

FSC Termination/Dissolution Instructions

For **FSC clients of other management companies** who would like to transfer their FSC to Export Assist:

1. Complete a FSC Transfer Letter on your own letterhead (Sample Letter A attached). This letter must be signed by an authorized officer of the FSC.
2. Complete the Non-Export Assist FSC Client Information for Termination/Dissolution form (attached).
3. Review the Termination/Dissolution by Jurisdiction information and select the method you wish Export Assist to utilize in closing your FSC (only the USVI permits you to choose either one). Please note the fee associated with your selection.
4. Complete a FSC Termination/Dissolution Request letter on your own letterhead (Sample Letter B attached). This letter must be signed by a current officer of the FSC.
5. Complete a FSC Bank Account Closure letter on your own letterhead (Sample Letter C attached – applies only to FSCs that maintain a foreign bank account). This letter must be signed by a current account signatory.
6. Complete an Authorization for Disposition of Records form (attached) for your relevant jurisdiction indicating your disposition selection. This form must be signed by a current officer of the FSC.

Upon completion of the above letter(s) and form, please forward these documents with your check in the amount of \$950.00 (or \$2,250 for USVI dissolution) to:

**Export Assist, Inc.
44 Montgomery Street, Suite 4050
San Francisco, CA 94104**

Depending upon your jurisdiction, please make the check payable to:

USVI	Export Assist Virgin Islands Inc. <i>or</i> Export Assist International Services Corp.
Barbados	Export Assist (Barbados), Ltd.
Bermuda	Export Assist (Bermuda), Ltd.

Upon receipt of your request, documentation and check, we will proceed to transfer your account and records to Export Assist. We will then draw up the necessary documents and forward them to you for signature. In addition, for USVI FSCs, we will also supply you with your franchise tax form and applicable wage credit, as these taxes must be paid concurrently with your termination. Lastly, we will forward your bank closure request (if applicable) to the appropriate institution and will assist you in the follow up process to ensure that the account is closed and confirmation has been received. Upon your return of the executed documents, we will file your tax return and termination/dissolution paperwork with the local government agency and obtain a confirmed termination/dissolution date.

Please be advised that your account with your current management company must be in good standing (no outstanding amounts due) in order to begin this process. Requests for termination/dissolution that do not include the applicable fee for the requested service will not be processed until payment has been received.

Non-Export Assist FSC Client Information for Termination/Dissolution

Exact Name of FSC: _____
 Parent Company: _____
 Address: _____
 City: _____ State _____ Zip _____
 Telephone: _____ Fax: _____
 Contact: _____ E-mail: _____
 Date of Incorporation: _____ Jurisdiction of Incorporation: _____
 Current Management Company: _____
 Address: _____
 City: _____ State _____ Zip _____
 Telephone: _____ Fax: _____
 Contact: _____ E-mail: _____

Please complete the information requested above. In addition, please complete a letter (Sample Letter A attached) to your current management company informing them of your intention to transfer your FSC to Export Assist. This letter should be printed on your company letterhead and be signed by an officer of the FSC. Upon completion, we suggest that you forward the documents by overnight mail to Export Assist along with your written FSC Termination/Dissolution Request (Sample Letter B attached), your Authorization for Distribution of Records (attached) and a check in the amount of \$950.00 (or \$2,250.00 for USVI dissolution) to:

Export Assist, Inc.
44 Montgomery Street, Suite 4050
San Francisco, CA 94104

Depending upon your jurisdiction, please make the check payable to:

- | | |
|-----------------|--|
| USVI | Export Assist International Services Corp. |
| Barbados | Export Assist (Barbados), Ltd. |
| Bermuda | Export Assist (Bermuda), Ltd. |

Upon receipt of this information and payment, Export Assist will take all necessary steps on your behalf to secure your records and complete your requested termination/dissolution. Please note that due to the fact that a FSC cannot have any assets or liabilities at the time of termination/dissolution, your request cannot be processed without the receipt of payment in advance. Furthermore, payment owing to your current management company should be brought into good standing for the same reason.

Export Assist will be forwarding for your signature various articles and documents which must be executed by an officer of the FSC and returned to us. Without these executed documents, no filing for termination/dissolution will be accepted by the jurisdiction in which your FSC is located. In addition, your foreign bank account must be completely free of funds and closed at the time of termination/dissolution. A sample FSC Bank Account Closure letter (Sample Letter C) is attached for your reference.



WORLDWIDE EXPORT FINANCE MANAGEMENT

44 Montgomery Street, Suite 4050 • San Francisco, CA 94104

Lastly, once Export Assist takes possession of your financial records, a decision will need to be made regarding their ultimate disposition. Please include with your termination/dissolution request, a copy of your management company's most recent file review to assist us in ascertaining the actual records contents. Should you prefer that Export Assist conduct a full audit of your records in order to document exactly what is being retained on your behalf, you may elect to do so. Please complete the Authorization of Distribution of Records (attached) relevant to your jurisdiction so we may comply with your wishes.

Please note that extraordinary legal fees, records retrieval and records retention are not included in the basic termination/dissolution fee and will be billed accordingly.

FSC Transfer Letter - Sample Letter A

Date

Contact
Present Management Company
Address
City, State Zip

Re: FSC Name and Account Number (if any)

Dear (Contact),

Please be advised that I am transferring the management of my FSC account to [Export Assist International Services Corp. / Export Assist (Barbados), Ltd. / Export Assist (Bermuda), Ltd.] located at (see office address below). As such, I request your complete cooperation with Export Assist's requests and instructions. Furthermore, please prepare my financial records for transfer as soon as possible.

(My representative) from Export Assist will be contacting you directly to prepare for and facilitate my transfer. Should you have any questions, please do not hesitate to contact (Export Assist representative's name) at (telephone number).

Thanking you in advance for your prompt attention to this matter and your consideration and cooperation as well.

Sincerely,

Authorized FSC Officer

cc: Export Assist Representative

Export Assist office addresses:

USVI
Export Assist International
Services Corp.
5144 Dronningens Gade, Suite 300
P.O. Box 8560
Charlotte Amalie, St. Thomas
USVI 00802

Barbados
Export Assist (Barbados), Ltd.
Whitepark House
White Park Road
P.O. Box 806E
Bridgetown, Barbados

Bermuda
Export Assist (Bermuda), Ltd.
The Continental Bldg-Penthouse
25 Church Street
P.O. Box HM 2005
Hamilton HM HX, Bermuda

Termination/Dissolution Information by Jurisdiction

Upon receipt of a properly executed request for FSC termination/dissolution, Export Assist will create and deliver appropriate articles and other legal documents for the FSC officer to sign. Upon receipt of the executed documents in the foreign office, Export Assist will file the documents and necessary forms with the local government agency and complete the termination process. *No termination or dissolution may be completed in any jurisdiction unless the original share certificate(s) is returned for cancellation and any foreign bank account is fully emptied of funds and closed.* Furthermore, the FSC officer(s) must confirm in writing that the FSC has no assets or liabilities. This cannot be accomplished unless the FSC is in good standing with its particular management company and the local government.

ST. THOMAS, USVI (two options)

Termination - \$950.00 Includes all legal documents fees and filings. The termination is effective as of the date specified in the Articles. Termination will not be allowed without the FSC paying the entire USVI franchise tax due. Even though a certificate is issued acknowledging the filing of the amended articles by the Lt. Governor's office, the corporation continues for three years after the effective date of termination for purposes of disposing of property, prosecuting and defending legal actions, etc. but not for its regular business. Since the FSC is required to terminate with NO assets or liabilities, the occurrence of future legal actions may not be likely; however, the company does have the ability to be restored or revived at any time with no limit. This is the easiest, most popular and expeditious method used in the USVI.

Dissolution - \$2,250.00 Includes all legal documents, fees and filings. In this procedure, a consent of the shareholders which certifies that they wish to dissolve the FSC and a tax clearance letter (franchise tax must be paid in full) are filed with the office of the Lt. Governor along with copies of minutes of a shareholders' and a directors' meeting which approve the dissolution. A certification of dissolution is issued which must then be published in a U.S. Virgin Islands newspaper for four consecutive weeks. After this, an affidavit of the publication must be filed with the Lt. Governor's office. The company is deemed to exist for a minimum of three years after this time for the purposes of disposing of property, prosecuting or defending lawsuits, etc. but not for purposes of carrying on its regular business. The dissolution can be revoked only during the initial three-year period. This method is more costly and time consuming and requires additional services from our local attorney.

Remember to complete, sign and forward to Export Assist the Authorization for Distribution of USVI Records form for disposition of your FSC's financial records (i.e., store, ship or shred).

BARBADOS

Dissolution - \$950.00 Includes all legal documents, fees and filings. In Barbados, new articles will be drafted and the FSC officer will execute these and an intent to dissolve. Export Assist will serve notice of this intent to the Registrar of Companies along with the filing of executed articles. Dissolution is final in Barbados, but the company can be revived if necessary for a lawsuit or other legal proceeding. As a reminder, the FSC bank account must be fully emptied and closed with the financial institution prior to dissolution. Furthermore, the share certificate(s) must be returned to the foreign office for cancellation prior to finalizing the dissolution.

In Barbados, the local law requires the storage of the FSC's financial records for six years on island. Export Assist will facilitate this process and contract with the client to comply with this regulation.

BERMUDA

Dissolution - \$950.00 Includes all legal documents, fees and filings. Similar to Barbados, Bermuda requires new articles, a properly executed statement that the FSC has no assets or liabilities and written notice to the Registrar of Companies that the FSC wishes to dissolve. Once the outstanding share certificate(s) is returned and cancelled and the bank account closed, Export Assist will file with the Registrar who will strike the company off the Bermuda rolls.

Remember to complete, sign and forward to Export Assist the Authorization for Distribution of Records for disposition of your FSC's financial records (i.e., store, ship or shred).

FSC Termination/Dissolution Request - Sample Letter B

Please address it to the Export Assist office in your FSC's jurisdiction.

Date:

To: Export Assist Virgin Islands Inc.
Export Assist International Services Corp.
Export Assist (Barbados), Ltd. or
Export Assist (Bermuda), Ltd.

Re: FSC Name _____ Account Number _____

Dear Export Assist,

Please accept this letter as authorization to terminate/dissolve the above referenced FSC. In addition to the enclosed fee of \$950.00 (or other amount), I understand that the FSC and/or Parent Company will be responsible for the payment of fees resulting from extraordinary legal expenses and the retrieval and retention of the FSC's financial records for a period of time to be determined by regulation.

In addition to the enclosed payment, I have also attached a FSC Bank Account Closure request addressed to the appropriate financial institution (if applicable) and an Authorization for Disposition of Records request for use by Export Assist.

Should you have any questions or need further information, please do not hesitate to contact me at _____.

Sincerely,

Authorized FSC Officer

Print Name

Enclosures

FSC Bank Account Closure - Sample Letter C

Date

Contact
Financial Institution
Address
Address
City, State Zip

Re: FSC Name and Account Number

Dear (Contact),

On behalf of the above referenced corporation, please accept this letter as my authorization to request the closure of (FSC name)'s account with your institution. As the named corporation is being terminated/dissolved permanently, please provide me with evidence of the account's closure as soon as possible. Feel free to fax this information to me at XXX-XXX-XXXX.

In the event that there are remaining funds in the above referenced account, please forward them by (1) check (if small balance) to (Parent company's name and address); OR (2) wire (if larger balance) to (give full wire instructions, including bank name, address and routing number) for further credit to (account name) and ultimate account number.

I appreciate your prompt response to my request. Should you have any questions, please feel free to contact me at (phone #) or (fax #).

Sincerely,

Authorized FSC Officer and Signatory
(MUST BE A SIGNER ON THE FOREIGN BANK ACCOUNT)



Authorization for Disposition of Barbados Records

Initial Documentation:

Records may include: Form 8279, FSC Acceptance/Designation Letter, EIN Notification, Articles of Incorporation, By-laws, Commission and Fiduciary Agreements, Management Agreement.

IRA-Owned FSC: Additional documents may include Custodial Agreement and Benefits contract.

Annual Documentation:

Copies of Business Licenses, Copies of Director Minutes/Resolutions, 1120-FSC Reports, Balance Sheets, Dividend Declaration; Annual Reports Foreign Economic Processing (if applicable).

Quarterly Documentation:

Income Statements, Invoices or Invoice Summaries.

Monthly Documentation:

Bank Statements; Miscellaneous Correspondence.

AUTHORIZATION

I hereby authorize Export Assist, Inc. to dispense with our FSC records as follows (1 box min. charge):

- Please continue to store our records as required by law for six years.
\$330 - Storage/administration fee of \$55 per box/year for six years, payable in advance.
- After six years, please remove and destroy our records.
\$90 - Clerical administration/destruction fee per box.
- After six years, please return our records.
\$90 - Clerical administration/packaging fee per box plus either:
USPS charges or (check one) Fed Ex DHL Acct No. _____

Ship To:

Name _____ Title _____
 Company _____
 Address (**Street Address Only**) _____
 City _____ State _____ Zip _____
 Telephone _____

Authorized by: _____ Print Name & Title _____
 (*Signature on behalf of FSC and/or Parent Company*) Phone _____

Please return authorization to: **Export Assist, Inc.,**
44 Montgomery Street, Suite 4050
San Francisco, CA 94104
or
Fax Toll Free to 888-894-8366



Authorization for Disposition of USVI or Bermuda Records

Initial Documentation:

Records may include: Form 8279, FSC Acceptance/Designation Letter, EIN Notification, Articles of Incorporation, By-laws, Commission and Fiduciary Agreements, Management Agreement.

IRA-Owned FSC: Additional documents may include Custodial Agreement and Benefits contract.

Annual Documentation:

Copies of Business Licenses, Copies of Director Minutes/Resolutions, 1120-FSC Reports, Balance Sheets, Dividend Declaration; Annual Reports Foreign Economic Processing (if applicable).

USVI Only: Franchise Tax Report.

Quarterly Documentation:

Income Statements, Invoices or Invoice Summaries.

Monthly Documentation:

Bank Statements; Miscellaneous Correspondence.

AUTHORIZATION

I hereby authorize Export Assist, Inc. to dispense with our FSC records as follows (1 box min. charge):

- Please continue to store our records as required by law until six years old.
\$330 - Storage/administration fee of \$55 per box/year for six years, payable in advance.
- Please remove and destroy our records.
\$90 - Clerical administration/destruction fee per box.
- Please return our records.
\$90 - Clerical administration/packaging fee per box plus either:
USPS charges or (check one) Fed Ex DHL Acct No. _____

Ship To:

Name _____ Title _____
 Company _____
 Address (**Street Address Only**) _____
 City _____ State _____ Zip _____
 Telephone _____

Authorized by: _____ Print Name & Title _____
 (*Signature on behalf of FSC and/or Parent Company*) Phone _____

Please return authorization to: **Export Assist, Inc.,**
44 Montgomery Street, Suite 4050
San Francisco, CA 94104
or
Fax Toll Free to 888-894-8366