



**STATE OF HAWAII
DEPARTMENT OF COMMERCE & CONSUMER AFFAIRS
DIVISION OF FINANCIAL INSTITUTIONS
335 MERCHANT STREET, RM 221, HONOLULU, HAWAII 96813
P.O. BOX 2054
HONOLULU, HAWAII 96805**

**APPLICATION FOR
NONDEPOSITORY
FINANCIAL SERVICES LOAN COMPANY**

(NONREFUNDABLE APPLICATION FEE OF \$10,000.00 IS TO BE SUBMITTED WITH THE APPLICATION; A \$25.00 SERVICE CHARGE WILL BE ASSESSED FOR EACH DISHONORED CHECK RECEIVED)

THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS IN BRAILLE, LARGE PRINT OR AUDIO TAPE. PLEASE SUBMIT YOUR REQUEST TO THE COMMISSIONER OF FINANCIAL INSTITUTIONS AT (808) 586-2820.

NONDEPOSITORY FINANCIAL SERVICES LOAN COMPANY APPLICATION

DATE OF APPLICATION

NAME OF APPLICANT

HEADQUARTER PHYSICAL ADDRESS

CITY

STATE

ZIP CODE

PHONE:

WEBSITE:

HAWAII PRINCIPAL OFFICE LOCATION (Place of Business)

CITY

STATE

ZIP CODE

PHONE:

The information contained in, and the filing of this application, should comply with the provisions of the Code of Financial Institutions, Sections 412:3-301 and 412:3-306, Hawaii Revised Statutes (“HRS”), and Chapter 16-25, Hawaii Administrative Rules (“HAR”), Application Procedures Relating to Hawaii Financial Institutions.

Schedules or exhibits may be attached to this application and are a part of this application and should be on 8 ½ x 11 inches paper.

Requests for clarification as to what information is necessary to complete this application should be directed in writing to the Commissioner of Financial Institutions (“Commissioner”).

The applicants may provide any information in addition to that requested in the application which, in their opinion, might aid in the disposition of their proposal.

It is the affirmative duty of the applicants to advise the Commissioner of any changes in the proposed management (executive officers and directors) or in the ownership of 10% or more of the applicants’ stock which occur after the filing of the application and prior to the opening of the applicants’ business.

Applicants are advised that information submitted in connection with an application shall be available for public review unless the Commissioner has determined it to be confidential. Applicants are entitled to request and identify information which they consider confidential. Such information should be clearly marked **CONFIDENTIAL** and submitted on separate pages with separate statements providing the reasons and authority for the request for confidential treatment.

Complete responses to all applicable questions in this application will expedite processing.

We, the undersigned applicants, being natural persons and of lawful age, intend to organize a nondepository financial services loan company. We hereby make application to the Commissioner of Financial Institutions for a nondepository financial services loan company license under the provisions of Chapter 412, Hawaii Revised Statutes.

It is further understood that the license will not become effective until (a) the company has been incorporated and authorized to engage in financial services loan company business; (b) the Board of Directors of the company has adopted a resolution ratifying and confirming the action of these persons in making this application with supporting information; (c) the company has been notified that its application has been approved; and (d) the company has fulfilled such requirements, if any, as may be imposed by the Commissioner of Financial Institutions as a condition of his/her approval of this application.

In support of this application, we hereby make the following statements and representations and submit the following information upon the factors enumerated in the Hawaii Revised Statutes for the purpose of inducing the Commissioner of Financial Institutions to approve the proposed nondepository financial services loan company application and we hereby request that examiners be assigned to make any investigation necessary.

THE UNDERSIGNED HEREBY CERTIFY, JOINTLY AND SEVERALLY, that the statements contained herein are true to our best knowledge and belief, and that they are made for the purpose of inducing the Commissioner of Financial Institutions to grant a nondepository financial services loan company license.

NAME (Type or Print)	SIGNATURE	PLACE OF RESIDENCE

The contact person for this application to whom requests and correspondence are to be directed is:

Name: _____

Title: _____

Mailing Address: _____

Email Address: _____

Telephone Number: _____

I. CORPORATE FORM

EXHIBIT	DOCUMENTS
	Certificate of Authority or Certificate of Good Standing from Business Registration Division of the Department of Commerce and Consumer Affairs, State of Hawaii, dated within 60 days of the Application.
	Certificate of Good Standing from Secretary of State from State of Incorporation, dated within 60 days of the Application.
	Copy of Corporation's Articles of Incorporation.
	Copy of Corporation's By-Laws.
	Any intended or existing affiliates, subsidiaries, and parent company of the proposed nondepository financial services loan company and the extent and nature of the holding company's control over the operations of the proposed nondepository financial services loan company. Provide Organizational Chart of the entire corporate structure showing percentage of ownership interests and summary of business activities for each related company, and indicate whether any company is publicly traded.

II. BUSINESS PLAN

EXHIBIT	DOCUMENTS
	<p>BUSINESS PLAN - Detailed narrative of the company's proposed plan of business setting forth both the business in which the company proposes to engage in at the outset and its plan for the future.</p> <p>Business Plan should include:</p> <ul style="list-style-type: none"> (A) A written description of the company's proposed financial products and services; (B) A written statement that explains how the scope of the proposed business complies with Article 9 and why any existing lines of business do not conflict with the provisions of Article 9; (C) A written description of the company's proposed plan of marketing its products, whether through affiliates, subsidiaries, service corporations, or holding company; (D) Financial projections regarding the nondepository financial services loan company's profitability for the first three (3) years of operations: <ul style="list-style-type: none"> 1. Provide a pro forma statement of the proposed institution as of the beginning of business and projected balance sheet statements for the first three years of operation. 2. Provide detailed estimates of operating income and expenses for the first three years of operation and the assumptions used in determining the projections. Projections should include the volume and dollar amounts of revenues and the accounting method to be used. (E) Any and all contractual arrangements that are intended to be executed between the nondepository financial services loan company and its holding company, affiliates, and subsidiaries.

III. GENERAL CHARACTER OF MANAGEMENT

DIRECTORS, EXECUTIVE OFFICERS, AND SHAREHOLDERS

INSTRUCTIONS: List alphabetically, by group, all *Directors, Executive Officers, and Shareholders* owning or subscribing to 10% or more of the Applicant's capital or controlling shareholders in any holding company. Indicate the Status of each individual listed by: "D"-Director, "EO"-Executive Officer, or "S"-Shareholder. Executive Officer includes CEO, President, Vice President, CFO, COO, Treasurer, Chief Credit Officer, Chief Information Officer, etc.

STATUS (Indicate "D", "EO" or "S")	NAME AND ADDRESS (Include ZIP Code)	EMPLOYER	OCCUPATION & TITLE	% OF OWNERSHIP

EXHIBIT	DOCUMENTS						
	For Startup Company, three (3) letters of character reference for each director, executive officer, and each person owning or subscribing to 10% of the total capital.						
	Personal financial statements for each proposed executive officer, director, and each person owning or subscribing to 10% of the total capital. Please use the attached FINANCIAL REPORT						
	Employment history for the past 10 years (include employer, position, dates employed and description of duties), education, management experience, and other biographical information for each proposed executive officer, director, and each person owning or subscribing to 10% of the total capital.						
	Name of proposed managing officer(s) who will manage the proposed nondepository financial services loan company and Hawaii operations. Furnish detailed information regarding educational background and experience in conducting a nondepository financial services loan company.						
	Management Organizational Chart – list all management and their positions.						
	Legal History Questionnaire for the past 5 years for each proposed executive officer, director, each person owning or subscribing to 10% of the total capital, and the Applicant.						
	<p>Information necessary to conduct a criminal history record check in accordance with Section 846-2.7 of each of the proposed directors, executive officers, and 10% shareholders (See instruction on DFI's website).</p> <p>Submitting fingerprints through Fieldprint, Inc. is the preferred method.</p> <p>Reminder: Do not schedule an appointment with Fieldprint until after the application for license or charter has been filed with DFI. DFI will not use fingerprints or criminal history results that were submitted to DFI before an application for license or charter was received by DFI. Fingerprints or results received by DFI before the date of application will not be used. In such cases, the applicant will be advised to resubmit the fingerprints.</p> <p>To submit fingerprints through Fieldprint, schedule an appointment with Fieldprint at https://www.fieldprint.com (walk-ins are not accepted). Follow the instructions on Fieldprint's website and be sure to select the correct license type for which you are applying with DFI. License Codes are as follows:</p> <table data-bbox="347 1419 1101 1482"> <thead> <tr> <th>Type of License</th> <th>HRS</th> <th>FieldPrint Code</th> </tr> </thead> <tbody> <tr> <td>Non-Depository Financial Services</td> <td>412</td> <td>HI-DCCA-CL</td> </tr> </tbody> </table> <p>Provide a list of all directors, executive officers, and 10% shareholders' appointments with Fieldprint, so that DFI knows when to check for the search results.</p>	Type of License	HRS	FieldPrint Code	Non-Depository Financial Services	412	HI-DCCA-CL
Type of License	HRS	FieldPrint Code					
Non-Depository Financial Services	412	HI-DCCA-CL					

IMPORTANT: Prompt written notification must be given to the Commissioner of Financial Institutions if changes in the directorate, active management, or in the ownership of 10% or more of the stock are made or planned prior to opening or within the first three years of the company's operation. The notification should include both the original cost and subsequent sales price of any such stock that changes ownership.

IV. FINANCIAL HISTORY AND CONDITION

EXHIBIT	DOCUMENTS
	Lease Agreement for the Hawaii Principal Office location.
	For Existing Company, Applicant's Audited Financial Statements for the most current year and the prior two (2) years or Company's Prepared Financial Statements for the most recent three (3) years including Balance Sheet, Income Statement, and Statement of Equity.
	For Startup Company: <ol style="list-style-type: none"> a. Current Company's Prepared Financial Statements including Balance Sheet, Income Statement, and Statement of Equity. b. Organization Expenses - List all expenses related to the organization of the Applicant's Company including all expenses paid, additional costs anticipated prior to the opening date, and include any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date. c. Describe source of pre-opening income. d. Describe how organization expenses will be paid.

V. SATISFACTION OF MINIMUM CAPITAL REQUIREMENTS

EXHIBIT	DOCUMENTS
	Section 412:3-306, HRS, requires every nondepository financial services loan company conducting business under the laws of this State shall at all times have Paid-in Capital & Surplus of not less than \$500,000. Initial Capital shall be in money. State what will be the Capital Amount (Not less than \$500,000 fully paid in cash). Provide evidence that Minimum Capital Requirements are met. Verification of Funds - Attached Bank Statements.
	Name and address of each proposed subscriber of capital stock in the Company and if capital has not been fully raised, a proposed capital plan, including a description of any stock options, debentures, and stock warrants offered or proposed to be offered to any person.
	State the cash dividend policies to be followed during the first three years of operation.

INSTRUCTIONS: List all stockholders of the capital stock of the Applicant.

NAME	PLACE OF RESIDENCE	NO. OF SHARES	COST OF SHARES SUBSCRIBED

VI. CONVENIENCE AND NEEDS OF THE COMMUNITY TO BE SERVED

INSTRUCTIONS: The proponents are responsible for developing the Convenience and Needs of the Community factors in a way that clearly show the economic support and justification for the applicant. Submit such data relating to the trade area which you feel is relevant to the proposal. If an economic survey of feasibility study has been prepared it may provide most of the information requested.

THE PROPONENTS ARE OF THE OPINION THAT the interest of the residents of the proposed trade area would be served by the establishment of the applicant. Data to support this opinion is presented below and in other information submitted with the application.

EXHIBIT	DOCUMENTS
	Description of the area to be served - Describe the trade area that the applicant will serve (include the geographic boundaries within which all or most of the applicant's potential customers reside). A description of the principal economic activities in the trade area and population figures and trends.
	List all principal businesses located in close proximity of proposed Hawaii locations.
	List each financial services loan company located in the proximity of the proposed Hawaii location of the Applicant; please show address of each company and the approximate distance from your location.

VII. PROPOSED POLICIES

EXHIBIT	DOCUMENTS
	Proposed loans policy
	Proposed investments policy
	Proposed operations policy
	Proposed accounting policy
	Proposed record-keeping policy
	Proposed compliance with applicable federal and state consumer laws

LEGAL HISTORY QUESTIONNAIRE

Name of Financial Institution

Name of Director, Executive Officer, or Controlling Shareholder

Answer the following questions with respect to: (1) Applicant ("Company"); (2) Individual executive officers, directors, or any controlling shareholders. For any question answered "YES," provide full details. **(Provide exhibit references if necessary.)**

YES	NO		
_____	_____	(a)	Has the Applicant, any individual executive officers, directors, or any controlling shareholders: Been convicted of, or pleaded nolo contendere to, or been charged as a defendant in any criminal proceeding with, any crime involving an act of fraud or dishonesty?
_____	_____	(b)	Consented to or suffered a judgment in any civil or administrative action based upon conduct involving an act of fraud or dishonesty, or is any such proceeding pending against any such person?
_____	_____	(c)	Consented to or suffered any indictment, formal investigation, examination, or civil or administrative proceeding that resulted in any agreement, undertaking, consent, or order issued by any federal or state court, any department, agency, or commission of the United States government, any state of municipality, any self-regulatory trade or professional organization, or any foreign government or governmental entity, involving an act of fraud or dishonesty?
_____	_____	(d)	Consented to or suffered the suspension or revocation of any professional, occupational, or vocational license or other authorization to engage in a business activity based upon conduct involving an act of fraud or dishonesty, or is any such proceeding pending?
_____	_____	(e)	Knowingly made or caused to be made in any application or report filed with the Commissioner of Financial Institutions, or in any proceeding before the Commissioner, any written or oral statement that was, at the time and in light of the circumstances under which it was made, false or misleading with respect to material fact, or willfully omitted to state a material fact with respect to information furnished or requested in connection with such an application?
_____	_____	(f)	Knowingly or willfully committed any violation of, or knowingly or willfully aided, abetted, counseled, commanded, induced, or procured the violation by any other person of, any provision of state law or rule?
_____	_____	(g)	Been involved in the denial or withdrawal after receipt of formal or informal notice of an intent to deny, by the applicant or affiliates of the applicant, of: (1) Any application relating to the organization of a financial institution? (2) An application to acquire any financial institution, subsidiary or holding company thereof? (3) A notice relating to a change in control of any financial institution, subsidiary or holding company thereof?
_____	_____	(h)	Been placed in receivership or conservatorship during the preceding 10 years, was a management official or director of a financial institution that entered into receivership or conservatorship, been placed in a management consignment program, or been liquidated during his or her tenure or within two years thereafter?

I declare that I have reviewed the above and to the best of my knowledge and belief, it is true and correct.

Signature

Title

Date

FINANCIAL REPORT

I, _____,
Name (please type of print clearly)

Address

submit herewith the following information and a correct and complete statement of my financial condition as of _____ to the Division of Financial Institutions, in connection with

Date

(Reason for submitting report)

AN ANSWER TO EACH ITEM IS REQUIRED. IF THE ANSWER IS "NO," "NONE," OR "NOT APPLICABLE," SO STATE. IF AN ITEM OF INFORMATION CALLED FOR IS UNKNOWN, SO STATE. IF SPACE PROVIDED ON THIS FORM IS INADEQUATE, ATTACH A SEPARATE SCHEDULE. ALL SUCH SCHEDULES SHOULD BE SIGNED AND DATED.

ASSETS		LIABILITIES	
1) Cash on hand and in banks	\$	9) Accounts payable	\$
2) Notes, loans, and other accounts receivable considered good and collectible		10) Notes payable to banks – from Schedule D	
3) Merchandise and inventory at lower of cost or market value		11) Notes payable to others – from Schedule E	
4) Real estate – from Schedule A		12) Real estate mortgages – from Schedule F	
5) Machinery and equipment – at cost less depreciation		13) Interest and taxes due and unpaid – from Schedule G	
6) Marketable securities – from Schedule B		14) Other debts and liabilities – from Schedule H	
7) Life insurance (face amount \$ _____) cash surrender value		TOTAL LIABILITIES	
8) Other assets – from Schedule C		15) NET WORTH	
TOTAL ASSETS	\$	TOTAL LIABILITIES AND NET WORTH	\$

NOTE: Notes, accounts receivable, mortgages and other assets considered doubtful, and not included in above financial statement have an estimated value of \$ _____.

CONTINGENT LIABILITIES (If none, so state)

In addition to the debts and liabilities listed above, have you endorsed, guaranteed, or become otherwise indirectly or contingently liable for the debts of others?

Yes No

If "Yes" give details in the following schedule.

Name and Address of Debtor or Obligor	Name and Address of Creditor or Obligee	Description of Collateral	Value of Collateral	Date Obligation		Current Amount
				Incurred	Due	

SUPPORTING SCHEDULES

Schedules set forth on this page must agree in total with the appropriate item contained in the Financial Statement on Page 1 of this report. **Note: Please attach a current balance sheet and statement of income relative to any investment, the value of which is not readily ascertainable (such as closely held corporations, partnership interests, etc.) when the investment exceeds 10% of total assets.**

Schedule A – Real Estate Owned

Description and Location	Title in Whose Name	Date Acquired	Cost	Insurance	Current Value	
Carried forward to item 4, page 1					TOTAL	\$

Schedule B – Marketable Securities

Description	Amount	Description	Amount	
Carried forward to item 6, page 1			TOTAL	\$

Schedule C – Other Assets

Description and Basis for Valuation	Value
	\$
Carried forward to item 8, page 1	TOTAL \$

Schedule D – Notes Payable to Banks

Name of Creditor	Security	Date Due	Amount
			\$
Carried forward to item 10, page 1		TOTAL	\$

Schedule E – Notes Payable to Others

Name of Creditor	Security	Date Due	Amount
			\$
Carried forward to item 11, page 1		TOTAL	\$

Schedule F – Real Estate Mortgages Payable

Name of Creditor	Location of Property	Date Due	Amount
			\$
Carried forward to item 12, page 1		TOTAL	\$

Schedule G – Interest and Taxes Due and Unpaid

Description	Payable To	Date Due	Amount
			\$
Carried forward to item 13, page 1			TOTAL \$

Schedule H – Other Debts and Liabilities

Description	Date Due	Amount
		\$
Carried forward to item 14, page 1		TOTAL \$

STATEMENT OF INCOME

Statement of Income	Year	Year	Year	If more than six months, CURRENT YEAR
Salaries, wages, and commissions from employment				
Income from dividends and interest				
Net income from rents, royalties and investments				
Other income				
TOTAL INCOME				
Expenses				
NET INCOME				

CERTIFICATE

I hereby certify that the foregoing information and statements of financial condition are true and correct to the best of my knowledge and belief and that said information and statement of financial condition are submitted voluntarily by me to the Division of Financial Institutions.

Date Signed

Signature in Full