

CHANGE OF CONTROL

PURSUANT TO THE PROVISIONS OF LSA-R.S. 6:1090(B)(1)

LSA-R.S.6:1090(B)(1) states, “No person shall acquire or control a license to make or broker residential mortgage loans through the acquisition or control of fifty-one percent or more of the ownership interest in a licensee without first having obtained written approval from the commissioner, pursuant to an application for a change of control in ownership of the licensee, filed in the manner and on a form prescribed by the commissioner and accompanied by a fee of three hundred dollars. Any person who acquires controlling interest in a licensee without first having filed an application for change of control with the commissioner, shall be deemed to be operating without proper authority under this Chapter and is subject to the penalties of R.S. 6:1092(C).”

Persons or entities proposing to acquire control of licensees must have *prior* approval from the Commissioner of Financial Institutions. The request must include the following:

- 1) Proposed date for change, including names of all parties involved.**
- 2) Completed Schedule A, listing direct owners, and Schedule B, listing indirect owners (both Schedules attached).**
- 3) Each person listed in Schedules A and B must complete a MU2 Form (attached).**
- 4) Two original Form FD 258 fingerprint cards, or equivalent, for each person filing a MU2 Form who has not submitted fingerprint cards to this Agency within the last 5 years. Fingerprint cards can be obtained from your local law enforcement office. Fingerprint cards must be completely filled out including Social Security Number and the eight personal identification blocks, name printed at top and personal signature.**
- 5) \$45.25 background check fee per person. Check made payable to Office of Financial Institutions.**
- 6) \$300 change of control fee, check made payable to Office of Financial Institutions.**

Once approval has been received from this Office and the change is complete, the following information must be submitted:

- 1) Copy of the Act of Sale, if applicable.**
- 2) A letter from the bonding company (if applicable) stating that they are aware of the change of control and that the bond is still in effect.**
- 3) A copy of the Board Resolution (if corporation).**
- 4) Signed copy of amended Operating Agreement (if LLC).**
- 5) Name, address, and phone number of the registered agent for service of process.**
- 6) A Certificate of Resolution for each person having signing authority for the company.**

Please submit all items to:

**Office of Financial Institutions
P O Box 94095
Baton Rouge, LA 70804-9095
Attn: RML**



STATE OF LOUISIANA
OFFICE OF FINANCIAL INSTITUTIONS
8660 UNITED PLAZA BLVD., 2ND FL.
BATON ROUGE, LA 70809
TELEPHONE: 225/925-4660
FAX: 225/922-0860



LOUISIANA STATE SPECIFIC REQUIREMENTS
FORM MU2
UNIFORM MORTGAGE CONTROL PERSONS INFORMATION

If applying for a license to engage in *residential mortgage lending/brokering activity* in the State of Louisiana, the following items must be included with the Uniform Mortgage Broker/Lender License application.

- Two fingerprint cards, a Louisiana State Police Investigation and Information form.
- \$45.25 background check fee must be submitted on behalf of the following individuals:
 - (a) each *control person** and executive officer, including Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, and individuals with similar status or functions;
 - (b) in the case of an *applicant* that is a corporation, each shareholder that directly owns* 10% or more of a class of a voting security of the *applicant*, unless the *applicant* is a publicly traded company;
 - (c) in the case of an *applicant* that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 10% or more of the partnership's capital;
 - (d) in the case of a trust that directly owns 10% or more of a class of a voting security of the *applicant*, or that has the right to receive upon dissolution, or have contributed, 10% or more of the *applicant's* capital, the trust and each trustee;
 - (e) in the case of an *applicant* that is a Limited Liability Company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 10% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.

* **Control persons defined as:** Any person with the power, directly or indirectly, to direct the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any *person* that (i) is a director, general partner or officer exercising executive responsibility (or having similar status or functions); (ii) directly or indirectly has the right to vote 10% or more of a class of a voting security or has the power to sell or direct the sale of 10% or more of a class of voting securities; or (iii) in the case of a partnership, has the right to receive upon dissolution, or has contributed, 10% or more of the capital, is presumed to control that company.

* **Direct owners** include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 10% or more of a class of a voting security of the *applicant*. For purposes of this Schedule, a *person* beneficially owns any securities (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant or right to purchase the security.

UNIFORM MORTGAGE BIOGRAPHICAL STATEMENT & CONSENT FORM

FORM MU2 INSTRUCTIONS

A. GENERAL INSTRUCTIONS

1. **FILING** – Form(s) MU2 must accompany Form MU1, the Uniform Mortgage Lender/Mortgage Broker form. Each individual identified as a *control person* for the *applicant* on Schedule A of Form MU1, must complete Form MU2. An *applicant* must also refer to *jurisdiction*-specific requirements published by each *jurisdiction* in which it is applying. Some *jurisdictions* may require biographical information about people that do not fit the *control person* definition, like a branch manager. Such *jurisdictions* may therefore request a Form MU2 with other filings. Additionally, *applicants* must update the roster of *control persons* on Form MU1 by filing a Schedule C, thus requiring additional MU2 forms.
2. **EMPLOYMENT REPRESENTATION** – The employment representation section must be completed by an authorized representative of the *applicant*.
3. **TERMS USED** – See the following Explanation of Terms section regarding italicized words/phrases.
4. **DATES** – The filing date is the date *applicant* submits this form to the *jurisdiction(s)*. The desired effective date is the date *applicant* would like the license/registration or amendment to become effective. Review published *jurisdiction*-specific requirements for effective date expectations.
5. **AMENDMENTS** – The *applicant* must update biographical information as required in each *jurisdiction* by submitting amendments using Form MU2. On Form MU2, circle or otherwise identify the item being amended. Complete only items 1(A) and 1(I), as well as the information that is being amended. Review published *jurisdiction*-specific requirements concerning the return of the prior original license/registration document when submitting the amended Form MU2.

B. FILING INSTRUCTIONS

1. **FORMAT**
 - A. Each individual identified as a *control person* on Schedules A or C must complete Form MU2. A fully completed Form MU2 for each *control person* is required to be submitted to each *jurisdiction* along with the *applicant's* initial Form MU1. Form MU2 also accompanies Schedule C when reporting new *control person(s)*. The *applicant* should review published *jurisdiction*-specific requirements for additional specific filing requirements using Form MU2 providing biographical information about non-*control persons*.
 - B. Type all information.
 - C. Use only the current version of Form MU2 or a reproduction of it.
 - D. The Acknowledgment & Consent section must include notarized original manual signature.
 - E. The Mortgage Lender/Mortgage Broker Employment Representation section must include original manual signature.
 - F. Employment history, item 6: provide the full legal name of the company, beginning with your current employer. For the purposes of this history, include both 1099 independent contractor assignments as well as W-2 status employment.
2. **ATTACHMENTS** - Review published *jurisdiction*-specific instructions for required attachments including but not limited to:
 - A. Review published *jurisdiction*-specific instructions concerning attachments in PDF or alternative formats.
 - B. Two Fingerprint Cards, if required by applicable *jurisdiction(s)*, per item 4 of Form MU2
 - C. Personal credit report, bond, or other demonstration of financial responsibility
 - D. Depending on the *jurisdiction*, individual(s) originating mortgage loans at the business may need to file a Form MU4. Review published *jurisdiction*-specific requirements for details.
 - E. Fees

C. EXPLANATION OF TERMS – The following terms are italicized throughout Form MU2

1. **GENERAL**

APPLICANT – The mortgage lender or mortgage broker applying on or amending information on Form MU1 (including schedules) or Form MU3. The only instance in which the *applicant* is an individual is in the case of a sole proprietorship.

CONTROL – The power, directly or indirectly, to direct the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any *person* that (i) is a director, general partner or executive officer; (ii) directly or indirectly has the right to vote 10% or more of a class of a voting security or has the power to sell or direct the sale of 10% or more of a class of voting securities; (iii) in the case of an LLC, Managing Member; or (iv) in the case of a partnership, has the right to receive upon dissolution, or has contributed, 10% or more of the capital, is presumed to control that company.

CONTROL PERSON – An individual (a natural person) named on Form MU1 in Item 1A or in Schedules A, B, or C that directly or indirectly exercises *control* over the *applicant*.

JURISDICTION – A state, the District of Columbia, the Commonwealth of Puerto Rico, any territory of the United States, or any subdivision or regulatory body thereof.

PERSON – An individual, partnership, corporation, trust, LLC, or other organization.

2. **FOR THE PURPOSE OF ITEM 8**

CHARGED – Being accused of a crime in a formal complaint, information, or indictment (or equivalent formal charge).

ENJOINED – Includes being subject to a mandatory injunction, prohibitory injunction, preliminary injunction, or a temporary restraining order.

FELONY – For *jurisdictions* that do not differentiate between a *felony* and a *misdemeanor*, a *felony* is an offense punishable by a sentence of at least one year imprisonment and/or a fine of at least \$1,000. The term also includes a general court martial.

FINANCIAL SERVICES OR FINANCIAL SERVICES-RELATED – Pertaining to securities, commodities, banking, insurance, consumer lending, or real estate (including, but not limited to; acting as or being associated with a bank or savings association, credit union, mortgage lender, mortgage broker, real estate salesperson or agent, closing agent, title company, or escrow agent).

FOREIGN FINANCIAL REGULATORY AUTHORITY – Includes (1) a *financial services* authority of a foreign country; (2) other governmental body empowered by a foreign government to administer or enforce its laws relating to the regulation of *financial services* or *financial services-related* activities; and (3) a foreign membership organization, a function of which is to regulate the participation of its members in *financial services* activities listed above.

FOUND – Includes adverse final actions, including consent decrees in which the respondent has neither admitted nor denied the findings, but does not include agreements, deficiency letters, examination reports, memoranda of understanding, letters of caution, admonishments, and similar informal resolutions of matters.

INVOLVED – Doing an act or omission or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act or omission.

MISDEMEANOR – For *jurisdictions* that do not differentiate between a *felony* and a *misdemeanor*, a *misdemeanor* is an offense punishable by a sentence of less than one year imprisonment and/or a fine of less than \$1,000. The term also includes a special court martial.

ORDER – A written directive issued pursuant to statutory authority and procedures, including orders of denial, suspension, or revocation; does not include special stipulations, undertakings or agreements relating to payments, limitations on activity or other restrictions unless they are included in an *order*.

PROCEEDING – Includes a formal administrative or civil action initiated by a governmental agency, self-regulatory organization or a *foreign financial regulatory authority*; a *felony* criminal indictment or information (or equivalent formal charge); or a *misdemeanor* criminal information (or equivalent formal charge). The term does not include other civil litigation, investigations, or arrests or similar charges affected in the absence of a formal criminal indictment or information (or equivalent formal charge).

Applicant full legal name: _____

Individual's full legal name: _____

Regulatory Action Disclosure	YES	NO
<p>(H) Has any State or federal regulatory agency or <i>foreign financial regulatory authority</i> ever:</p> <p>(1) <i>found</i> you to have made a false statement or omission or been dishonest, unfair or unethical?</p> <p>(2) <i>found</i> you to have been <i>involved</i> in a violation of a <i>financial services-related</i> regulation(s) or statute(s)?</p> <p>(3) <i>found</i> you to have been a cause of a <i>financial services-related</i> business having its authorization to do business denied, suspended, revoked or restricted?</p> <p>(4) entered an <i>order</i> against you in connection with a <i>financial services-related</i> activity?</p> <p>(5) denied, suspended, or revoked your registration or license, disciplined you, or otherwise by <i>order</i>, prevented you from associating with a <i>financial services-related</i> business or restricted your activities?</p> <p>(6) barred you from association with an entity regulated by such commission, authority, agency, or officer, or from engaging in a <i>financial services-related</i> business?</p> <p>(7) issued a final <i>order</i> based on violations of any law or regulations that prohibit fraudulent, manipulative, or deceptive conduct?</p> <p>(I) Have you ever had an authorization to act as an attorney, accountant, or State or federal contractor that was revoked or suspended?</p> <p>(J) Are you now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of 8(H) or 8(I)?</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p style="text-align: center;">Civil Judicial Disclosure</p> <p>(K) (1) Has any domestic or foreign court ever:</p> <p>(a) <i>enjoined</i> you in connection with any <i>financial services-related</i> activity?</p> <p>(b) <i>found</i> that you were <i>involved</i> in a violation of any <i>financial services-related</i> statute(s) or regulation(s)?</p> <p>(c) dismissed, pursuant to a settlement agreement, a <i>financial services-related</i> civil action brought against you by a State, federal, or <i>foreign financial regulatory authority</i>?</p> <p>(2) Are you named in any pending <i>financial services-related</i> civil action that could result in a "yes" answer to any part of 8K(1)?</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p style="text-align: center;">Customer Arbitration/Civil Litigation Disclosure</p> <p>(L) Have you ever been named as a respondent/defendant in a <i>financial services-related</i> consumer-initiated arbitration or civil litigation which:</p> <p>(1) is still pending; or</p> <p>(2) resulted in an arbitration award or civil judgment against you, regardless of amount, or that required corrective action; or</p> <p>(3) was settled for any amount?</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p style="text-align: center;">Termination Disclosure</p> <p>(M) Have you ever voluntarily resigned, been discharged, or permitted to resign after allegations were made that accused you of:</p> <p>(1) violating statute(s), regulation(s), rule(s), or industry standards of conduct?</p> <p>(2) fraud, dishonesty, theft, or the wrongful taking of property?</p>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>

LOUISIANA OFFICE OF FINANCIAL INSTITUTIONS
8660 United Plaza Boulevard, 2nd Fl.
Baton Rouge, LA 70809
(225) 925-4660

FINGERPRINT CARD INFORMATION

Act 236 of the 2006 Regular Session of the Louisiana Legislature amended LSA-R.S. 6:121.2 effective June 2, 2006. This section authorizes the Commissioner of Financial Institutions to request and obtain state and national criminal history record information on any person applying for any license with the Office of Financial Institutions, as well as require any applicant for any license to submit two full sets of fingerprints in a form or manner prescribed by the Commissioner as a condition of the Commissioner's consideration of their application.

WHO MUST SUBMIT FINGERPRINT CARDS

- 1) **Owner(s):** Sole Proprietors; partners and general partners, if partnership; trustees; members and general members, if an LLC; and 10% or greater equity owners.
- 2) **Director(s):** All directors.
- 3) **Officer(s):** Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President, Executive Vice President(s), Corporate Secretary, Treasurer, or other individuals of similar status or function.
- 4) **Mortgage Loan Originators:** All originators, unless exempt under LSA-R.S. 6:1087.

NOTE: *Louisiana residents or persons listed in Question 16 of the Uniform Application who have had a license since June 2001 are not required to submit fingerprint cards at this time.*

WHAT MUST BE SUBMITTED

- 1) Two original Form FD 258 fingerprint cards, or equivalent, which can be obtained from your local law enforcement office. In addition to your fingerprints, the cards must have your Social Security Number, date of birth, printed name, and signature.
- 2) \$45.25 nonrefundable criminal background processing fee made payable to the Office of Financial Institutions. (This fee is in addition to the application fee.)
- 3) MU@ Form properly completed, signed, and notarized.
- 4) Louisiana State Police Bureau of Criminal Identification and Information form completed and signed.

IMPORTANT NOTICE

Applicants submitting fingerprint cards that are smudged or unreadable will be required to resubmit new cards. This will add to the processing time of the application.

Louisiana State Police
Bureau of Criminal Identification and Information
Baton Rouge, Louisiana

****FORMS MUST BE FILLED OUT IN INK AND BE REVIEWED BY SUBMITTING AGENCY/INDIVIDUAL FOR ACCURACY****

******FINGERPRINTS ARE NECESSARY FOR A POSITIVE IDENTIFICATION******

******PLEASE PRINT******

Louisiana Office of Financial Institutions

FACILITY OR AGENCY
REPRESENTATIVE

P.O. Box 94095

MAILING ADDRESS

Robert F. Brian

FACILITY OR AGENCY AUTHORIZED

SIGNATURE OF AUTHORIZED REPRESENTATIVE

Baton Rouge, Louisiana 70804

CITY STATE ZIP CODE

(225) 925-4660

FACILITY OR AGENCY PHONE NUMBER

Request For: (pick one only)

- ADULT DAY CARE
- ADULT RESIDENTIAL
- ALCOHOL AND BEVERAGE COMMISSION
- ALCOHOL BEVERAGE OUTLET
- AMBULANCE SERVICE
- CASA
- CONCEALED HANDGUNS
- CRIMINAL JUSTICE EMPLOYEE
- DAYCARE
- DENTISTRY BOARD
- DEPARTMENT OF LABOR
- DEPARTMENT OF PUBLIC SAFETY
- EMPLOYERS
- FIREFIGHTERS
- GAMING
- HOME HEALTH AGENCY
- HOSPICE
- IMMIGRATION
- INTERMEDIATE CARE FACILITY FOR MENTALLY RETARDED
- JUVENILE DETENTION CENTER
- DEPARTMENT OF INSURANCE
- MANUFACTURED HOUSING

- MEDICAL EXAMINERS
- NURSING HOME
- OCS FOSTER/ADOPTIVE
- OCS PERSONNEL
- OFFICE OF FINANCIAL INSTITUTIONS**
- OFFICE OF PUBLIC HEALTH
- PHARMACY BOARD
- POSTSECONDARY EDUCATION
- PRACTICAL NURSING
- PRIVATE ADOPTION
- PRIVATE INVESTIGATORS
- PRIVATE SECURITY
- PUBLIC HOUSING
- PUBLIC TAG AGENT
- REGISTERED NURSING
- RELIGIOUS ACTIVISTS
- RIVERBOAT PILOTS
- SCHOOL
- SENATE AND GOVERNMENTAL AFFAIRS
- TAXI DRIVERS
- USED MOTOR VEHICLE COMMISSION
- VOLUNTEERS WORKING WITH CHILDREN

APPLICANTS FULL NAME: _____
LAST FIRST MIDDLE

****PRINT - USE INK****

{INCLUDE MAIDEN NAME & PREVIOUS MARRIED NAMES IF APPLICABLE}

APPLICANTS SIGNATURE: _____

APPLICANTS SOCIAL SECURITY # ___ - ___ - _____ DATE OF BIRTH: __ / __ / __

DRIVERS LICENSE # _____ & STATE _____ RACE _____ SEX _____

TYPE OF OFI LICENSE APPLIED FOR _____

AUTHORIZATION TO DISCLOSE CRIMINAL HISTORY RECORDS INFORMATION

By my signature above, I hereby authorize the Louisiana State Police to release all pertinent criminal record information maintained in their files, other states files, or the FBI files (if applicable) which may confirm or deny my eligibility with the facility or agency named above.

CERTIFICATE OF RESOLUTION

This form must be completed by all applicants, except sole proprietors, and must include the applicant's full name, including trade name(s), DBA name(s), or assumed name(s), if applicable.

This is to certify that at a Regular or Special meeting of the Board of Directors/or Members/ or Partners of _____
Name of applicant/company

organized under the laws of the State / Commonwealth of _____ held at

_____, _____, _____
Street address City State Zip Code

on the _____ day of _____, 20____, the following resolution was

duly and legally presented and adopted, to wit:

It being the desire and purpose of _____
Name of applicant/company

to be licensed or registered, BE IT RESOLVED, that _____
Name of authorized representative

who is the _____ of this limited liability company, corporation,
Title of authorized person

limited partnership, or general partnership is, in his/her official capacity, hereby authorized and directed to prepare, execute, verify, and present to the proper state authority, for filing, a written application for licensure. Further, he/she is hereby authorized and empowered to make, sign and execute all documents pertaining to the application and to perform every act whatsoever as required to file the application on behalf of _____
Name of applicant/company

AUTHORIZED SIGNATURE
(If corporation, this form must be signed by Board Secretary)
(If LLC, this form must be signed by Managing Member)

Print Name

TITLE : _____

DATE: _____

AGENT FOR SERVICE OF PROCESS AND ACKNOWLEDGEMENT
(For Corporations, LLCs, and all Out-of-State Entities)

Louisiana Agent for Service of Legal Process:

- (a) Name of Agent: _____
- (b) Business Address: _____
City: _____ State: _____ Zip Code: _____
- (c) Business telephone number: (____) _____

I hereby acknowledge and accept the appointment of registered agent for and on behalf of

Name of Licensee

Signed by: _____
Registered Agent or Authorized Representative

Sworn to and subscribed before me this _____ day of _____, 20__

Notary Public

Should the licensee/registrant change its Agent for Service of Process, a new acknowledgement form reflecting such change is required to be submitted to this Office.