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NEVADA STATE BOARD OF PHARMACY

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

WH02252

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.

Application type selection box: [X] New Wholesaler, [] Ownership Change. (Please provide current license number if making changes: WH _____)

Ownership type selection box: [] Publicly Traded Corporation, [] Partnership, [] Sole Owner, [X] Non Publicly Traded Corporation. Please check box for type of ownership and complete correct part of the application.

GENERAL INFORMATION

Facility Name: Anutra Medical, Inc.

Physical Address: 1000 Perimeter Park Drive Ste E

Mailing Address: same

City: Morrisville State: NC Zip Code: 27560

Telephone: 844-268-8721 Fax: 844-268-8721

Toll Free Number:

E-mail: cameron@anutramedical.com Website: www.anutramedical.com

Facility Manager: Kevin Olcott

Professional qualifications and experience of facility manager: See attached.

Types of licensed outlets or authorized persons firm will serve:

Outlet selection box: [] Pharmacies, [X] Practitioners, [] Hospitals, [] Wholesalers, [] Other:

Type of Products to be handled or wholesaled by firm:

Product selection box: [X] Legend Pharmaceuticals, Supplies or Devices, [] Hypodermic Devices, [] Poisons or Chemicals, [] Veterinary Legend Drugs, [] Controlled Substances, [] Other:

91504

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 275 N. Field Dr. Lake Forest, IL 60045
 Name Address

 Business
- 2) _____
 Name Address

 Business
- 3) _____
 Name Address

 Business
- 4) _____
 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

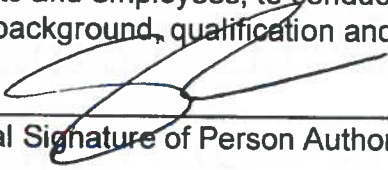
This page must be submitted for all types of ownership.

- 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

Cameron Perkins
Print Name of Authorized Person

8/27/2015
Date

Board Use Only	Received: <u>1-13-16</u>	Amount: <u>\$500.00</u>
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APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON-PUBLICLY TRADED CORPORATION

State of Incorporation: Delaware
 Parent Company if any: none
 Corporation Name: Anutra Medical, Inc.
 Mailing Address: 1000 Perimeter PK Dr. Ste E
 City: Morrisville State: NC Zip: 27560
 Telephone: 844-268-8721 Fax: same
 Contact Person: Cameron Perkins

For any corporation non publicly traded, disclose the following:

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

a) <u>Dan Davidian</u>	<u>Ashland Mill Ct. Raleigh, NC 27617</u>
Name	Address
b) <u>Cameron Perkins</u>	<u>Huntsworth Pl, Cary, NC 27513</u>
Name	Address
c) <u>Harbert Ventures</u>	<u>E Cam St. 4th floor Richmond, VA 23219</u>
Name	Address
d) <u>Research Triangle Investments</u>	<u>Trellingwood br. Morrisville, NC 27560</u>
Name	Address
- 2) Provide the number of shares issued by the corporation. 20,000,000
- 3) What was the price paid per share? 0.001
- 4) What date did the corporation actually receive the cash assets? _____
- 5) Provide a copy of the corporation's stock register evidencing the above information

OFFICER INFORMATION

Officer Name	Title	Residence Address & Phone*	Percentage Of Ownership	SSN* / DOB
Cameron L. Perkins	CEO	Huntwood Pl, Cary NC 27513 919-802-7429	4.72%	09-19-1975-#816
Daniel Davidson DDS	CEO FOUNDER	ASHLAND MILL CT RALEIGH, NC 27617 919-666-5420	25.61%	03/31/1973 # 874

*Please provide only the last 4 digits.



NORTH CAROLINA Department of the Secretary of State

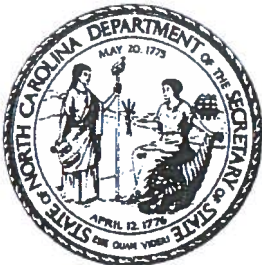
CERTIFICATE OF AUTHORIZATION

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

ANUTRA MEDICAL, INC.

a corporation organized under the laws of Delaware was authorized to transact business in the State of North Carolina by issuance of a certificate of authority on the 25th day of November, 2013.

I FURTHER certify that the said corporation's certificate of authority is not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation's certificate of authority is not revoked for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that a certificate of withdrawal has not been issued in the name of the said corporation as of the date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of October, 2015.

Elaine F. Marshall

Secretary of State

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. 41305807

Application/License No. _____

Anutra Medical Inc., doing or intending to do business as a
Applicant/Principal
pharmaceutical wholesaler, whose address for purposes of service is
1000 Perimeter Park Drive, 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
POB 5900 MADISON WI 53705-0900 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 09/01/2016.
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

9th day of SEPTEMBER, 2016.

APPLICANT/PRINCIPAL

Anutra Medical Inc.


Authorized Representative

SURETY COMPANY

PLATTE RIVER INSURANCE COMPANY


Surety Company's Representative

MICHAEL K NESCHKE, Attorney-in-fact
print name

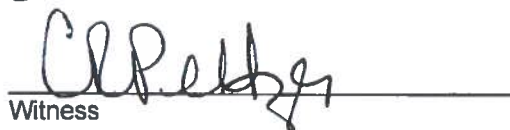
SIGNED and SEALED in the presence of:


Witness

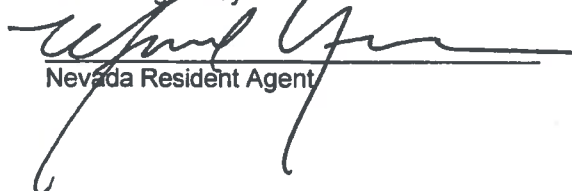
SIGNED and SEALED in the presence of:


Witness


Witness


Witness

Countersigned by:


Nevada Resident Agent

PLATTE RIVER INSURANCE COMPANY
POWER OF ATTORNEY

41305828

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

MICHAEL NESCHKE

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 NOT TO EXCEED: \$20,000,000

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 8th day of January, 2014.

Attest:

Richard W. Allen III

Richard W Allen III
President
Surety & Fidelity Operations



PLATTE RIVER INSURANCE COMPANY

Stephen J. Sills

Stephen J Sills
CEO & President

STATE OF WISCONSIN }
COUNTY OF DANE } ss:

On the 8th day of January, 2014 before me personally came Stephen J. Stills, 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.



Daniel W. Krueger

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

STATE OF WISCONSIN }
COUNTY OF DANE } ss:

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 1 day of September, 2016.



Alan S. Ogilvie

Alan S. Ogilvie
Secretary



1000 Perimeter Park Drive, Suite E
Research Triangle Park, NC 27560

DETAILED DESCRIPTION OF OPERATIONS
Non-Resident Wholesale Drug Distributor

ANUTRA MEDICAL, INC.
1000 Perimeter Park Drive, STE E
Morrisville, NC 27560

North Carolina Wholesale Distributor License

Registration No: 451
Date First Registered: 11/6/14
Registered through: 12/31/15

BUSINESS STRUCTURE

Anutra Medical, Inc. distributes a device for use in dispensing anesthetic to dental and medical professionals. The device consists of 3 parts; the Dispenser, the Cassette and the Syringe (which is 510k Approved as of 1/2015). The dispenser is not obtained via a prescription. The cassette, syringes, Lidocaine and Sodium Bicarbonate are by prescription only.

The Dispenser, Cassette and Syringes are not packaged as a Convenience Kit (per the FDA definition of same), and can be purchased separately. However, as a courtesy to its customers, Anutra Medical, Inc. packages the vials of lidocaine and sodium bicarbonate for use in the Cassette *with* the Cassette when ordered & shipped to customers. Upon order, the Cassette, sealed in a plastic tray, and the lidocaine and the sodium bicarbonate placed in a small, separate box are then combined into one shipping container at the applicant address. All medication used in the Cassette is independent of the Cassette and must be physically inserted into the Cassette when received in the health care providers office.

Lidocaine and Sodium Bicarbonate for use in the Anutra Dispenser System are the only prescription drugs currently stored at, shipped from, or handled by Anutra Medical, Inc. and at this time, Anutra Medical, Inc. operates as a prescription drug/device distributor solely for the Cassette, Syringe, lidocaine and sodium bicarbonate (purchased from Hospira – see below) in units used in the Cassette.

Drug List {Anutra Medical, Inc. only warehouses Lidocaine and Sodium Bicarbonate as indicated above}

Lidocaine HCL 2% and Epinephrine 1:100,000 Injection, USP
Vial size: 50 mL
NDC: 0409-3182-03
Manufactured By: Hospira @ 275 N Field Dr, Lake Forest, IL 60045



1000 Perimeter Park Drive, Suite E
Research Triangle Park, NC 27560

8.4% Sodium Bicarbonate Injection, USP

Vial size: 10 mEq (1mEq/mL)

NDC: 0409-4916-34

Manufactured By: Hospira @ 275 N Field Dr, Lake Forest, IL 60045

	Name	License Status	License Number	City/State	Original Issue Date	Current Expiration Date	Ever Disciplined
Detail	HOSPIRA INC	ACTIVE	097001415	Lake Forest, IL	04/28/2004	12/31/2016	N
Detail	HOSPIRA INC	ACTIVE	004001961	Lake Forest, IL	09/08/2004	12/31/2016	N
Detail	HOSPIRA INC	ACTIVE	304006757	Lake Forest, IL	09/08/2004	12/31/2016	N

Security System

Guardian, 2 cameras in warehouse, motion sensors in main corporate office area, and door sensors on all doors. They system is monitored by 2 core management personnel via an iPhone app.

Facility photos:

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Maloy Risk Services Princeton Forrestal Village 204 Rockingham Row Princeton, NJ 08540-7104		CONTACT NAME: PHONE (A/C, No, Ext): 609 987-0221 E-MAIL ADDRESS: PRODUCER CUSTOMER ID #:		FAX (A/C, No): 6099870449																						
INSURED Anutra Medical, Inc 3917 Sunset Ridge road Raleigh, NC 27607		<table border="1"> <thead> <tr> <th colspan="2">INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> </thead> <tbody> <tr> <td>INSURER A :</td> <td>Sentinel Insurance Company</td> <td></td> </tr> <tr> <td>INSURER B :</td> <td></td> <td></td> </tr> <tr> <td>INSURER C :</td> <td></td> <td></td> </tr> <tr> <td>INSURER D :</td> <td></td> <td></td> </tr> <tr> <td>INSURER E :</td> <td></td> <td></td> </tr> <tr> <td>INSURER F :</td> <td></td> <td></td> </tr> </tbody> </table>				INSURER(S) AFFORDING COVERAGE		NAIC #	INSURER A :	Sentinel Insurance Company		INSURER B :			INSURER C :			INSURER D :			INSURER E :			INSURER F :		
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INSURER F :																										

COVERAGES CERTIFICATE NUMBER: REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADD'L SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC		13SBAT19795	06/16/2015	06/16/2016	EACH OCCURRENCE \$1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$1,000,000 MED EXP (Any one person) \$10,000 PERSONAL & ADV INJURY \$1,000,000 GENERAL AGGREGATE \$2,000,000 PRODUCTS - COMP/OP AGG \$2,000,000
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS		13SBAT19795	06/16/2015	06/16/2016	COMBINED SINGLE LIMIT (Ea accident) \$1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$ \$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DEDUCTIBLE <input checked="" type="checkbox"/> RETENTION \$ 10000		13SBAT19795	06/16/2015	06/16/2016	EACH OCCURRENCE \$5,000,000 AGGREGATE \$5,000,000 \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below Y / N <input type="checkbox"/> N/A					WC STATU-TORY LIMITS OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Crime Liability		13SBAT19795	07/21/2015	06/16/2016	\$100,000 Retention \$100

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

CERTIFICATE HOLDER Evidence of Insurance	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE <i>RA Maloy Jr.</i>
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24B

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)

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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 type="checkbox"/> New Wholesaler or <input checked="" type="checkbox"/> Ownership Change (Provide current license number if making changes: WH <u>01775</u> Check <u>box</u> 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	
<input type="checkbox"/> Publicly Traded Corporation – Pages 1,2,3,4	<input type="checkbox"/> Partnership - Pages 1,2,3,7
<input checked="" type="checkbox"/> Non Publicly Traded Corporation – Pages 1,2,3,5,6	<input type="checkbox"/> 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: _____

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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: 17177 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

9/16/19

Print Name of Authorized Person

Date

Board Use Only	Date Processed: _____	Amount: _____
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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 Crossroad Unit 204 Savannah GA 31406

Name Business Address

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

Control Number : 0215055

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

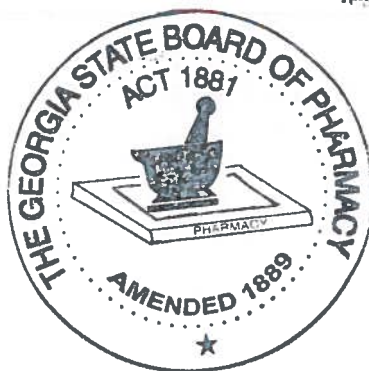
Date Mailed: September 27, 2019

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 COMPANY3033 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

24C

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

✓
WH02209

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 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: Primary Pharmaceuticals, Inc

Physical Address: 1019 Government St. Suite E

Mailing Address: 1019 Government St. Suite E

City: Ocean Springs State: MS Zip Code: 39564

Telephone: 888.574.7366 Fax: 228.875.5596

Toll Free Number: 888.574.7366

E-mail: info@primarypharmaceuticals.com Website: www.primarypharmaceuticals.com

Facility Manager: Frank Stumbo

Professional qualifications and experience of facility manager: Employed since 2013
see 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: _____

92227



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 a Manufacturer by the FDA? Yes No (If yes, provide a copy of the 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 in regards to pharmaceutical products that were sold, dispensed or distributed within the last year.

- 1) TopRx - Bartlett, Tennessee
Name Address

- 2) Gulf Coast Pharmaceuticals, Plus
Business Name Address
995A N Hatfield Rd, Ocean Springs, MS

- 3) Alvey Pharmaceuticals - Ocean Springs, MS
Business Name Address

- 4) _____
Business 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.

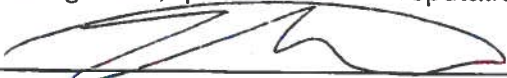
4) Has the corporation, any owner(s), shareholder(s) or partner(s) with at least 10% interest) or partners with any interest, ever been found guilty, pled guilty or entered a plea of nolo contendere to any offense federal or state, related to controlled substances? Yes No

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

FRANK Stumbo
Print Name of Authorized Person

3.11.16
Date

Board Use Only	Received: <u>3/28/16</u>	Amount: <u>\$500.00</u>
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APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON-PUBLICLY TRADED CORPORATION

State of Incorporation: Mississippi
 Parent Company if any: N/A
 Corporation Name: Primary Pharmaceuticals, Inc.
 Mailing Address: 1019 Government St. Suite E
 City: Ocean Springs State: MS Zip: 39564
 Telephone: 228.872.1167 Fax: 228.872.1169
 Contact Person: FRANK Stumbo - Operations Manager

For any corporation non publicly traded, disclose the following:

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

a) Darrell Patchey 1019 Government St. Suite E, Ocean Springs, MS
 Name Address 39564

b) _____
 Name Address

c) _____
 Name Address

d) _____
 Name Address

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

3) What was the price paid per share? 0

4) What date did the corporation actually receive the cash assets? —

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



1019 Government Street, Suite E, Ocean Springs, MS 39564
phone 877.337.0682 fax 877.337.0683 web primarypharmaceuticals.com

Primary Pharmaceuticals Organizational Chart

Darrell Ritchey – Owner & President (Sole Officer)

Frank Stumbo – Operations Manager

Darrell Ritchey
Incorporator

1019 Government Street, Suite E
Ocean Springs, MS 39564



DELBERT HOSEMANN
Secretary of State

Office of the Secretary of State
 Jackson, Mississippi

Certificate of Good Standing

I, C. DELBERT HOSEMANN, JR., Secretary of State of the State of Mississippi, and as such, the legal custodian of the records as required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on the 20th day of November, 2015, the State of Mississippi issued a Charter/Certificate of Authority to

PRIMARY PHARMACEUTICALS, INC.

That the state of incorporation is Mississippi.

That the period of duration is perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

That insofar as the records of this office are concerned, the said PRIMARY PHARMACEUTICALS, INC. is in good standing at this time.

Given under my hand and seal of office
 the 11th day of March, 2016

C. Delbert Hosemann, Jr.

C. DELBERT HOSEMANN, JR.
Secretary of State

Certificate Number: CN16021112

Verify this certificate online at <http://corp.sos.ms.gov/corpcnv/verifycertificate.aspx>

F0001**2015427961****Fee: \$ 50**

DELBERT HOSEMANN
Secretary of State

P.O. BOX 136
JACKSON, MS 39205-0136

Business ID: 1080076
Filed: 11/20/2015 08:56 AM
C. Delbert Hosemann, Jr.
Secretary of State

TELEPHONE: (601) 359-1633

Articles of Incorporation

Business Information

Business Type: Profit Corporation
Business Name: PRIMARY PHARMACEUTICALS, INC.
Business Email: primaryrx@cs.com
Period of Duration: Perpetual

NAICS Code/Nature of Business

424210 - Drugs and Druggists' Sundries Merchant Wholesalers

Registered Agent

Name: Business Filings International, Inc.
Address: 645 Lakeland East Drive, Suite 101
Flowood, MS 39232

Stock Information

Classes:	No. of Shares:	Shares Issued:
Common	2000	0

Signature

The undersigned certifies that:

- 1) he/she has notified the above-named registered agent of this appointment;
- 2) he/she has provided the agent an address for the company, and;
- 3) the agent has agreed to serve as registered agent for this company

By entering my name in the space provided, I certify that I am authorized to file this document on behalf of this entity, have examined the document and, to the best of my knowledge and belief, it is true, correct and complete as of this day **11/20/2015**.

Name:

Address:



1019 Government Street, Suite E, Ocean Springs, MS 39564
 phone 877.337.0682 fax 877.337.0683 web primarypharmaceuticals.com

<u>PRESIDENT:</u>	Darrell Ritchey
<u>OPERATIONS MANAGER:</u>	Frank Stumbo
<u>BILLING/SHIPPING ADDRESS:</u>	1019 Government St. Suite E Ocean Springs, MS 39564
<u>PHONE:</u>	(877) 337-0682
<u>FAX:</u>	(877) 337-0683
<u>EMAIL:</u>	info@primarypharmaceuticals.com
<u>WEBSITE:</u>	www.primarypharmaceuticals.com
<u>TAX ID:</u>	20-2613311
<u>DUN & BRADSTREET:</u>	06-612-6126
<u>NAICS:</u>	424210
<u>CAGE CODE:</u>	78JF1
<u>HIN#:</u>	J5VBXM00
<u>DIBBS:</u>	78JF101
<u>SAM/CCR VENDOR NUMBER:</u>	066126126
<u>MS BOARD PF PHARMACY</u>	11690/6.1
<u>LICENSE NUMBER:</u>	
<u>ISSUED:</u>	10/09/2012
<u>EXPIRATION DATE:</u>	12/31/2017
<u>STATE OF INCORPORATION:</u>	Mississippi
<u>BANKING INFORMATION:</u>	Wells Fargo Bank 1702 Bienville Blvd. Ocean Springs, MS 39564 228.872.2911

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. PB12289500020

Application/License No. _____

PRIMARY PHARMACEUTICALS, INC., doing or intending to do business as a
Applicant/Principal
pharmaceutical wholesaler, whose address for purposes of service is
1019 GOVERNMENT ST., OCEAN SPRINGS, MS 39564, as

Address of Applicant/Principal
PRINCIPAL, and PHILADELPHIA INDEMNITY INSURANCE COMPANY, a
Surety Company
corporation organized under the laws of the state of PENNSYLVANIA
State of Incorporation
and authorized to transact a general surety business in the State of

Nevada, whose address for purposes of service is
231 ST. ASAPH'S RD., SUITE 100, BALA CYNWYD, PA 19004 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 JANUARY 20, 2016
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 20TH day of JANUARY, 2016.

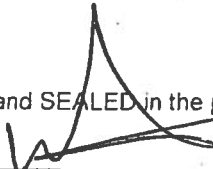
APPLICANT/PRINCIPAL
 PRIMARY PHARMACEUTICALS, INC.


 Authorized Representative


SURETY COMPANY
 PHILADELPHIA INDEMNITY INSURANCE COMPANY


 Surety Company's Representative

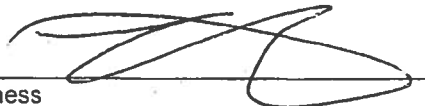
DAVID C. JOSEPH, Attorney-in-fact
print name

SIGNED and SEALED in the presence of:


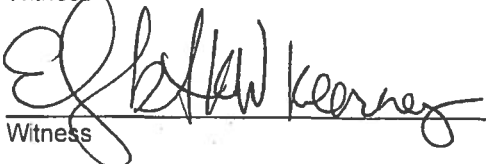
 Witness

SIGNED and SEALED in the presence of:


 Witness

Witness


 Witness

Witness


 Witness

Countersigned by:
N/A

 Nevada Resident Agent

PHILADELPHIA INDEMNITY INSURANCE COMPANY
231 St Asaph's Rd., Suite 100
Bala Cynwyd, PA 19004-0950

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS That PHILADELPHIA INDEMNITY INSURANCE COMPANY (the Company), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, does hereby constitute and appoint Clark Fitz-Hugh, Conway C Marshall, Elizabeth Schott, Linda C Sheffield, Darlene A Bornt, Catherine C Kehoe, Emily G Lapeyre, David C Joseph, Jessica Palmeri, Kristine Donovan, Stephen Beahm and Candice Gros of Global Surety, LLC, its true and lawful Attorney-in-fact with full authority to execute on its behalf bonds, undertakings, recognizances and other contracts of indemnity and writings obligatory in the nature thereof, issued in the course of its business and to bind the Company thereby, in an amount not to exceed \$25,000,000.

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 PHILADELPHIA INDEMNITY INSURANCE COMPANY at a meeting duly called the 1st day of July, 2011.

RESOLVED: That the Board of Directors hereby authorizes the President or any Vice President of the Company to: (1) Appoint Attorney(s) in Fact and authorize the Attorney(s) in Fact to execute on behalf of the Company bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof and to attach the seal of the Company thereto; and (2) to remove, at any time, any such Attorney-in-Fact and revoke the authority given. And, be it

FURTHER RESOLVED: That the signatures of such officers and the seal of the Company may be affixed to any such Power of Attorney or certificate relating thereto by facsimile, and any such Power of Attorney so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company in the future with the respect to any bond or undertaking to which it is attached.

IN TESTIMONY WHEREOF, PHILADELPHIA INDEMNITY INSURANCE COMPANY HAS CAUSED THIS INSTRUMENT TO BE SIGNED AND ITS CORPORATE SEAL TO BE AFFIXED BY ITS AUTHORIZED OFFICE THIS 10TH DAY OF JUNE 2013.



Robert D. O'Leary Jr., President & CEO
Philadelphia Indemnity Insurance Company

On this 10th day of June 2013, before me came the individual who executed the preceding instrument, to me personally known, and being by me duly sworn said that he is the therein described and authorized officer of the PHILADELPHIA INDEMNITY INSURANCE COMPANY, that the seal affixed to said instrument is the Corporate seal of said Company, that the said Corporate Seal and his signature were duly affixed.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kimberly A. Kocieski, Notary Public
Lower Merion Twp., Montgomery County
My Commission Expires Dec. 18, 2016
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Notary Public _____
residing at: Bala Cynwyd, PA
My commission expires: December 18, 2016

(Notary Seal)

I, Edward Sayago, Corporate Secretary of PHILADELPHIA INDEMNITY INSURANCE COMPANY, do hereby certify that the foregoing resolution of the Board of Directors and this Power of Attorney issued pursuant thereto on this 10TH day of June 2013 true and correct and are still in full force and effect. I do further certify that Robert D O'Leary Jr., who executed the Power of Attorney as President, was on the date of execution of the attached Power of Attorney the duly elected President of PHILADELPHIA INDEMNITY INSURANCE COMPANY, .

In Testimony Whereof I have subscribed my name and affixed the facsimile seal of each Company this 20th day of January 2016



Edward Sayago, Corporate Secretary
PHILADELPHIA INDEMNITY INSURANCE COMPANY

MISSISSIPPI Board of Pharmacy



This is to certify that Primary Pharmaceuticals, Inc *is duly permitted as a:*

Permit No.:
11690/6.1

Permit Holder:
Stumbo, Frank

1019E Government Street
Ocean Springs, Mississippi 39564

Wholesaler / Manufacturer of Human Prescriptions and/or Devices

This permit is not transferable or assignable.

Issued: 10/9/2012
Renewed: 1/1/2016
Expires: 12/31/2017

Frank Lamuel
Executive Director

Mississippi Board of Pharmacy | 6360 I-55 North | Suite 400 | Jackson, MS 39211
Phone: 601-899-8880 | Fax: 601-899-8851

FRANK STUMBO
 7 Maple Drive
 Ocean Springs. MS 39564

Email: frank@primarypharmaceuticals.com

OBJECTIVE

I want a position that will allow me to expand my written and interpersonal communication skills through written and oral correspondence, as well as develop my leadership and managerial abilities in the business field.

EDUCATION

School of Communication, University of South Alabama, Mobile, AL
 B.A., Communication in a Print Journalism track W/ English minor
 GPA: 3.66

WORK EXPERIENCE

- *Primary Pharmaceuticals, Inc.* Ocean Springs, MS - November 2013 to present
 Operations Manager: Manager the day-to-day operations of Primary Pharmaceuticals including, but not limited to, intake and inspection of product, QuickBooks bill entry and invoicing for outgoing product. Oversaw the company's move from Mobile, AL to Ocean Springs, MS in November 2013.
- *Gulf Coast Pharmaceuticals Plus, Inc.*, Ocean Springs, MS - November 2010 to October 2013
 Assistant Operations Manager: Assisted Operations Manager in the day-to-day operations of Gulf Coast Pharmaceuticals Plus including, but not limited to, intake and inspection of product, QuickBooks bill entry and invoicing for outgoing product. Created and managed Gulf Coast Pharmaceuticals Plus' call list and in-house past due invoice collection program.
- *The Gazette Newspaper*, Ocean Springs, MS – August 2009 to October 2010
 Managing Editor: Conducted all editorial and managerial duties for the Gazette weekly newspaper; including interviews, reporting, writing and editing. Developed lasting contacts in the political and business community in Ocean Springs and the surrounding area, and worked with the community to expand the readership of the paper to more than 1,200 subscribers in less than a year.

QUALIFICATIONS

- Excellent written and oral communication skills learned through on the job experience interviewing subject matter experts in their respected fields and relaying that to the layperson through the written word.
- Experience in obtaining sources, researching information and conducting interviews in person, over the phone and email.
- Fluent in numerous business and communication computer programs such as Microsoft office, Photoshop, Quark Express, NewsEdit Pro and other related programs.

MILITARY EXPERIENCE

Three years in the 1st Battalion, 75th Ranger Regiment (SOF) as an Airborne Ranger; held positions ranging from rifleman to team leader

One year tour of duty with the 1st Battalion, 155th Infantry Division, Brigade Combat Team, in Iskandariyah, Iraq; held positions as an entry team leader and vehicle commander on combat patrols throughout 2005.

Earned the Combat Infantry Badge for engaging enemy combatants.

24D

NEVADA STATE BOARD OF PHARMACY

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

NH01904

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 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

Abbott Laboratories Inc.
% Qualanex
5605 Centerpoint Court
Gurnee, IL 60031

Facility Name: _____

Physical Address: _____

Mailing Address: Abbott Laboratories Inc. 100 Abbott Park Rd, D-AH72, Bldg AP6C
Abbott Park, IL 60064

City: Abbott Park State: IL Zip Code: 60064

Telephone: 847-935-9197 Fax: 847-938-2741

Toll Free Number: N/A

E-mail: denise.stollenwerk@abbott.com Website: www.abbott.com

Facility Manager: Denise Stollenwerk

Professional qualifications and experience of facility manager: 8 yrs. experience

Types of licensed outlets or authorized persons firm will serve:

Pharmacies Practitioners Hospitals Wholesalers
 Other: universities, vets

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: _____

* applied for inspected
12/18/12 will forward
when recd

62173

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 a Manufacturer by the FDA? Yes No
(If yes, provide a copy of the FDA registration)

applied for - inspected 1/28/12 will be resubmitted when rec'd

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.

- veterinary wholesalers*
- 1) *Novel*
 Name Address
 Business
 - 2) *Butler*
 Name Address
 Business
 - 3) *Webster*
 Name Address
 Business
 - 4) *Victor Medical*
 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.

Maureen Bryson

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

Maureen Bryson

Print Name of Authorized Person

11-15-12

Date

Board Use Only	Received: <u>JAN 15 2013</u>	Amount: <u>500.00</u>
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APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A PUBLICLY TRADED CORPORATION

State of Incorporation: DE

Parent Company if any: _____

Corporation Name: Abbott Laboratories Inc.
100 Abbott Park Rd

Mailing Address: D-AH72 Bldg. AP6C
Abbott Park, IL 60064

City: _____

Telephone: 847-935-9197 Fax: 847-938-2741

Contact Person: Denise Stollenwerk

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. No person owns 5% or more %: _____
- 2. _____ %: _____
- 3. _____ %: _____
- 4. _____ %: _____

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: _____

Registration number issued: _____

Stock Exchange: _____

Include with the application for a publicly traded corporation

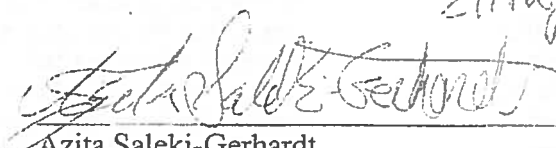
List of officers and directors. attached

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.

Abbott Laboratories Inc.

DELEGATION OF AUTHORITY

I, Azita Saleki-Gerhardt, authorize Maureen Bryson and Robert Nevens, Domestic Distribution Operations, to sign license applications for Abbott Laboratories Inc. Distribution Center in Abbott Park, Il, the Abbott Laboratories manufacturing locations in North Chicago, Il, and the public warehouses contracted by Abbott.

21 AUG 12


Azita Saleki-Gerhardt
Vice President
Pharmaceuticals Manufacturing & Supply

Abbott Laboratories Inc. Corporate Officers - May 2012

<u>Name</u>	<u>Title</u>
Miles D. White	Chairman of the Board and CEO
Richard W. Ashley	Executive Vice President, Corporate Development
Oliver Bohuon	Executive Vice President, Pharmaceuticals
John M. Capek	Executive Vice President, Medical Devices
Thomas C. Freyman	Executive Vice President, Finance & CFO
Holger A. Liepmann	Executive Vice President, Nutritional Products
Edward L. Michael	Executive Vice President, Diagnostic Products
Laura J. Schumacher	Executive Vice President, General Counsel and Secretary
Thomas F. Chen	Senior Vice President, International Nutrition
Carlos Alban	Senior Vice President, International Pharmaceuticals
Stephen R. Fussell	Senior Vice President, Human Resources
Robert B. Hance	Senior Vice President, Vascular
Azita Saleki-Gerhardt	Senior Vice President, Pharmaceuticals, Manufacturing and Supply
John M. Leonard	Senior Vice President, Pharmaceuticals, Research and Development
Heather L. Mason	Senior Vice President, Diabetes Care
James V. Mazzo	Senior Vice President, Abbott Medical Optics
Donald V. Patton Jr.	Senior Vice President, US Nutrition
Michael J. Warmuth	Senior Vice President, Diagnostics
Carols Alban	Vice President, Pharmaceuticals, Western Europe and Canada
Greg E. Arnsdorf	Vice President, Point of Care Diagnostics
Catherine V. Babington	Vice President, Public Affairs
Michael G. Beatrice	Vice President, Corporate Regulatory and Quality Science
William J. Chase	Vice President, Treasurer
Jaime Contreras	Vice President, Diagnostics, Global Commercial Operations
Thomas J. Dee	Vice President, Controller International Pharmaceuticals
Charles D. Foltz	Vice President, Vascular Products Operations
Robert B. Ford	Vice President, Diabetes Care, Commercial Operations
Robert E. Funck	Vice President, Internal Audit
John F. Ginascol	Vice President, Supply Chain, Nutrition
Honey Lynn Goldberg	Vice President, Associate General Counsel, Corporate Transactions
Cecilia L. Kimberlin	Vice President, Abbott Quality and Regulatory
Zahirali A. Lavji	Vice President, Pharmaceuticals, International Marketing
Elaine R. Leavenworth	Vice President, Government Affairs
Steven J. Lichter	Vice President, Pharmaceuticals, Manufacturing
Greg W. Linder	Vice President, Controller
Santiago Luque	Vice President, Pharmaceuticals, Latin America
Sean E. Murphy	Vice President, Licensing and Business Development
Corlis D. Murray	Vice President, Corporate Engineering Services
D. Stafford O'Kelly	Vice President, Molecular Diagnostics
Ramachandran Rajamanickam	Vice President, Nutrition, Pacific, Asia, and Africa
John R. Schilling	Vice President, Sales and Marketing, US Pharmaceutical Operations
AJ J. Shoultz	Vice President, Taxes
Preston T. Simmons	Vice President, Information Technology
James P. Sullivan	Vice President, Pharmaceuticals Discovery
Eugene Sun	Vice President, Pharmaceuticals Clinical Development
John B. Thomas	Vice President, Investor Relations
Glenn S. Warner	Vice President, Strategic Initiatives, Pharmaceutical Products Group
Jeffrey Ryan Stewart	Vice President, Proprietary Pharmaceuticals US
Benjamin Oosterbaan	Assistant Treasurer
John A. Berry	Assistant Secretary
Chadwick Munz	Assistant Secretary
Paul D. Yasger	Assistant Secretary

State of Illinois

Department of Financial and Professional Regulation
Division of Professional Regulation

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois Statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

LICENSE NO.
304.007348
004.003577

EXPIRES
12/31/2014

LICENSED
DRUG DISTRIBUTOR
CONTROLLED SUBSTANCE
F II III IIII IV V
ABBOTT LABORATORIES INC
C/O QUALANEX
5605 CENTERPOINT CT SUITE A
GURNEE, IL 60031



Manuel Flores
MANUEL FLORES
ACTING SECRETARY

Jay Stewart
JAY STEWART
DIRECTOR

The official status of this license can be verified at www.idfpr.com

7474476

Cut on Dotted Line

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ABBOTT LABORATORIES INC.**, as a corporation duly organized under the laws of Delaware and existing under and by virtue of the laws of the State of Nevada since December 8, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 20, 2012.



Ross Miller
ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20121220-3468
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

DGS06 AP5
100 Abbott Park Rd
Abbott Park, IL 60064-6214

Abbott Laboratories

January 7, 2013

Enclosed in an application for a wholesaler license located in the State of Illinois. VAWD accreditation has been applied for. VAWD inspected this location on November 28, 2012. We are currently awaiting the issuance of the VAWD certificate. We will forward a copy of this certificate as soon as it is received.

If there are any questions, please call me at 847-935-9197.

Sincerely,



Denise Stollenwerk
Sr. Distribution Analyst



24E

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 Ownership Change
(Please provide current license number if making changes: WH01450)

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: Reliance Wholesale, Inc.

Physical Address: 9325 Cordova Park Road

Mailing Address: same

City: Cordova State: TN Zip Code: 38018

Telephone: 866 901-755-9761 Fax: 901-755-9973

Toll Free Number: 866-210-1591

E-mail: tres@reliancecmw.com Website: www.reliancecmw.com

Facility Manager: Amresh Narine

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: _____

37967

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) See Attached List

Name	Address
Business	

2)

Name	Address
Business	

3)

Name	Address
Business	

4)

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

José Trespalacios
Print Name of Authorized Person

9/6/2013
Date

Board Use Only	Received: <u>9/19/13</u>	Amount: <u>\$500.00</u>
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APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON-PUBLICLY TRADED CORPORATION

State of Incorporation: TN

Parent Company if any: N/A

Corporation Name: Reliance Wholesale Inc.

Mailing Address: 13967 SW 119 Ave

City: Miami State: FL Zip: 33186

Telephone: 866-210-1591 Fax: 305 574 7775

Contact Person: Jose Trespacios Jr.

For any corporation non publicly traded, disclose the following:

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

- a) See attached.

Name	Address
- b) _____

Name	Address
- c) _____

Name	Address
- d) _____

Name	Address

2) Provide the number of shares issued by the corporation. 100

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



National Association of Boards of Pharmacy
Verified-Accredited Wholesale Distributors
1600 Feehanville Drive, Mount Prospect, IL 60056

The National Association of Boards of Pharmacy® hereby awards

**Verified-Accredited Wholesale Distributors®
Accreditation**

to
Reliance Wholesale Inc

located at

894 N Germantown Pkwy, Ste #2, Cordova, TN 38018

This facility has met all the Verified-Accredited Wholesale Distributors criteria requirements set in place by the National Association of Boards of Pharmacy.


Carmen A. Catizone, Executive Director/Secretary

8446-31615
VAWD' Unique Identifier
10/29/2007
Date Accreditation Awarded



STATE OF TENNESSEE
Tre Hargett, Secretary of State
 Division of Business Services
 William R. Snodgrass Tower
 312 Rosa L. Parks AVE, 6th FL
 Nashville, TN 37243-1102

JOSE TRESPALACIOS
 13967 SW 119 AVE
 MIAMI, FL 33186

September 10, 2013

Request Type: Certificate of Existence/Authorization
 Request #: 0107905

Issuance Date: 09/10/2013
 Copies Requested: 1

Document Receipt

Receipt #: 1151168 Filing Fee: \$22.25
 Payment-Credit Card - State Payment Center - CC #: 152069317 \$22.25

Regarding: RELIANCE WHOLESale, INC.
 Filing Type: Corporation For-Profit - Domestic Control #: 501651
 Formation/Qualification Date: 09/02/2005 Date Formed: 09/09/2005
 Status: Active Formation Locale: TENNESSEE
 Duration Term: Perpetual Inactive Date:
 Business County: SHELBY COUNTY

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

RELIANCE WHOLESale, INC.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent corporation annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
 Secretary of State

Processed By: Cert Web User

Verification #: 004264426

Vendor Name / Manufacturers Highlighted	City	State	Zip Code
ABO Pharmaceuticals	San Diego	CA	92126
Advanced Medical Sales	San Clemente	CA	92672
Bell Medical Services, Inc.	Marlboro	NJ	07746
Biopharm Solutions Inc.	Vista	CA	92081
Carolina Pharmaceuticals, Inc.	Savannah	GA	31406
Central Pharmacy Supply	Springfield	KY	40069
Chirhoclin	Burtonsville	MD	20866
D & H Wholesale Medical, Inc.	Ruston	LA	71270
DTR Medical	Hanover	NJ	7936
Fagron US	St. Paul	MN	55120
Harford Health Services	Bel Air	MD	21014
Harrison Healthcare Inc.	Baltimore	MD	21218
Hope Pharmaceuticals	Scottsdale	AZ	85260
InSource	Bastian	VA	24314
Investigational Drug Delivery, LLC	Woodbridge	NC	07095
Kentucky Pharma Partners	Campbellsville	KY	42718
KY Meds, Inc	Louisville	KY	40243
LETCO	Chicago	IL	60686
Lifeline Pharmaceuticals LLC	Miami	FL	33126
Masters RX	Fairfield	OH	45011
McKesson	Cincinnati	OH	45263
MD Pharmaceutical Supply	Hanover	PA	17331
Medical Specialties Distributors	Stoughton	MA	02072
Mercer Medical	Kent	WA	98031
Merck Sharp & Dohme Corp.	West Point	PA	19486
Mr Unlimited	BRENHAM	TX	77833
Novartis Vaccines	Lincoln	NE	68517
Pharmacy Supply, Inc.	West Palm Beach	FL	33414
Premium Health Services	Columbia	MD	21045
PSS - FL	Orlando	FL	32824
PSS - TN	Memphis	TN	38141
Real Value Products Corp DBA Hospital Pharmacy	San Antonio	TX	78218
Sanofi Pasteur	Swiftwater	PA	18370
The Compounding Center	Scottsdale	AZ	85266
The Harvard Drug Group	Livonia	MI	48150
Top RX	Bartlett	TN	38133
Vital Healthcare LLC	Savannah	GA	31415
VRC Medical Services	Allentown	PA	18106
Wasatch RX LLC	South Jordan	UT	84095

To: Board of Pharmacy
 From: Reliance Wholesale Inc. a **Tennessee Corporation** EIN 20-3460248
 Private- Minority owned Small Business- No parent company.

Re: Shareholders and **Corporate officers**
Phone # - 866-210-1591 fax 305-574-7775

Effective Date: 10/01/2013

Officer/Director

Josue Navarro- 5

DOB- 6

Title- President / CEO

Home address / phone

sw 94 terr

Miami, FL 33176

7

Shareholder

Navarro Family Trust - EIN-90-6254760

Stock Ownership 60%

Trustee- John G. Admire

3 Ponce De Leon Blvd. # 320

Coral Gables, FL 33134

3 john.admire@sullivanadmire.com

Shareholder/ Officer /Director

Jose Trespalacios-

DOB-

Title – Vice President / Secretary

Stock ownership – 40%

Home address / phone

sw 104 st

Pinecrest, FL 33156

305-3198 tres@reliancemw.com

Business Address – Corporate Office

13967 SW 119 ave, Miami, FL 33186

866-210-1591

RELIANCE WHOLESALE, INC.
DIRECTORS AND SHAREHOLDERS' MEETING MINUTES
September 4, 2013

DIRECTORS PRESENT

Josue Navarro
Jose Trespalacios

OFFICERS PRESENT

Josue Navarro
Jose Trespalacios

QUORUM PRESENT

Pursuant to Reliance Wholesale, Inc.'s corporate documents, Mr. Jose Trespalacios, as officer, director and shareholder, confirmed that a quorum of directors and shareholders was present and that consideration of new business was appropriately noticed so that consideration of stock transfer between Pamela Navarro and the Navarro Family Trust could be properly considered and voted upon.

DISCUSSION AND REPORTS

Mr. Trespalacios and Mr. Navarro discussed the proposed transfer of stock ownership between Pamela Navarro and the Navarro Family Trust and all issues related thereto were considered. After due consideration of the proposed transfer of stock from Pamela Navarro to the Navarro Family Trust was discussed, a motion was proposed by Jose Trespalacios that the ownership transfer be approved. The motion passed unanimously and it was directed that a corporate Resolution be prepared delineating the transfer of ownership between Pamela Navarro and the Navarro Family Trust to take effect on October 1, 2013.

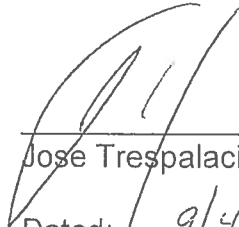
RESOLUTION UNANIMOUSLY APPROVED

The motion to approve transfer of stock was unanimously voted upon and accepted by all Directors and Shareholders.

The Corporate Books and Records will be appropriately amended to indicate that the resolution unanimously passed and that all appropriate documentation necessary to effectuate the transfer of ownership of stock between Pamela Navarro and the Navarro Family Trust will be properly prepared and accepted.

CERTIFICATION OF SECRETARY

The above minutes of Reliance Wholesale, Inc.'s of the meeting held on September 4, 2013 accurately reflect the contents of the meeting.



Jose Trespalacios
Dated: 9/4/13

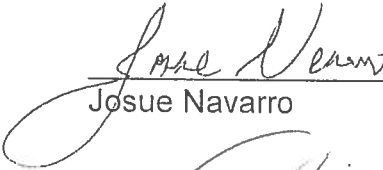
UNANIMOUS CONSENT RESOLUTION
OF DIRECTORS OF RELIANCE WHOLESALE, INC.

We, the undersigned, being all of the Directors of Reliance Wholesale, Inc., a Tennessee corporation (the "Corporation"), hereby consent to, approve and adopt the following resolution taken following a meeting of the Directors and Shareholders of the Corporation and in furtherance thereof hereby direct this Unanimous Written Consent to be filed with the Minute Book of the Corporation:

RESOLVED, that all shares of stock previously owned by Pamela Navarro (sixty (60) shares in total) previously standing in her name on the books and records of the Corporation and represented by Stock Certificates Number 2 and Number 4 are hereby approved as transferred to the Navarro Family Trust.

FURTHER RESOLVED, all rights, title, interests and powers previously held by Pamela Navarro are accepted, ratified and transferred to the Navarro Family Trust as of October 1, 2013 without any further requirement by the Corporation.

IN WITNESS WHEREOF, the undersigned Directors have hereto executed this Unanimous Written Consent effective as of the 1st day of October, 2013.



Josue Navarro



Jose Trespalacios



State of Tennessee

8199540

TENNESSEE BOARD OF PHARMACY
MANUFACTURER/WHOLESALE/DISTRIBUTOR

RELIANCE WHOLESALE INC.
9325 CORDOVA PARK ROAD
CORDOVA TN 38018

*This is to certify that all requirements of the State of Tennessee
have been met.*

ID NUMBER: 0000002377

EXPIRATION DATE: 09/30/2014

Opemaria
DIRECTOR, TENNESSEE BOARD OF PHARMACY

1398



California State Board of Pharmacy
 1625 N. Market Blvd, Suite N219, Sacramento, CA 95834
 Phone (916) 574-7900
 Fax (916) 574-8618
 www.pharmacy.ca.gov

STATE AND CONSUMER AFFAIRS AGENCY
 DEPARTMENT OF CONSUMER AFFAIRS
 GOVERNOR EDMUND G. BROWN

LICENSE VERIFICATION

INSTRUCTIONS: This form is to be completed by the licensing authority in each state where you are licensed. The form must be completed even if the license is no longer current or active. Please return the state verified form with your application.

TO BE COMPLETED BY APPLICANT

(Please print or type)

Name of Applicant		Telephone Number	
Reliance Wholesale Inc.		(866) 210 1591	
Address (Street and Number)	City	State	Zip Code
9325 CORDOVA PARK ROAD	CORDOVA	TN	38018
Title of License	License Number	Issue Date	Exp. Date
Wholesaler/Distributor	2377	2005	9/30/2014

TO BE COMPLETED BY STATE BOARD OFFICE VERIFYING LICENSURE

The person listed above has applied for a wholesale license in California. Before further consideration is given this application, we would appreciate your assistance in completing the information requested below. Upon completion of this form, please return it to the applicant for submission with the application.

LICENSURE VERIFICATION PROVIDED BY THE STATE OF Tennessee

Name	License Number
Reliance Wholesale, Inc.	2377
Type of License Issued:	Date License Issued
Manufacturer/Wholesale/Distributor	11/28/2005
Exp. Date of License	
	9/30/2014
License Status:	
Active <input checked="" type="checkbox"/> Inactive <input type="checkbox"/> Other <input type="checkbox"/> If other, please explain: _____	

Has the licensee been found guilty of any violation for which disciplinary action was taken? Yes No

If disciplinary action has been taken against this licensee, please provide this office with all the available documentation regarding the action.

Sheela W Bush
 Signature
Adm. mgr
 Title
4/9/13
 Date





PHONE: 1 866 210 1591
9325 Cordova Park Road
Cordova, TN 38018
www.reliancemw.com

9/6/13

To: Nevada Board of Pharmacy

From: Reliance Wholesale Inc.

Re: **Change of Ownership Notification for Permit # WH01450**

Dear Board,

Please see attached documentation updating the ownership of one 60% shareholder of Reliance Wholesale Inc. effective 10/1/13. No other changes will occur to the ongoing business structure of corporation or licensed facility.

Please do not hesitate to contact us for any additional information. (866-210-1591)

Sincerely,

Jose Trespalacios VP

LAW OFFICES
McLUSKEY & McDONALD
PROFESSIONAL ASSOCIATION

THE BARRISTER BUILDING
8821 S.W. 69th COURT
MIAMI, FLORIDA 33156

John W. McLuskey
Writer's Ext: 228
Email: jmcl@mmlawmiami.com

TELEPHONE (305) 662-6160
FACSIMILE (305) 662-6164

February 28, 2013

Nevada State Board of Pharmacy
431 W Plumb Ln.
Reno, NV 89509
Via Federal Express

Re: Licensing Requirement due to pending transfer of stock ownership in
Reliance Wholesale, Inc.
License No: WHO1450
Our File No: 9600-0003

To Whom It May Concern:

Please allow this letter to formally advise that due to a divorce proceeding involving two of the principals of Reliance Wholesale, Inc., a pending change in the company's stock ownership will be occurring in the future.

Please note that Mr & Mrs. Navarro have sought a dissolution of their marriage and Mrs. Pamela Navarro's ownership interest in the company, Reliance Wholesale, Inc., is pending transfer to Mr. Josue Navarro, who currently serves as President and CEO of Reliance Wholesale Inc. Please advise if the letter is sufficient for the Board to delete Mrs. Pamela Navarro's name as an owner and include Mr. Josue Navarro as the sole registered owner of the Navarro stock. As such, Reliance Wholesale, Inc.'s new formal ownership percentages will be as follows:

40% **JOSE TRESPALACIOS (No Change)**
60% **JOSUE NAVARRO (formerly this stock was owned by Pam Navarro)**

Should you require additional information, please contact me. If not, please accept this letter as the company's formal notice of the pending change in ownership.

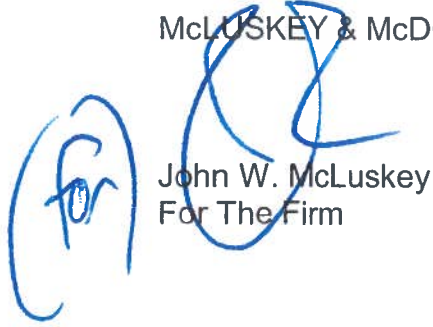


Nevada State Board of Pharmacy
February 28, 2013
Page 2

Thank you.

Very truly yours,

McLUSKEY & McDONALD, P.A.



John W. McLuskey
For The Firm

JWM/mr
Via Federal Express



Fidelity and Deposit Company of Maryland

1600 McConnor Parkway, 10th Floor, Surety Intake Center, Schaumburg, IL 60173

Bond No. LPM8891607

NOTICE OF CANCELLATION

Date: MAY 4, 2011

NV State Board of Pharmacy
555 Double Eagle Court #1100
Reno NV 89521

The undersigned Surety upon a certain Bond in your favor as follows:

Principal: Reliance Wholesale, Inc.

Bond No: LPM8891607

License No:

Amount of Coverage: \$ 100,000

Effective Date: 07/15/2007

hereby notifies you that it desires to cancel and does hereby cancel said bond as an entirety. Such cancellation to become effective at Thirty (30) days from receipt of this letter. It shall be presumed that you receive this letter within five (5) days of this notice. Please send written confirmation of this notice to the address below.

This notice is given to you in accordance with the cancellation provision contained in said bond.

By:

Pamela D. Washington

, Attorney-in-Fact

Fidelity and Deposit Company of Maryland
trading as Zurich North America Surety
Attn: Surety Service Center
1600 McConnor Parkway
10th Floor, Surety Intake Center
Schaumburg IL 60173

CC: INSOURCE, INC.
PO BOX 561567
MIAMI FL 332561567

Reliance Wholesale, Inc.
894 N. Germantown Pkwy. #2
Cordova TN 38018

VASD





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. 5111001

Application/License No. WH01450

Reliance Wholesale, Inc., doing or intending to do business as a pharmaceutical wholesaler, whose address for purposes of service is 9325 Cordova Park Road Cordova, TN 33186, as PRINCIPAL, and SureTec Insurance Company, a corporation organized under the laws of the state of Texas and authorized to transact a general surety business in the State of

Nevada, whose address for purposes of service is 952 Echo Lane, Suite 450 Houston, TX 77024, as

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 July 15, 2011.

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:

Bond No. 5111001

- (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.

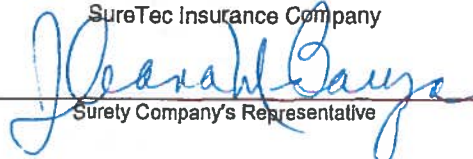
I certify or declare under penalty of perjury, under the laws of the State of Nevada, that I have executed the foregoing bond on behalf of the Surety under an unrevoked power of attorney.

In witness whereof, each party to this bond has caused it to be executed on this 27th day of April, 2011.

APPLICANT/PRINCIPAL
Rellance Wholesale Inc.

Authorized Representative

SURETY COMPANY
SureTec Insurance Company



Surety Company's Representative

Ileana M. Bauza, Attorney-in-fact
print name

SIGNED and SEALED in the presence of:

Witness

Witness

SIGNED and SEALED in the presence of:

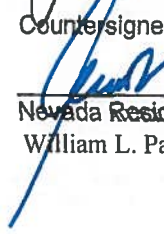


Witness



Witness

Countersigned by:



Nevada Resident Agent Non Resident Agent
William L. Parker

POA #: 5111001

SureTec Insurance Company

LIMITED POWER OF ATTORNEY

Know All Men by These Presents, That SURETEC INSURANCE COMPANY (the "Company"), a corporation duly organized and existing under the laws of the State of Texas, and having its principal office in Houston, Harris County, Texas, does by these presents make, constitute and appoint

Ileana M. Bauza

its true and lawful Attorney-in-fact, with full power and authority hereby conferred in its name, place and stead, to execute, acknowledge and deliver any and all bonds, recognizances, undertakings or other instruments or contracts of suretyship to include waivers to the conditions of contracts and consents of surety for:

- Principal:** Reliance Wholesale, Inc.
- Obligee:** Nevada State Board of Pharmacy
- Amount:** \$ 100,000.00

and to bind the Company thereby as fully and to the same extent as if such bond were signed by the President, sealed with the corporate seal of the Company and duly attested by its Secretary, hereby ratifying and confirming all that the said Attorney-in-Fact may do in the premises. Said appointment is made under and by authority of the following resolutions of the Board of Directors of the SureTec Insurance Company:

Be it Resolved, that the President, any Vice-President, any Assistant Vice-President, any Secretary or any Assistant Secretary shall be and is hereby vested with full power and authority to appoint any one or more suitable persons as Attorney(s)-in-Fact to represent and act for and on behalf of the Company subject to the following provisions:

Attorney-in-Fact may be given full power and authority for and in the name of and of behalf of the Company, to execute, acknowledge and deliver, any and all bonds, recognizances, contracts, agreements or indemnity and other conditional or obligatory undertakings and any and all notices and documents canceling or terminating the Company's liability thereunder, and any such instruments so executed by any such Attorney-in-Fact shall be binding upon the Company as if signed by the President and sealed and effected by the Corporate Secretary.

Be it Resolved, that the signature of any authorized officer and seal of the Company heretofore or hereafter affixed to any power of attorney or any certificate relating thereto by facsimile, and any power of attorney or certificate bearing facsimile signature or facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached. (Adopted at a meeting held on 20th of April, 1999.)

In Witness Whereof, SURETEC INSURANCE COMPANY has caused these presents to be signed by its President, and its corporate seal to be hereto affixed this 3rd day of September, A.D. 2010.

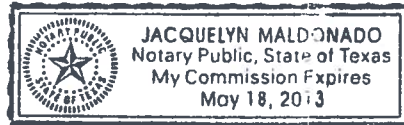
SURETEC INSURANCE COMPANY

By: 
John Knox Jr., President

State of Texas ss:
County of Harris




On this 3rd day of September, A.D. 2010 before me personally came John Knox Jr., to me known, who, being by me duly sworn, did depose and say, that he resides in Houston, Texas, that he is President of SURETEC INSURANCE COMPANY, the company described in and which executed the above instrument; that he knows the seal of said Company; 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 Company; and that he signed his name thereto by like order.




Jacquelyn Maldonado, Notary Public
My commission expires May 18, 2013

I, M. Brent Beaty, Assistant Secretary of SURETEC INSURANCE COMPANY, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney, executed by said Company, which is still in full force and effect; and furthermore, the resolutions of the Board of Directors, set out in the Power of Attorney are in full force and effect.

Given under my hand and the seal of said Company at Houston, Texas this 27th day of April, 2011, A.D.


M. Brent Beaty, Assistant Secretary

Any instrument issued in excess of the penalty stated above is totally void and without any validity.
For verification of the authority of this power you may call (713) 812-0800 any business day between 8:00 am and 5:00 pm CST.



PHONE: 1 866 210 1591
9325 Cordova Park Road
Cordova, TN 38018
www.reliancemw.com

11/10/2010

Nevada State Board of Pharmacy
431 West Plumb Lane
Reno, NV 89509
P# 775-850-1440
F# 775-850-1444

RE: Reliance Wholesale, Inc. Registration No. WH01450
Change of Location/Address

To Whom It May Concern:

Please be advised that Reliance Wholesale, Inc will be relocating from 894 North Germantown Parkway Suite# 2 Cordova, TN 38018 to 9325 Cordova Park Road Cordova, TN 38018, move will take place by November 15, 2010.

Please accept this letter as official notification to the Nevada State Board of Pharmacy of our move. Please update our Registration No. WH01450 expiration 10/31/2012.

If you should have any questions or concerns, please give us a call at 866-210-1591.

Sincerely,



Jose Trespalacios
Vice President

cc: Nevada State Board of Pharmacy
Jose Trespalacios
Danna Hammac

Nevada State Board of Pharmacy



131 W. Piombino Ave.
 Reno, Nevada 89509
 (775) 850-1440 - FAX (775) 850-1441
 REG. BY: 107

If any information is not correct, notify the Nevada State Board of Pharmacy at (775) 850-1440 or FAX (775) 850-1441.

RELIANCE WHOLESAL INC
 694 N GERMANTOWN PKWY #2
 CORDOVA, TN 38018

WHOLESALE CERTIFICATE OF REGISTRATION

This registration is not transferable.

Post in a conspicuous place.

RELIANCE WHOLESAL INC

DEA # Schedules: none

Registration Number: WH01450

Registration Status: Active

Registration Expires: October 31, 2012

Fee Paid: \$ 500.00

24F

WH62487

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 or <input type="checkbox"/> Ownership Change (Provide current license number if making changes: WH _____)	
Check <u>box</u> 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	
<input type="checkbox"/> Publicly Traded Corporation – Pages 1,2,3,4	<input type="checkbox"/> Partnership - Pages 1,2,3,7
<input checked="" type="checkbox"/> Non Publicly Traded Corporation – Pages 1,2,3,5,6	<input type="checkbox"/> Sole Owner – Pages 1,2,3,8

GENERAL INFORMATION to be completed by all types of ownership

Facility Name: Salus Medical, LLC

Physical Address: 2202 West Lone Cactus Drive

City: Phoenix State: Arizona Zip Code: 85027

Telephone Number: 888-566-3778 Fax Number: _____

Toll Free Number: _____

E-mail: compliance.salusmedical@gmail.com Website: _____

Facility Manager: Hernan Alvarez

Professional qualifications and experience of facility manager: _____

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: _____

101519

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: Ace packaging
Address: 777 Schwab Rd, Hatfield, PA 19440

Name: Blu Pharmaceuticals
Address: 301 Robey St, Franklin, KY 42134

Name: Capital Wholesale Drug - Co.
Address: 873 Williams Ave, Columbus, OH 43212

Name: MHC Medical Products
Address: 1930 Kemper Springs Dr Cincinnati, OH 45240

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

Herman Alvarez
Print Name of Authorized Person 4-25-2018
Date

Board Use Only	Date Processed: _____	Amount: <u>\$ 500.00</u>
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APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE

OWNERSHIP IS A NON PUBLICLY TRADED CORPORATION

State of Incorporation: Arizona

Parent Company if any: N/A

Mailing Address: 2202 West Lone Cactus Drive, Suite 15

City: Phoenix State: AZ Zip: 85027

Telephone: 888-566-3778 Fax: N/A

Contact Person: Hernan Alvarez

For any corporation non publicly traded, disclose the following:

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

a) Hernan Alvarez 2202 W. Lone Cactus Drive, Suite 15, Phoenix, AZ 85027
Name Business Address

b) Joel Cline 2202 W. Lone Cactus Drive Suite 15, Phoenix, AZ 85027
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: 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.

10/20/2017

https://azbop.igovsolution.com/Items/PersonLicensing/Main_Info.aspx?pid=104482

ARIZONA STATE BOARD OF PHARMACY
 P.O. Box 18520
 Phoenix, AZ 85005
<http://www.azpharmacy.gov>

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

Wholesaler/Full Service

PERMIT NO
 W002679
 Issued to : HERNAN H. ALVAREZ
 2202 W LONE CACTUS DRIVE
 15
 PHOENIX, AZ 85027

EXPIRES
 10/31/2019
 SALUS MEDICAL, LLC.
 2202 W LONE CACTUS DRIVE
 15
 PHOENIX, AZ 85027

Receipt Date: 10/04/2017
 Receipt Number: 201711384
 Receipt Amount \$: 1000.00

Kam Gandhi
 EXECUTIVE DIRECTOR

ARIZONA STATE BOARD OF PHARMACY
 P.O. Box 18520
 Phoenix, AZ 85005
 602-771-ASBP (2727)
 FAX: 602-771-2749



WALLET CARD

NAME : HERNAN H. ALVAREZ
 LICENSE NUMBER : W002679
 EXPIRES : 10/31/2019

<http://www.azpharmacy.gov>

- Your license must be available for inspections during business hours.
- Permit holder(s) must display permit in the location to which it is issued.
- Please note it is your responsibility to keep this license/permit current.

Important Information

LICENSE HOLDER (pharmacist, intern, technician, technician-trainee)

- Holder of this license number, printed above, is authorized in accordance with A.A.C. R4-23-201(A), A.A.C. R4-23-301(A) or A.A.C R4-23-1101(A), to perform the duties associated within their profession. By holding this license, the licensee agrees to comply with state & federal law.
- You are required by law to notify the Board of any home address and/or employment change within 10 business days

PERMIT HOLDER (pharmacy, non-prescription retailer (OTC), wholesale, manufacture, CMG, DME)

- Holder of this permit number, printed above, is authorized to conduct business according to the classification specified in A.R.S. § 32-1908(A); A.A.C. R4-23-601 and A.A.C. R4-23-607. By holding this permit, the permittee agrees to comply with state & federal law
- In-state pharmacy, wholesaler & manufacture permit holder(s) who plan to remodel or move locations, must submit a change-of-location/remodel form within 30 days prior to move/remodel. In-state non-prescription (OTC), compressed medical gas (CMG) & DME providers who plan to move locations must notify the board within 10 business days of move.
- Out-of-State permit holders must notify the Board of location changes, in writing, within 10 business days of move. A revised copy of your state permit shall be submitted to the Board, when available.
- Permits are non-transferable. Ownership changes of more than 30% require that a new application be submitted to the Board.

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Jodi A. Jerich, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****SALUS MEDICAL, LLC*****

a domestic limited liability company organized under the laws of the State of Arizona, did organize on the 21st day of May 2012.

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 19th day of April, 2016, A. D.



Jodi A. Jerich
Jodi A. Jerich, Executive Director

By: _____ 1414960

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. S918-7140

Application/License No.

 Salus Medical LLC, doing or intending to do business as a
Applicant/Principal
pharmaceutical wholesaler, whose address for purposes of service is
 2202 W Lone Cactus Drive, Suite 15, PHOENIX, Arizona, 85027, as
Address of Applicant/Principal

PRINCIPAL, and Washington International Insurance Company, a
Surety Company
corporation organized under the laws of the state of Illinois
State of Incorporation

and authorized to transact a general surety business in the State of
Nevada, whose address for purposes of service is
 1450 American Lane, Suite 1100 SCHAUMBURG Illinois 60173 United States 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 01, 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.

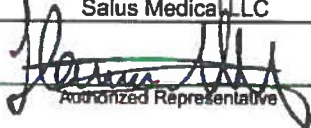
THIS BOND is subject to the following conditions:

- (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 15th day of May, 2018.

APPLICANT/PRINCIPAL

Salus Medical, LC

Authorized Representative

SURETY COMPANY


Washington International Insurance Company

Surety Company's Representative

John D. Weisbrot, Attorney-in-fact
print name

SIGNED and SEALED in the presence of:


Witness


Witness

SIGNED and SEALED in the presence of:


Witness


Witness

Countersigned by

Nevada Resident Agent
Non



WASHINGTON INTERNATIONAL INSURANCE COMPANY
 1480 American Lane, Suite 1100, Schaumburg, IL 60173
 847/273-1231, FAX: 847-273-8408, 800/238-0783

WASHINGTON INTERNATIONAL INSURANCE COMPANY
 A New Hampshire Corporation

BALANCE SHEET AS OF DECEMBER 31, 2017
 (Statutory Basis)

Valuation of securities on National Association of Insurance Commissioner Basis

ASSETS

LIABILITIES

Cash	7,082,886	Reserve for Unearned Premiums	5,310
Bonds	91,872,903	Reserve for Losses and Loss Adjustment Expenses	2,690,478
Other Invested Assets	0	Funds Withheld	7,508,012
Other Admitted Assets	5,076,373	Taxes and Other Liabilities	11,171,489
TOTAL ADMITTED ASSETS	103,812,252	Surplus	82,438,953
		TOTAL LIABILITIES & POLICYHOLDERS' SURPLUS	103,812,252

The undersigned, being duly sworn, says: That he is Senior Vice President of Washington International Insurance Company, Overland Park, Kansas that said company is a corporation duly organized, existing by virtue of the Laws of the State of New Hampshire and that said Company has also complied with and is duly qualified to act as Surety under the Act of Congress approved; July 1947 8 U.S.C. sec. 8-13; and that to the best of his knowledge and belief the above statement is a full, true and correct statement of the financial condition of the said Company on the 31st day of December, 2017.

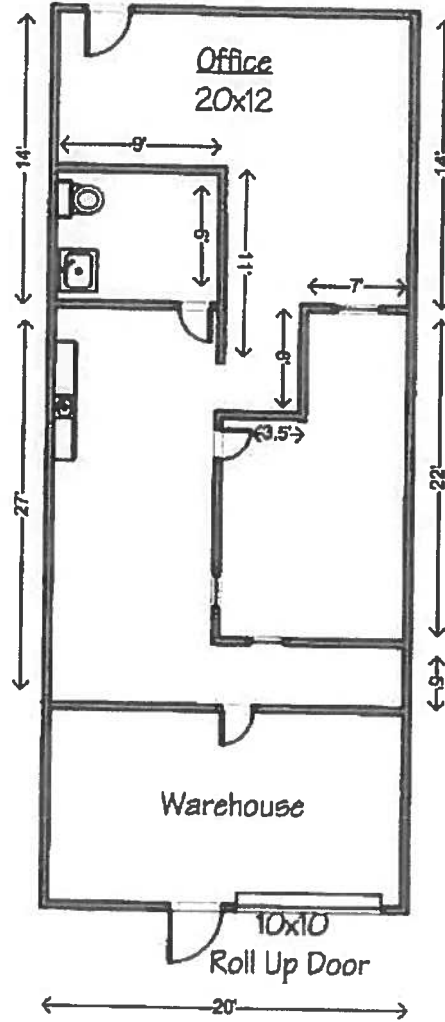
Michael A. Ito, Senior Vice President
 WASHINGTON INTERNATIONAL INSURANCE COMPANY

Subscribed and sworn before me,
 this 30th day of March, 2018

Notary Public



2501 WEST BEHREND
Suite F75
+/-1,400 SF



DISCLAIMER (FLOOR PLAN):

*Note: All scale, characteristics, dimensions and square footages indicated are approximate. Actual dimensions are to be field-verified.



Hernan Alvarez

Business address: 2501 Behrend Drive Suite 75, Phoenix, AZ, 85027

Home address: 3 1 W. Kings Ave, Phoenix, AZ 85053

Business phone number: 888-566-3778

Residence phone number: 6

Social Security Number: 1

Date of birth:

Joel Cline

Business address: 2501 Behrend Drive Suite 75, Phoenix, AZ, 85027

Home address: 1 Leland Way Apt : Los Angeles, CA 90028

Business phone number: 888-566-3778

Residence phone number: :

Social Security Number:

Date of birth:

Customer List

NAME	CITY	STATE
BAMMEL MED RX	HOUSTON	TX
BIG TEX PHARMACY LLC	HOUSTON	TX
COCHRAN WHOLESALE	MONROE	GA
DE'ANGELO PHARMACY	LAPORTE	GT
EMPIRICAL PHARMACY LLC	HOUSTON	TX
FALCON PHARMACY OF TEXAS, INC.	HOUSTON	TX
FARMACIA MORENO	PONCE	PR
FIRST CHOICE PHARMACY	HOUSTON	TX
GILLTOP PHARMACY LLC	HOUSTON	TX
GOLDEN USA PHARMACY	HOUSTON	TX
GULFBANK PHARMACY	HOUSTON	TX
HEALTH AND WELLNESS PHARMACY	HOUSTON	TX
JOHN E. HENSLER MD	PHOENIX	AZ
KASE RX PHARMACY	HOUSTON	TX
KEYSTONE PHARMACY	HOUSTON	TX
KHARISMA PHARMACY	HOUSTON	TX
KPLAN PHARMACY LLC	HOUSTON	TX
LINCOLN PHARMACY INC	HOUSTON	TX
LLC WHOLESALE SUPPLY, LLC	TEMPE	AZ
MAINSTREAM PHARMACY	HOUSTON	TX
MARTIN SURGICAL SUPPLY COMPANY	HOUSTON	TX
MR UNLIMITED LLC	BREHAM	TX
OENIE DRUG EMPORIUM	HOUSTON	TX
PROFESSIONAL OFFICE & MEDICAL SUPPLY, INC	HUNTINGDON VALLEY	PA
PROPHARMA DISTRIBUTION	WESTMINSTER	CO
RALLY, INC	HOUSTON	TX
RED OAK PHARMACY	HOUSTON	TX
RX INFINITY MEDICAL LLC	HOUSTON	TX
S.A. HALE JR., M.D.	LUBBOCK	TX
SILVERIDGE PHARMACY, INC.	HOUSTON	TX
SPG PHARMACY CARE	HOUSTON	TX
THE COMPOUNDING CENTER, INC.	SCOTTSDALE	AZ
TRICARE PHARMACY	HOUSTON	TX
TRUECARE ALLIED PHARMACY	HOUSTON	TX
VITA RX CORPORATION	COLUMBUS	GA
VITAL HEALTHCARE LLC	SAVANNAH	GA
WESLEY PHARMACAL CO	IVYLAND	PA
YOUR PHARMACY, INC.	HOUSTON	TX

Vendor List

NAME	CITY	STATE
AK MEDICAL	MEMPHIS	TN
ANDA, INC.	WESTON	FL
BLU PHARMACEUTICALS	FRANKLIN	KY
BLUPAX PHARMACEUTICALS, LLC	EDISON	NJ
CAPITAL WHOLESALE DRUG & CO.	COLUMBUS	OH
EMED MEDICAL PRODUCTS	MARYLAND HEIGHTS	MO
HARRIS PHARMACEUTICALS	FORT MYERS	FL
INDEPENDENT PHARMACEUTICALS	WEST CHESTER	OH
INSOURCE INC.	BASTIAN	VA
MAYNE PHARMACEUTICAL, INC.	CHARLOTTE	NC
MHC MEDICAL PRODUCTS	FAIRFIELD	OH
R&S NORTHEAST	PHILADELPHIA	PA
RICHIE PHARMACAL LLC	GLASGOW	KY
SOLCO HEALTHCARE US, LLC	CRANBURY	NJ
TIME-CAP LABS	FARMINGDALE	NY
TOP RX, LLC	BARTLETT	TN
X-GEN PHARMACEUTICAL, INC.	BIG FLATS	NY

24G

WH01459

NEVADA STATE BOARD OF PHARMACY
 555 Double Eagle Court #1100 • Reno, NV 89521 • (775) 850-1440
APPLICATION FOR OUT-OF-STATE WHOLESALER LICENSE CORPORATION

FEE \$500.00 (non-refundable and not transferable)
 Application must be typed or 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 <input checked="" type="checkbox"/>	Ownership Change <input type="checkbox"/> Name Change <input type="checkbox"/> <small>(Please provide current license number if making changes: WH _____)</small>
--	--

FACILITY INFORMATION

Facility Name: Strategic Pharmaceutical Solutions, Inc. d/b/a VetSource

Physical Address: 17044 NE Sandy Blvd. Portland, OR 97230

Mailing Address: 17044 NE Sandy Blvd.

City: Portland State: OR Zip Code: 97230

Telephone Number: 503-802-7400 Fax Number: 1-877-330-6337

E-mail: twest@spsmeds.com

Facility Manager: Thomas Earle West III

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 Veterinarians

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 certificate)
 Other Prepackaged/Repackaged medications & Ophthalmics

Board Use Only			
Received	<u>OCT 08 2007</u>	Check Number <u>715</u>	Amount <u>500.⁰⁰</u>

FP in file

WH01459

OWNERSHIP IS A CORPORATION

State of Incorporation: Oregon

Parent Company if any: N/A

Corporation Name: Strategic Pharmaceutical Solutions, Inc. d/b/a VetSource

Mailing Address: 17044 NE Sandy Blvd.

City, State and Zip: Portland, OR 97230

Telephone Number: 503-802-7400 Fax Number: 1-877-330-6337

License Contact Person: Thomas Earle West III

Professional Compliance Contact Person: Thomas Earle West III

Name and title of each officer and director (Use separate sheet if necessary)

<u>Officer or director name</u>	<u>Officer or director title</u>
<u>David Charles Laurance/ President</u>	<u>Thomas Alan Friar/ Executive Vice President-Secretary</u>
<u>Thomas Earle West III/VP of Operations</u>	<u>Kurt Douglas Green/ VP Chief Information Officer</u>

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, professional degree, occupation, address, city, state, zip and percentage of ownership)

<u>Name</u>	<u>Percentage</u>
a) <u>David Charles Laurance, President</u> <u>17044 NE Sandy Blvd. Portland, OR 97230</u>	<u>51%</u> <u>-</u>
b) <u>Thomas Alan Friar, Certified Public Accountant, Executive VP - Secretary</u> <u>17044 NE Sandy Blvd. Portland, OR 97230</u>	<u>21%</u>
c) _____	
d) _____	

Section 2: If any 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 Securities and Exchange Commission, the registration number issued, and the exchange at which the stock is being traded.

Date of Incorporation: N/A

Registration Number Issued: N/A

Stock Exchange: N/A

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

N/A

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) See attached officer list

Name	Address
Business	

b)

Name	Address
Business	

c)

Name	Address
Business	

d)

Name	Address
Business	

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 administered, prescribed, dispensed or distributed? Yes No If yes, list the persons, their address and their business names.

a) See attached resumes

Name	Address
Business	

b)

Name	Address
Business	

c)

Name	Address
Business	

Within the last five (5) years:

- 1) Has the firm or any owner(s), shareholder(s) any 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
- 2) Has the firm or any owner(s), shareholder(s) with any interest, officer(s) or director(s) thereof, ever been denied a license, permit or certificate of registration? Yes No
- 3) Has the firm or any owner(s), shareholder(s) with any 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 any 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 any 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, it's agents, servants and employees, to conduct any investigation(s) of my business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.



Signature of corporation officer



Date

David Charles Laurance/ President

Print or Type name and title

9 SW 32nd Ave
Portland, Oregon 97219

(
tomw@spsmeds.com

Thomas E. West

Current 2007-Present Vetsource Portland,OR
Vice President of Pharmacy Operations

Experience 2002-2007 Preferred Pharmaceutical Services Portland,OR
General Manager
Founded and led a \$22 million national company of 32 employees from inception to sale to a large public company. Full responsibility for P & L , personnel and operations with accountability to Board. Continued as General Manager through successful consolidation.

2000–2002 Evergreen Pharmacy, Inc Portland, OR
Manager of Pharmacy Operations
Operational leadership of \$25 million company with over 100 employees and regional services. Reorganized, reduced costs, stabilized payroll, implemented modern operations, installed new computer and operating system, reorganized delivery, initiated quality improvement program

1997–2000 Evergreen Pharmacy, Inc Portland, OR
Pharmacy Consultant
Clinical services and consulting for over 1400 residents in seventeen facilities. Establish services for 15 new accounts including disease state management, formulary management, quality improvement, program development and clinical education.

1992–1997 Legacy Infusion Service Portland, OR
Clinical Pharmacist
Coordinate all aspects of home infusion/hospice pharmaceutical care, consultation with prescribers, case management, operations leadership, scheduling, clean room operations.

1981–1989 Oregon Health Sciences Univ. Portland, OR
Assistant Pharmacy Director
Develop clinical services program, plan and implement decentral drug distribution program at University Hospital, establish accredited residency, implement quality management, develop and coordinate clinical pharmacy education program.

1979–1991 Oregon State Univ. Corvallis, OR
Assistant Professor of Pharmacy
Establish and staff decentral education program with medical university, adult medicine clinical practice, curriculum design, education and training grants, clinical services development, chief investigator of clinical research, program administration.

- Education**
- 1990–1995 Portland State University Portland, OR
Doctoral candidate in systems science with medical sociology major.
- 1991 University of Michigan Ann Arbor, MI
Summer post-graduate program in epidemiology and clinical research.
- 1966–1972 Purdue University W. Lafayette, IN
Clinical degree (M.S.) in pharmacy practice. Accredited residency in Hospital
Pharmacy. Pharmacy adult medicine and patient education pioneer.
- Interests** Teaching, Sports, Photography, adventure travel, technology.
- References** Available upon request.

Corporate Officer Listing (Strategic Pharmaceutical Solutions Inc).xls

Corporate Officer Information	
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First Officer	
---------------	--

Name:	David Charles Laurance
Title:	President
Business Address:	17044 NE Sandy Blvd. Portland, OR 97230
Stock Ownership %:	51.00%

Second Officer	
----------------	--

Name:	Thomas Alan Friar
Title:	Executive Vice President-Secretary
Business Address:	17044 NE Sandy Blvd. Portland, OR 97230
Stock Ownership %:	21.00%

Third Officer	
---------------	--

Name:	Mark Gregory Colvin
Title:	
Business Address:	17044 NE Sandy Blvd. Portland, OR 97230
Stock Ownership %:	16.50%

Fourth Officer	
----------------	--

Name:	Kurt Douglas Green
Title:	Vice President-Chief Information Officer
Business Address:	17044 NE Sandy Blvd. Portland, OR 97230
Stock Ownership %:	0.00%

Fifth Officer	
---------------	--

Name:	Thomas Earle West III
Title:	Vice President of Operations
Business Address:	17044 NE Sandy Blvd. Portland, OR 97230
Stock Ownership %:	0.00%



Oregon

Theodore R. Kulongoski, Governor

Oregon Board of Pharmacy

Portland State Office Building
800 NE Oregon Street, Suite 150
Portland, OR 97232
Phone: (971) 673-0001
Fax: (971) 673-0002

E-Mail: pharmacy.board@state.or.us

Web: www.oregon.gov/Pharmacy

October 1, 2007

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

I hereby certify that **Strategic Pharmaceutical Solutions Inc dba: Vetsource**, located at **17044 NE Sandy Blvd Portland, OR 97230** was issued an Oregon Wholesalers With Prescription Registration, license number **W1-0003046** on **08/16/2007**. This license expires on **09/30/2008** and has an **Active** status.

There are no Board Orders against this licensee unless there is a certified copy of the Board Order accompanying this letter.

Sincerely,

Courtney Frank
Licensing Representative

Board Orders: **NONE**

ORS 676.175(1) A health professional regulatory board shall keep confidential and not disclose to the public any information obtained by the board as part of an investigation of a licensee or applicant, including complainants concerning licensees or applicants.

(A notice of proposed disciplinary action or final order issued by the Board is a matter of public record.)



24H

WH01559

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 typed or 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 [checked] Ownership Change [] Name Change [] (Please provide current license number if making changes: WH _____)

FACILITY INFORMATION

Facility Name: Victor Instruments Inc. DBA Victor Medical Company

Physical Address: 50 Bunsen

Mailing Address:

City: Irvine State: CA Zip Code: 92618

Telephone Number: 949-788-0330 Fax Number: 949-585-9146

E-mail: dknea@victormedical.com

Facility Manager: Dennis Knea

Professional qualifications and experience of facility manager: I have been an employee of Victor Medical for 29 years. I became General Manager in 1993. I am licensed by the CA Board of Pharmacy as the Designated Representative-In-Charge for Victor Medical Company.

Types of licensed outlets or authorized persons firm will serve:

- [] Pharmacies [] Practitioners [] Hospitals [] Wholesalers [checked] Other Veterinary Clinics and Hospitals

Type of Products to be handled or wholesaled by firm

- [checked] Legend Pharmaceuticals, Supplies or Devices [checked] Hypodermic Devices [] Poisons or Chemicals [checked] Veterinary Legend Drugs [checked] Controlled Substances (include copy of DEA certificate) [] Other

Board Use Only Received 5-26-09 Check Number 50064 Amount 500.00

JP

65

135-

50448

796

OWNERSHIP IS A CORPORATION

State of Incorporation: CALIFORNIA
 Parent Company if any: _____
 Corporation Name: VICTOR Instruments, Inc
 Mailing Address: P.O. Box 1150
 City, State and Zip: LAKE FOREST, CA 92609
 Telephone Number: (949) 788-0330 Fax Number: (949) 585-9146
 License Contact Person: Dennis Knea
 Professional Compliance Contact Person: (same)

Name and title of each officer and director (Use separate sheet if necessary)

<u>Officer or director name</u>	<u>Officer or director title</u>
<u>Donald Louchios</u>	<u>President</u>
<u>John S. Liscomb</u>	<u>V. President</u>
<u>FRANCES S. LOUCHIOS</u>	<u>SECRETARY - TREASURER</u>

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, professional degree, occupation, address, city, state, zip and percentage of ownership)

<u>Name</u>	<u>Percentage</u>
a) <u>Donald Louchios, President</u> <u>Asilimar Rd, Laguna Niguel, CA 92677</u>	<u>40%</u>
b) <u>Christopher Louchios - self employed</u> <u>1 Via de la Plata, Oceanside, CA 92057</u>	<u>20%</u>
c) <u>FRANCES S. LOUCHIOS</u> <u>Sleeping Indian Rd, Oceanside, CA 92057</u>	<u>10%</u>
d) <u>Victor Instruments, Inc</u> <u>Bunson, Irvine, CA 92618</u>	<u>30%</u>

Section 2: If any 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 Securities and Exchange Commission, the registration number issued, and the exchange at which the stock is being traded.

Date of Incorporation: 1974
 Registration Number Issued: _____
 Stock Exchange: _____

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

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

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 administered, prescribed, 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

Within the last five (5) years.

- 1) Has the firm or any owner(s), shareholder(s) any 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
- 2) Has the firm or any owner(s), shareholder(s) with any interest, officer(s) or director(s) thereof, ever been denied a license, permit or certificate of registration? Yes No
- 3) Has the firm or any owner(s), shareholder(s) with any 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 any 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 any 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, it's agents, servants and employees, to conduct any investigation(s) of my business, professional, social and moral background, qualification and reputation, as it may deem necessary, proper or desirable.

Frances Louettios
Signature of corporation officer

1/30/2009
Date

FRANCES S. LOUETTIOS - Secretary Treasurer
Print or Type name and title

NEVADA STATE BOARD OF PHARMACY

656 Double Eagle Court #1100
Reno, Nevada 89521
(775) 850-1440
Fax: (775) 850-1444

PHARMACEUTICAL WHOLESALER SURETY BOND

Bond No. MS3834841

Application/License No. _____

Victor Instruments, Inc, doing or intending to do business as a
Applicant/Principal
pharmaceutical wholesaler, whose address for purposes of service is
50 Bunsen, Irvine, CA 92618, as
Address of Applicant/Principal
PRINCIPAL, and Great American Insurance Company, a
Surety Company
corporation organized under the laws of the state of Ohio,
State of Incorporation
and authorized to transact a general surety business in the State of

Nevada, whose address for purposes of service is
950 Tower Lane, Ste. 340, Foster City, CA 94404 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 June 27, 2008.
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 imposed 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

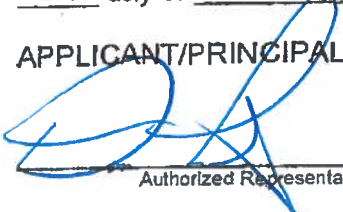
may be licensed, after which liability hereunder shall cease except as to any liability or indebtedness therefore incurred or accrued hereunder.

- (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 27th day of June, 2008.

APPLICANT/PRINCIPAL



Authorized Representative

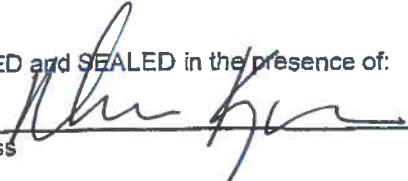
SURETY COMPANY

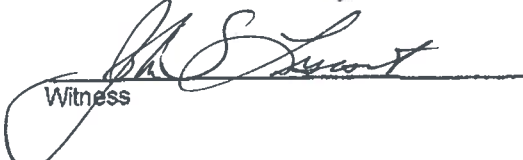


Surety Company's Representative
Greg Kapphahn, Attorney-in-fact
print name

SIGNED and SEALED in the presence of:

Witness





Witness


Witness

SIGNED and SEALED in the presence of:

Witness Erika Berumen



Witness Erika Berumen


Witness Jackie Williams

Countersigned by:

Nevada Resident Agent

GREAT AMERICAN INSURANCE COMPANY®

Administrative Office: 580 WALNUT STREET • CINCINNATI, OHIO 45202 • 513-369-5000 • FAX 513-723-2740

The number of persons authorized by
this power of attorney is not more than TWO

No. 0 13844

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the GREAT AMERICAN INSURANCE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Ohio, does hereby nominate, constitute and appoint the person or persons named below its true and lawful attorney-in-fact, for it and in its name, place and stead to execute in behalf of the said Company, as surety, any and all bonds, undertakings and contracts of suretyship, or other written obligations in the nature thereof; provided that the liability of the said Company on any such bond, undertaking or contract of suretyship executed under this authority shall not exceed the limit stated below.

Name	Address	Limit of Power
GREGORY C. KAPPAHN MIKE HERNANDEZ	BOTH OF LOS ALTOS, CALIFORNIA	BOTH \$75,000,000.00

This Power of Attorney revokes all previous powers issued in behalf of the attorney(s)-in-fact named above.

IN WITNESS WHEREOF the GREAT AMERICAN INSURANCE COMPANY has caused these presents to be signed and attested by its appropriate officers and its corporate seal hereunto affixed this 26th day of, FEBRUARY, 2008.

Attest

GREAT AMERICAN INSURANCE COMPANY

STATE OF OHIO, COUNTY OF HAMILTON - ss:

DAVID C. KITCHIN (513-369-3811)

On this 26th day of FEBRUARY, 2008, before me personally appeared DAVID C. KITCHIN, to me known, being duly sworn, deposes and says that he resides in Cincinnati, Ohio, that he is the Divisional Senior Vice President of the Bond Division of Great American Insurance Company, the Company described in and which executed the above instrument; that he knows the seal of the said Company; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by authority of his office under the By-Laws of said Company, and that he signed his name thereto by like authority.

This Power of Attorney is granted by authority of the following resolutions adopted by the Board of Directors of Great American Insurance Company by unanimous written consent dated March 1, 1993.

RESOLVED: That the Division President, the several Division Vice Presidents and Assistant Vice Presidents, or any one of them, be and hereby is authorized, from time to time, to appoint one or more Attorneys-in-Fact to execute on behalf of the Company, as surety, any and all bonds, undertakings and contracts of suretyship, or other written obligations in the nature thereof; to prescribe their respective duties and the respective limits of their authority; and to revoke any such appointment at any time.

RESOLVED FURTHER: That the Company seal and the signature of any of the aforesaid officers and any Secretary or Assistant Secretary of the Company may be affixed by facsimile to any power of attorney or certificate of either given for the execution of any bond, undertaking, contract or suretyship, or other written obligation in the nature thereof; such signature and seal when so used being hereby adopted by the Company as the original signature of such officer and the original seal of the Company, to be valid and binding upon the Company with the same force and effect as though manually affixed.

CERTIFICATION

I, RONALD C. HAYES, Assistant Secretary of Great American Insurance Company, do hereby certify that the foregoing Power of Attorney and the Resolutions of the Board of Directors of March 1, 1993 have not been revoked and are now in full force and effect.

Signed and sealed this 8th day of, July, 2008

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

VICTOR INSTRUMENTS, INC.

FILE NUMBER: C0721512
FORMATION DATE: 08/30/1974
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to exercise
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of February 06, 2009.

Debra Bowen

DEBRA BOWEN
Secretary of State

241

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 be 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?
(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

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: <u>\$500.00</u>
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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.

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.



Hlasin

From: **Christine Cannon** christinec@slny.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@slny.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	790169531	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

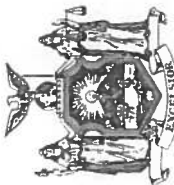
REGISTERED AGENT Name
Incorp Services, Inc.

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

2018-20



NAME OF SUPERVISOR
RICHARD C. PARK

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

FDA establishment number

Drug Establishments Current Registration Site

f 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))

t 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))

in 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))

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✉ 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))

🖨 PRINT

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 black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

*Brendan W. Fitzgerald
Executive Deputy Secretary of State*

org chart

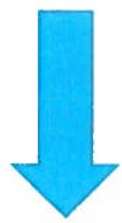


ORGANIZATIONAL CHART

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

ORDER OF SUSPENSION OR REVOCATION

PART 2

MOTORIST Name (Last, First, MI) LILES, JWB		<input type="checkbox"/> Male <input type="checkbox"/> Female
RESIDENT Street Address WOODLAND WAY		TICKET NUMBER (if unavailable, enter ticket #)
CITY PAINTED POST	State NY	Zip Code 14870
DRIVER LICENSE # 38874512		

COURT VIOLATION (Certificate of Conviction must be attached)

JUDGE Name ROBERT W. CULLEN	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/DRIVER		

SUSPENSION/REVOCATION

According to Section 1193-2 of the Vehicle and Traffic Law, your driver license/privilege is:
 Suspended for 90 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 1193 of the Vehicle and Traffic Law.

PROBATION/CONDITIONAL DISCHARGE

A person convicted of a violation of VTL 1192.2 (a) or (b) committed on or after 11/18/79 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 11/18/89 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 6 years
 Conditional Discharge - If sentenced to conditional discharge, how long is the sentence? 1 year 3 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

State of New York DEPARTMENT OF MOTOR VEHICLES, Empire State Plaza Albany, New York 12228
ABSTRACT OF DRIVING RECORD

Document # LMSB0794
PRINT DATE: 10/10/2017 TIME: 12:35:49 OPERATOR: WEB OFFICE: DAB

LILES, J.ROBIN PCB I DOR: 988740619
WOODLAND WAY C SEX: M
PAINTED POST NY 14870 HEIGHT: 6-7 EYE COLOR: BLUE
CONV: 80PH MI #: L2943; 12483 513597-60

NAME ON LICENSE/ID: LILES
J,ROBIN

LICENSE CLASS: *D* STATUS: VALID EXPIRATION: 05/30/2024
PROBATION START: 02/17/2012 END: 08/17/2012

CLASS CHANGE: 05/23/1991 HW: *D* OLN: *D*
CLASS CHANGE: 02/17/2012 HW: *D* OLN: *D*

CONVICTIONS BAIL FORFEITURES
CONVICTION: DRUG WITH ORK MICH
VIOLATION: 09/13/2011 CONVICTED ON: 11/10/2011
LOCATION: STEUBEN COUNTY, CITY OF CORNING
PENALTY: FINE- 4750 DISCHARGE: C DDP BY IL
COMM VEN: NO BACHAT: 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 this 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 New York State Department of Motor Vehicles daily business in 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.

David Egan
EXECUTIVE DEPUTY COMMISSIONER OF MOTOR VEHICLES

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Division of Registrations

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Company Information

All Licensing Types

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X-Gen Pharmaceuticals Inc

Address 300 Daniel Zanker Dr
Horseheads NY 14845

Phone Number (607) 562-2700

License Number WHO-7499

License Type Wholesaler Out-of-State

License Status Active

License Method Registration

License First Issued February 26 2009

Last Renewal Date February 26 2009

Last Expiration Date October 31 2010

Board	Action	Description	Action Issued	Action Ended
Pharmacy	Stopation		02/26/2009	25-FEB-09
	Cease & Desist Order		02/05/2009	25-FEB-09

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

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Board Action Image Files

Document Link	Date Imaged
View Document_44644	04/13/2008
View Document_70299	04/13/2008

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Denver, CO 80202
(303) 724-2800 Phone
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(TTY (English & Spanish), Voice, VED, A/CII, 515 Assistance Number)

Dora

APPROVE THE STATE BOARD OF PHARMACY
STATE OF COLORADO
Case No. 20092758
STIPULATION AND FINAL AGENCY ORDER

IN THE MATTER OF DISCIPLINARY PROCEEDINGS REGARDING THE LICENSE TO PHARMACY AS A WHOLESALE IN THE STATE OF COLORADO OF X-GEN PHARMACEUTICALS INC

APPEARANCE:

THE PETITIONER STIPULATED AND AGREED to all findings of the State Board of Pharmacy (Board) and to the proposed Final Agency Order (FAO) in this matter as set forth in the attached stipulation and FAO.

PROBING AND CONCLUSIONS

- The Board has jurisdiction over X-Gen Pharmaceuticals Inc. (X-Gen) as a Wholesaler Out-of-State Licensee under the Pharmacy Practice Act and the Pharmacy Practice Regulations.
- On December 1, 2009, the Board issued a Final Agency Order (FAO) suspending X-Gen's license to practice pharmacy in the State of Colorado.
- X-Gen's license to practice pharmacy in the State of Colorado is currently suspended.
- X-Gen's license to practice pharmacy in the State of Colorado is currently suspended.

Recommended Penalties

The Board shall suspend X-Gen's license to practice pharmacy in the State of Colorado for a period of 180 days.

The Board may suspend X-Gen's license to practice pharmacy in the State of Colorado for a period of 180 days.

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Dora

APPROVE THE STATE BOARD OF PHARMACY
STATE OF COLORADO
Case No. 20092758
STIPULATION AND FINAL AGENCY ORDER

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Illinois-2011

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)

STATE OF ILLINOIS)
COUNTY OF SANGAMON) 551

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 Sorduy
Clerk for the Department

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

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 Sorduy
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

11-9-11
DATE

[Signature]
Member
Illinois Board of Pharmacy

THIS CONSENT ORDER IS APPROVED IN FULL

DATED THIS 29th DAY OF November, 2011

ILLINOIS DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION
OF THE STATE OF ILLINOIS, BRANT F. 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. Head, Esq.
Commissioner
Gerald L. Betts
Assistant

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 # W7170001817

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, Esq.
Consumer Assistant Specialist
(email: kelly.l.mclaughlin@maine.gov)

Enclosure

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

Licensing (207)684-8278
Via e-mail: opra@maine.gov
Faxing: (207) 684-8278

PRINTED ON RECYCLED PAPER
RECYCLED PAPER 100% POST CONSUMER WASTE
OFFICE LOCATION: DANIEL ZENKER AVENUE
19 WINTERBURN AVENUE, DANFORTH, MAINE

Geraldine L. Betts, Board Administrator
Dana J. Hunter, Jr., R.Ph., Vice President
Fax: (207) 684-8227

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

Susan E. Boda
Signature of Authorized Representative
SUSAN E. BODA, PRESIDENT
Print Name and Title

Dated: 7/15/11

DANA J. HUNTER, JR., R.Ph., VICE PRESIDENT
Board of Pharmacy

Dated: 7-13-11

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
LICENSEE 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

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 Montana Code Ann. §37-1-305

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 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

ORIGINAL

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

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

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

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 recruitment 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

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

Anjeanette C. Lindle
Anjeanette 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 NC310C60007024116, postage prepaid, upon the licensee addressed as follows:

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

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

1. Article Addressed to:
 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 COD

3. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below: Yes No

4. Restricted Delivery? (Extra Fee) Yes No

2. Art No. 7003 1030 0000 9239 1116

PS Form 3811, February 2004 315

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

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

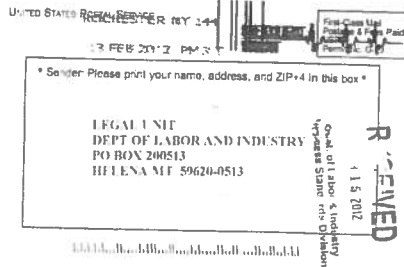
X-GEN PHARMACEUTICALS, INC. REQUEST FOR ENTRY OF DEFAULT
 Wholesale Drug Distributor License No. 2732

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

Anjeanette C. Lindle
 Anjeanette C. Lindle
 Legal Counsel
 Department of Labor and Industry



Case #
 2012-PHA-LIC-4

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 fully sworn, depose and say as follows:
 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.
- I am familiar with the procedural history of this case and have personal knowledge of the same.
- On February 13, 2012, the Department duly served Respondent/Licensee X-Gen Pharmaceuticals, Inc. by Certified Mail, receipt # 7003 1030 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.
- 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 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.



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 14th 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.
 Wholesale Drug Distributor License No. 2732 **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 accepted 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:

Arjeanette 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.
 Wholesale Drug Distributor License No. 2732 **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 0200 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 accepted 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

[Signature]
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. Lindsie
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

[Signature]
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



Alabama 2013

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,
[Signature]
Vicki Bair, Compliance Specialist
(406) 641-2357 phone
(406) 641-2363 fax
vbair@mt.gov

Enc: Final Order

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: Shawn C. 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

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 Occupations Code Ann. ("H.O.C.") §§ 12-101 et seq. (2009 Repl. Vol. & 2012 Supp.)

The pertinent provisions of the Act are as follows:

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;[1]

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, anti-fungals 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, anti-fungals 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 \$1,456,312

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

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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

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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

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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 and 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.

04/16/12
Date

Susan Badia
Susan Badia, President
X-Gen Pharmaceuticals
Respondent-Distributor

Reviewed by

[Signature]
Attorney for Respondent-Distributor

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6

Ohio-2014



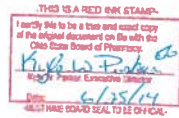
OHIO STATE BOARD OF PHARMACY
77 South High Street, Room 1702; Columbus, OH 43215-6126

TEL: 614-466-4143 FAX: 614-752-4836
711 TDD: Use the Relay Service: 1-800-355-4750 URL: <http://www.pharmacy.ohio.gov>

STATE OF Ohio
CITY/COUNTY OF Columbus

NOTICE OF OPPORTUNITY FOR HEARING

June 25, 2014



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

[Signature]
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.

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 the 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 license and license: 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.

(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

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

Kyle W. Parker, M.B.A., R.Ph.
Executive Director

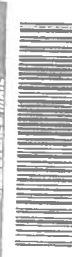
KWP/jlp (Case No. 2013-1974)

Registered Mail / Return Receipt
RL 946 607 750 US

c. Charissa D. Payer, Assistant Attorney General



REGISTERED MAIL™



RE 946 607 750 US

RETURN RECEIPT
REQUESTED

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 0090 (REV. 10/02)

06/27
MAILING
DATE

SUSAN ALVERSON, D.P.A.
R.Ph.
Executive Secretary
111 Village Street
Birmingham, AL 35262
(205) 861-2280
(205) 981-2330 Fax
www.abcp.com

ALABAMA
BOARD OF PHARMACY



May 27, 2015

AL - 2015

MEMBERS 2015

- DAN MCCONAGHY, R.Ph.
President
- JIM MARTIN, Pharm.D.
Vice President
- BUDDY BUNCH, R.Ph.
Treasurer
- DAVID DARBY, R.Ph.
DOHIA C. YEATMAN, R.Ph.

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. 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

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), § 34-23-34, § 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.

VT - 2016

MI - 2017

State of Vermont
Office of the Secretary of State
Office of Professional Regulation
Investigative Division
39 Main Street, 3rd Floor
Montpelier, VT 05620-3402
March 11, 2015

[phone] 802.828.3555
[fax] 802.828.2369
www.sec.state.vt.us

James C. Condos, Secretary of State
Christopher D. Winters, Deputy Secretary
Culin R. Benjamin, Director

X-Gen Pharmaceuticals, Inc.
ATTENTION: R.C. Park
300 Daniel Zanker Drive
Honesdale, N.Y. 14845-1014

Docket No 2016-148
Criminal 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 complainant 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



RICK SNYDER
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
Honesdale, NY 14845

Re: File No. 03-16-144053

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

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

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 33 days of knowledge of the Complaint.

Administrative Complaint
File No. 53-16-144053

Page 2 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 333.1776B(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 33 days of knowledge of the complaint, contrary to MCL 333.1774B(5) in violation of MCL 333.1776B(1).

This Complaint is based upon files and records maintained by the Department and the attached Affidavit of Terry Schrauben.


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 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

is

Administrative Complaint
File No. 53-16-144053

Page 4 of 4



OHIO STATE BOARD OF PHARMACY

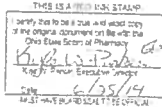
77 South High Street, Room 1702; Columbus, OH 43215-6126

TEL 614-466-4143 FAX 614-752-4836

X-Gen Pharmaceuticals, Inc
c/o Richard C. Park
Page 2
Notice of Opportunity

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 ("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-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 Pharmaceutical, 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 1 of 4

EXHIBIT A page 2 of 4

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
Page 3
Notice of Opportunity

X-Gen Pharmaceuticals, Inc.
c/o Richard C. Park
Page 4
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

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.

For these reasons, the State Board of Pharmacy will determine whether to take action pursuant to Section 4729.55 of the Ohio Revised Code

BY ORDER OF THE STATE BOARD OF PHARMACY

YOU ARE HEREBY ADVISED that Section 4729.56 of the Ohio Revised Code provides in pertinent part:

Richard C. Park, M.B.A., R.Ph.
Executive Director

(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:

WPTD Case No. 2013-0724
Registered Mail Return Receipt
RE 946-207-729 US
Richard C. Park, Assistant Attorney General

- (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 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

EXHIBIT A page 4 of 4

Steven W. Scherzoff, Esq.
Executive Director



STATE OF OHIO
BOARD OF PHARMACY

John R. Schick
Governor

SETTLEMENT AGREEMENT WITH THE STATE OF OHIO BOARD OF PHARMACY

IN THE MATTER OF:

CASE NO. 2013-1374

X Gen Pharmaceuticals, Inc.
300 Daniel Center Drive
Horseshoe, NY 14845

WOOD License No. 01-2037200

By the actions of the parties, the State of Ohio Board of Pharmacy (Board) and X Gen Pharmaceuticals, Inc. (the parties) agree to the following a settlement to the Board's Adjudication Order dated June 7, 2013 as part of the terms for X Gen Pharmaceuticals's appeal of Appeal in the Court of Common Pleas in Franklin County, Ohio Case No. 16-CV-5812.

Findings of Fact that are removed as follows:

Records of the Board of Pharmacy indicate Susan Baska was the president of X Gen Pharmaceuticals, Inc. Richard Park was the regional director at X Gen Pharmaceuticals, Inc. (the parties) distributor of Dangerous Drugs License No. 01-2037200, pursuant to Sections 4729, et al. in Ohio Revised Code within the meaning of Section 4729.06 of the Ohio Revised Code.

Timing 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 settlement agreement is attached hereto and incorporated as though fully set forth herein as Attachment A.

Additional provisions of this Settlement Agreement:

The Board shall require their modification of the Adjudication Order to the National Practice Data System established by 119 W. Republica 69-660, the National Quality Improvement Act of 1988, as amended, and its related, standards, procedures, and other rules and regulations that shall be in effect at the time the Adjudication Order was previously rendered.

77 South High Street, 17th Floor, Columbus, OH 43215
P: (614) 466-4147 | F: (614) 757-4836 | contact@pharmacy.ohio.gov | www.pharmacy.ohio.gov

- 2. X-Gen Pharmaceuticals, Inc. agrees to dismiss its appeal in Case No. 16-CV-5812, 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 Giordanno, shall appear 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 159.32 of the Revised Code.

IN WITNESS WHEREOF, the parties to this Agreement have executed a signature card to be recorded by the Clerk of the Court of Common Pleas in Franklin County, Ohio.

Approved by:

[Signature]
X Gen Pharmaceuticals, Inc., Respondent
Alex Hochfeld, Attorney for Respondent
#NY 5741-2016

6/6/2017
Date of Signature
6-4-2017
Date of Signature

[Signature]
Michael J. Lampke, Attorney
Ohio State Board of Pharmacy

11/21/2017
Date of Signature

[Signature]
Steven W. Scherzoff, Ohio Assistant Attorney General

1/19/2011
Date of Signature

Steven W. Scherzoff, Esq.
Executive Director



STATE OF OHIO
BOARD OF PHARMACY

John R. Schick
Governor



AMENDED ORDER OF THE STATE BOARD OF PHARMACY
(Case Number 2013-1374)

in The Matter of:

X Gen Pharmaceuticals, Inc.
300 Daniel Center Drive
Horseshoe, NY 14845
WOOD License No. 01-2037200,

[Signatures]
Susan Baska
Richard Park
Steven W. Scherzoff

INTRODUCTION

This Amended Order amends and supercedes the Order of this Board made June 7, 2013 in this matter.

The matter of X-Gen Pharmaceuticals, Inc. came for hearing on May 3, 2013 before the following members of the State of Ohio Board of Pharmacy (Board): Klaus J. Yarchon, R.Ph. (presiding), Edward T. Cain, Public Member, Joshua M. Cox, R.Ph., Megan E. Marshall, R.Ph., Curtis L. Passafiume, Jr., R.Ph., Jennifer M. Meehl, R.Ph., Fred M. Walker, R.Ph., and Susan C. Wilcox, R.Ph.

Michael A. More, R.Ph. Recused.

X-Gen Pharmaceuticals, Inc. was represented by Alex Hochfeld. 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 Varies 4. Credential Review Screen 03-30-2016 5. Application for Wholesale Distributor of Dangerous Drugs 07-03-2005 6. Notice of Mandatory Discipline 10-24-2013 7. 2012 Renewal Application 05-11-2012

Amended pursuant to Settlement Agreement in Dismissal of Appeal 16-CV-5812 in the Franklin County Court of Common Pleas.

77 South High Street, 17th Floor, Columbus, Ohio 43215
T: (614) 466-4147 | F: (614) 757-4836 | contact@pharmacy.ohio.gov | www.pharmacy.ohio.gov

- 8. 2013 Renewal Application 04-16-2014
- 9. Maine Discipline 07-13-2011
- 10. Kansas Discipline 11-29-2011
- 11. Montana Discipline 05-07-2011
- 12. Colorado Discipline 02-05-2009
- 13. Unlicensed Sales Data 01-15-2014

Respondent's Exhibits:

- A. List of States Current Licensure No Date
- B. State Licensure Exemptions Letter No Date
- C. Statement of Richard C. Park 08-04-2011
- D. Statement of Jennifer Scherzoff 10-11-2014
- E. Injections Supplied by X-Gen Pharmaceuticals, Inc. No Date
- F. Notice of Discipline Action 12-03-2011
- G. Notice of Discipline Action 06-10-2012
- H. Self Report of Compliance 07-14-2014

FINDINGS OF FACT

The State of Ohio and respondent, by and through their attorneys, stipulate to the following findings of fact, which are accepted and adopted by the Board:

- Records of the State Board of Pharmacy indicated that Susan Baska was the president and Richard Park was the regional director of X-Gen Pharmaceuticals, Inc. (X-Gen), Ohio wholesale distributor of Dangerous Drugs License No. 01-2037200, pursuant to Section 4729, et al. 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 \$1,731,966 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 \$1,553,568 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 \$1,253,966 to \$2,331,565 in calendar year 2009.

CONCLUSIONS OF LAW

Such conduct as set forth in each paragraph (2) (3), and (4) of the Findings of Fact each constitutes a violation of Section 4729.56(A)(2) of the Ohio Revised Code...

DECISION OF THE BOARD

Pursuant to Section 4729.56 of the Ohio Revised Code, and after consideration of the record as a whole, the State Board of Pharmacy hereby imposes a monetary penalty of \$1,000 on X-Gen Pharmaceuticals, Inc. and payment in full is due no later than thirty days from the effective date of this Order.

X-Gen Pharmaceuticals, Inc. must report any new discipline obtained within the preceding 18 months on future license renewals or as otherwise provided in rule or law.

Mr. Witt moved for Conclusions of Law, Ms. Marchal seconded the motion. Motion passed (Aye 7/14/17-0)

Ms. Marchal moved for Action of the Board. Mr. Passalunghi seconded the motion. Motion passed (Aye 7/14/17-0)

SO ORDERED

It is hereby certified by this Board that the above language is a copy of the Order entered upon its official minutes.

BY ORDER OF THE STATE BOARD OF PHARMACY

ORDER MADE & EFFECTIVE: January 17, 2017

By: Steven W. Schernholt, Esq., Executive Director

SWS/hc

CLARR 7035 0330 0001 2570 3133

EXHIBIT B page 5 of 5

STATE OF MICHIGAN DEPARTMENT OF LICENSING & REGULATORY AFFAIRS BUREAU OF PROFESSIONAL LICENSING BOARD OF PHARMACY DISCIPLINARY SUBCOMMITTEE

In the Matter of

X-GEN PHARMACEUTICALS INC License Number 53-06-002964

File Number 53-16-144053

STATE OF MICHIGAN)) ss COUNTY OF INGHAM)

AFFIDAVIT OF TERRI SCHRAUBEN

TERRI SCHRAUBEN (Affiant) who after first being duly sworn and upon oath, states on information and belief as follows:

Affiant is a Department Analyst in the Investigations and Inspections Division, Bureau of Professional Licensing, Department of Licensing & Regulatory Affairs (Department) and in this capacity is responsible for obtaining certified copies of records of final adverse administrative actions taken by other states against health professionals licensed to practice a health profession in the state of Michigan.

On February 13, 2017 Affiant received certified records of administrative action indicating that X-Gen Pharmaceuticals Inc (Respondent Pharmacy) was the recipient of a Notice of Opportunity for Hearing (Complaint) dated June 25, 2014.

Affidavit File Number 53-16-144053

Page 1 of 2

Upon checking the Department's records relative to Michigan licensure, Affiant learned that Respondent Pharmacy currently holds an active license in the state of Michigan.

Affiant has not been notified by Respondent Pharmacy of the June 25, 2014 Complaint in the state of Ohio within 30 days of the date of the Complaint.

TERRI SCHRAUBEN

Subscribed and sworn to before me this 13th day of April, 2017

Blanka A. Daly, Notary Public, County of Ingham, My commission expires July 8, 2020

BLANKA A. DALY NOTARY PUBLIC - STATE OF MICHIGAN COUNTY OF INGHAM

COMPLIANCE CONFERENCE REQUEST

Please note: If you do not desire a compliance conference in person or by telephone, completion of this form is NOT required.

Even if you complete and return this form, you still MUST submit a WRITTEN response to the Formal Complaint.

Name File Number

Address

Preferred Contact Number(s) Best time/day to call

These days are preferable for me (Please check all that apply)

M T W Th F

I prefer

AM PM

I will appear

In person in Lansing Via Telephone

Additional comments regarding available dates

Return address Department of Licensing and Regulatory Affairs Bureau of Professional Licensing Regulation Section 611 W. Ottawa Street P.O. Box 30670 Lansing MI 48909-8170

sw 144053

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

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

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

Rec'd CERT
MAIL 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.) No. 2017-02629
X-GEN PHARMACEUTICALS INC, Respondent.)
License No. 004 002948

11-11-17 11:11 AM

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:

- a) admit the allegation in the paragraph
- b) deny the allegation in the paragraph, or
- c) 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

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/dpr/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@illinois.gov
Inf ID: 2017-02629
Respondent: X-Gen Pharmaceuticals Inc. 004 002948

STATE OF ILLINOIS)
COUNTY OF COOK) SS: 2017-02629

UNDER PENALTY OF PERJURY, as provided by law, Section 1-109 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 7604

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.) No. 2017-02629
X-GEN PHARMACEUTICALS INC, Respondent.)
License No. 004 002948

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

SINCE STATE DISCIPLINE IN OHIO

1. 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.
2. 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, 65 Ill. Admin. Code § 1510.10 et seq.
3. 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

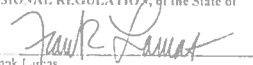
- 4 Respondent is the holder of a Wholesale Distributor of Dangerous Drugs License in the State of Ohio, License Number 01-2037200
- 5 On or about January 17, 2017, Respondent was disciplined in the State of Ohio, Ohio Board of Pharmacy case number 2013-1974.
- 6 On or about January 17, 2017, Respondent's 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 Wholesale 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 forth 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-Cen 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

Brandon R. Thom
Department of Financial and Professional Regulation
Division of Professional Regulation
100 W. Randolph St., Suite 9-300
Chicago, IL 60601
312-814-1693
bram.lamas@illinois.gov
Ref ID: 2017-02629
Respondent: X-Cen Pharmaceuticals Inc., 004 002948

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 CHEMUNGE

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. BATTLEYS
Notary Public
State of NEW YORK
My Commission Expires 2-17-18
4852443

(SEAL)

Christine Cannon
Accepted: Christine Cannon, Attorney-in-Fact Date: 12/1/17

Mail

Calendar

Contacts

Deleted Items (19)

Drafts

Inbox (26)

Junk E-mail

Sent Items

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AB128

Board Meeting Misc

LV Alerts

Larry Paul Dave

Las Vegas Office

Medical Board

State NV

Stuff for Larry

USN

Versa

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Reply Reply to All Forward Move Delete Junk Close

Notice of Discipline for X-GEN Pharmaceuticals-State of Alabama clopez@slsny.com [clopez@slsny.com]

Sent: Wednesday, July 08, 2015 9:59 AM

To: Pharmacy Board

Attachments:

IMPORTANT NOTICE



State License Servicing, Inc.
321 Route 94 S
Warwick, NY 10990
Tel. (845) 544-2482
Fax. (845) 544-2481

July 8, 2015

Re: Notice of Discipline between the Alabama Board of Pharmacy and X-Gen Pharmaceuticals, Inc.

X-Gen Pharmaceuticals, Inc.
300 Daniel Zenker Drive
Horseheads, NY 14845

License/Permit No.: WH01618, MW00709

Dear Board Members,

This letter shall serve as notice that the above referenced licensee has received discipline from the Alabama Board of Pharmacy.

Enclosed please find attached the fully executed Consent Order dated May 28th, 2015 Please feel free to contact me if you have any questions.

THIS ELECTRONIC MAIL MESSAGE AND ANY ATTACHMENT IS CONFIDENTIAL AND MAY CONTAIN LEGALLY PRIVILEGED INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR INDIVIDUALS NAMED ABOVE.
If the reader is not the intended recipient or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please reply to the sender to notify us of the error and delete the original message.
Thank You

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

ALABAMA
BOARD OF PHARMACY



May 27, 2015

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

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

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:

Newada 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 grid background.

JENNIFER SCHNEIDER
VP, Client Services





STATE LICENSE SERVICING, LLC
 321 Route 94 South
 Warwick, NY 10990
 Tel. 845/544-2482
 Fax. 845/544-2481
 statelicensservicing.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'.

JENNIFER SCHNEIDER
 VP, Client Services

Angeles, C. Lurie
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.

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

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

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

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

Page 3

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 4

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.

Stephanette C. Lindle
Stephanette 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 7005 10100000 90339 111 6, 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

Sharon C. Estler

2. Air 7003 1010 0000 7239 1116
 395 Pam 8878, Highway 2004 #151 Helena, MT 59601-PTA
 13-FEB-2012 PM 3:30

1. Action Addressed to:
 * J. Robin Liles
 Person-In-Charge
 X-Gen Pharmaceuticals, Inc.
 300 Daniel Zanler Drive
 Horseheads, NY 14845

3. Sender Type:
 Domestic Mail Express Mail
 Registered Priority Mail for Merchandise
 Insured Mail OOD
 Restricted Delivery Return Receipt

4. Restricted Delivery/Return Receipt

5. Signature: *Angie Lindle*
 Printed Name: *Angie Lindle*
 Address:
 Department of Labor & Industry
 301 South Park Avenue
 Helena, MT 59601-2318

6. Return to Sender: Yes No
 7. Return to Addressee: Yes No

8. Date of Delivery

9. Post-Office Mail Paid
 Permit No. 1520
 Helena, MT 59601

UNITED STATES POSTAL SERVICE
 LEGAL UNIT
 DEPT OF LABOR AND INDUSTRY
 PO BOX 200513
 HELENA MT 59620-0513

RECEIVED
 15 2012

13-FEB-2012 PM 3:30

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

Case #
 2012-PHA-LIC-4

Angielette 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 X-GEN PHARMACEUTICALS, INC. Wholesale Drug Distributor, License No. 2732	Case No. 2012-PHA-LIC-4 REQUEST FOR ENTRY OF DEFAULT
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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 15th day of March, 2012

Angielette C. Lindle
 Angielette 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 X-GEN PHARMACEUTICALS, INC., Wholesale Drug Distributor, License No. 2732	Case No. 2012-PHA-LIC-4 AFFIDAVIT OF SUSAN C. PETERS
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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. Berry
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

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

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

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
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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:

Anjaneta 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
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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.

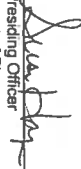
Based upon X-Gen Pharmaceuticals, Inc.'s default for failing to request a hearing and the information presently before the Board, including the aforementioned findings of fact and conclusions of law, the Board enters the following:

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

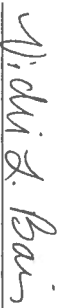
I certify that I served a true and accurate copy of the foregoing FINAL ORDER OF DEFAULT by U.S. mail, postage prepaid, upon the licensee addressed as follows:

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

And by hand delivery upon Department Counsel:

Angelaette C. Lundie
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.


M. Davis
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,
J. Blair
 Vicki Blair, Compliance Specialist
 (406) 841-2357 phone
 (406) 841-2363 fax
 vblair@mt.gov

Enc: Final Order

301 SOUTH PARK • P.O. BOX 201513 • HELENA MT 59621-0513
 FAX (406) 841-2363
 TDD (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

Geraldine.L.Betts@maine.gov
Direct Line: (207)624-8625
Fax: (207)624-8637

OFFICE LOCATION: GARDINER ANNEX
76 NORTHERN AVENUE, GARDINER, MAINE

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

Susan E. Badia
Signature of Authorized Representative

SUSAN E. BADIA / PRESIDENT
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
CARRIE L. CARNEY
Assistant Attorney General