

FLORIDA OFFICE OF FINANCIAL REGULATION
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
www.flofr.com

ABBREVIATED APPLICATION

**For the Establishment of an
Additional International Branch or International Bank Agency
in the State of Florida**

Form OFR-U-20 ABR

General Instructions

If eligible pursuant to s. 663.05(4), F.S., an international banking corporation may apply for a license to establish an additional international branch or international bank agency in the State of Florida by completing this letter application form, and providing all necessary information and supporting exhibits. If additional space is needed to complete any information required by this form, attach additional pages and identify the question to which the additional pages pertain.

A nonrefundable application fee in the amount of \$10,000.00, payable to the Florida Office of Financial Regulation ("Office"), must accompany this application. Please note that the application fee is nonrefundable, including in the case of denial or withdrawal of the application.

The nonrefundable application fee of \$10,000.00 payable to the Office is attached for deposit into the Financial Institutions' Regulatory Trust Fund.

Org: 4384300000 Flair Object Code: 001072 EO: v1 Revenue Source Code: 229
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3. Physical location of the current office(s) is:

(Street Address)

_____, Florida _____
(City) (County) (Zip Code)

Mailing Address is:

_____ or _____
(Street Address) (Post Office Address)

_____, Florida _____
(City) (County) (Zip Code)

4. The name and title of the person who shall be in charge of the business and affairs of the proposed office is:

<u>Name</u>	<u>Title</u>
_____	_____

(The person named above must complete the biographical information section (attachment 4(a)) and the authorization for release of confidential information (attachment 4(b)).

5. Authentic copies of the international banking corporation's articles of incorporation and by-laws, or the equivalent thereof, should be attached to this application if restated, amended, or otherwise changed since the most recent application to the Office.

6. The total amount of the capital accounts of the applicant international banking corporation in U.S. dollars is \$ _____, and this amount is reflected in the Applicant's complete and detailed statements of financial condition as of the _____ day of _____, 20_____, which accompany and are

made a part of this application. (Financial statements should be for the most recent fiscal quarter ending or at a minimum within 180 days of the date of the application.)

Dated _____, 20____

(Applicant International Banking Corporation)

By: _____

Title: _____

ACKNOWLEDGEMENT

On this _____ day of _____, 20____, before me personally came
_____, who is to me personally known, or who
 produced _____ as identification, and who acknowledged before
me that he/she is the _____ of
_____, the international banking corporation
described herein and which executed the foregoing application certificate, and that he/she signed his/her name
hereto by like order.

(L.S)

(Signature of Notary Public or other official taking
acknowledgement)

(Title of official taking acknowledgement)

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d'affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of his office or the seal of the office to which they are attached should be affixed.

CERTIFICATE OF CAPITAL

In accordance with the provisions of Section 663.055, Florida Statutes,

_____, a banking corporation duly incorporated under the laws of _____, does hereby certify to the Office of Financial Regulation, that, as of the close of business _____, 20_____, the amount of its capital accounts (*must be as of the latest fiscal quarter ending or at a minimum of 180 days of the date of the application*), including paid-in capital, surplus, and undivided profits, expressed in the currency of the country of its incorporation, and the U.S. dollar equivalents thereof, were:

	<u>Amount</u>	<u>US Dollar Equivalents</u>
Paid-in Capital Stock	_____	_____
Surplus	_____	_____
Undivided Profits	_____	_____
Other (Specify)	_____	_____
Totals	_____	_____

Rate of exchange as of the date above: _____.

Dated: _____, 20 _____

By: _____
(Signature)

Name: _____
(Print name)

Title: _____

**Required Information and Attachments
Form OFR-U-20 ABR**

1. Provide the name, address, email address, and telephone number of the contact person or correspondent for this application.
2. Identify the proposed manager to be employed in the proposed office and provide a brief description of his/her experience. Provide, as Attachments 4(a) Biographical Report and 4(b) Authorization for Release of Confidential Information for the proposed manager.
3. Describe any changes to the existing operations of the applicant and its ultimate parent, if any, in the United States, including bank and non-bank subsidiaries, branches and agencies, commercial lending companies, and representative offices since the date of the applicant's last application.
4. Discuss the purpose for establishing the additional proposed office and the types of services to be offered.
5. Describe any anticipated changes to the manner in which, and the extent to which, the applicant proposes to direct and supervise the activities of the proposed international branch or international bank agency. Describe the policies, procedures, and internal audit measures that will be put in place to ensure compliance with applicable state and federal laws and regulations.
6. To the extent the OFR does not already have the following, provide the following information for the applicant:
 - (a) Parent only and consolidated balance sheets, showing separately each principal group of assets, liabilities, and capital accounts as of the end of the most recent fiscal quarter and for the comparable quarter of the preceding year. Include information on contingent liabilities, (i.e. standby and commercial letters of credit, guaranties, commitments to grant or purchase loans and securities, contracts to purchase/sell foreign exchange).
 - (b) Parent only and consolidated income statements¹ showing separately each principal source of revenue and expenses through the end of the most recent fiscal quarter and for the past three fiscal years. For statements reflecting the most recent quarterly information, also provide statements for the comparable period of the preceding year.
 - (c) On a consolidated basis, a breakdown of risk-based assets as of the end of the most recent fiscal quarter, showing each principal group of on and off-balance sheet assets and the relevant risk weights. Identify the components of tier 1 and tier 2 capital under the final Basel Accord risk-based capital guidelines and provide calculations of applicant's tier 1 and total capital to risk-based assets.
 - (d) Current information that will enable OFR to make a judgement as to the quality of applicant's assets, including, but not limited to: delinquencies; non-accrual loans; assets acquired in satisfaction of debts previously contracted; and troubled debt restructured loans.
7. Give estimated financial projections for the first three years of operations, including start-up costs. Provide any assumptions used in formulating these projections.
8. Fully describe all material changes, if any, to the information contained in the first application to establish an international branch or international bank agency (Form OFR-U-20) submitted by the international banking corporation to the Office.

Attachment 4(a)
BIOGRAPHICAL REPORT

This Biographical and Report (report) is used by individuals in conjunction with other corporate filings to the Florida Office of Financial Regulation. This report is not a stand alone document.

Preparation

All questions must be answered with complete and accurate information that is subject to verification. If the answer is “none,” “not applicable,” or “unknown,” so state. Answers of “unknown” or “yes” should be explained.

The questions are not intended to limit the presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. A cross-reference to the information is acceptable. Any cross-reference must be made to a specific cite or location in the documents, so the information can be located easily. Use additional sheets as necessary. If the report is not complete, the Office may either request additional information or return the filing. If you are a foreign national or a United States citizen who currently resides in a foreign country, additional information may be necessary. Each individual must report promptly any material change(s) to the information provided in the Biographical Report that occurs during the review period for the filing.

For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, please contact the Florida Office of Financial Regulation directly for specific instruction.

Notice Regarding Collection and Use of Social Security Numbers

In accordance with Section 119.071(5)(a)2.a., and Section 119.071(5)(a)2.b., Florida Statutes, the Office provides the following notice to applicants regarding the its collection and use of social security numbers.

The Office’s collection of social security numbers is not expressly authorized by or mandatory under federal or state law, but it is imperative for the performance of the Office’s duties and responsibilities as prescribed by Section 663.05, Florida Statutes, to ensure the safe and sound management and operations of an international branch or international bank agency in this state.

Social security numbers that are collected by the Office may not be used by or for any purpose other than the purpose provided in this notice.

Social security numbers held by the Office are confidential and exempt from Section 119.07(1), Florida Statutes, and Section 24(a), Art. I of the State Constitution. This exemption does not supersede any federal law prohibiting the release of social security numbers or any other applicable public records exemption for social security numbers existing prior to May 13, 2002, or created thereafter.

Social security numbers held by the Office may be disclosed if any of the following apply:

- a. The disclosure of the social security number is expressly required by federal or state law or a court order.
- b. The disclosure of the social security number is necessary for the receiving agency or governmental entity to perform its duties and responsibilities.
- c. The individual expressly consents in writing to the disclosure of his or her social security number.
- d. The disclosure of the social security number is made to comply with the USA Patriot Act of 2001, Pub. L. No. 107-56, or Presidential Executive Order 13224.
- e. The disclosure of the social security number is made to a commercial entity for the permissible uses set forth in the federal Driver’s Privacy Protection Act of 1994, 18 U.S.C. ss. 2721 et seq.; the Fair Credit Reporting Act, 15 U.S.C. ss. 1681 et seq.; or the Financial Services Modernization Act of 1999, 15 U.S.C. ss. 6801 et seq., provided that the authorized commercial entity complies with the requirements of this paragraph.
- f. The disclosure of the social security number is for the purpose of the administration of health benefits for an agency employee or his or her dependents.
- g. The disclosure of the social security number is for the purpose of the administration of a pension fund administered for the agency employee’s retirement fund, deferred compensation plan, or defined contribution plan.

h. The disclosure of the social security number is for the purpose of the administration of the Uniform Commercial Code by the office of the Secretary of State.

(d) Date of Birth: Month _____ Date _____ Year _____

(e) Place of Birth: _____
 (City) (State) (Country)

(f) United States Social Security Number:* _____
**Please see the notice to applicants regarding the Office's collection and use of social security numbers.*

(g) Citizenship: _____
 (Country) (Date, if Naturalized)

(h) If you are not a United States citizen, provide:
 Passport Number: _____
 Home Country Identification Number: _____

(i) Telephone and fax numbers where you may be reached during business hours and an e-mail address:

 (Area Code, Telephone Number, including Country Code if outside U.S.)

 (Fax Number) (E-mail Address)

(j) List other names you have used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). Attach additional sheets as necessary.

Name	From mm/yyyy	To mm/yyyy

2. Employment History

(a) List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer’s name and location (city, state), nature of the business, title or position, nature of duties, and reason for leaving.

(b) Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service?

Yes No

If “yes,” provide the employer’s name, address, and telephone number; title or position; date of discharge; and explanation.

3. Education and Professional Credentials

(a) List each diploma, certificate, or degree from high schools, colleges, universities, postgraduate, or other schools.

School Name and Address	From mm/yyyy	To mm/yyyy	Degree/Certificate

(b) List each professional license or similar certificate you now hold or have held (for example, attorney, physician, CPA, NASD or SEC registration).

License Type/Number	Issuing Authority	Status (active, expired, revoked)	Issued mm/yyyy	Expiration mm/yyyy

4. Business Affiliations

- (a) List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

- (b) List the name of any depository institution or depository institution holding company with which you are or were associated. Also list the location, nature of banking activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

(c) Are you in the process of being considered for a senior executive officer or director position at another depository institution or depository institution holding company?

Yes No

If “yes,” provide the name of the depository institution or depository institution holding company and the position. If the application has been submitted for regulatory review, provide the name of the regulatory agency.

(d) Are you now or are you proposed to be a “management official” of another insured depository institution holding company?

Yes No

If yes, explain either why the potential interlock is not a violation of the Depository Institution Management Interlocks Act (12 U.S.C. §§ 3201-3208) or what action will be taken to prevent a violation.

5. Legal and Related Matters

(a) Have you been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization:

(1) A charter or license application, a depository institution holding company application, a federal deposit insurance application, in which you were listed as an organizer, director, senior executive officer, or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position?

Yes No

(2) A merger application in which you were listed as a director, senior executive officer, or similar position?

Yes No

(3) A notice of change in director or senior executive officer, or similar form, in which you were listed as a director, senior executive officer, or similar position?

Yes No

(4) A notice of change in control for a depository institution or other company, or a similar form, in which you were listed (either individually or as a member of a group) as an acquirer or transferee?

Yes No

(5) Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which you were listed in some capacity?

Yes No

(b) Have you or any depository institution or depository institution holding company with which you are or were associated as an executive officer, director, principal shareholder, manager, or managing member been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity/

Yes No

(c) Has any depository institution with which you are or were associated as an executive officer, director, principal shareholder, manager, or managing member:

(1) Been placed into conservatorship or receivership or otherwise failed?

Yes No

(2) Received financial assistance from a federal agency or instrumentality?

Yes No

(3) Merged with or been acquired by an institution that received financial assistance from a federal agency or instrumentality in connection with the transaction?

Yes No

(d) Have you or any company with which you are or were associated as an executive officer, director, principal shareholder, manager, or managing member:

(1) Filed a petition under any chapter of the Bankruptcy Code or had an involuntary bankruptcy petition filed against you or the company?

Yes No

(2) Defaulted on a loan or financial obligation of any sort, whether as obligor, cosignor, or guarantor?

Yes No

(3) Forfeited property in full or partial satisfaction of any financial obligation?

Yes No

(4) Had a lien placed against property for failure to pay taxes or other debt?

Yes No

(5) Had wages or income garnished for any reason?

Yes No

(6) Failed or refused to pay any outstanding judgments?

Yes No

(e) Have you or any company with which you are or were associated as an executive officer, director, principal shareholder, manager, or managing member been involved in any lawsuit,

formal or informal investigation, examination, or administrative proceeding that may result in, or resulted in, any penalty (including, but not limited to, any sanction, fine, order to pay damages, loss of right or benefit, forfeiture of property interest, or revocation of license), agreement, undertaking, consent, judgment, or order imposed by or entered into with any of the following entities:

(1) Any federal or state court?

Yes No

(2) Any department, agency, or commission of the United States government?

Yes No

(3) Any state, municipal, or foreign governmental entity?

Yes No

(4) Any self-regulatory organization (for example, NASD, FASB, state bar)?

Yes No

(f) Have you or any company with which you are or were associated as an executive officer, director, principal shareholder, manager, or managing member been arrested for, charged with, indicted for, or convicted of (including a conviction where the record was expunged), ever pleaded *nolo contendere* to, any criminal matter other than minor traffic violations?

Yes No

(g) If you answer “yes” to any question in 5(a) through 5(f), provide your explanation by identifying the number of the question, describing the situation in detail, and, where relevant, including the following information. Attach additional sheets as necessary.

- Name and location of any company, party, court, regulatory agency, or self-regulatory organization involved.
- Nature of your association with any company (for example, officer, director, organizer, principal shareholder, or owner).
- Type of any application, notice, or other regulatory or administrative request.
- Nature of any supervisory, enforcement, or administrative action.
- Direct and indirect debt terms, defaulted amount, and creditor regarding any financial obligation.
- Date of any relevant event.
- Nature of any lawsuit, charge, or proceeding.
- Jurisdiction in which any legal proceeding occurred.
- Resolution or disposition of the matter.

6. Additional Information

Present any other information you believe is important to evaluate your filing. If you are involved in the organization of a new institution, discuss your specific role.

CERTIFICATION

I hereby affirm that the foregoing biographical information and all information submitted herewith is true, complete, and correct to the best of my knowledge and belief.

Signature: _____

Name: _____

Date: _____

STATE OF _____

COUNTY OF _____

COUNTRY _____

On this _____, day of _____, 20____, before me, the undersigned notary, personally appeared _____ (name),

who ___ is personally known to me or ___ proved to me through the following identification: _____ to be the person who signed the preceding document in my presence and who affirmed to me that the statement and contents of the document are truthful and accurate to the best of ___ his or ___ her knowledge and belief.

(L.S)

Signature of Notary Public or other official taking the acknowledgment

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d'affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of their office or the seal of the office to which they are attached should be affixed.

Attachment 4(b)
AUTHORIZATION FOR RELEASE OF CONFIDENTIAL INFORMATION

(Please fully execute each authorization form)

TO WHOM IT MAY CONCERN:

I _____, hereby authorize and request every person, firm, officer, corporation, association, organization, or institution having control of any documents, records, or other information pertaining to me to furnish the original or copies of any such documents, records, or other information to the Office of Financial Regulation or any of its authorized representatives for purposes of inspection or copying pursuant to Florida Statutes.

(Valid for six (6) months from date signed)

Signature

Date

On this _____ day of _____, 20____, before me personally came _____, who is _____ to me personally known, or _____ who produced _____ as identification, and who acknowledged before me that he is the _____ of _____, the corporation described herein and which executed the foregoing application certificate and that he signed his name hereto by like order.

(L.S.)

(Signature of Notary Public or other party taking acknowledgment)

(Title of party taking acknowledgment)

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d'affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of their office or the seal of the office to which