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|   | **The Commonwealth of Massachusetts****Division of Banks**1000 Washington Street, 10th FloorBoston, Massachusetts 02118 |  |

INSTRUCTIONS FOR PREPARATION OF THE

**Limited Purpose Trust Company Application**

**Preparation and Use**

Use these instructions to apply to the Division of Banks (Division) to establish a limited purpose trust company pursuant to Massachusetts General Laws chapter 172, section 9A.

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" should be explained. The questions in the application are not intended to limit the applicant's presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. *Any such cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Supporting information for all relevant factors, setting forth the basis for the applicant's conclusions, should accompany the application.

This application form collects information that the Division will need to evaluate a charter application. While most of the information will be available when the organizers submit the application, some information will not be available at that time. For any question about when to submit a specific item, organizers should contact the Division to discuss the specific timing for submission.

**Application Requirements**

A complete application includes the following as detailed below:

1. A printed copy and an electronic copy of the Limited Purpose Trust Company Application; and
2. An application fee in the amount of $2,500.00 payable to the Division of Banks must be submitted by the applicant at the time of the filing of the application.

**Submission Instructions**

Submission of the electronic document(s) must be made on a secure compact disc or USB drive. Applicants must submit only the information requested on the attached pages. The printed copy of the application and the compact disc or USB drive should be mailed to:

 Commonwealth of Massachusetts

Division of Banks

Attn: Legal Unit

1000 Washington Street, 10th Floor

Boston, MA 02118-6400

**Application Deadline**

Applicants must file before 5 P.M. on the 15th of the month in order to be considered received during the month; provided however, that when the 15th falls on a Sunday or a legal holiday the next business day shall be the filing day.

**Notice Requirements**

Upon acceptance of a completed application, the Division will provide the applicant with a notice for publication and specific instructions for the publication and posting of notice. The notice must appear in a newspaper of general circulation in the city or town where the main office of the proposed limited purpose trust company will be located.

**Public Comment**

Any person other than the applicant should file communications, including briefs in favor of, or in opposition to, the application not later than the end of the comment period. Comments received by the Division will be forwarded to the applicant.

A public hearing may be held if the response is considered significant or circumstances warrant such a hearing, as determined by the Commissioner of Banks (Commissioner). If a public hearing is to be held, this Division will then forward further information.

**Confidentiality**

The application is a public record as defined by Massachusetts General Laws chapter 66, section 10.  The applicant may request confidential treatment of one or more portions of the application that the applicant believes is confidential pursuant to Massachusetts General Laws chapter 167, section 2J.  The applicant must submit a written statement explaining the reason(s) for treating the information as confidential.  The written request for confidential treatment must be submitted to the Division with the application. Information for which the applicant requests confidential treatment must be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled “Confidential.” If the request for confidential treatment applies to additional information submitted after the application was filed, the written request for confidential treatment must accompany the filing of the additional information and follow the same procedure.

***DIVISION OF BANKS***

***LIMITED PURPOSE TRUST COMPANY APPLICATION***

**Proposed Limited Purpose Trust Company**

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City State ZIP Code

**Holding Company Identifying Information** (if applicable)

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City State ZIP Code

**Contact Person**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name Title/Employer

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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City State ZIP Code

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Telephone Number E-Mail Address

***DIVISION OF BANKS***

***LIMITED PURPOSE TRUST COMPANY APPLICATION***

**SECTION 1: OVERVIEW**

1. Provide a brief overview of the application. The overview should describe the business of the proposed limited purpose trust company (applicant) and any special market niche, including the products, market, services, and any nontraditional activities.
2. Describe any issues about the permissibility of the proposal with regard to applicable state or federal laws or regulations. Identify any regulatory waiver requests and provide adequate justification.
3. List and provide an electronic copy of all applications filed in conjunction with this proposal, such as applications for holding company, trust powers, branch offices, service corporations, and other subsidiaries.
4. When available, provide a copy of all public or private offering materials and the proposed form of stock certificate, including any required restrictive legends.
5. Provide a copy of the proposed articles of association, articles of incorporation, or charter, and proposed bylaws.
6. Provide a copy of the business plan, including a capital plan and pro forma financial statements, for a three (3) year period. If the limited purpose trust company is not projected to be profitable within three (3) years, submit additional financial projections until profitable.

**SECTION 2: MANAGEMENT**

1. Provide a list of the organizers, proposed directors, senior executive officers, and any individual, or group of proposed shareholders acting in concert that will own or control 10% or more of the applicant’s stock.
2. Include a signed “Oath of Director” for each proposed director. Contact the Division’s Legal Unit to discuss the format for the required oath.
3. For each person listed, attach an [Interagency Biographical and Financial Report](https://www.fdic.gov/formsdocuments/bio-finreport.pdf) as promulgated by the Federal Deposit Insurance Corporation, a completed Criminal Offender Record Information (CORI) Request Form, and indicate all positions and offices currently held, or to be held, with the applicant’s holding company and its affiliates, if applicable. A copy of the CORI Request Form is included as Appendix A to this application. If at the time of application the individual serves as a director of, or is employed as a senior executive officer of, a Massachusetts-chartered depository institution, the applicant may request that the Division waive the requirements of this subpart 1(b) for such individual.

1. Describe each proposed director’s qualifications and experience to serve and oversee management’s implementation of the business plan. Describe the extent, if any, to which directors or major stockholders are or will be involved in the day-to-day management of the limited purpose trust company. Also list the forms of compensation, if any.
2. Provide a list of board committees and members.
3. Describe each proposed senior executive officer’s duties and responsibilities and qualifications and experience to serve in his/her position. If a person has not yet been selected for a key position, list the criteria that will be required in the selection process. Discuss the proposed terms of employment, including compensation and benefits, and attach a copy of all pertinent documents, including an employment contract or compensation arrangement. Provide the aggregate compensation of all officers.
4. Describe any potential management interlocking relationships that could occur with the establishment or ownership of the applicant. Include a discussion of the permissibility of the interlock with regard to relevant law and regulations or include a request for a permit.
5. Describe any potential conflicts of interest.

1. Describe any transaction, contract, professional fees, or any other type of business relationship involving the limited purpose trust company, the holding company, and its affiliates (if applicable), and any organizer, director, senior executive officer, shareholder owning or controlling 10% or more, and other insiders. Include professional services or goods with respect to organizational expenses and office premises and fixed asset transactions. (Transactions between affiliates of the holding company that do not involve the limited purpose trust company need not be described.)
2. State whether the business relationship is made in the ordinary course of business, is made on substantially the same terms as those prevailing at the time for comparable transactions with non-insiders, and does not present more than the normal risk of such transaction or present other unfavorable features.
3. Specify those organizers that approved each transaction and whether the transaction was disclosed to proposed directors and prospective shareholders.
4. Provide all relevant documentation, including contracts, independent appraisals, market valuations, and comparisons.
5. Describe all stock benefit plans of the applicant and holding company, including stock options, stock warrants, and other similar stock-based compensation plans, for senior executive officers, organizers, directors, and other insiders. Include in the description:
6. The duration limits;
7. The vesting requirements;
8. Transferability restrictions;
9. Exercise price requirements;
10. Rights upon termination;
11. Any “exercise or forfeiture” clause; and
12. Number of shares to be issued or covered by the plans.

Provide a list of participants, allocation of benefits to each participant, and a copy of each proposed plan. (Plans must conform to applicable regulatory guidelines.)

**SECTION 3: CAPITAL**

1. For each class of stock, provide the number of authorized shares, the number of shares to be issued, par value, voting rights, convertibility features, liquidation rights, and the projected sales price per share. Indicate the amount of net proceeds to be allocated to common stock, paid-in surplus, and other capital segregations.
2. Describe any noncash contributions to capital, and provide supporting documents for assigned values, including an independent evaluation or appraisal.
3. The Division has determined a minimum capital level of and reserves the right to increase the required capital level based upon the activities to be conducted by the limited purpose trust company. Indicate the amount of the proposed capitalization of the limited purpose trust company.
4. Discuss the adequacy of the proposed capital structure relative to internal and external risks, planned operational and financial assumptions, including technology, branching, and projected organization and operating expenses. Present a thorough justification to support the proposed capital, including any off-balance-sheet activities contemplated. Describe any plans for the payment of dividends.
5. List all known subscribers to stock. For organizers, directors, 10% shareholders, senior executive officers, and other insiders, include the number of shares and anticipated investment and the amount of direct and indirect borrowings to finance the investment. Discuss how any debt will be serviced.
6. List recipients and amounts of any fees, commissions, or other considerations in connection with the sale of stock.
7. Describe how the applicant will satisfy the requirements of the asset pledge of cash or securities which may be used to defray costs and expenses in the event that the limited purpose trust company is liquidated.
8. Indicate whether the applicant plans to file for S Corporation tax status.

**SECTION 4: CONVENIENCE AND NEEDS OF THE COMMUNITY**

**NOTE:** This information must be consistent with the proposed business plan.

1. Define the intended geographical market area(s). Include a map of the market area, pinpointing the location of the applicant’s proposed offices and offices of competing institutions.

1. Identify the competitive factors the applicant faces in the proposed market and describe how competition among banking institutions will not be unreasonably affected by the limited purpose trust company.
2. Describe how the applicant will address the convenience and needs of the intended geographical market to maintain its long-term viability.
3. Discuss the economic environment and the need for the applicant in terms of population trends, income, and industry and housing patterns.

**SECTION 5: Premises and Fixed Assets**

1. Provide a physical description for permanent premises and discuss whether they will be publicly and handicapped accessible. Indicate the level and type of property insurance to be carried.
2. If the permanent premises are to be purchased, provide name of seller, purchase price, cost and description of necessary repairs and alterations, and annual depreciation. If the premises are to be constructed, provide the name of the seller, the cost of the land, and the construction costs. Indicate the percentage of the building that will be occupied by the bank. Provide a copy of the appraisal.
3. If the permanent premises are to be leased, provide name of owner, terms of the lease, and cost and description of leasehold improvements. In accordance with Regulatory Bulletin 2.2-103, exclusive lease provisions and restrictive covenants are defined as clauses which have the effect of regulating or limiting competition by or precluding the sale or lease of a site or related space to a competing institution thereby frustrating the ability of that site or related space to benefit the public. State whether or not the applicant is a party to any deed, lease, or other agreement which contains any such exclusive provision or covenant. If applicable, provide a copy of, and comment upon, the exclusive provision or covenant.
4. If temporary quarters are planned, provide a description of interim facility, length of use, lease terms, and other associated commitments and costs.
5. State whether proposed premises and fixed asset expenditures conform to applicable statutory limitations.

**SECTION 6: INFORMATION SYSTEMS**

1. State whether the applicant plans to market its products and services (the ability to do transactions or account maintenance) via electronic means. If yes, specifically state the products and services that will be offered electronically.
2. Outline the proposed or existing information systems architecture and any proposed changes or upgrades. The information should describe how:
3. The information system will work within existing technology;
4. The information system is suitable to the type of business in which the limited purpose trust company will engage;
5. The security hardware, software, and procedures will be sufficient to protect the limited purpose trust company from unauthorized tampering or access; and
6. The organizers and directors will allocate sufficient resources to the entire technology plan.
7. If processing of fiduciary accounting is to be handled by a vendor, attach copies of any proposed contracts, and provide estimated costs for this processing on an annualized basis. The vendor must provide a signed Letter of Assurance acknowledging that such services will be subject to regulation and examination by the Division to the same extent as if the services were being performed by the limited purpose trust company itself on its own premises.
8. Provide lists or descriptions of the primary systems and flowcharts of the general processes related to the products and services. The level of detail in these system descriptions should be sufficient to enable verification of the cost projections in the *pro formas.*
9. Estimate the start-up budget for the information systems related to the products and services and the expected annual operating and maintenance costs (including telecommunications, hardware, software, and personnel).
10. Describe the physical and logical components of security. Describe the security system and discuss the technologies used and key elements for the security controls, internal controls, and audit procedures. Discuss the types of independent testing the limited purpose trust company will conduct to ensure the integrity of the system and its control.
11. Describe the information security program that will be in place to comply with the "Interagency Guidelines Establishing Standards for Safeguarding Customer Information."

**SECTION 7: OTHER INFORMATION**

1. List activities and functions, including data processing that will be outsourced to third parties, identifying the parties and noting any affiliations. Describe all terms and conditions of the vendor management activities and provide a copy of the proposed agreement when available. Describe the due diligence conducted and the planned oversight and management program of the vendors’ or service providers’ relationships (for general vendor management guidance, see the Appendix of the FFIEC’s guidance, Risk Management of Outsourced Technology Services).
2. List all planned expenses related to the organization of the applicant and include the name of recipient, type of professional service or goods, and amount. Describe how organization expenses will be paid.
3. Provide evidence that the applicant will obtain sufficient fidelity coverage on its officers and employees to conform with generally accepted banking practices.
4. If applicable, list names and addresses of all correspondent depository institutions that have been established or are planned.
5. Provide a description of all procedures and policies to be followed for the operations of the limited purpose trust company, including policies for investments, liquidity, funds management, interest rate risk, and other relevant policies. Copies of these procedures and policies may be required to be provided at the Division’s request.
	1. If the limited purpose trust company will be established as an affiliate or a subsidiary of a Massachusetts-chartered trust company, or a Massachusetts-chartered savings bank or co-operative bank authorized to conduct trust operations pursuant to Massachusetts General Laws chapter 167G, the applicant must describe any material distinctions between the policies and procedures referenced above as currently maintained by the parent institution or affiliate and such policies and procedures as will be maintained by the limited purpose trust company.
	2. Provide a copy of the Bank Secrecy Act program.

**Appendix A**

**THE COMMONWEALTH OF MASSACHUSETTS**

**Division of Banks**

1000 Washington Street, 10th Floor, Boston, MA 02118

TEL: 617-956-1500 | TDD: 617-956-1577 | FAX: 617-956-1599

MASS.GOV/DOB

###### **CORI INSTRUCTIONS**

Attached is the CORI Request Form which must be completed in its entirety. **Additionally, the applicant’s identity must be verified with a government issued photographic form of identification and the applicant’s signature appearing on the CORI request form must be authenticated by a notary. Please be sure to submit a copy of a government issued photographic form of identification with the CORI request form.** CORI request forms submitted without this information, or which have not been notarized, will not be processed.

**THE COMMONWEALTH OF MASSACHUSETTS**

**Division of Banks**

1000 Washington Street, 10th Floor, Boston, MA 02118

TEL: 617-956-1500 | TDD: 617-956-1577 | FAX: 617-956-1599

MASS.GOV/DOB

# **Criminal Offender Record Information (CORI)**

# **Acknowledgement Form**

The Division of Banks has been registered by the Department of Criminal Justice Information Services (“DCJIS”) to access **conviction and pending** Criminal Offender Record Information for the purpose of screening:

• Officers of, and applicants for, bank and credit union charters;

• Applicants for licenses to engage in the business of a check casher, check seller, debt collector, foreign transmittal agency, insurance premium finance company, mortgage broker, mortgage lender, motor vehicle sales finance company, retail installment sales finance company, small loan company; and

* Applicants for a license to engage in the activity of a mortgage loan originator for which the Division also

 has been certified to access non-conviction criminal data.

As an above-described bank officer or license applicant I understand that a CORI check will be submitted for my personal information to the DCJIS. I hereby acknowledge and provide permission to Division of Banks to submit a CORI check for my information to the DCJIS. This authorization is valid for one year from the date of my signature. I may withdraw this authorization at any time by providing Division of Banks with written notice of my intent to withdraw consent to a CORI check.

The Division of Banks may conduct subsequent CORI checks within one year of the date this Form was signed by me provided, however, that Division of Banks must first provide me with written notice of this check.

By signing below, I provide my consent to a CORI check and acknowledge that the information provided on Page 2 of this Acknowledgement Form is true and accurate.

 **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 *Signature of CORI Subject Date*

On this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, 20 , before me, the undersigned notary public, personally appeared \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of document signer), proved to me through satisfactory evidence of identification, which were \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

 Notary Public

**THE COMMONWEALTH OF MASSACHUSETTS**

**Division of Banks**

1000 Washington Street, 10th Floor, Boston, MA 02118

TEL: 617-956-1500 | TDD: 617-956-1577 | FAX: 617-956-1599

MASS.GOV/DOB

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| **SUBJECT INFORMATION**  |
| Please complete this section using the information of the person whose CORI you are requesting. The fields marked with an asterisk (\*) are required fields.  |

* First Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Middle Initial: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\* Last Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Suffix (Jr., Sr., etc.): \_\_\_\_\_\_\_\_\_\_\_

 Former Last Name 1: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Former Last Name 2: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 Former Last Name 4: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

* Date of Birth (MM/DD/YYYY): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Place of Birth: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

* Last **SIX** digits of Social Security Number: \_\_\_ \_\_\_ ‐‐ \_\_\_ \_\_\_ \_\_\_ \_\_\_ [ ]  No Social Security Number

 Sex: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Height: \_\_\_\_\_ ft. \_\_\_\_\_ in. Eye Color: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Race: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Driver’s License or ID Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ State of Issue: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Father’s Full Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Mother’s Full Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Current Address**

Street Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Apt. # or Suite: \_\_\_\_\_\_\_\_\_\_\_\_\_ \*City: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \*State: \_\_\_\_\_\_\_\_ \*Zip: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**\*\*\*\*\*\*\* SUBJECT VERIFICATION – FOR DIVISION OF BANKS USE ONLY \*\*\*\*\*\*\***

 The above information was verified by reviewing the following form(s) of government‐issued identification:

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Verified by:

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 *Print Name of Verifying Employee*

 **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 *Signature of Verifying Employee* *Date*