



APPLICATION FOR:

TRUST COMPANY and NONDEPOSITORY TRUST COMPANY CERTIFICATE

(INVESTIGATION 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.

Division of Financial Institutions
335 Merchant Street, Room 221
Post Office Box 2054
Honolulu, Hawaii 96805

Telephone: (808) 586-2820

APPLICATION FOR A TRUST COMPANY

NAME OF APPLICANT

STREET ADDRESS

| | | |
|------|-------|----------|
| CITY | STATE | ZIP CODE |
|------|-------|----------|

INFORMATION FOR THE APPLICANT

Schedules or inserts may be attached to this application whenever the space provided is insufficient. Such attached schedules or inserts are a part of this application and should be on 8 1/2 " x 11" paper. Applications are to be securely bound.

Copies of the completed application are to be forwarded to the Division of Financial Institutions, Department of Commerce and Consumer Affairs, PO Box 2054, Honolulu, HI 96805. A complete copy should be retained by the applicant.

Requests for clarification as to what information is necessary to completed this application should be directed to the Licensing Branch of the Division of Financial Institutions.

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.

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

It is the affirmative duty of the applicants to advise the Commissioner of Financial Institutions of any changes in the management (officers and directors) or in the ownership of 5% or more of the applicants' stock which occur after the filing of the application and prior to the opening of the applicant's 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. Information that may be considered confidential includes, but is not limited to, the following:

1. Commercial or financial information, the disclosure of which would, or would be likely to, result in substantial competitive harm to the applicant;
2. Information, the disclosure of which could seriously affect the financial condition of any financial institution;
3. Personal information, the release of which would, or would be likely to, constitute a clearly unwarranted invasion of privacy; or
4. Other information, the disclosure of which is prescribed by Section 412:2-104, Hawaii Revised Statutes ("HRS").

Applicants are entitled to request and identify information which they consider confidential. Such information should be clearly marked **CONFIDENTIAL** and submitted on separate pages. However, the determination of the questions of confidentiality and the discretion to release information resides with the Division of Financial Institutions. Specific information which has been designated as confidential may be made available for public review after consideration by the Commissioner.

We, the undersigned applicants, being natural persons and of lawful age, intend to organize a trust company. We hereby make application to the Commissioner of Financial Institutions for a trust company certificate under the provisions of Chapter 412, HRS.

It is further understood that the certificate will not become effective (a) until the company has been incorporated and authorized to engage in the trust business; (b) until 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) until the company has fulfilled such requirements, if any, as may be imposed by the Commissioner of Financial Institutions as a condition of his/her appraisal of this application; and (d) until the company has been notified that its application has been approved.

In support of this application, we hereby make the following statements and representations and submit the following information upon the several factors enumerated in the HRS for the purpose of requesting the Commissioner of Financial Institutions to approve the proposed trust 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 requesting the Commissioner of Financial Institutions to grant a trust company certificate.

The correspondent who is making the filing, and to whom requests and correspondence are to be directed is:

Name: _____
(TYPE OR PRINT CLEARLY)

Business Address: _____

Telephone Number: _____

1. NAME OF PROPOSED TRUST COMPANY (*Corporate name must contain the word "trust"*)

2. ADDRESS FOR PLACE OF BUSINESS (*Premise to be occupied solely by the trust company*)

3. STATED CAPITAL AMOUNT (*Minimum \$1,500,000 for a Trust Company, \$1,000,000 for a Nondepository Trust*)

4. Provide a copy of the articles of incorporation authorizing the company to engage in the trust business. (*Provide exhibit reference*)

5. Provide a copy of the company's by-laws. (*Provide exhibit reference*)

6. List all known subscribers for the capital stock of the applicant. A substantially complete list will be required prior to final consideration of this application. (*Provide exhibit reference*)

7. GENERAL MANAGEMENT

For each OFFICER, DIRECTOR, and SHAREHOLDER who is subscribing to ten percent or more of the aggregate par value of stock, please provide the following: *(Provide exhibit reference if you are completing the information elsewhere)*

| | |
|------|---------------|
| NAME | DATE OF BIRTH |
|------|---------------|

| | |
|----------------|------------------------|
| PLACE OF BIRTH | PROPOSED ANNUAL SALARY |
|----------------|------------------------|

Indicate anticipated percentage of time to be devoted to fiduciary activities.

Present occupation and employer *(include title, duties, and year employed)*

General education *(name of school, location, year graduated, degrees received, including advanced degrees, and any special awards)*

Specialized fiduciary and investment training received *(include schools and work experiences)*

Employment history for the past 10 years *(include employer, position, dates employed and description of duties, particularly those of a fiduciary nature)*

Provide letters of references from individuals who can attest to your fiduciary experience

List your business and community affiliations.

Professional licenses or similar certificates *(attorney, CPA, teaching certificates, etc.)*

Waiver of confidentiality, prepared in your own form, to investigate with any statements made in this application. *(Provide exhibit reference)*

Financial statements

Provide a statement of assets and liabilities of each person by whom or on whose behalf the acquisition is to be made as of the end of the fiscal year for each of the three fiscal years immediately preceding the date of the notice, together with related statements of income for each of the fiscal years then concluded. If the more recent of the fiscal year end statements is dated more than 180 days preceding the date of filing of the application, then an interim statement of the assets and liabilities and the related statement of income as of a date not more than 180 days prior to the date of filing the application should be provided. All statements provided should indicate the basis upon which assets, liabilities, income and expense are stated and the accounting method used.

For applicants who are not individuals, the fiscal year end financial statements provided should be prepared in accordance with generally accepted accounting principles and certified by an independent certified public accountant. The statements should include a statement of assets and liabilities, a statement of income and a statement of sources and applications of funds. Any interim financial statement for applicants who are not individuals need not be certified by an independent certified public accountant.

For individuals, the financial statements may be prepared using the format of the attached DFI Form FR, "Financial Report." Any financial statements provided in any other format should contain the same types of information and detail requested on the attached "Financial Report."

(Provide exhibit reference)

8. The name and address of each proposed subscriber of capital stock in the trust 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.

9. BUSINESS PLAN

Provide a pro forma statement of the proposed institution as of the beginning of business, a schedule and appraisal of all assets with which the proposed institution intends to begin business, and projected balance sheet statements for the first three years of operation.

Provide detailed estimates of operating income and expenses for the first three years of operation and the assumptions used in determining the projections. Information should include the applicant's plans for payment of cash dividends, bonuses, directors' fees, retainer fees, and the accounting method to be used.

(Provide exhibit reference)

10. Proposed trust company policies concerning AML/BSA, information technology, asset and liability management, conflict of interest, investments and operations.

11. CONVENIENCE AND NEEDS OF THE COMMUNITY

Provide a clear definition of the proposed institution's trade area, a description of the principal economic activities in the trade area, and population figures and trends. *(Provide exhibit reference)*

12. Lease agreement for principal office.

13. A description of any existing or proposed service corporation, affiliate or subsidiary.

LEGAL HISTORY QUESTIONNAIRE

Company Name _____

Name _____

Answer the following questions with respect to: (1) the applicant; (2) the individual officers and directors; any controlling shareholder. For any question answered "YES," provide full details. **(Provide exhibit references if necessary.)**

| YES | NO | | |
|-------|-------|-----|---|
| _____ | _____ | (a) | Has the applicant, any individual officers or directors, or any controlling shareholder: 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 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 wilfully committed any violation of, or knowingly or wilfully 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 or print clearly)

Business 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.

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