

MERCHANT ACQUIRER LIMITED PURPOSE BANK CHARTER APPLICATION PROCEDURES

LAWS AND REGULATIONS

Sections 7-9-1 through 7-9-13. Georgia Merchant Acquirer Limited Purpose Bank Act
Chapters 80-12-1 through 80-12-12. Merchant Acquirer Limited Purpose Banks

REGULAR PROCESSING APPLICATION PROCEDURES

A pre-filing meeting with the Department is required with attendance by members of the organizing group (including potential investors, management, and directors) and representatives of the organizing group (such as attorneys or consultants), as appropriate. If the applicant plans to apply for FDIC insurance, applicable staff of the FDIC should also attend.

The proposed name of the new bank will be evaluated in accordance with the Bank Statement of Policy and Bank Applications Manual for “Name Permission, Reservation, and Change.”

No expedited process is available for a MALPB charter application.

REGULAR PROCESSING DOCUMENTS REQUIRED

Specific reference made to Department Rule 80-12-2 regarding the application process:

- MALPB Charter – Merchant Acquirer Application and all required exhibits.
- Name reservation as defined in the “Name Permission, Reservation, and Change” sections of the Bank Statement of Policy and Bank Applications Manual. Provide name reservation certificate from the Secretary of State.
- For all proposed MALPB directors and officers:
 - Financial and Biographical forms.
 - Income tax returns for the two most recent years.
 - Credit Report.
 - Resumes.
 - MALPB Background Authorization forms for all proposed MALPB directors and officers. If the ultimate parent holding company is not publicly traded, also provide MALPB Background Authorization forms for executive officers, directors, control persons, and principal shareholders for each holding company tier, including the ultimate parent holding company.
- Articles of Incorporation with original signatures that satisfies requirements of O.C.G.A. § 7-9-5. Note: The Articles of Incorporation will be submitted to the Secretary of State upon conditional application approval. Finalized and executed Articles of Incorporation will be needed at time of conditional application approval. At this time, a check for the incorporation fee made to the Secretary of State will need to be submitted. The SOS check

should not be submitted with the original application submission.

- Bylaws.
- Verification of Lawful Presence/Citizenship Affidavit.
- Copy of Federal Deposit Insurance application (if applicable).

Electronic payment instructions will be provided by the Department after submission of the application. Payment must be remitted to the Department prior to acceptance of the application.

Legal Notice Filings

- Per Department Rule 80-12-2-.05(2), a publication is required upon receipt of the application. The Department will approve a draft notice submitted with the application and direct publication when appropriate. The notice is required to be published once a week for two (2) consecutive weeks in the newspaper which is the official organ of the county where the applicant's main office is located. Example language includes:

An application for a charter to operate as a merchant acquirer limited purpose bank to be known as (*proposed name*) MALPB and to be located at (*main office address*) City, County, Georgia, will be made to the Secretary of State of Georgia in accordance with Chapter 9 of Title 7 of the Official Code of Georgia Annotated, the Georgia Merchant Acquirer Limited Purpose Bank Act. A copy of the articles of incorporation of the proposed merchant acquirer limited purpose bank and the application have been filed with the Department of Banking and Finance.

- Per Department Rule 80-12-2-.06, a second publication is required upon acceptance of the application. This public notice shall be published in both the legal organ and a newspaper of general circulation in the community in which the applicant's main office is to be located and shall be published once a week for two (2) consecutive weeks. The Department will approve a draft notice submitted with the application and direct publication when appropriate. Example language includes:

An application for a charter to operate as a merchant acquirer limited purpose bank to be known as (*proposed name*) MALPB and to be located at (*main office address*) City, County, Georgia, has been made to the Department of Banking and Finance by _____ (individual) in accordance with Chapter 9 of Title 7 of the Official Code of Georgia Annotated, known as the "Georgia Merchant Acquirer Limited Purpose Bank Act." The following persons have been proposed as the initial directors: Director 1 first name last name, Director 2 first name last name, Director 3 first name last name, Director 4 first name, last name. Any person wishing to comment on protest the application may do so by filing written notice to the Department of Banking and Finance at its main office location at 2990 Brandywine Road, Suite 200, Atlanta, Georgia 30341-5565, by the 30th day from the Department of Banking and Finance posting notice of the MALPB charter application within the Financial Institution Bulletin located on its website. Non-confidential portions of the application are available for review as directed by the Department of Banking and Finance within the Financial Institutions Bulletin.

PROCESSING TIME

Regular Processing 90 days from acceptance

The Department will acknowledge the filing within ten business days of receiving the application and other requested documents. Additional information may be requested before the application is deemed officially accepted by the Department. The applicant must provide any requested information to the Department within 30 days of the request. The Department will issue an official notice of acceptance of the application after determining that the filing is substantially complete. The investigation process will begin after the filing is officially accepted. Generally, a decision on the charter application will be rendered within 90 days from the date the application has been officially accepted. However, the processing time may be extended by the Department if additional information is required or circumstances warrant an extension.

FEES

Regular Application Fee \$50,000