

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

APPLICATION

**To Convert an International Bank Agency to an International Branch
in the State of Florida**

Form OFR-U-20B

General Instructions

An international banking corporation currently licensed to operate an international bank agency which it seeks to convert to an international branch under Section 663.10(3), Florida Statutes, should submit an original and one copy of the letter application and required appendices accompanied by a check covering the application fee, payable to the order of the Office of Financial Regulation (OFR). The application fee for an international branch is \$10,000. Please note that the application fee is nonrefundable, including in the case of denial or withdrawal of the application.

At the same time this application is filed with Office of Financial Regulation, an original and three copies of the application should be sent to:

Director of Application Risk
Federal Reserve Bank of Atlanta
1000 Peachtree Street, N.E.
Atlanta, Georgia 30309-4470

Application fee of \$10,000 payable to the Office of Financial Regulation is attached for deposit to the Financial Institutions Regulatory Trust Fund.

<p>Org: 4384300000 Flair Object Code: 001074 EO: v1 Revenue Source Code: 231</p>
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APPLICATION

Director, Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Application by an International Banking Corporation for Authority To
Convert an International Bank Agency to an International Branch

Dear Director _____:

_____, whose address is
(Applicant)

_____, is a banking corporation duly organized and
(Street, City, State, Country, Zip Code)

licensed under the laws of _____. Applicant currently operates an
(country)

international agency office located at _____, Florida, _____. The
(street address, city) (Zip Code)

Applicant hereby makes application for authority to convert its international agency office into an international
branch office.

1. The proposed branch manager will be _____.
*(The person named above must complete the biographical information section (attachment 4(a)) and the
authorization for release of confidential information (attachment 4(b)).*

2. The total amount of the capital accounts of the International Banking Corporation in U.S. dollars
is
\$_____, and this amount is reflected in the Applicant's complete and detailed statement
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.)*

3. Projected annual volume of wholesale deposits (U.S.\$) for the initial three years of the branch's operation
is: \$_____ (Year 1); \$_____ (Year 2); and \$_____ (Year 3).

4. Provide a statement from the financial institution regulatory authority in the home country of the
Applicant and, if different, the home country of any top tier foreign bank in the ownership chain,
that:

(a) the Applicant is duly organized, is licensed as a bank, holds an unrestricted license to receive
deposits, and is in good standing; and

(b) such authorities do not object to the conversion of the existing Florida office.

5. List any instance in which the international banking corporation has been convicted of or pled guilty or nolo contendere to a violation of any currency transaction reporting or money laundering law which may exist in that country.
6. Provide a brief narrative describing how the conversion from an agency to a branch will affect the business plan of the current agency.

Dated _____, 20_____

Applicant: _____

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: _____

Attachment 4(a) to Form OFR-U-20B

This section of Form OFR-U-20B must be completed by the manager of the proposed office to be converted. The proposed manager must also complete attachment 4(b), the authorization for release of confidential information.

If additional space is needed to complete the information required, attach additional pages and identify the question to which the additional pages pertain.

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.

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 Sections 663.10, Florida Statutes, to ensure the safe and sound management and operations of an international banking office 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.

1. Proposed Manager's Personal Information

(a) Name:

Last First Middle (full)

(b) Residence : _____
(Street Address)

(City) (State) (Postal Code) (Country)

(c) Residential History. Starting with the address of the residence where you resided prior to the current address above, provide all of your residential addresses for the past five (5) years without gaps. Attach additional sheets as necessary.

From mm/yyyy	To mm/yyyy	Street Address	City	State	Country/ Province	Postal Code
	Current					

(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: _____

Immigration File 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) Starting with your current employment, provide a complete employment history for the past five (5) years without gaps. Account for all time, whether paid or unpaid. Include full and part-time employment, self-employment, military service, and homemaking. Also include periods of unemployment, retirement, as a full-time student, and extended travel. Attach additional sheets as necessary.

From mm/yyyy	To mm/yyyy	Employer (Name and Address)	Type or nature of business activities	Title/Position (Duties and Responsibilities)	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

List any company with which you are or were associated. Provide the company name, location, nature or type of business, position held or relationship to the company, any ownership percentage, and beginning date of the relationship.

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 financial institution holding company application, or 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 company, financial institution, or financial institution holding company with which you are or were associated as a director, an executive officer, a principal shareholder, a manager, a managing member, or an equivalent position 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 company or financial institution with which you are or were associated as a director, an executive officer, a principal shareholder, a manager, a managing member, or an equivalent position:

- (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 a director, an executive officer, a principal shareholder, a manager, a managing member, or an equivalent position:

- (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, cosigner, 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 debts?

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 a director, an executive officer, a principal shareholder, a manager, a managing member, or an equivalent position 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 a director, an executive officer, a principal shareholder, a manager, a managing member, or an equivalent position 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.

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.

Signature of Notary Public or other official taking the
acknowledgment

L.S./

Notary Seal:

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) Form OFR-U-20B

AUTHORIZATION FOR RELEASE OF CONFIDENTIAL INFORMATION

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, background information, personal information, or other information pertaining to me to furnish the original or copies of any such documents, records or other information to the Florida Office of Financial Regulation or any of its authorized representatives for purposes of the application by the international banking corporation to convert an existing international bank agency to an international branch.

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

Signature

Date

On this _____ day of _____ 20____, before me personally came _____, who is (mark one) to me personally known, or who produced _____, as identification, and acknowledged and affirmed the foregoing authorization for release of confidential information to the Office.

(L.S.)

(Signature of Notary Public or other official taking acknowledgement)

(Title of official 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 they are attached should be affixed.