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November 19, 2025

Attention: Regina Cruz, Marijuana Licensing Supervisor
Alaska Marijuana Control Office
550 W 7th Avenue, Suite 1600
Anchorage, AK 99501

Re: Request to Deem MJ-17c Transfer Application for Northern Emerald, LLC Complete

Dear Director and Members of the Marijuana Control Board:

Northern Emerald, LLC ("Northern Emerald") respectfully submits this letter to supplement its Form MJ-17c License Transfer Application, which was considered at the April 16-17, 2025, meeting and again at the June 25-26, 2025, meeting. Northern Emerald understands that AMCO is waiting to consider the application complete until a notarized statement from a beneficiary of William Little's estate is provided. For the reasons set forth below, Northern Emerald respectfully requests that AMCO consider the application complete without this statement and proceed with approval.

Background

William Little was a founding member of Northern Emerald. William Little passed away more than two years ago. To date, no probate case has been opened in Alaska, the Superior Court has not appointed anyone to serve as the personal representative for the estate of William Little, and no one identifying themselves as a personal representative has contacted Northern Emerald. Under Alaska law, a personal representative must be appointed by court order before that individual has legal authority to act on behalf of an estate.[1] In the absence of a personal representative, Northern Emerald has no legally recognized person with whom to communicate regarding the estate's interests in the company.

Northern Emerald will not address these issues with people who identify themselves as beneficiaries of Mr. Little's estate. The determination of who qualifies as a beneficiary is a matter to be resolved by the personal representative or the courts, not by Northern Emerald. In common parlance, these are often family matters. And it's not Northern Emerald's role to resolve who should benefit from William Little's estate.

Mr. Little's Membership Interest Is Not a Consideration in This Transfer Application

Northern Emerald has adopted a resolution explaining why William Little's membership interest is not a relevant consideration in the pending MJ-17c transfer application. The resolution is attached as **Appendix A** and incorporated by reference.

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1 For a small estate, a personal representative could be authorized by executing and presenting an appropriate affidavit.

The key facts are as follows:

1. No Management or Control Rights: Neither the estate nor any purported beneficiaries will have any role in the ongoing management or control of Northern Emerald, LLC.
2. Current Members Are Accountable: The three current members of Northern Emerald are fully accountable to AMCO and other legal authorities. These are the individuals under consideration in the transfer application, and their submissions in support of the MJ-17c application are complete.
3. All Proposed Licensees Have Been Identified: Form MJ-17c requires that all "proposed licensees" as defined in 3 AAC 306.020(b)(2) be listed on the application. The current three members constitute the proposed licensees for purposes of this transfer. They are the individuals who will hold direct or indirect financial interests in the business and who will be responsible for its operation.

Neither William Little, his estate, nor the beneficiaries of the estate will play any role in managing Northern Emerald and ensuring it complies with the law.

Legal Framework Supporting This Request

A. Transfer Applications Must Identify Proposed Licensees with Management Authority

Under 3 AAC 306.045(a) and (b), an application for transfer of a marijuana establishment license must identify the proposed transferee and include "all persons listed in 3 AAC 306.020 if the transferee is...a limited liability company."

Section 3 AAC 306.020(b)(2) defines who must be listed as a licensee. For a limited liability company, this includes "each member holding any ownership interest and each manager." However, the regulations recognize that not all individuals with economic interests necessarily have management authority or voting rights.

B. Deceased Member's Interest Without Probate Administration

Alaska law recognizes that membership interests in an LLC do not automatically transfer management and voting rights to heirs or beneficiaries. Alaska Statute § 10.50.210 states:

> "Unless otherwise provided in an operating agreement or by the written consent of all of the members at the time, the membership of a member of a limited liability company who is an individual terminates if the member dies . . . "

When an LLC member dies, the operating agreement, the Alaska Statutes, and, if necessary, the Superior Court decide what happens to that membership interest. AMCO's MJ-17c transfer application process is not designed, and should not be used, to address these issues.

What is essential for the MJ-17c process is that all the individuals who might have authority over decisions impacting legal compliance be identified. Absent a court-appointed personal representative and formal probate proceedings, heirs or beneficiaries may have only economic rights in the LLC, not management authority or voting privileges. The operating agreement typically controls whether beneficiaries can become full members with management rights. In the case of Northern Emerald, the potential beneficiaries of William Little's estate are not eligible to have management rights. *See* **Appendix A**.

Northern Emerald's Application Is Complete

Form MJ-17c requires applicants to certify that "all proposed licensees (as defined in 3 AAC 306.020) have been listed on this application." Northern Emerald has satisfied this requirement. The three current members who will manage and control the licensed establishment have submitted all required documents and certifications.

Requiring a notarized statement from an unknown or legally unrecognized beneficiary of Mr. Little's estate would be inconsistent with the regulatory framework for several reasons:

1. No Legal Authority: Without probate proceedings and a court appointment, no beneficiary has legal standing to provide binding statements regarding the estate's interests.

2. Estate Property Rights Are Uncertain: Until probate proceedings determine the value of the estate, including settling claims against the estate, and there is a plan approved to transfer property to a beneficiary, any potential beneficiary's claim is speculative and legally unenforceable. Similarly, any potential beneficiary's disclaimer of an interest would be of dubious legal significance.

3. Application Requirements Are Met: The individuals with actual management authority and financial interest in the ongoing operation—the three current members—have provided complete applications.

4. No Management Role: Even if beneficiaries are eventually identified through probate, they will not have management authority or voting rights in Northern Emerald under Alaska law and the contractual terms of the operating agreement that William Little entered with Northern Emerald and the other members. *See* **Appendix A.**

Conclusion

For the foregoing reasons, Northern Emerald respectfully requests that AMCO consider the MJ-17c transfer application complete and move toward its approval. The three current members have submitted all required information and documentation. William Little's estate does not present an impediment to transfer approval, as neither the estate nor its beneficiaries will exercise management authority over the licensed establishment.

Northern Emerald remains committed to full compliance with all applicable statutes and regulations and stands ready to provide any additional information the Board may require concerning the three current members who constitute the proposed licensees.

Respectfully submitted,

Brian T. Duffy
Attorney for Northern Emerald, LLC

Northern Emerald LLC
Resolution of Members Regarding the Membership Interest of William Little

Whereas Northern Emerald, LLC ("Northern Emerald") was established as an Alaska Limited Liability Company on March 21, 2022, and

Whereas, on May 14, 2022, the Members of Northern Emerald, Keith Crocker, Jason Wood, Patrick O'Neal, Travis Grande, and William Little executed the Operating Agreement, which contractually governs the relationship of the members with each other and Northern Emerald; and

Whereas Northern Emerald was formed to operate a retail marijuana business in Alaska, which requires the company to maintain and continually renew its license to operate with the Alaska Marijuana Control Board; and

Whereas the Marijuana Control Board regulations require that Northern Emerald identify each of its members on the license renewal application, and

Whereas, more than two years ago, William Little passed away, and as of November 12, 2025, Northern Emerald has not been contacted by a person purporting to be the personal representative of the estate of William Little, and a recent online search of Alaska Court records indicates that no probate case has opened for the estate of William Little; and

Whereas for Northern Emerald to renew its marijuana license, William Little's membership interest must be transferred or redeemed, and

Whereas the membership interest of William Little has terminated under several provisions of the Operating Agreement and by operation of law, with the Company left to account for the economic value of Little's interest to the personal representative of the estate of William Little, and

Whereas the Operating Agreement Section 7.2.6 and 7.4 provides that Northern Emerald may redeem the deceased member's interest and account for the deceased member's interest to the deceased member's estate; and

Whereas the Operating Agreement Section 7.2.7 provides that the Manager of Northern Emerald may determine that the "cause" exists to justify expelling a Member if the membership interests are not held, controlled, or owned by an individual or entity that is qualified to be a member of an Alaska marijuana licensee; and

Whereas the Operating Agreement Sections 7.2.6 and Section 7.1 provide that a transfer of a member's interest as a result of the death of the member is deemed a "Transfer" and that any such transfer that does not have the express written approval of the Company is deemed invalid, null, and void;

Appendix A

Whereas the Operating Agreement provides instructions for how the interested parties may calculate and account for the financial claims, debts, and interest existing between the Company and the deceased member's estate, and

Whereas it is in the best interest of the Northern Emerald to finally resolve the matter of William Little's membership interest and document the redemption of William Little's interest so that the company can continue to have its licenses renewed and current members, and its current members Kieth Crocker, Patrick O'Neal, and Jason Wood can make long-term decisions in the best interest of the company and their investments.

NOW THEREFORE BE IT RESOLVED that Northern Emerald rejects the transfer of William Little's membership interest to the personal representative of the estate or any beneficiary of the estate; and

BE IT FURTHER RESOLVED that pursuant to the May 14, 2022, Operating Agreement, Northern Emerald cancels, redeems, and voids the membership interests formerly held by William Little and shall notify the personal representative of the estate of William Little, if and when one is appointed; and

BE IT FURTHER RESOLVED, that Northern Emerald may pay the estate of William Little $1 for the membership interest and all distributions made before Little's death, and the amount that is in excess of the fair market value at the time of Little's death, and that does not account for the value of the claims the Company has against Little, and

BE IT FURTHER RESOLVED that Northern Emerald manager is authorized and directed to pursue from the estate of Little the recovery of expenses, damages, and charges incurred as a result of William Little's actions, obligations, promises, and representations.

We, the undersigned members of Northern Emerald LLC, whose interests collectively represent the entirety of voting interests in Northern Emerald LLC, adopt and approve this resolution by written consent as evidenced by our signatures affixed below.

Keith Crocker (Nov 12, 2025 17:12:25 EST)	12/11/2025	Patrick O'Neal Patrick O'Neal (Nov 12, 2025 16:46:11 AKST)	12/11/2025
Keith Crocker	Dated	Patrick O'Neal	Dated
Jason Wood (Nov 13, 2025 19:33:28 AKST)	13/11/2025		
Jason Wood	Dated		

Appendix A