



The Commonwealth of Massachusetts

Office of the Commissioner of Banks

One South Station

Boston, Massachusetts 02110

MITT ROMNEY
GOVERNOR

KERRY HEALEY
LIEUTENANT GOVERNOR

STEVEN L. ANTONAKES
COMMISSIONER OF BANKS

BETH LINDSTROM
DIRECTOR
OFFICE OF CONSUMER AFFAIRS AND
BUSINESS REGULATION

July 18, 2005

Ezra C. Levine
Howrey Simon Arnold & White
1299 Pennsylvania Avenue, NW
Washington, DC 20004-2402

Dear Mr. Levine:

This letter is in response to your February 3, 2005 correspondence to the Massachusetts Division of Banks (the "Division") on behalf of a client company (the "Company") relative to whether a license is required in order to engage in certain money transmitting activities in Massachusetts. This matter was also discussed by telephone with Division staff.

As explained in your letter, your client is a Canadian company which provides global payment services to businesses and corporations located throughout Canada and in several US states, where it is licensed under the applicable state money transmitter statutes. The Company seeks to provide money transmittal services to business customers in Massachusetts. Such customers would be solicited by telephone and, periodically, Company representatives would make personal visits to Massachusetts. The transaction requests of the Massachusetts business customers would be processed through Company accounts at banks located in the US. You have advised that typical business customers of the Company utilize its money transmittal services on an ongoing basis, and the business relationship is governed by a written agreement between the parties.

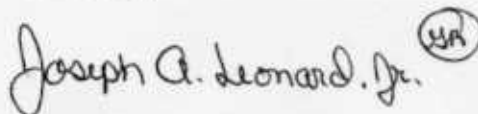
In Massachusetts, the transmission of money to foreign countries is governed under the provisions of General Laws chapter 169 and its implementing regulation, 209 CMR 44.00. As specified in section 1 of chapter 169, persons who engage or are financially interested in the business of receiving deposits of money for the purpose of transmitting it to foreign countries must be licensed by the Division. Banks chartered by the commonwealth, banks chartered by the federal government or another state of the United States and authorized to do a banking business in the commonwealth, as well as certain other entities, are exempt from the licensing requirement.

Licensing questions under Chapter 169 are evaluated by the Division on a case-by-case basis, taking into account: 1) whether money or its equivalent is deposited for the purpose of transmission to a foreign country; 2) the location and manner of the deposit-taking and transmittal and, more generally; 3) whether the money transmitting operations of a particular enterprise are such as would adequately protect Massachusetts customers. In this case, as the Company's

Massachusetts operations would be limited to soliciting commercial customers and all money transmittals would be initiated by such customers and processed through Company accounts maintained in banks located in states other than Massachusetts, it is the position of the Division that a license would not be required.

The conclusions reached in this letter are based solely on the facts presented. Fact patterns which vary from that presented may result in a different position statement by the Division.

Sincerely,



Joseph A. Leonard, Jr.
Deputy Commissioner of Banks
and General Counsel