharmacy, Case No. 2012-PHA-LIC-4, Final Order of Default, April 13, 2012; See also *In the Matter of the Unauthorized and Unlawful Distribution of Prescription Drugs in Colorado by X-Gen Specialty Division*, Colorado Board of Pharmacy, Case No. 2009-2759, Stipulation and Final Agency Order, February 26, 2009. The Montana Board of Pharmacy fined X-

EXHIBIT A page 1 of 4

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
Page 3
Notice of Opportunity

violating any federal, state, or local drug law, any provision of Chapter 4729, or Chapter 2925, 3715, or 3719, of the Revised Code, or any rule of the board, within the meaning of Section 4729.55 of the Ohio Revised Code.

For these reasons, the State Board of Pharmacy will determine whether to take action pursuant to Section 4729.55 of the Ohio Revised Code.

YOU ARE HEREBY ADVISED that Section 4729.55 of the Ohio Revised Code provides in pertinent part:

(A) In accordance with Chapter 119 of the Ohio Revised Code, the board of pharmacy may suspend, revoke, or refuse to renew any registration certificate issued to a wholesale distributor of dangerous drugs pursuant to section 4729.52 of the Revised Code or may impose a monetary penalty of forfeiture not to exceed in severity any fine designated under the Revised Code for a similar offense or one thousand dollars if the acts committed are not classified as an offense by the Revised Code for any of the following causes:

- (1) Making any false material statements in an application for registration as a wholesale distributor of dangerous drugs;
- (2) Violating any federal, state, or local drug law, any provision of Chapter 4729, or Chapter 2925, 3715, or 3719, of the Revised Code, or any rule of the board;
- (3) A conviction of a felony;
- (4) Ceasing to satisfy the qualifications for registration under section 4729.53 of the Revised Code or the rules of the board.

YOU ARE FURTHER NOTIFIED that "Revoke," as used in Chapters 3719 and 4729 of the Revised Code, means to take action against a license rendering such license void and such license may not be reissued. "Revoke" is an action that is permanent against the license and licensee. Ohio Administrative Code, 4729-9-01(E).

YOU ARE FURTHER NOTIFIED, in accordance with the provisions of Chapters 119 and 4729 of the Ohio Revised Code, that you are entitled to a hearing before the Ohio State Board of Pharmacy, if you request: such a hearing within thirty (30) days of the time of the mailing of this notice.

IF YOU DESIRE A HEARING, such request shall be mailed to the State Board of Pharmacy, 77 South High Street, Room 1702, Columbus, Ohio 43215-6126. YOUR REQUEST MUST BE IN WRITING, AND MUST BE RECEIVED IN THE OFFICE OF THE OHIO STATE BOARD OF PHARMACY ON OR PRIOR TO THE THIRTIETH (30TH) DAY FOLLOWING THE MAILING DATE OF THIS NOTICE. You may appear at such hearing in person, by your attorney, or by such other representative as is permitted to practice before the agency, or you may present your position, arguments or contentions in writing, and, at this hearing, you may also present evidence and examine any witnesses appearing for and against you.

EXHIBIT A page 3 of 4

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
Page 2
Notice of Opportunity

Gen \$3,000 for shipping drugs into Montana from 2007-2009 prior to becoming a licensed wholesaler in Montana in 2010. The Maine Board of Pharmacy took disciplinary action against X-Gen in July 2011 based on information X-Gen provided to the Maine Board of Pharmacy that revealed that between 2006 and 2009 X-Gen operated a wholesale drug distribution business and shipped prescriptions into Maine without being licensed to do so. *In re X-Gen Pharmaceuticals, Inc.*, Maine Board of Pharmacy, Complaint No. 2011-PHA-7245, Consent Agreement, July 13, 2011. X-Gen was reprimanded by the Maine Board of Pharmacy and ordered to pay \$1,580. X-Gen self-reported its discipline in Maine to the Illinois Board of Pharmacy, which resulted in X-Gen being reprimanded by the Illinois Board of Pharmacy. *Department of Financial and Professional Regulation Division of Professional Regulation v. X-Gen Pharmaceuticals, Inc.*, Department of Professional Regulation of the State of Illinois, Case No. 2011-07604, Consent Order, November 29, 2011. Such conduct, if proven, constitutes having been disciplined by a professional licensing board, and not being of good moral character and habits, within the meaning of Rule 4729.9-19 of the Ohio Administrative Code, and further, if proven, constitutes making a false material statement in an application for registration as a Wholesale Distributor of Dangerous Drugs within the meaning of Section 4729.55 of the Ohio Revised Code.

- (3) On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. ("X-Gen"), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit: X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2007. Such conduct, if proven, constitutes violating any federal, state, or local drug law, any provision of Chapter 4729, or Chapter 2925, 3715, or 3719, of the Revised Code, or any rule of the board, within the meaning of Section 4729.55 of the Ohio Revised Code.
- (4) On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. ("X-Gen"), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit: X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2008. Such conduct, if proven, constitutes violating any federal, state, or local drug law, any provision of Chapter 4729, or Chapter 2925, 3715, or 3719, of the Revised Code, or any rule of the board, within the meaning of Section 4729.55 of the Ohio Revised Code.
- (5) On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. ("X-Gen"), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit: X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2009. Such conduct, if proven, constitutes

EXHIBIT A page 2 of 4

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
Page 4
Notice of Opportunity

YOU ARE FURTHER ADVISED that if there is no request for such a hearing received by the Board on or prior to the thirtieth (30th) day following the mailing of this notice, the Ohio State Board of Pharmacy, upon consideration of the aforementioned allegations against you, may take action without such a hearing.

BY ORDER OF THE STATE BOARD OF PHARMACY

Kyle W. Parker, M.B.A., R.Ph.
Executive Director

WPTD Case No. 2013-0724

Registration Fee Return Receipt
RE-546-2077200 US

C. Michael D. Payer, Assistant Attorney General

EXHIBIT A page 4 of 4

Steven W. Schneider, Esq.
Executive Director



STATE OF OHIO
BOARD OF PHARMACY

John R. Kasich
Governor

SETTLEMENT AGREEMENT WITH THE STATE OF OHIO BOARD OF PHARMACY

IN THE MATTER OF:

CASE NO. 2013-1974

X-Gen Pharmaceuticals, Inc.
300 Daniel Jankel Drive
Horseshoe, NY 14845

WOOD License No. 01-7037200

By its adoption of the parties, the State of Ohio Board of Pharmacy, Board of Pharmacy and X-Gen Pharmaceuticals, Inc. (the parties) agree to the following amendments to the Board's Adjudication Order dated June 7, 2013 as part of the terms for X-Gen Pharmaceuticals' voluntary appeal in the Court of Common Pleas in Franklin County, Ohio Case No. 15-CV-5813.

Findings of Fact are modified to read as follows:

Records of the Board of Pharmacy indicate that Susan Bada was the president of Richard Park was the respondent at X-Gen Pharmaceuticals, Inc. Ohio Wholesale Distributor of Dangerous Drugs License No. 01-7037200, pursuant to Sections 4729, 4730 and 4731 of the Ohio Revised Code within the meaning of Section 4729.06 of the Ohio Revised Code.

Findings of Fact #2 is removed.

Conclusion of Law #1 is removed.

Conclusion of Law #2 is removed.

The Board's Adjudication Order dated with the for cause of this agreement is attached hereto and incorporated as though fully set forth herein as Attachment A.

Additional provisions of this Settlement Agreement:

- The Board shall request the respondent to file a Surrendered Order to the National Prescription Database established by 15-CV-5813, pursuant to the Ohio Revised Code, as amended, and to its rules, regulations, and other rules and regulations within the jurisdiction of the respondent's Order was previously required.

77 South High Street, 17th Floor, Columbus, Ohio 43215

PH (614) 466-4147 | FX (614) 752-4836 | contact@pharmacy.ohio.gov | www.pharmacy.ohio.gov

EXHIBIT B page 1 of 5

2. X-Gen Pharmaceuticals, Inc. agrees to dismiss its appeal in Case No. 15-CV-5813, in the Court of Common Pleas, Franklin County, Ohio.

3. The parties waive any right and/or claim they might have to an award of attorney fees in this matter.

4. The provisions of the Amended Order calling for a payment of \$4,000 monetary penalty are subject to the provisions of the Agreed Entry of Dismissal attached hereto as Attachment B.

5. Upon proof of this Settlement Agreement having been fully executed, counsel for X-Gen Pharmaceuticals, Inc., Paul Giorganni, shall mail to the Court for signature and filing the Agreed Entry of Dismissal attached hereto as Attachment B.

6. X-Gen Pharmaceuticals, Inc. waives any right to appeal the Amended Order as set forth in Section 159.12 of the Revised Code.

IN WITNESS WHEREOF, the parties to this Agreement have executed it a valid case to be executed by the Court's Adjudication Order.

Approved by:

Alex Hirschfeld, Attorney for Respondent
May 31, 2017

Susan Bada, President
Date of Signature: 5/31/2017

Matthew J. Lampke, Attorney for Respondent
May 31, 2017

Alex Hirschfeld, Attorney for Respondent
Date of Signature: 5/31/2017

Steven W. Schneider, Executive Director
Ohio State Board of Pharmacy

Steven W. Schneider, Executive Director
Date of Signature: 5/31/2017

Steven W. Schneider, Ohio Assistant Attorney General

Steven W. Schneider, Ohio Assistant Attorney General
Date of Signature: 5/31/2017

EXHIBIT B page 2 of 5

Steven W. Schneider, Esq.
Executive Director



STATE OF OHIO
BOARD OF PHARMACY

John R. Kasich
Governor



AMENDED ORDER OF THE STATE BOARD OF PHARMACY
(Case Number 2013-1974)

IN THE MATTER OF:

X-Gen Pharmaceuticals, Inc.
300 Daniel Jankel Drive
Horseshoe, NY 14845
WOOD License No. 01-7037200

INTRODUCTION

This Amended Order amends and supplements the Order of the Board dated June 7, 2013 in this matter.

The matter of X-Gen Pharmaceuticals, Inc. (X-Gen) came before the Board on May 3, 2013 before the following members of the State of Ohio Board of Pharmacy (Board): Susan Bada, President; Richard C. Park, Public Member; James M. Cox, R.Ph.; Megan B. Martini, R.Ph.; Curtis L. Passafiume, Jr., R.Ph.; Jennifer M. Aude, R.Ph.; and Matthew J. Lampke, R.Ph.

Michael A. More, R.Ph. Recused

X-Gen Pharmaceuticals, Inc. was represented by Alex Hirschfeld. The State of Ohio was represented by Matthew J. Lampke, Assistant Attorney General.

SUMMARY OF EVIDENCE

State's Witnesses:
1. James Amend, State of Ohio Board of Pharmacy.

Respondent's Witnesses:
None.

State's Exhibits:

- | | |
|---|------------|
| 1. Notice of Opportunity for Hearing | 06-25-2014 |
| 2. Request for Hearing | 07-11-2014 |
| 3. Notice of Hearing | Various |
| 4. Credential Review Screen | 03-30-2016 |
| 5. Application for Wholesale Distributor of Dangerous Drugs | 07-03-2005 |
| 6. Notice of Maryland Discipline | 10-24-2011 |
| 7. 2012 Renewal Application | 05-11-2012 |

Amended pursuant to Settlement Agreement in Dismissal of Appeal 15-CV-5813 in the Franklin County Court of Common Pleas.

77 South High Street, 17th Floor, Columbus, Ohio 43215

PH (614) 466-4147 | FX (614) 752-4836 | contact@pharmacy.ohio.gov | www.pharmacy.ohio.gov

EXHIBIT B page 3 of 5

- | | |
|-----------------------------|------------|
| 8. 2013 Renewal Application | 04-16-2013 |
| 9. Maine Discipline | 07-13-2011 |
| 10. Texas Discipline | 11-29-2011 |
| 11. Montana Discipline | 02-07-2011 |
| 12. Colorado Discipline | 12-05-2009 |
| 13. Unlicensed Sale Data | 01-15-2014 |

- Respondent's Exhibits:
- | | |
|--|------------|
| A. List of States Current Jurisdiction | No Date |
| B. State Licensing Exemptions Letter | 08-04-2011 |
| C. Statement of Richard C. Park | 10-11-2014 |
| D. Statement of Jennifer Schneider | No Date |
| E. Questions Supplied by X-Gen Pharmaceuticals, Inc. | 12-05-2011 |
| F. Notice of Disiplinary Action | 04-10-2012 |
| G. Self Report of Compliance 2014-2015 | 06-17-2014 |

FINDINGS OF FACT

The State of Ohio and respondent, by and through their respective attorneys, have stipulated to the following findings of fact, which are accepted and adopted by the Board:

- X-Gen Pharmaceuticals, Inc. (X-Gen) is the president and principal owner of X-Gen Pharmaceuticals, Inc. (X-Gen), a corporation organized under the laws of the State of Ohio, which is a distributor of dangerous drugs, pursuant to Sections 4729, 4730 and 4731 of the Ohio Revised Code within the meaning of Section 4729.06 of the Ohio Revised Code.
- On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. (X-Gen), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit, X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2007.
- On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. (X-Gen), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit, X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2008.
- On or between 2007 and 2009 X-Gen Pharmaceuticals, Inc. (X-Gen), sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit, X-Gen provided financial information to a Specialist with the Ohio State Board of Pharmacy that revealed that, although X-Gen's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, X-Gen sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,566 to \$2,331,565 in calendar year 2009.

EXHIBIT B page 4 of 5

SW
144/153

IN THE COURT OF COMMON PLEAS
FRANKLIN COUNTY, OHIO

X-GEN PHARMACEUTICALS, INC., Appellant,	Case No 16-CV-5818
v.	Judge Holbrook
STATE OF OHIO BOARD OF PHARMACY, Appellee	Magistrate Watters

AGREED ENTRY OF DISMISSAL

By stipulation of the parties and pursuant to their settlement agreement, the Court hereby orders as follows:

1. X-Gen Pharmaceuticals, Inc. having deposited \$4,000 with the clerk of court as security, the clerk of court is hereby ordered to release said security in said amount to the Board of Pharmacy in the form of a check made payable to "Treasurer, State of Ohio." The check may be mailed addressed to "Steven R. Kochheiser, Assistant Attorney General, 30 East Broad Street, 26th Floor, Columbus, OH 43215."

2. This Agreed Entry of Dismissal shall serve for all purposes as proof of payment by X-Gen Pharmaceuticals, Inc. of the \$4,000 penalty imposed by the State of Ohio Board of Pharmacy in this matter.

3. This case is dismissed with prejudice.

IT IS SO ORDERED

Franklin County Court of Common Pleas

Date: 01/23/2017
Case Title: X-GEN PHARMACEUTICALS INC VS OHIO STATE BOARD PHARMACY
Case Number: 16CV005818
Type: DISMISSAL - AGREED ORDER

It Is So Ordered.



s. Judge Michael J. Holbrook

So stipulated and agreed:

COUNSEL FOR APPELLANT
X-GEN PHARMACEUTICALS, INC.:

/s/ Alex R. Hirschfield (PHV-5941-2016)
The Hirschfield Law Group, LLC
205 20th Street North, Suite 200
Birmingham, Alabama 35203
Phone: 205-536-7828
E-mail: Alex@HirschfieldLawGroup.com
Fax: 205-536-7827

/s/ Paul Giorgianni (0064806)
Giorgianni Law LLC
1538 Arlington Avenue
Columbus, Ohio 43212-2710
Phone: 614-205-5550
E-mail: Paul@GiorgianniLaw.com
Fax: 614-481-8242

COUNSEL FOR APPELLEE
OHIO STATE BOARD OF PHARMACY

/s/ Steven R. Kochheiser (0088058)
Assistant Attorney General
Michael DeWine
Ohio Attorney General
30 East Broad Street, 26th Floor
Columbus, Ohio 43215
Phone: 614-466-8600
E-mail: Steven.Kochheiser@OhioAttorneyGeneral.gov
Fax: 866-441-4738

Court Disposition

Case Number: 16CV005818

Case Style: X-GEN PHARMACEUTICALS INC -VS- OHIO STATE BOARD PHARMACY

Case Terminated: 07 - Settled/dissmised prior to Trial

Final Appealable Order: No

Rec'd CERT
MAR 11/6/17

IL 2017

STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
DIVISION OF PROFESSIONAL REGULATION

DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
of the State of Illinois, Complainant,
v.
X-GEN PHARMACEUTICALS INC.
License No. 004 002948 Respondent

No. 2017-02629

NOTICE OF PRELIMINARY HEARING

TO X-GEN PHARMACEUTICALS INC
RICHARD C PARK
300 Daniel Zenker Dr
Horseheads, NY 14845-1014

PLEASE TAKE NOTICE that on 12/11, 2017, at 1:00 p.m., you are directed to appear before the Administrative Law Judge of the Division of Professional Regulation of the Department of Financial and Professional Regulation of the State of Illinois, located at 100 West Randolph Street, Suite 9-300, Chicago Illinois 60601, at which time a hearing date will be set. You are requested to then and there present any and all routine motions you may wish to have heard regarding the charges contained in the attached Complaint. Any motions presented on the above date should be served on the Adjudicative Services Unit of the Department of Financial and Professional Regulation, Division of Professional Regulation, 100 West Randolph Street, Suite 9-300, Chicago Illinois 60601 at least three (3) business days in advance of the scheduled hearing.

Your appearance on the scheduled date and time is mandatory and your failure to so appear may result in the selection of a hearing date in your absence, unless a continuance has been secured in advance. Your appearance may be made personally or through counsel.

It is required that you file a written ANSWER UNDER OATH AND UNDER PENALTY OF PERJURY to the attached Complaint under oath with the Department of Professional Regulation within (20) days of the date this Notice was mailed. The answer should address each numbered paragraph of the Complaint. The answer shall be signed under oath and your signature must be verified by a notary public who affixes the notary seal to the document. For each paragraph, the Answer should either:

- admit the allegation in the paragraph
- deny the allegation in the paragraph, or
- state under oath that you have insufficient information with which to admit or deny the allegation in the paragraph

PLEASE BE ADVISED that the failure to file a verified Answer may subject you to being held in default. If you are held in default, the Board will assume the allegation to be true and will issue a recommendation based upon those facts without a hearing being held. These

1

proceedings are held pursuant to the jurisdiction granted to the Department to investigate complaints and to bring this action pursuant to 20 Ill. Comp. Stat. 2105-15(a)(5) and 225 Ill. Comp. Stat. 60/36 (2006 as amended).

RULES OF PRACTICE IN ADMINISTRATIVE HEARINGS IN THE DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION AND BEFORE COMMITTEES OR BOARDS OF SAID DEPARTMENT AS WELL AS PRACTICE ACTS AND RULES MAY BE FOUND AT <http://www.idfpr.com/default.asp>.

PLEASE BE ADVISED THAT YOU WILL HAVE TO SHOW A STATE ISSUED PHOTO IDENTIFICATION AND GO THROUGH A METAL DETECTOR IN ORDER TO GAIN ACCESS TO THE BUILDING

ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
OF THE STATE OF ILLINOIS
DIVISION OF PROFESSIONAL REGULATION

By: 
Frank Lamas
Chief of Health-Related Prosecutions

Brandon R. Thern
Department of Financial and Professional Regulation
Division of Professional Regulation
100 W. Randolph St., Suite 9-300
Chicago, IL 60601
312-314-1691
brandon.thern@idfpr.com
1st ID 2017-02629
Respondent: X-Gen Pharmaceuticals Inc. 094 002948

STATE OF ILLINOIS

SS: 2017-02629

COUNTY OF COOK

UNDER PENALTY OF PERJURY, as provided by law, Section 3-109 of the Illinois Code of Civil Procedure, the undersigned certifies that I caused the attached Notice Preliminary Hearing and Complaint to be deposited in the United States mailbox located at 100 West Randolph Street, Chicago, Illinois 60601, and by mailing same by certified mail at 100 West Randolph Street, Chicago, Illinois, 60601, with proper postage prepaid to the parties at the addresses listed above, prior to 5:00 p.m. on the 11 day of November, 2017.

AFFIANT

Cert. Mail No.

7011 3500 0003 4923 2604

STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
DIVISION OF PROFESSIONAL REGULATION

DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
of the State of Illinois, Complainant,
v.
X-GEN PHARMACEUTICALS INC.
License No. 004 002948 Respondent

No. 2017-02629

COMPLAINT

NOW COMES THE DIVISION OF PROFESSIONAL REGULATION of the DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION of the State of Illinois ("Department"), by its Chief of Health-Related Prosecutions, Frank Lamas, and as its Complaint against X-GEN PHARMACEUTICALS INC., Respondent, complains as follows:

COUNT 1

SISTER STATE DISCIPLINE IN OHIO

- X-Gen Pharmaceuticals Inc. (hereinafter "Respondent") is presently the holder of a wholesale drug distributor license in the State of Illinois, License Number 004 002948, issued by the Department. Respondent's license is currently ACTIVE.
- At all times herein relevant to this Complaint, the Department of Financial and Professional Regulation had the legal authority and jurisdiction to investigate complaints and to bring this action pursuant to the Illinois Wholesale Drug Distribution Licensing Act, 225 ILCS 120/1 et seq. (hereinafter "Act") and the Rules adopted by the Department in furtherance thereof, 68 Ill. Admin. Code § 1510.10 et seq.
- Respondent was previously disciplined in the State of Illinois in Illinois Department of Financial and Professional Regulation Consent Order 2011-07604. Respondent's Illinois Wholesale Drug Distribution License, license number 004 002948, was reinstated due to a sister state discipline.

in the State of Maine Respondent's discipline in the State of Maine was a reprimand for operating a wholesale drug distribution business without an active license

- 4 Respondent is the holder of a Wholesale Distributor of Dangerous Drugs License in the State of Ohio, License Number 01-2037200
- 5 On or about January 17, 2017, Respondent was disciplined in the State of Ohio, Ohio Board of Pharmacy case number 2013-1974.
- 6 On or about January 17, 2017, Respondent's discipline in Ohio Board of Pharmacy case number 2013-1974 imposed a monetary penalty of four thousand dollars (\$4,000.00).
- 7 On or about January 17, 2017, Respondent's Whole Distributor of Dangerous Drugs License in the State of Ohio was disciplined for engaging in the following acts

a On or between 2007 and 2009, Respondent sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit Respondent provided financial information to a specialist with the Ohio State Board of Pharmacy that revealed that, although Respondent's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, Respondent sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,556 to \$2,331,565 in calendar year 2007

b On or between 2007 and 2009, Respondent sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit Respondent provided financial information to a specialist with the Ohio State Board of Pharmacy that revealed that, although Respondent's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, Respondent sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,556 to \$2,331,565 in calendar year 2008

c On or between 2007 and 2009, Respondent sold wholesale pharmaceuticals to customers in Ohio without being registered as a Wholesale Distributor of Dangerous Drugs, to wit

Respondent provided financial information to a specialist with the Ohio State Board of Pharmacy that revealed that, although Respondent's wholesale manufacturer license was not issued and effective in Ohio until March 1, 2010, Respondent sold wholesale 50 pharmaceuticals to customers in Ohio with total sales ranging from \$1,553,556 to \$2,331,565 in calendar year 2009.

- 8 Respondent has failed to comply with all applicable state and local regulations by failing to comply with all regulations in the State of Ohio
- 9 Respondent has engaged in the unlicensed practice of Wholesale Drug Distribution by distributing wholesale pharmaceuticals to customers in the State of Ohio without an Ohio Wholesale Distributor of Dangerous Drugs license
- 10 Respondent has received discipline by another U.S. Jurisdiction where at least one of the grounds for the discipline is the same to those set for in the Act by receiving a discipline in the State of Ohio for engaging in unlicensed practice in the State of Ohio and failing to comply with all applicable regulations in the State of Ohio
- 11 The foregoing acts or omissions are in violation of 68 Ill. Admin. Code 1510.50(i), 225 ILCS 120/26, and 225 ILCS 120-55(a)(1) and (5)
- 12 The foregoing acts or omissions are grounds for discipline pursuant to 225 ILCS 120-55(a)(1) and (5).

WHEREFORE, based on the foregoing allegations, the ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION, DIVISION OF PROFESSIONAL REGULATION, by Frank Lamas, Chief of Health-Related Prosecutions, prays that the Wholesale Drug Distributor license of Respondent X-Gen Pharmaceuticals Inc., No. 004 002948, be suspended, revoked, or otherwise disciplined and that Respondent be fined an amount of \$10,000 in accordance with the Wholesale Drug Distribution Act.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION, DIVISION OF
PROFESSIONAL REGULATION, of the State of
Illinois

By: 
Frank Lamas
Chief of Health-Related Prosecutions

POA

LIMITED POWER OF ATTORNEY

BE IT KNOWN, that J. Robin Liles of X-Gen Pharmaceuticals, Inc. with principal offices at 300 Daniel Zenker Drive, Horseheads, NY 14845, in the capacity of COO, has made and appointed, and by these presents does make and appoint Christine Cannon of State License Servicing Inc., 1751 State Rte. 17A, Suite 3, Florida, NY 10921, true and lawful attorney-in-fact for her and in her name, place and stead, for the following specific and limited purposes only:

Application, servicing and renewals of all state licenses, permits, business licenses, foreign qualifications, and drug and device product registrations required for X-Gen Pharmaceuticals, Inc. to operate as a manufacturer and/or wholesale distributor in all states, as required. This Power of Attorney specifically precludes and limits State License Servicing Inc.'s power and authority from receiving, answering or defending any complaint or disciplinary action against X-Gen Pharmaceuticals, Inc. by any state or federal authority, but giving and granting said attorney, full power and authority to do and perform all and every act and thing whatsoever necessary to be done in and about the specific and limited premises (set out herein) as fully, to all intents and purposes, as might or could be done if I were personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof. This Power of Attorney ☒ does ☐ does not name State License Servicing Inc as Representative Agent in Puerto Rico on behalf of X-Gen Pharmaceuticals, Inc. to act in the capacity of representative agent as defined by Puerto Rico law. State License Servicing will act as a liaison only in Puerto Rico, at no time will have possession of any drugs, and will file and process paperwork only.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 29th day of NOVEMBER, 2017.

J. Robin Liles
State of NY
County of CHEMUNG

The foregoing instrument subscribed and sworn to before me this 29th day of NOVEMBER, 2017, by J. Robin Liles who is personally known by me or who has produced _____ as identification.

J. Bailey
Notary Public
State of NEW YORK
My Commission Expires 2-17-18
4852443

(SEAL)

Christine Cannon Date: 12/1/17
Accepted: Christine Cannon, Attorney-in-Fact

<https://mail.state.nv.us/owa/?ae=Item&t=IPM.Note&id=RgAAAC5Ihvw2btURq2YA8hek...> 7/8/2015

ALABAMA
BOARD OF PHARMACY

SUSAN ALVERSON D.P.A.,
R.Ph.
Executive Secretary

111 Village Street
Birmingham, AL 35242

(205) 981-2280
(205) 981-2330 Fax
www.albop.com



May 27, 2015

MEMBERS 2015

DAN McCONAGHY R.Ph.
President

TIM MARTIN, PharmD.
Vice-President

BUDDY BUNCH, R.Ph.
Treasurer

DAVID DARBY, R.Ph.

DONNA C. YEATMAN, R.Ph.

X-GEN PHARMACEUTICALS, INC.
300 Daniel Zenker Drive
Horseheads, New York 14845

RE: BOARD ASSESSED PENALTY
May 27, 2015

To Whom It May Concern:

Enclosed you will find a **FINAL ORDER** resulting from your hearing before the Board. While the entire order is important, I particularly direct your attention to the portion of the Order setting forth discipline and specifically the mandatory obligation of your payment of a fine and costs. As you will see, those amounts are due within a specified period of time from the **date** of the Final Order and not the **date** of this letter.

If the referenced fine and costs are not received by the Board within the prescribed period of time, or special arrangements have not been made with the Secretary of the Board, your file will be immediately sent to the Board's counsel for preparation of a **STATEMENT OF CHARGES** and the scheduling of another hearing before the Board.

Sincerely,

FOR THE ALABAMA STATE BOARD OF PHARMACY:

Susan P. Alverson
Secretary

Cc: Jim Ward, Attorney-at-Law

IN THE MATTER OF:)	BEFORE THE ALABAMA STATE
)	
X-GEN PHARMACEUTICALS, INC.)	BOARD OF PHARMACY
)	
Manufacturer/Wholesaler/)	
Distributor Permit Number 193818)	

FINAL ORDER

On May 12, 2015, this cause came before the Alabama State Board of Pharmacy (hereinafter also referred to as the "Board"), on a Complaint against X-Gen Pharmaceuticals, Inc. (hereinafter also referred to as the "Respondent"), and evidence having been adduced thereon, the Board has determined that the following Findings of Fact and Conclusions of Law are supported by the preponderant weight of evidence and law.

Findings of Fact

1. The Respondent is a manufacturer/wholesaler/distributor and was issued permit number 193818 by the Board.

2. The Respondent was notified of the charges as amended; the Respondent was represented by counsel, Mr. David C. Jamieson, Esq. and Mr. Alex R. Hirschfield, Esq. at the hearing. (Board's Exhibit One)

3. The Respondent made no objection to the timeliness of the Notice of Hearing.

4. The Maryland State Board of Pharmacy issued a Consent Order in Case Number PI-13-059/13-459 whereby the Respondent was ordered to pay a monetary fine of Thirty Thousand (\$30,000.00) Dollars based on the Respondent shipping drugs into the state of Maryland without a permit to do so. (Board's Exhibit One)

5. On October 7, 2014 the State of Michigan Department of Licensing and Regulatory

Affairs, Bureau of Health Care Services in Complaint Number 53-13-13130 issued a Consent Order with the Respondent whereby, among other things, the Respondent was fined in the amount of Six Thousand (\$6,000.00) Dollars. (Board's Exhibit One)

Conclusions of Law

1. The Alabama State Board of Pharmacy has jurisdiction in this cause pursuant to Code of Alabama (1975), § 34-23-34, § 34-23-92 (12) and § 41-22-12.
2. The Respondent was properly notified of the charges; the Respondent was represented by counsel.
3. The Respondent made no objection to the timeliness of the Notice of Hearing.
4. The Respondent made no objection to the specificity of the Statement of Charges.
5. The Respondent's permit as a manufacturer/wholesaler/distributor in the State of Alabama is due to have disciplinary sanctions imposed in that it is guilty of violating Board Rule 680-X-2.23-2 (k) (2) based upon the Consent Order entered by the Maryland State Board of Pharmacy on September 16, 2013.
6. The Respondent's permit as a manufacturer/wholesaler/distributor in the State of Alabama is due to have disciplinary sanctions imposed in that it is guilty of violating Board Rule 680-X-2.23-2 (k) (2) based upon the entry of the Consent Order by the Michigan Board of Pharmacy on December 10, 2014.

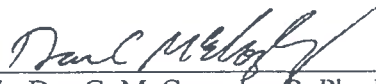
ORDER

In accordance with the foregoing Findings of Fact and Conclusions of Law, it is hereby ORDERED as follows:

1. The Respondent is also ORDERED to pay to the Board an administrative fine of Two Thousand (\$2,000.00) Dollars; said fine shall be paid within sixty (60) days of the date of this ORDER; and

2. Any future violations of this Order, the Alabama Pharmacy Practice Act, the laws that regulate the sale and/or dispensing of prescription or legend drugs and/or narcotics or any Rule of the Alabama State Board of Pharmacy or the pharmacy law or rules of the Board of Pharmacy of another state may, upon hearing and proof thereof, result in further disciplinary sanctions.

DONE and ORDERED, this 28th day of May 2015.



Mr. Dan C. McConaghy, R. Ph., President
Alabama State Board of Pharmacy

Copies to:
Mr. David C. Jamieson, Esq.
Mr. Alex R. Hirschfield, Esq.
Ms. Mitzi Ellenburg, Director of Operations
Ms. Patty Wright, Case Coordinator
Mr. James S. Ward, Esq.
Mr. Vance L. Alexander, Esq.



STATE LICENSE SERVICING, LLC
321 Route 94 South
Warwick, NY 10990
Tel. 845/544-2482
Fax. 845/544-2481
statelicensesservicing.com

April 30, 2012

To:

Nevada State BOP

Re: Licensee, X-Gen Pharmaceuticals, Inc.

License Number: WH01618

Dear Credentialing Board:

Further to our letter dated December 5, 2011, advising you that the licensee was reprimanded by Illinois as a result of a previous disciplinary actions in Maine and Colorado, please be advised that Montana has also imposed further discipline on X-Gen Pharmaceuticals.

Please find attached for your files a copy of the most recent action imposed by Montana. X-gen has agreed to pay a \$3000.00 administrative fine to close this matter. I am attaching a copy of the docket for your file.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Jennifer Schneider', is written over a light blue horizontal line.

JENNIFER SCHNEIDER
VP, Client Services





STATE LICENSE SERVICING, LLC
321 Route 94 South
Warwick, NY 10990
Tel. 845/544-2482
Fax. 845/544-2481
statelicensesservicing.com

December 5, 2011

To: _____

Re: X-Gen Pharmaceuticals, Inc.

License Number: _____

Dear Credentialing Board:

We had previously noticed you of a final disciplinary order from the state of Maine for X-Gen Pharmaceuticals, Inc. In response to this action, Illinois has reprimanded X-Gen Pharmaceuticals. Please refer to the attached. This letter shall serve as notice.

X-GEN inadvertently overlooked its obligation to register as an out-of-state wholesale distributor of prescription drugs in Colorado after that duty was imposed in June of 2006, as did approximately 100 other out of state wholesalers. When advised of its error, X-GEN promptly registered and paid the assessed fine. As of February 26, 2009, X-GEN Pharmaceuticals has been registered in Colorado, wholesaler license WHO-7499. On February 26, 2009, discipline was both imposed and completed. As of February 26, 2009, X-GEN holds an "Active" license/registration without limitations in Colorado.

After receiving the sanction from Colorado, X-GEN sought out State License Servicing to complete its licensing portfolio and to reach full compliance in all states. When applying to Maine, X-GEN shared with Maine that it had shipped into their state before applying for licensure, as it was unaware that it needed a license to distribute into this state before the Colorado action and consulting with SLS. This resulted in a fine paid the State of Maine of \$1,500.00 plus one dollar for each shipment, totaling \$1,580.00.

X-GEN has been a model client of State License Servicing and has from our first conversation been fully committed to state compliance.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Jennifer Schneider', is written over a light blue circular stamp.

JENNIFER SCHNEIDER
VP, Client Services

Anneette C. Lindle
Special Assistant Attorney General
DEPARTMENT OF LABOR AND INDUSTRY
Business Standards Division
301 South Park
P.O. Box 200513
Helena, MT 59620-0513
(406) 841-2318

BEFORE THE BOARD OF PHARMACY
DEPARTMENT OF LABOR AND INDUSTRY
STATE OF MONTANA

IN THE MATTER OF THE PROPOSED
DISCIPLINARY TREATMENT OF THE
LICENSE OF
X-Gen Pharmaceuticals, Inc.,
Wholesale Drug Distributor,
License No. 2732.

) Case No. 2012-PHA-LIC-4
)
) NOTICE OF PROPOSED
) BOARD ACTION AND
) OPPORTUNITY FOR HEARING

TO: J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseneads, NY 14845

PLEASE TAKE NOTICE:

1. The State of Montana Board of Pharmacy (Board), has considered the complaint filed against X-Gen Pharmaceuticals, Inc. (Licensee) and has voted to initiate disciplinary action against X-Gen Pharmaceuticals, Inc. pursuant to its authority under §§37-1-131 and 37-1-136, Mont. Code Ann.
2. During a Screening Panel meeting on January 20, 2012, the Screening Panel of the Board reviewed all documentation regarding the above action and determined that

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

Page 1

ORIGINAL

there is reasonable cause to believe that Licensee violated one or more of the statutes or rules relevant to wholesale drug distributors in Montana.

3. Accordingly, the Screening Panel directed that this Notice be served upon Licensee pursuant to Mont. Code Ann. §37-1-309

FACT ASSERTIONS

1. At all times relevant to these proceedings, Licensee was a licensed wholesale drug distributor, holding license number 2732, issued by the Montana Board of Pharmacy on January 19, 2010.

2. On July 27, 2011 a board-generated complaint was filed against the Licensee because their license had been disciplined by another state board for operating a wholesale drug distribution business without an active license.

3. On October 28, 2011 a letter was sent to the Licensee at the Screening Panel's request asking whether or not shipments have been made into the state of Montana.

4. On November 15, 2011 the Licensee responded that the following were shipped into Montana:

2007	2 units	\$34.50	Nystat-Rx 50mubottle
2008	3 units	\$372.00	Streptomycin for Injection USP 1gm/vial x 10
2009	1 unit	\$17.25	Nystat-Rx 50mubottle
	20 units	\$560.00	Colistimethate for Injection USP 150mg/vial
	4 units	\$104.00	Progesterone Wettable 25gm/bottle
	50 units	\$562.50	Polymyxin B for Injection USP

5. The Board received a response to the complaint from Jennifer Schneider, VP, Client Services explaining that in 2009 the company was overwhelmed with the

Notice of Proposed Board Action and Opportunity for Hearing
X-Gen Pharmaceuticals, Inc., 2012-PHA-LIC-4

Page 2

increasing state licensing regulations. She states that X-Gen received disciplinary action from Colorado and at that time they were unaware that certain states into which they were shipping required licensing. They performed a gap analysis and immediately applied to all applicable states.

6. The actions referred to above directly relate to the propriety of the practice or fitness to practice as a Wholesale Drug Distributor in the state of Montana.

CONCLUSIONS OF LAW

1. The information contained in the fact assertions herein indicates that X-Gen Pharmaceuticals, Inc. has committed unprofessional conduct.

2. The violations of law committed by Licensee are as follows:

A. Violation of Mont. Code Ann. §37-1-316 (1B):

It is unprofessional conduct for a licensee or license applicant governed by this chapter to engage in conduct that does not meet the generally accepted standards of practice.

B. Violation of Mont. Code Ann. §37-7-604(1):

A person or distribution outlet may not act as a wholesale drug distributor without first obtaining a license from the board and paying the license fee.

C. Violation of Mont. Code Ann. §37-7-605(1):

An out-of-state wholesale drug distributor may not conduct business in this state without first obtaining a license from the board and paying the license fee established by the board.

D. Violation of ARM 24.174.2301 (1)(a):

The board defines "unprofessional conduct as including engaging in any

activity which violates state and federal statutes and rules governing the practice of pharmacy.

3. As a result of the above information, the Board's Screening Panel heard the above matter, determined that there is reasonable cause to believe that X-Gen Pharmaceuticals, Inc. has violated a statute or rule justifying disciplinary sanctions to be imposed against their Montana license and so moved to serve them with this formal

Notice of Proposed Board Action and Opportunity for Hearing.

UNIFORM PROFESSIONAL LICENSING AND REGULATION PROCEDURE

You are advised that the law provides:

37-1-309. Notice – request for hearing. (1) If a reasonable cause determination is made pursuant to 37-1-307 that a violation of this part has occurred, a notice must be prepared by department legal staff and served on the alleged violator. The notice may be served by certified mail to the current address on file with the board or by other means authorized by the Montana Rules of Civil Procedure. The notice may not allege a violation of a particular statute, rule, or standard unless the board or the board's screening panel, if one has been established, has made a written determination that there are reasonable grounds to believe that the particular statute, rule or standard has been violated.

(2) A licensee or license applicant shall give the board the licensee's or applicant's current address and any change of address within 30 days of the change.

(3) The notice must state that the licensee or license applicant may request a hearing to contest the charge or charges. **A request for a hearing must be in writing and**

received in the offices of the department within 20 days after the licensee's receipt of the notice. Failure to request a hearing constitutes a default on the charge or charges, and the board may enter a decision on the basis of the facts available to it.

37-1-312. Sanctions – stay –costs –stipulations. (1) Upon a decision that a licensee or license applicant has violated this part or is unable to practice with reasonable skill and safety due to a physical or mental condition or upon stipulation of the parties as provided in subsection (3), the board may issue an order providing for one or any combination of the following sanctions:

- (a) revocation of the license;
 - (b) suspension of the license for a fixed or indefinite term;
 - (c) restriction or limitation of the practice;
 - (d) satisfactory completion of a specific program of remedial education or treatment;
 - (e) monitoring of the practice by a supervisor approved by the disciplining authority;
 - (f) censure or reprimand, either public or private;
 - (g) compliance with conditions of probation for a designated period of time;
 - (h) payment of a fine not to exceed \$1,000 for each violation. Fines must be deposited in the state general fund;
 - (i) denial of a license application;
 - (j) refund of costs and fees billed to and collected from a consumer.
- (2) A sanction may be totally or partly stayed by the board. To determine which sanctions are appropriate, the board shall first consider the sanctions that are necessary to protect or compensate the public. Only after the determination has been made may

the board consider and include in the order any requirements designed to rehabilitate the licensee or license applicant.

(3) The licensee or license applicant may enter into a stipulated agreement resolving potential or pending charges that includes one or more of the sanctions in this section. The stipulation is an informal disposition for the purposes of 2-4-603.

(4) A licensee shall surrender a suspended or revoked license to the board within 24 hours after receiving notification of the suspension or revocation by mailing it or delivering it personally to the board.

2-4-631(3). Licenses. Whenever notice is required, no revocation, suspension, annulment, withdrawal, or amendment of any license is lawful unless the agency gave notice by mail to the licensee of facts or conduct which warrant the intended action. If the agency finds that public health, safety, or welfare imperatively requires emergency action and incorporates a finding to that effect in its order, summary suspension of a license may be ordered pending proceedings for revocation or other action. These proceedings shall be promptly instituted and determined.

STATEMENT OF RIGHTS

X-Gen Pharmaceuticals, Inc. is entitled to a hearing on the proposed discipline against the license of X-Gen Pharmaceuticals, Inc. before an impartial Hearing Examiner appointed by the Department of Labor and Industry as provided in the Montana Administrative Procedure Act-Mont. Code Ann. §2-4-601, et seq., and §37-1-121. X-Gen Pharmaceuticals, Inc. has a right to be represented by an attorney at such hearing and during related proceedings.

If X-Gen Pharmaceuticals, Inc. wants to have a hearing and the opportunity to contest the proposed action, a written request for hearing must be sent to Becky Carter, Compliance Supervisor, Business Standards Division, Department of Labor and Industry, 301 South Park, P.O. Box 200513, Helena, Montana 59620-0513. This request must be received in the offices of the Department within twenty (20) days after receipt of this notice.

DATED this 7th day of February, 2012.

Heidi C. Lindle
Heidi C. Lindle
Department Counsel
Montana Board of Pharmacy

CERTIFICATE OF SERVICE

I hereby certify that on the 8th day of February, 2012, I served a true and accurate copy of the foregoing NOTICE OF PROPOSED BOARD ACTION AND OPPORTUNITY FOR HEARING by certified United States mail, certified number 005 16100000 9339 116, postage prepaid, upon the licensee addressed as follows:

J. Robin Lies
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

Heidi C. Lindle

UNITED STATES POSTAL SERVICE PERMIT 1-64
13 FEB 89 2012 PM 3:37

* Sender: Please print your name, address, and ZIP+4 in this box *

LEGAL UNIT
DEPT OF LABOR AND INDUSTRY
PO BOX 200513
HELENA MT 59620-0513

RECEIVED
FEB 15 2012
Dept. of Labor & Industry
P.O. Box 200513
Helena, MT 59620

Case #
2012-PHA-LTC-4

Anjeanette C. Lindle
Special Assistant Attorney General
DEPARTMENT OF LABOR & INDUSTRY
Office of Legal Services
301 South Park Avenue,
PO Box 200513
Helena, MT 59620-0513
Telephone (406) 841-2318
Fax: (406) 841-2313

In the Matter of the Proposed Disciplinary Treatment of the Licensee of	Case No. 2012-PHA-LIC-4
X-GEN PHARMACEUTICALS, INC.,	
Wholesale Drug Distributor, License No. 2732	REQUEST FOR ENTRY OF DEFAULT

TO THE BOARD OF PHARMACY

Pursuant to Mont. Code Ann. § 37-1-309(3), please enter the default of Respondent/Licensee, X-Gen Pharmaceuticals, Inc. with respect to the *Notice of Proposed Board Action and Opportunity for Hearing* filed and served in the above-entitled matter, for failure to request a hearing within twenty days of service to request in writing a hearing, as appears from the record and accompanying documentation.

DATED this 19th day of March, 2012

Angeandrea C. Lindle
Angeandrea C. Lindle
Legal Counsel
Department of Labor and Industry

Request For Entry Of Default
In re X-Gen Pharmaceuticals, Inc., Case No. 2012-PHA-LIC-4

**BEFORE THE BOARD OF PHARMACY
DEPARTMENT OF LABOR AND INDUSTRY
STATE OF MONTANA**

In the Matter of the Proposed Disciplinary Treatment of the Licensee of X-GEN PHARMACEUTICALS, INC., Wholesale Drug Distributor, License No. 2732.	Case No. 2012-PHA-LIC-4 AFFIDAVIT OF SUSAN C. PETERS
--	--

State of Montana)
Lewis & Clark County) ss.

I, Susan C. Peters, being first duly sworn, depose and say as follows:

1. I am a citizen of the United States, over the age of eighteen years, a resident of Lewis and Clark County, Montana, by profession an employee of the Montana Department of Labor and Industry, (Department), and Legal Secretary for the Office of Legal Services.

2. I am familiar with the procedural history of this case and have personal knowledge of the same.

3. On February 13, 2012, the Department duly served Respondent/Licensee X-Gen Pharmaceuticals, Inc. by Certified Mail receipt # 7003 1010 0000 9239 1116, with a *Notice of Proposed Board Action and Opportunity for Hearing*, Case No. 2012-PHA-LIC-4. The Notice provided a statement of rights which contained a specific notice to Respondent/Licensee that it was required to submit a written request for a hearing within twenty days of the date on which it received the Notice in order to preserve its right to challenge the proposed action under the jurisdiction of the Board of Pharmacy. More than twenty days have passed since service of the Notice and no request for hearing has been received.

4. Upon information and belief, I state that X-Gen Pharmaceuticals, Inc. is not now an incompetent person or minor and was not such when the instant action was commenced.

Affidavit of Susan C. Peters
In re X-Gen Pharmaceuticals, Inc., Case No. 2012-PHA-LIC-4

further, that X-Gen Pharmaceuticals, Inc. is not now a member of the military or naval services of the United States, nor has it been a member thereof within six months preceding commencement of this action

DATED this 19th day of March, 2012

Susan C. Peters
Susan C. Peters

State of Montana)
Lewis & Clark County) ss.

This Affidavit was signed and sworn to before me, a Notary Public for the state of Montana, on this 19th day of March, 2012, by Susan C. Peters, known to me to be the person whose name is subscribed to within this instrument, and executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first written above



Susan A. Ressey
Notary Public for the State of Montana
Lewis and Clark County

Affidavit of Susan C. Peters
In re X-Gen Pharmaceuticals, Inc., Case No. 2012-PHA-LIC-4

CERTIFICATE OF SERVICE

I certify that I served a true and accurate copy of the foregoing REQUEST FOR ENTRY OF DEFAULT and AFFIDAVIT OF SUSAN C. PETERS by U.S. mail, postage prepaid, upon the following parties addressed as follows:

J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horsesheds, NY 14845

Board of Pharmacy
301 South Park Avenue
PO Box 200513
Helena, MT 59620-0513

DATED this 19th day of March, 2012.

Susan C. Peters
Department of Labor and Industry

**BEFORE THE BOARD OF PHARMACY
DEPARTMENT OF LABOR AND INDUSTRY
STATE OF MONTANA**

In the Matter of the Proposed Disciplinary Treatment of the Licensee of X-GEN PHARMACEUTICALS, INC., Wholesale Drug Distributor, License No. 2732.	Case No. 2012-PHA-LIC-4 ENTRY OF DEFAULT
--	--

On February 13, 2012, X-Gen Pharmaceuticals, Inc., Respondent/Licensee in the above-entitled action, was duly served with the *Notice of Proposed Board Action and Opportunity for Hearing*, Case No. 2012-PHA-LIC-4. The Notice provided a statement of rights which contained a specific notice to Respondent/Licensee that it was required to submit a written request for a hearing within twenty days of the date on which it received the Notice in order to preserve its right to challenge the proposed action under the jurisdiction of the Board of Pharmacy. More than twenty days have passed since service of the Notice and no request for hearing has been received. The Department requested entry of default on March 19, 2012.

IT IS THEREFORE ORDERED that the default of the Respondent/Licensee is entered for failure to request a hearing. For purposes of this order, the fact assertions contained in the Notice issued in the above-entitled matter are hereby adopted as the findings of fact and the conclusions of said Notice are adopted as the conclusions of law.

A final order providing for disposition of this matter will be subsequently entered.

DATED this 20th day of March, 2012

Becky Carter
Becky Carter
Compliance Unit Supervisor
Department of Labor and Industry

CERTIFICATE OF SERVICE

I certify that I served a true and accurate copy of the foregoing *ENTRY OF DEFAULT*

by U.S. mail, postage prepaid, upon the Licensee at the following address

J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zerkler Drive
Horseheads, NY 14845

And by hand delivery upon Department Counsel:

Anjanette C. Lindle
Special Assistant Attorney General
DEPARTMENT OF LABOR AND INDUSTRY
Office of Legal Services
301 South Park Avenue
PO Box 200513
Helena, MT 59620-0513

DATED this 20TH day of March, 2012.

Barbara Carter
Department of Labor and Industry

**BEFORE THE BOARD OF PHARMACY
DEPARTMENT OF LABOR AND INDUSTRY
STATE OF MONTANA**

In the Matter of the Proposed Disciplinary Treatment of the Licensee of X-GEN PHARMACEUTICALS, INC. Wholesale Drug Distributor, License No. 2732	Case No. 2012-PHA-LIC-4 FINAL ORDER OF DEFAULT
--	--

On February 13, 2012, a *Notice of Proposed Board Action and Opportunity for Hearing* was served on X-Gen Pharmaceuticals, Inc., Respondent/Licensee in the above-entitled action, by Certified Mail receipt # 7003 1010 0000 9239 1116. The Notice provided a statement of rights which contained a specific notice to Respondent/Licensee that it was required to submit a written request for a hearing within twenty days of the date on which it received the Notice in order to preserve its right to challenge the proposed action under the jurisdiction of the Board of Pharmacy

More than twenty days have passed since service of the Notice and no request for hearing has been received. Accordingly, and upon the request of Department counsel on March 19, 2012, a default was entered.

For purposes of this order, the fact assertions and conclusions contained in the *Notice of Proposed Board Action and Opportunity for Hearing* issued in the above-entitled matter are hereby adopted by the Board and fully incorporated into this final order as the findings of fact and the conclusions of law.

Based upon X-Gen Pharmaceuticals, Inc.'s default for failing to request a hearing and the information presently before the Board, including the aforementioned findings of fact and conclusions of law, the Board enters the following:

As required by Mont. Code Ann. §37-1-312(2), the Board has first considered the sanctions that are necessary to protect and compensate the public. Having considered the concerns of the public, and the rehabilitation of the licensee,


THE BOARD ENTERS THE FOLLOWING ORDER

A. Licensee shall pay an administrative fine in the amount of THREE THOUSAND DOLLARS (\$3,000.00). Licensee shall pay by certified check or money order, made payable to the Montana Board of Pharmacy, P.O. Box 200513, Helena, Montana, 59620-0513, within 30 days of the date of the Final Order, and not before, to be deposited in the state special revenue fund pursuant to 37-7-324, MCA.

B. Licensee shall ensure that in the future it will not operate as a wholesale drug distributor unless it has an active license.

C. Licensee shall review and follow all Montana laws and rules regarding wholesale drug distributors.

DATED this 13 day of April, 2012.


Presiding Officer
Board of Pharmacy

CERTIFICATE OF SERVICE


I certify that I served a true and accurate copy of the foregoing FINAL ORDER OF DEFAULT by U.S. mail, postage prepaid, upon the licensee addressed as follows:

J. Robin Liles
Person-In-Charge
X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

And by hand delivery upon Department Counsel:

Angelette C. Lundle
Special Assistant Attorney General
DEPARTMENT OF LABOR AND INDUSTRY
Office of Legal Services
301 South Park Avenue
PO Box 200513
Helena, MT 59620-0513

DATED this 17 day of April, 2012.


Vicki D. Bois
Department of Labor and Industry



April 17, 2012

J. ROBIN LILES
PERSON IN CHARGE
X-GEN PHARMACEUTICALS INC
300 DANIEL ZENKER DRIVE
HORSEHEADS NY 14845

RE: Complaint #PHA-2012-LIC-4

Dear Mr. Liles:

The above-referenced complaint was recently reviewed by the Adjudication Panel of the Board of Pharmacy. The panel entered a Final Order, a copy of which is enclosed. This disciplinary action is a permanent matter of public record.

Be advised that you are responsible for understanding and complying with this order. As per MCA 37-1-316 (8), failure to comply with a term, condition, or limitation of a license by final order of a board is a violation of statute which may result in further disciplinary action.

If you have any questions, please contact me directly.

Sincerely,

Y. Blair
Y. Blair, Compliance Specialist
(406) 841-2357 phone
(406) 841-2363 fax
yblair@mt.gov

Enc: Final Order

301 SOUTH PARK • P.O. BOX 200513 • HELENA MT 59620-0513
FAX (406) 841-2363
TTD (406) 444-0512
"AN EQUAL OPPORTUNITY EMPLOYER"



July 21, 2011

Nevada State Board of Pharmacy
431 West Plumb Lane
Reno, NV 89509

RE: X-Gen Pharmaceuticals, Inc.

License #: WH01618 / MW00709

Dear Board Members,

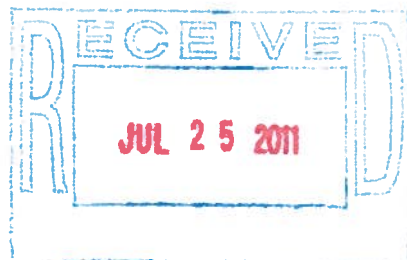
Please be advised that the above referenced Licensee recently entered into a consent agreement with The Maine Board of Pharmacy.

X-Gen Pharmaceuticals, Inc. came to us in 2009 as they were overwhelmed with the state licensing regulations. They were unaware that certain states into which they were shipping required licensing, we immediately applied to all applicable states. We had disclosed to Maine that shipments had been made from 2006-2009. This disciplinary action results from this unlicensed shipping activity.

If you have any questions please do not hesitate to contact me. I thank you for your prompt attention to this matter.

Kind Regards,

Angela Morrison





Paul R. LePage
Governor

STATE OF MAINE
DEPARTMENT OF PROFESSIONAL
AND FINANCIAL REGULATION
OFFICE OF LICENSING & REGISTRATION
BOARD OF PHARMACY
COMPLAINTS AND INVESTIGATION
35 STATE HOUSE STATION
AUGUSTA, MAINE
04333-0035

Anne L. Head, Esq.
Commissioner

Geraldine L. Betts
Administrator

July 15, 2011

X-Gen Pharmaceuticals, Inc.
Attn: Jay Liles
300 Daniel Zenker Drive
Horseheads NY 14845

RE: 2011-PHA-7245 Pending License #: WH70001817

Dear Mr. Liles:

Please find enclosed a copy of the fully-executed consent agreement made by you, the Board of Pharmacy, and the Department of Attorney General in this matter.

At this time the \$1580.00 fine payment has not been received. Upon receipt of fine payment the pending license will be issued. Please send payment or the required documents directly to me. Please include in your correspondence the complaint number that appears above.

If you have any questions, please feel free to contact this office.

Sincerely,

Kelly L. McLaughlin, Sr. Consumer Assistant Specialist
(email:kelly.l.mclaughlin@maine.gov)

Enclosure

c: Carrie Carney, Assistant Attorney General
Geraldine L. Betts, Board Administrator
Thomas Avery, Chief Field Investigator
Jeffrey Frankel, OLR Staff Attorney

Licensing (207)624-8579
Main Receptionist (207)624-8603
Hearing Impaired/TTY 1-888-577-6690

PRINTED ON RECYCLED PAPER
www.maine.gov/professionallicensing

OFFICE LOCATION: GARDINER ANNEX
76 NORTHERN AVENUE, GARDINER, MAINE

Geraldine.L.Betts@maine.gov
Direct Line: (207)624-8625
Fax: (207)624-8637

STATE OF MAINE
BOARD OF PHARMACY

In re:)	CONSENT
X-Gen Pharmaceuticals Inc.)	AGREEMENT
Complaint No. 2011-PHA-7245)	

PARTIES

This document is a Consent Agreement ("the Consent Agreement") regarding the pending Wholesale Pharmacy license for X-Gen Pharmaceuticals Inc. ("X-Gen"). The parties to the Consent Agreement are: X-Gen; the Maine Board of Pharmacy ("the Board"); and the State of Maine Office of Attorney General ("the Attorney General"). The Consent Agreement is entered into pursuant to 10 M.R.S § 8003(5-A)(C).

STATEMENT OF FACTS

1. On July 13, 2010, Board staff received an application from X-Gen to become licensed as a Manufacturer.
2. On October 18, 2010, X-Gen amended its application for licensure from Manufacturer to Wholesale Pharmacy.
2. X-Gen was not previously licensed by the Board in the State of Maine.
3. On April 12, 2010, X-Gen submitted information to the Board staff indicating that in the years 2006 through 2009, it had shipped 81 prescriptions into the State of Maine without being licensed.
4. At its meeting on April 7, 2011, the Board reviewed the above-mentioned information. The information revealed that in the years 2006-2009, X-Gen had been operating as a Wholesale Pharmacy in the State of Maine without being properly licensed. Based on this information, the Board voted to preliminarily deny X-Gen's application to become licensed as a Wholesale Pharmacy.
5. In lieu of the license denial, the Board also voted to offer X-Gen this Consent Agreement. Absent requesting, in writing, a hearing regarding the appeal of the preliminary denial within thirty days of receipt of the Notice of Preliminary Denial, and absent acceptance of this Consent Agreement by signing and dating it and returning it to Kelly McLaughlin, Board Clerk, Board of Pharmacy, 35 State House Station, Augusta, Maine 04333 by **July 27, 2011**, the preliminary denial of X-Gen's application for licensure as a Mail Order Pharmacy will become final.

COVENANTS

6. X-Gen admits to practicing as a Wholesale Pharmacy in Maine without being licensed by the Board, in violation of 32 M.R.S. § 13731(1), and that this violation is a ground for the denial of the application for Wholesale Pharmacy licensure pursuant to 10 M.R.S. § 8003(5-A)(A)(4).

7. As a condition of licensure and for conduct admitted in paragraph 6 above and as a sanction for the violation, X-Gen agrees to do the following:

- A. Accept a REPRIMAND from the Board;
- B. Upon execution of this Consent Agreement, pay a CIVIL PENALTY in the amount of one thousand five hundred eighty dollars (\$1,580.00) calculated at \$1,500.00 for the first violation and \$1.00 for each additional violation; and
- C. CEASE performing services for which licensure as a Wholesale Pharmacy is required until the Board has approved the X-Gen's application for licensure as a Wholesale Pharmacy and the above CIVIL PENALTY is paid in full.

8. Upon receipt of this executed Consent Agreement, the Board will not deny X-Gen's application on the basis of the conduct admitted to in paragraph 6 and will approve the application consistent with the provisions of Board Rules chapter 11.

9. The Attorney General and the Board agree that no further agency or legal action will be taken against X-Gen's license based on the specific violations admitted to herein, except in the event that X-Gen does not comply fully with the terms of the Consent Agreement. Any violation of the Consent Agreement will be a ground for discipline by the Board.

10. The Consent Agreement is not subject to appeal.

11. The Consent Agreement is not subject to amendment except by written agreement of all parties.

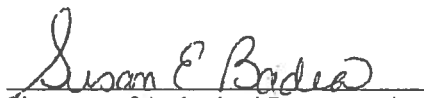
12. The Consent Agreement is a public document within the meaning of 1 M.R.S. § 402, et seq.

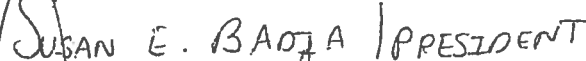
13. X-Gen understands that the execution of the Consent Agreement is completely voluntary and that she has the right to consult with an attorney before signing the Consent Agreement.

14. X-Gen acknowledges by signature hereto of an authorized representative that it has read this Consent Agreement, that it has had an opportunity to consult with an attorney before executing this Consent Agreement, that it executed this Consent Agreement of its own free will, and that it agrees to abide by all terms and conditions set forth herein.

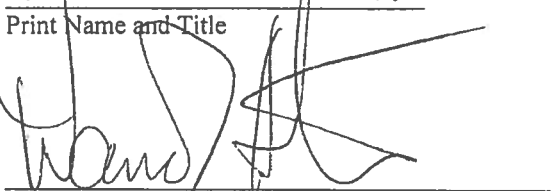
For X-Gen Pharmaceuticals Inc.:

Dated: 7-1-2011



Signature of Authorized Representative


Print Name and Title

Dated: 7/13/11


DANA J. HUNTER JR., R.Ph., VICE PRESIDENT
Board of Pharmacy

Dated: 7-13-11


CARRIE L. CARNEY
Assistant Attorney General