

CHECKLIST SECTIONS

- <u>General Information</u>
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- <u>Requirements Submitted Outside of NMLS</u>

GENERAL INFORMATION

Who Is Required To Have This Registration?

Any company who engages in the business of entering into a nonrecourse transaction in which the company purchases and a consumer assigns to the company a contingent right to receive an amount of the potential net proceeds of a settlement or judgment obtained from the consumer's legal claim. If no proceeds or net proceeds are obtained, the consumer is not required to repay the company the funded amount or charges.

See <u>8 V.S.A. Chapter 72, General Provisions</u> and <u>8 V.S.A. Chapter 74, Consumer Litigation Funding Companies</u>, for more information.

Vermont Department of Financial Regulation does not issue an electronic license or a paper license for this license type. Approval in NMLS serves as the official record.

Activities Authorized Under This License

This license authorizes the following activities as defined by NMLS on the **Business Activities Definitions** chart:

o Other – consumer finance

Pre-Requisites for Registration Applications

- Vermont Secretary of State Registration
- The applicant, and each officer, director, and qualifying/responsible person of, and each person in control of, the applicant, has never had a financial services license or similar license revoked in any governmental jurisdiction, except that a subsequent formal vacation of such revocation shall not be deemed a revocation.
- The applicant, and each officer, director, and qualifying/responsible person of, and each person in control of, the applicant, has not been convicted of, or pled guilty or nolo contendere to, a felony in a domestic, foreign, or military court.

Document Uploads Guidance

Documents that must be uploaded to the *Document Uploads* section of the Company Form (MU1) in NMLS are indicated in the checklist below. When uploading documents:

- Follow the guidance in <u>Document Upload Descriptions and Examples</u>.
- Only upload documents relevant to the company application.
- Only upload documents where there is a selectable document category. If inappropriate documents are uploaded that should not be, you will be contacted by your regulator and asked to remove them from NMLS.
- Do not upload the same company documents multiple times. Unless the document is state-specific, a new upload is not required unless changes have been made.
- If a document previously uploaded has been revised, delete the old document and replace it with the new document (history of the old document will remain in NMLS).
- For state-specific documents, be sure to indicate the applicable state.

Helpful Resources

- <u>Company Form (MU1) Filing Instructions</u>
- Document Upload Descriptions and Examples
- Individual Form (MU2) Filing Quick Guide
- Financial Statements Quick Guide
- Payment Options Quick Guide
- License Status Definitions Quick Guide

Agency Contact Information

Contact *Vermont Department of Financial Regulation* licensing staff by phone at (802) 828-3307 or send your questions via email to <u>dfr.licensing@vermont.gov</u> for additional assistance.

For U.S. Postal Service:

Vermont Department of Financial Regulation Banking Division 89 Main Street Montpelier, VT 05620-3101 For Overnight Delivery:

Vermont Department of Financial Regulation Banking Division 89 Main Street, 2nd Floor Montpelier, VT 05602

THE APPLICANT/LICENSEE IS FULLY RESPONSIBLE FOR ALL OF THE REQUIREMENTS OF THE LICENSE FOR WHICH THEY ARE APPLYING. THE AGENCY SPECIFIC REQUIREMENTS CONTAINED HEREIN ARE FOR GUIDANCE ONLY TO FACILITATE APPLICATION THROUGH NMLS. SHOULD YOU HAVE QUESTIONS, PLEASE CONSULT LEGAL COUNSEL.

LICENSE FEES - Fees collected through NMLS are NOT REFUNDABLE OR TRANSFERABLE.		
Complete	VT Litigation Funding Registration	Submitted via
	VT License/Registration Fee: \$200 VT Application Fee: \$300 NMLS Initial Processing Fee: \$100	NMLS (Filing submission)
	Credit Report for MU2 Individual: \$15 per person.	NMLS (Filing submission)
	FBI Criminal Background Check for MU2 Individual: \$36.25 per person.	NMLS (Filing submission)

 statement, and statement of cash flows and all relevant notes thereto. If applicant is a start-up company, only an initial statement of condition is required. Additional Audited Financial Statements: Upload audited financial 	REQUIREMENTS COMPLETED IN NMLS		
Image: Porm (MU1) in NMLS. This form serves as the application for the license/registration through NMLS. NMLS Image: Principle server serves as the application for the license/registration through NMLS. NMLS Image: Principle server server serves as the application for the license/registration through NMLS. NMLS Image: Principle server serv	Complete	VT Litigation Funding Registration	Submitted via
with Generally Accepted Accounting Principles dated within 90 days of your fiscal year end. Financial statements should include a balance sheet, income statement, and statement of cash flows and all relevant notes thereto. If applicant is a start-up company, only an initial statement of condition is required. Note: Financial statements are uploade separately under the Filing tab and Financial Statements: Upload audited financial statement submenu link See the Financial statements prepared in accordance with Generally Accepted Accounting Principles for the applicant's prior two fiscal years. Note: Financial Statements: Upload audited financial statements Quick Guide for instructions. Parent company financial statements (see below) should be submitted directly to the Department and not uploaded in NMLS. NMLS Other Trade Name: If operating under any name that is different from the applicant's legal name, that name ("Trade Name", "Assumed Name" or "DBA") must be entered in NMLS. NMLS Note: If operating under an "Other Trade Name", upload the Vermont Secretary of State Certificate of Trade Name Registration regarding ability to do business under that trade name (see below). NMLS Resident/Registered Agent: The Registered Agent must be listed under the Resident/Registered Agent section of the Company Form (MU1) and must match the information currently on record with the Vermont Secretary of NMLS		Form (MU1) in NMLS. This form serves as the application for the	NMLS
 applicant's legal name, that name ("Trade Name", "Assumed Name" or "DBA") must be entered in NMLS. Note: If operating under an "Other Trade Name", upload the Vermont Secretary of State Certificate of Trade Name Registration regarding ability to do business under that trade name (see below). Resident/Registered Agent: The Registered Agent must be listed under the Resident/Registered Agent section of the Company Form (MU1) and must match the information currently on record with the Vermont Secretary of 		 with Generally Accepted Accounting Principles dated within 90 days of your fiscal year end. Financial statements should include a balance sheet, income statement, and statement of cash flows and all relevant notes thereto. If applicant is a start-up company, only an initial statement of condition is required. Additional Audited Financial Statements: Upload audited financial statements prepared in accordance with Generally Accepted Accounting Principles for the applicant's prior two fiscal years. Parent company financial statements (see below) should be submitted 	Note: Financial statements are uploaded separately under the Filing tab and <i>Financial</i> <i>Statement</i> submenu link. See the <u>Financial</u> <u>Statements Quick Guide</u>
Resident/Registered Agent section of the Company Form (MU1) and must match the information currently on record with the Vermont Secretary of		 applicant's legal name, that name ("Trade Name", "Assumed Name" or "DBA") must be entered in NMLS. Note: If operating under an "Other Trade Name", upload the Vermont Secretary of State Certificate of Trade Name Registration regarding ability to 	NMLS
		<i>Resident/Registered Agent</i> section of the Company Form (MU1) and must match the information currently on record with the Vermont Secretary of	NMLS

 Primary Contact Employees: The following individuals must be entered into the Contact Employees section of the Company Form (MU1). 1. Primary Company Contact - Enter the person the Department should contact for questions regarding the application and licensing issues. 2. Primary Consumer Complaint Contact - Enter person the Department should contact to process a consumer complaint. 	NMLS
 Non-Primary Contact Employees: Vermont Department of Financial Regulation requires that an individual(s) be identified as a Non-Primary Contact for the following areas. These contacts must be listed in the Contact Employees section of the Company Form (MU1). 1. Exam Delivery 2. Pre-Exam Contact 	NMLS
Books and Records: Be sure to add Vermont to the Jurisdiction Section for <i>Books & Records</i> section of the Company Form (MU1).	NMLS
Bank Account: Bank account information must be completed for the company's Letter/Line(s) of Credit, Operating, and/or Trust Primary accounts in the <i>Bank Account</i> section of the Company Form (MU1).	NMLS
Disclosure Questions: Provide a complete and detailed explanation and document upload for each "Yes" response to Disclosure Questions made by the company or related control persons (MU2). See the <u>Company Disclosure Explanations Quick Guide</u> for instructions.	Upload in NMLS: in the <i>Disclosure Explanations</i> section of the Company Form (MU1) or Individual Form (MU2).
 Direct Owner/Executive Officers: The individual(s) and person(s) below must be listed in the Direct Owner/Executive Officers section of Company Form (MU1). All persons who, directly or indirectly, have the right to vote 10% or more of a class of voting security or power to sell or direct the sale thereof. Members of the applicant's governing body, including Board of Directors. Executive Officers – must include at a minimum all individuals who perform, regardless of title, the functions of chief executive officer (CEO) and chief financial officer (CFO). An applicant that fails to provide individuals with the aforementioned designations will be deemed incomplete. Note: The applicant's name as it appears on the Company Form (MU1) must be entered in either the Employment History section or Other Business section of each individual's MU2 to reflect the individual's role with the applicant. 	NMLS

 Indirect Owner: The person(s) below must be listed in the Indirect Officers section of Company Form (MU1). Corporation - each of the shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of voting security of that corporation. Limited Liability Corporation – all elected or appointed managers, if managed by elected or appointed managers, and all members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital. Partnership - all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital. Trust - the trust and each trustee. 	NMLS
Continue up the chain of ownership listing all 25% or more owners at each level of ownership. Only once a public reporting company, a credit union, a bank or a bank holding company regulated by a Federal Banking or Credit Union Regulator, or a natural person is reached, no ownership information further up the chain of ownership need be given.	
Qualifying Individual: An on-site manager is required for the main corporate location. This individual must be listed in the <i>Qualifying Individual</i> section of Company Form (MU1). Note: The applicant's name as it appears on the Company Form (MU1) must be entered in either the Employment History section or Other Business section of the individual's MU2, and the business address must match the applicant's company address on the Company Form (MU1). The Qualifying Individual must provide a criminal background check and credit report.	NMLS
MU2 Attestation: Each Individual Form (MU2) completed in NMLS must be attested to by the individual before it is able to be submitted along with the Company Form (MU1).	NMLS
Credit Report: All individuals completing an Individual Form (MU2) are required to authorize a credit report through NMLS. Individuals will be required to complete an Identity Verification Process (IDV) along with an individual attestation before a license request for your company can be filed through NMLS. This authorization is made when the Individual Form (MU2) is submitted as part of the Company Form (MU1).	NMLS

 MU2 Individual FBI Criminal Background Check Requirements: The following Individuals, as specified below, on the Company Form (MU1) are required to authorize an FBI criminal background check (CBC) through NMLS. Direct Owners: Natural persons who, directly or indirectly, own 10% or more of the applicant. Executive Officers: Executive Officers (CEO, President, CFO, COO, CIO, CCO) or those serving similar functions, and any others required by the commissioner. Indirect Owners: Natural persons who own 25% or more of a direct or indirect owner. 	NMLS
 Qualifying Individuals: All Qualifying Individuals unless licensed as a Vermont mortgage loan originator. After authorizing of an FBI criminal background check through the submission of the Company Form (MU1) and Individual Form (MU2), you must schedule an appointment to be fingerprinted if new prints are required. See the <u>Quick</u> <u>Guides - Company section</u> of the NMLS Resource Center for more information. 	
Note: The Individual must grant Vermont authorization to view the CBC results at the time the CBC is requested. Vermont cannot view CBC results that are generated BEFORE Vermont has been granted access. If results are generated before Vermont is granted access, Vermont cannot view the results and the MU2 individual will be required to request and pay for another CBC.	
Surety Bond: Submit an Electronic Surety Bond via NMLS in the amount of \$50,000 furnished and submitted by a surety company authorized to conduct business in Vermont. The required bond amount may be increased to an amount that is equal to double the amount of the company's largest funded amount in Vermont in the prior three calendar years or \$50,000.00, whichever is greater.	Electronic Surety Bond in NMLS
See the <u>ESB Adoption Table</u> and the <u>ESB for NMLS Licensees page</u> of the NMLS Recourse Center for more information.	

REQUIREMENTS/DOCUMENTS UPLOADED IN NMLS			
Complete	VT Litigation Funding Registration	Submitted via	
	 Business Plan: Upload a business plan outlining the following information: Marketing strategies Products & services This document should be named [Company Legal Name] Business Plan. Note: If the existing uploaded business plan already includes the above information, an additional document does not need to be uploaded. A company should only upload a single business plan. If state-specific material is required, 	Upload in NMLS: under the Document Type <u>Business Plan</u> in the <i>Document Uploads</i> section of the Company Form (MU1).	

this information should be uploaded separately and the state identified in the comment section.	
Certificate of Authority/Good Standing Certificate: Upload a State approved document issued by the Vermont Secretary of State's office, dated not more than 60 days prior to the filing of the application through NMLS that demonstrates authorization to do business in the State of Vermont. This document should be named [VT Certificate of Authority].	Upload in NMLS: under the Document Type <u>Certificate of</u> <u>Authority/Good</u> <u>Standing Certificate</u> in the Document Uploads section of the Company Form (MU1).
 Company Staffing and Internal Policies: Upload document including state-required information on staffing and internal organizational policies and procedures. The document must include the following information: Financial Privacy Policy This document should be named [Name of Policy]. Note: If submitting multiple staffing and internal policies, combine in single document for upload. Do not include the AML/BSA Policy, which is a separate document and should be uploaded under the Document Type <u>AML/BSA Policy</u> in the Document Uploads section of the Company Form (MU1). 	Upload in NMLS: under the Document Type <u>Company Staffing and</u> <u>Internal Policies</u> in the <i>Document Uploads</i> section of the Company Form (MU1).
 Document Samples: Upload copies of the following sample documents used in the regular course of business in connection with this license: Gramm-Leach-Bliley Privacy Notice Vermont Litigation Funding Contract [8 V.S.A. §2253] Each document should be named [Name of Document Sample]. Note: The terms and conditions of all contracts are subject to the prior approval of the commissioner. 	Upload in NMLS: under <u>Document Samples</u> in the <i>Document Uploads</i> section of the Company Form (MU1).
 Formation Documents: Determine classification of applicant's legal status and submit a State certified copy of the requested applicable documentation detailed below. Be sure to include the original formation documents and all subsequent amendments, thereto including a list of any name changes. This document should be named <i>Formation Documentation [Date of Creation (MM-DD-YYYY)]</i>. Sole Proprietor Business registration, <i>if applicable</i> Unincorporated Association: By-Laws or constitution (including all amendments). General Partnership: Partnership Agreement (including all amendments). Limited Liability Partnership; and Partnership Agreement (including all amendments). 	Upload in NMLS: under <u>Formation Document</u> in the <i>Document Uploads</i> section of the Company Form (MU1).

Partnership Agreement (including all amendments).	
Limited Liability Limited Partnership:	
Certificate of Limited Liability Limited Partnership; and	
Partnership Agreement (including all amendments).	
Limited Liability Company ("LLC"):	
 Articles of Organization (including all amendments); 	
 Operating Agreement (including all amendments); 	
 IRS Form 2553 or IRS Form 8832 if S-Corp treatment elected; and 	
 LLC resolution if authority not in operating agreement. 	
Corporation:	
 Articles of Incorporation (including all amendments); 	
 By-laws (including all amendments), if applicable; 	
 Shareholder Agreement (including all amendments), if applicable; 	
 IRS Form 2553 if S-Corp treatment elected; and 	
Corporate resolution if authority to complete application not in By-	
Laws or Shareholder Agreement, as amended, as applicable.	
Not for Profit Corporation	
 Documents requested of a Corporation; and 	
Proof of nonprofit status	
 Internal Revenue Service ("IRS") 501(c)(3) designation letter; or 	
 statement from a State taxing body or the State attorney 	
general certifying that: (i) the entity is a nonprofit organization	
operating within the State; and (ii) no part of the entity's net	
earnings may lawfully benefit any private shareholder or	
individual; or	
 entity's certificate of incorporation or similar document if it 	
clearly establishes the nonprofit status of the applicant; or	
 Any of the three preceding items described, if that item applies 	
to a State or national parent organization, together with a	
statement by the State or parent organization that the	
applicant is a local nonprofit affiliate.	
Trust (Statutory)	
Certificate of Trust; and	
Governing instrument (all amendments).	
Management Chart: Submit a Management Chart displaying the applicant's	Upload in NMLS: under
directors, officers, and managers (individual name and title). The chart must	Management Chart in
identify the individuals responsible for compliance reporting and internal audit.	the Document Uploads
	section of the Company
This document should be named [Company Legal Name] Management Chart.	Form (MU1).
Note: If the existing uploaded management chart already includes the above	
information, an additional document does not need to be uploaded. A company	
should only upload a single management chart.	
Organizational Chart/Description: Submit a chart showing (or a description	Upload in NMLS: under
which includes) the percentage of ownership of all natural persons or entities	Organizational
that have a 10% or greater, direct or indirect, ownership interest:	Chart/Description in the
Direct Owners	Document Uploads

Indirect OwnersSubsidiaries and Affiliates of the applicant/licensee	section of the Company Form (MU1).
This document should be named [Company Legal Name] Organizational Chart/Description.	
Note: If the existing uploaded Organizational Chart/Description already includes the above information, an additional document does not need to be uploaded. A company should only upload a single organizational chart.	
Other Trade Name: If operating under an "Other Trade Name", upload the Vermont Secretary of State Certificate of Trade Name Registration regarding ability to do business under that trade name. This document should be named [VT License Type] – [Trade Name/Assumed Name].	Upload in NMLS: under the Document Type <u>Trade Name/Assumed</u> <u>Name Registration</u> <u>Certificates</u> in the Document Uploads section of the Company
	Form (MU1).

INDIVIDUAL FORM (MU2) DOCUMENTS UPLOADED IN NMLS		
Complete	VT Litigation Funding Registration	Submitted via
	 Credit Report Explanations: If applicable, submit a line by line, detailed letter of explanation of all derogatory credit accounts along with proof of payoffs, payment arrangements and evidence of payments made, or evidence of any formal dispute filed (documents must be dated). Accounts to address include, but are not limited to: state and federal tax liens, civil judgements, collections items, charge offs, accounts currently past due, accounts with serious delinquencies in the last 3 years, repossessions, loan modifications, etc. This document should be named <i>Credit Report Explanations – Sub Name – Document Creation Date</i>. Note: Items regarding bankruptcy, foreclosure actions, outstanding judgments or liens, or delinquent child support payments should be addressed in the 	Upload in NMLS: under the Document Type <u>Credit Report</u> <u>Explanations</u> in the <i>Document Uploads</i> section of the Individual Form (MU2).
	Disclosure Explanations section of your Individual Form (MU2). Disclosure Explanations: If applicable, provide an explanation and supporting document for each "Yes" response to Disclosure Questions in the Individual Form (MU2). See the Individual Disclosure Explanations Quick Guide and the Disclosure Explanations - Document Upload Quick Guide for instructions.	Upload in NMLS in the <i>Disclosure Explanations</i> section of the Individual Form (MU2).
	Legal Name/Status Documentation: Upload legal documentation of legal name or legal status. This may be certified copies of divorce decree, marriage certificate, copy of driver's license, passports, birth certificate, etc. This document should be named [Document Name] (Ex. Driver's License, Marriage Certificate, etc.).	Upload in NMLS: under the Document Type Legal Name/Status Documentation in the Document Uploads section of the Individual Form (MU2).

NMLS ID Number	
Applicant Legal	

Name

REQUIREMENTS SUBMITTED OUTSIDE OF NMLS		
Complete	VT Litigation Funding Registration	Submitted via
	MU2 Individual Credit Report Requirements: Any natural person who has completed an Individual Form (MU2) and <u>does not or has not resided in the US for at least the last 10 consecutive years</u> , must provide a comprehensive credit report/history prepared by an independent third-party credit reporting agency in the country where the individual resides/resided, and submit it directly to the Department.	Email to VT: <u>dfr.licensing@vermont.go</u> <u>v</u>
	Note: If the report is issued in a language other than English, please attach a translation.	
	MU2 Individual Criminal Background Check Requirements: Any natural person who is required to submit an FBI Criminal Background Check and <u>does</u> <u>not or has not resided in the US for at least the last 10 consecutive years</u> , must provide an investigative background report prepared by an independent third-party search firm and submitted directly to the Department. At a minimum, the report must contain the following:	Email to VT: <u>dfr.licensing@vermont.go</u> <u>v</u>
	 Civil court and bankruptcy court records for the past 10 years, including a search of the court data in the country(ies), states, towns where the individual resided and worked and in contiguous areas Criminal records for the past 10 years, including felonies, misdemeanors and violations including a search of court data in the countries, states, towns, where the individual resided and worked and in contiguous areas. 	
	Note: If the report is issued in a language other than English, please attach a translation.	
	Parent Corporation Financial Statements: Provide the current and prior two years' financial statements for all persons, excluding natural persons, identified in the Direct Owners & Executive Officers section of Company Form (MU1) that hold 10% or more ownership interest in the applicant. If un-audited, financial statements must be completed in accordance with GAAP, signed under the pains and penalties of perjury, and dated within 90 days of the date of application. Financial statements are not required for parent companies that are currently licensed by the Vermont Banking Division, or are publicly traded.	Email to VT: <u>dfr.licensing@vermont.go</u> <u>v</u>
	Note: Do not upload parent company financial statements in NMLS.	

Note: Only print *REQUIREMENTS SUBMITTED OUTSIDE OF NMLS* page for the submission of the documents lists. There is no need to print out and send *all* pages of this checklist. All documents must have the applicant's NMLS ID#.