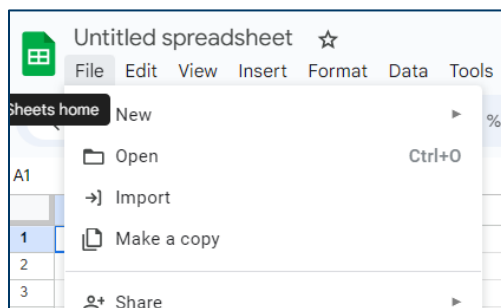


Capitalization Table Instructions

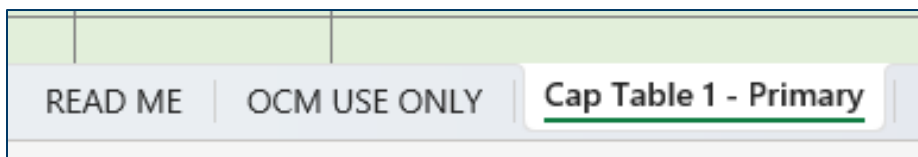
Downloading the Capitalization Table

1. Download the capitalization table file from the OCM website (mn.gov/ocm/businesses/equity-applicants/preapproval.jsp). The file will download to your device as a Microsoft Excel file (".xls" file type).
2. Open the capitalization table file.
 - a. If you own the *paid desktop version* of Microsoft Excel, the capitalization table file will automatically open in the Excel app.
 - b. If you *do not* own the paid desktop version of Microsoft Excel, you may open the capitalization table file in Google Sheets (you must have a Google account and your device must be connected to the Internet). To open the file in Google Sheets, open a blank sheet and click "File" in the lefthand corner and then select "Open." Select the downloaded Capitalization Table file. The file will now open in Google Sheets and you can begin editing the document.



Completing the Capitalization Table

3. Complete the capitalization table(s). Additional information and instructions can be found on the first tab titled "READ ME." To begin filling out the capitalization table, click on the third tab titled "Cap Table 1 - Primary." Do not attempt to make any changes to the format of the document, or any formulas contained within it.



4. Fill out the information in Rows 2-4, which includes the name, type of business organization, and the total shares/units issued (if applicable). Review and check the attestation box in Row 5.
5. Next, fill out the capitalization table from left to right, starting with Column A and finishing with Column K. Below is a breakdown of each column and what information to include.
 - a. **Column A – Social Equity Applicant.** If applying as an individual, select “yes” or “no” from the dropdown menu.
 - b. **Column B – Owner Type.** Select the owner type from the dropdown menu.
 - c. **Column C – Owner.** Unless applying as a publicly traded business entity, list the name of every individual, cooperative member, officer, director, manager, general partner, or business entity. Insert the name of each individual in separate rows. If the business has a parent company, please list the information for each owner, board member, and officer of the parent company, along with the owners, board member's or officer's percentage ownership interest in the parent company and the cannabis business. If you are applying as a publicly traded business entity, list each individual/business entity/trust that holds more than 5% of the voting shares of the entity.
 - d. **Column D – Date of Birth.** For individuals only, fill out the date of birth for each owner in separate rows.
 - e. **Column E – Social Security Number.** For individuals only, fill out the social security number for each owner in separate rows.
 - f. **Column F – License Type Applied For.** Select which license type you are applying for from the dropdown menu.
 - g. **Column G – Office or Position Held By Owner.** For individuals only, fill out the office or position held by each owner in separate rows.
 - h. **Column H – Social Equity Certification Report Number.** If applying as a social equity applicant, provide the social equity certification numbers for each applicable owner in separate rows.
 - i. **Column I – Total Shares/Units Held By Owner.** If applicable, fill out the number of shares or units that have been issued to each owner.
 - j. **Column J – Date(s) on Which Owner Acquired Shares/Units.** If applicable, provide the date(s) in which each owner was issued their shares or units.
 - k. **Column K – % Ownership.** Provide the ownership percentage for each entity. Unless applying as a publicly traded company, listed ownership interests must total 100%. If the total does not equal 100%, an error message will appear in Row 10 that states “DOES NOT EQUAL 100%.”

Note: Do not enter anything in Column L. A message will automatically populate stating “ADDITIONAL CAP TABLE REQUIRED FOR THIS ENTRY” if any non-individual owners are listed.

6. **Number of Capitalization Tables Required.** Any entity with direct or indirect ownership interest in the proposed licensed entity MUST provide a separate capitalization table for that entity **in a new tab** on the OCM provided capitalization table. Once you input all owners into the primary capitalization table, the number of additional capitalization tables will appear in Row 7, Column D.

A	B	C	D
Number of <i>Additional</i> Cap Tables Required:			
			2
Total Ownership			0.00%

Applicants must fill out as many capitalization tables as needed until all natural persons are identified.

7. **Using Additional Tabs.** Each additional capitalization table for the business entities holding ownership interest in the proposed primary capitalization table must be located in the additional tabs titled "Cap Table 2 - ENTITY NAME," "Cap Table 3 - ENTITY NAME," etc. For each tab, please replace "ENTITY NAME" with the name of the entity for which the capitalization table is for (ex: "Cap Table 2 - Corporation X"). To rename the tab, right-click the desired tab, select "Rename" and replace "ENTITY NAME" with the name of the appropriate business/persons.
8. **Creating Additional Tabs.** If more tabs are needed than what is provided in the template, right-click one of the capitalization table tabs, click "Move or Copy...," check the "Create a Copy" box and a new tab will be created that contains the proper capitalization table template. Please rename this tab using the naming convention described in Step 7. If you are using Google Docs, right-click one of the cap table tabs and select "Duplicate."
9. **Save and download** the capitalization table file as a Microsoft Excel file. *Do not change the file type.* To be sure the file type has not changed, confirm that the downloaded document ends in ".xls".

Uploading the Capitalization Table to Accela

10. Upload the capitalization table to the applicable upload location in the Accela Citizen Portal.

2. Cannabis - Capitalization Table	<input type="text"/>	<input type="button" value="Add"/>
------------------------------------	----------------------	------------------------------------