STATE OF CALIFORNIA – DEPARTMENT OF BUSINESS OVERSIGHT

APPLICATION FOR APPROVAL TO ACQUIRE CONTROL OF MONEY TRANSMITTER

DBO 2118 (Rev. 8-13)

TO: COMMISSIONER OF BUSINESS OVERSIGHT

_____, who maintains its principal place
(Name of Applicant)

of business at _____
(Street Address)

_____
(City, State, Zip Code)

hereby applies for approval to acquire control of _____
(Name of Licensee)

which maintains its Head Office at _____
(Street address)

_____
(City, State, Zip Code)

pursuant to Division 1.2 (commencing with Section 2000) of the Financial Code.

The documents and information attached hereto are hereby referred to and by this reference incorporated herein.

_____
(Name of Applicant)

_____
(Signature) (Name)

_____
(Title)

_____
(Telephone)

VERIFICATION

I declare under penalty of perjury under the laws of the State of California that the information contained in this application, including the attached information and documents, is true and correct and that this declaration is executed at _____
on _____, 20 _____.

_____
(Signature)

_____
(Name)

_____
(Title)

(Note: This is a sample format of an application for approval to acquire control of a person licensed to transmit money under Financial Code Section 2035. This sample is provided only as an illustration of the format of an application. Refer to the requirements of Financial Code Sections 2000, et seq.)

INSTRUCTIONS

An application to acquire control of a transmitter of money abroad should include the following:

1. Form DBO2118.

2. Percentage of outstanding shares of the transmitter of money applicant presently owns and percentage or number of shares proposed to be purchased.

3. Applicant should respond in reference to the factors set forth in California Financial Code Section 2035, subsection (b) (the "Financial Code").

4. Application fee as required by Financial Code Section 2038(b).

In reference to 2035(b)(1), personal financial statements should be submitted for individual applicants and for each member of an applicant group. In addition, audited financial statements should be submitted for any companies or corporation which an applicant controls, or in which an applicant has a substantial ownership interest. If audited financial statements are not available, unaudited financial statements as of the most recent date should be submitted including balance sheets, statement of income, statements of changes in capital accounts and statements of changes in financial position.

Additionally, applicant should describe the manner and terms of financing of the purchase and the source of financing. If any portion of the purchase price is proposed to be borrowed, applicant should describe in detail the manner and terms of financing of the purchase. Copies of all loan commitments (including financing terms) should also be submitted.

In reference to Section 2035(b)(4), applicant should explain the purpose for the acquisition, describe any proposed change in the business, management of corporate structure of the transmitter of money abroad and describe how applicant proposes to manage and operate the transmitter of money once control is acquired.

In reference to Section 2035(b)(1), confidential resumes and fingerprint cards should be submitted for each applicant where the applicant is a natural person and each person who controls the applicant or is an executive officer and director of the applicant where the applicant is not a natural person.

The fingerprint cards or Live Scan receipt must be submitted with the application. Each person fingerprinted should complete the appropriate boxes requesting personal information.

Fingerprints must be taken at a law enforcement agency or a Live Scan Service Center. A list of Live Scan Service Centers is available at http://www.caag.state.ca.us/app. It may be necessary to arrange an appointment for fingerprinting, and the applicant is responsible for any fee charged. In addition, for FD-258s, a processing fee at the current rate charged by the California Department of Justice, must accompany each form submitted.

We also reserve the right to request additional information, if necessary. If you have any further questions, please contact Julio Prada at (415) 263-8540.

Notice to Individuals – Use of Information

The Commissioner of Business Oversight (the "Commissioner") is authorized by the Financial Code to gather and maintain certain information regarding individuals in certain applications and other matters. If the attached form is submitted in connection with any application or other matter before the Commissioner, the requested information is deemed necessary to process that application other matter pursuant to the Financial Code. You may use the form, or provide the information in another written format. If the information is not accurately and completely provided, the application may be denied, or the other matter may be resolved against your interests.

If the form requests you to provide your social security account number, please be advised that providing your social security account number is voluntary. Your social security account number will be used as an identifier, and may be used to verify information provided to the Department of Business Oversight (the "Department"). Failure to provide your social security number may require the Department to use other methods to verify information, which may cause delays in processing this information and any related application or other matter. If the information you have provided to the Department cannot be verified, the Department may reject your filing and deny any related application or cause any other matter to be resolved against your interests. In addition, the Commissioner may request additional information or clarification of submitted information.

You may be required to provide your fingerprints in conjunction with submitting your personal information. If your fingerprints are required, the Department will provide you with the necessary instructions and, if applicable, the forms upon which your fingerprints may be submitted.

For Non USA Residence Applicant

If any control person does not or has not resided in the US for at least 10 years, an investigative background report must be prepared by an acceptable search firm and submitted directly to the Department in addition to other background information required in the application. The cost of the report must be borne by the applicant or the individual. We have not yet assembled a list of "acceptable" search firms. At a minimum, the firm must demonstrate that they have sufficient resources and are properly licensed to conduct the search of the background and that the firm is not affiliated with or an interest of any of the individuals under investigation. The background investigation report must be in English and provided directly to the Department.

At a minimum, the report must contain the following:

1. A comprehensive credit report/history including the actual credit report as well as a summary.
2. Civil court and bankruptcy court records for the past 10 years, including a search of the court data in the country (ies), states, towns, where the individual resided and worked and in contiguous areas.
3. Criminal records including felonies, misdemeanors and violations including a search of court data in the country (ies), states, towns, where the individual resided and worked and in contiguous areas.
4. Education records.

5. Employment history.

6. Media history including an electronic search of national and local publications, wire services and business publications.

7. Regulatory history, particularly securities, insurance, mortgage-related, real estate, etc., if applicable.

The report must be accompanied by a search summary letter which identifies the scope of the search, indicate the independence of the each firm from the individuals and the applicant, and indentifies a person and provides contact information if questions should arise.

If an individual has had such a report, which meets the specifications listed above, prepared for another licensing agency within the past 12 months, the individual may have the investigating agency submit a copy of that report to us. In addition to the documentation generally required, the individual would need to submit a statement of no material change.

In processing the information you provide, the Department may cause a consumer credit report to be prepared in accordance with the provisions of Title 1.6, Part 4, Division Third of the Civil Code (commencing at Section 1785.1), or an investigative consumer report to be prepared in accordance with the provisions of Title 1.6A, Part 4, Division Third of the Civil Code (commencing at Section 1786), or the respective successor statutes.

The information you provide the Department will be held in confidence as required by the Information Practices Act (Civil Code Section 1798, et seq.). The Information Practices Act provides that the Department may share the information you provide with the Department of Insurance, the Department of Business Oversight, other federal and state financial institution regulators, law enforcement agencies, or any other governmental entity if the disclosure is required under state or federal law. In addition, the Department may share the information you provide with any such agency if the disclosure assists the agency in discharging its duties.

Each individual has the right to review information maintained by the Department regarding him or herself, unless access to some or all of the information is exempt from disclosure by law. The official responsible for maintaining information gathered by the Department is as follows:

For all matters relating to money transmitters;
Deputy Commissioner for Money Transmitters, Department of Business Oversight,
45 Fremont Street, Suite 1700, San Francisco, California 94105-2219

For all matters relating to credit unions;

Deputy Commissioner for Credit Unions, Department of Business Oversight,
300 South Spring Street, Suite 1551, Los Angeles, California 90013-1204

For all other matters;

Chief State Examiner, Department of Business Oversight, 300 South Spring Street, Suite 15513
Los Angeles, California 90013-1204