



INSTRUCTIONS

APPLICATION FOR PERMISSION TO PROCEED WITH ASSET OR BUSINESS SALE TRANSACTION, MERGER, ACQUISITION, OR OTHER BUSINESS RESTRUCTURING OR REORGANIZATION

**PLEASE READ THESE INSTRUCTIONS CAREFULLY
BEFORE COMPLETING THIS APPLICATION.**

DEFINITIONS OF TERMS USED IN THE APPLICATION ARE SET FORTH IN TITLE 16-A OF THE ADMINISTRATIVE CODE OF THE CITY OF NEW YORK AND IN TITLE 17, CHAPTER 1 OF THE RULES OF THE CITY OF NEW YORK. BEFORE COMPLETING THIS FORM, THE APPLICANT AND ALL OTHERS REQUIRED TO EXECUTE DOCUMENTS HEREUNDER SHOULD READ AND FAMILIARIZE THEMSELVES WITH TITLE 16-A OF THE ADMINISTRATIVE CODE AND THE RELATED RULES. THESE INSTRUCTIONS ARE NO SUBSTITUTE FOR A COMPLETE REVIEW AND MAY NOT BE RELIED ON IN LIEU OF THE LAW AND RULES. COPIES OF THE LAW AND RULES ARE AVAILABLE AT THE OFFICE OF BUSINESS INTEGRITY COMMISSION'S AND ON THE COMMISSION'S WEBSITE, www.nyc.gov/html/bic/html/home/home.shtml.

WHO MUST FILE THIS APPLICATION

Any business licensed by the Business Integrity Commission (the "Commission") that intends to acquire, sell, or merge with another business licensed by the Commission must complete and submit this form no later than thirty (30) days before such acquisition, sale, or merger (*in whole or in part, including routes, ownership interest, and/or stock*) is proposed to take effect. **Thus, both the Buyer and Seller must complete this application.** Only businesses that are already licensed to operate a trade waste business in New York City may apply for review of such transactions.

To proceed with such sale transactions, the businesses participating in the transaction(s), including those that are buying and selling the assets and/or debts in question, must complete each and every question set forth herein. Any person who receives remuneration, compensation, or a payment of any kind as a result of such transaction – such as transactional fees (including, but not limited to, persons who receive fees for accounting, banking, investigation, brokerage, legal, and other services) and payments for the assets purchased (including, but not limited to, assumption or satisfaction of debts and covenants not to compete) – must execute the attached release and certification forms.

**APPLICATION FOR PERMISSION TO PROCEED
WITH ASSET OR BUSINESS SALE TRANSACTION**

All questions must be answered. Read every question carefully before answering it. Answer every question completely. Do not leave any blank spaces. If a question is not applicable, write “not applicable” or “N.A.” in the space provided for the answer (including all boxes on schedules). If there is nothing to disclose in response to a particular question, enter “none” in the space provided for an answer. However, you should not answer “Do Not Remember,” or words to that effect simply because the information is not immediately at hand. You are expected to make reasonable and diligent efforts to check your records so that you can answer the questions completely. Applications that have not been completed properly may be (1) immediately denied as incomplete, (2) denied as incomplete on the basis of the Commission’s investigation and review of the incomplete application, or (3) returned to the applicants without being processed.

Each page submitted by the applicant must contain in the lower left hand corner the applicant’s social security or tax identification number and each page must be numbered sequentially as “Page ___ of ___ pages” (e.g., if a twenty-five page application were submitted, the first page would be marked: “Page 1 of 25 pages”).

Applicants requiring additional space to complete any answer may attach additional pages to the application. Indicate on the top of each such additional page the Part and question number to which the additional page relates and insert such additional pages immediately following the page on which the question you are answering initially appears. The schedules attached at the end of the application also may be copied if additional schedule pages are needed. All additional pages and schedules must be identified in the lower left hand corner with the applicant’s social security or tax identification number. Each added page must be numbered sequentially like the rest of the application (i.e., “Page ___ of ___ pages”).

DISCLOSURE FORMS FOR INDIVIDUALS

To the extent that the proposed transaction will result in amendments to a Commission license application or the addition of another principal or manager, employee, and/or agent as set forth in Appendix B to the Commission’s license application, the license application must be amended and/or such additional individuals must complete a personal disclosure forms in accordance with Local Law 42.

DOCUMENTS TO BE SUBMITTED

In addition to this application form, a number of documents must be submitted to the New York City Business Integrity Commission to complete your application. The applicants must submit the following documents (to the extent applicable), some of which are described in these instructions, some in the body of the application and attachments, and some in the applicable rules:

- Application
- Notarized Certifications (for application) (on behalf of applicants and by each individual as indicated on the application form)
- Notarized Releases (on behalf of applicants and by each individual as indicated on the application form)
- Principal Disclosure Forms (for each new or added principal)
- All Transactional Documents (including but not limited to letters of intent, purchase and sale documents, *pro forma* closing documents, etc.)
- Insurance Documents for Vehicles
- Vehicle Registration and Insurance Cards

THE APPLICANT MUST SUBMIT AN ORIGINAL PLUS ONE COPY OF ORIGINAL AND ONE COPY OF ALL ATTACHED DOCUMENTS.

WARNING

FRAUDULENT, DECEPTIVE OR MISLEADING ANSWERS MAY RESULT IN THE DENIAL OF THIS APPLICATION AND/OR REVOCATION OF YOUR LICENSES. IN ADDITION, ANY PERSON WHO KNOWINGLY OR RECKLESSLY MAKES FALSE OR MISLEADING STATEMENTS ON THIS FORM MAY BE SUBJECT TO CRIMINAL PROSECUTION.

All applications may be submitted in person or mailed to:

**NYC Business Integrity Commission
100 Church Street, 20th Floor
New York, 10007**

If you have any questions about this application, please call 212-676-6222.



**APPLICATION FOR PERMISSION TO PROCEED
WITH ASSET OR BUSINESS SALE TRANSACTION**

-----OFFICE USE ONLY-----

APPLICATION #: _____ DATE RECEIVED: _____ INITIALS: _____

RECOMMENDED: _____ DATE: _____ INITIALS: _____

REJECTED: _____ DATE: _____ INITIALS: _____

SEE ATTACHED INSTRUCTIONS

- 1. PURCHASING BUSINESS** (business that is purchasing routes, assets, or entire trade waste business):

Business Name _____

Trade Name (if different) _____

Current Commission License Number(s)

2. SELLING BUSINESS (business that is selling routes, assets, or entire trade waste business):

Business Name _____

Trade Name (if different) _____

Current Commission License Number(s)

3. Purchasing Business seeks to purchase from the Selling Business (mark one):

a. All or Substantially All of the Assets, Stock, or other
Ownership Interest of the Selling Business: _____

b. Route(s) or Stop(s) _____

c. Other Assets (identify)

4. On Schedule A, identify all individuals who are or have been principals of the Purchasing Business at any point during the past ten years.¹ For each individual, provide each item of information requested on Schedule A.

5. On Schedule B, identify all individuals who are or have been principals of the Selling Business at any point during the past ten years. For each individual provide each item of information requested on Schedule B.

6. On Schedule C, identify all individuals, not already identified in answer to Question 5 who have, or have had, a beneficial interest in the Selling Business at any point during the past ten years. For each individual provide each item of information requested on Schedule C.

¹ "Principal" is defined in Local Law 42 § 16-501 (d).

11. On Schedule D, identify all individuals who are expected to be principals of the Purchasing Business after the Sale closing. Denote with an asterisk, each person who is not already listed on Schedule A. Provide each item of information requested on Schedule D.
12. On Schedule E, identify all individuals who are not already identified on Schedule A or D, who will have a beneficial interest in the Purchasing Business after the Sale closing. Denote with an asterisk in the appropriate column those who will have a new beneficial interest as a result of the Sale. Provide each item of information requested on Schedule E.
13. Does/did any individual/entity identified on Schedules D or E possess a license or registration for operation of a trade waste removal business? _____ NO _____ YES

Name of Individual/Entity	Name of Licensee	License Number(s)

14. Does/did any individual/entity identified on Schedule D or E appear in any application for a Commission license or registration for operation of a trade waste removal business? _____ NO _____ YES

Name of Individual/Entity	Name of Licensee	License Number(s)

15. Does/did any individual/entity identified on Schedules D or E possess a DOS or DEC permit to operate any type of transfer station? _____ NO _____ YES

Name of Individual/Entity	Name of Licensee/Permittee	License/Permit Number(s)	DOS/DEC

16. Does/did any individual/entity identified on Schedule D or E appear on any DOS or DEC applications for a permit to operate any type of transfer station?
 _____ NO _____ YES

Name of Individual/Entity	Name of Licensee/Permittee	License/Permit Number(s)	DOS/DEC

17. If there is any individual who will have any financial interest in the Purchasing Business or will receive any other benefit as payment for this transaction and who has not been identified in answer to questions 1-17, identify that person and describe the interest.

18. On Schedule F, provide a list of employees (include each item of information requested therein) who have been employed by the Selling Business and who will be employed by the Purchasing Business after the closing of the sale.

19. What is the total purchase price? _____ (Attach copies of all documents related to the transaction).

20. On Schedule G, provide a breakdown of the total purchase price by asset.

21. On schedule H, identify all individuals/entities who will receive payment of a benefit of any kind in connection with this transaction (including payments for the assets purchased such as covenants not to compete or payments of debts). Complete each item (mark "N.A." where not applicable).

22. On Schedule I, identify all individuals/entities not already listed on Schedule H who will receive fees, other transactional payments, or any other such benefit of any kind in connection with this transaction (including, but not limited to, all fees for accounting, banking, investigation, brokerage, attorney, and other fees). Complete each item.

23. Did either the Purchasing Business or the Selling business calculate the value of the asset(s) purchased or prepare a valuation report or document of any kind in connection with the sale? _____ NO _____ YES.

Attach a copy of the valuation report (if the submitting party seeks to have this document remain confidential, please request expressly). If the parties ever calculated the purchase price as a multiple of monthly sales, what was the multiple:

24. Certain questions in license and registration applications filed with the Commission are asterisked to signify that the applicants must update the application(s) within the (10) days of the change(s). Have all asterisked questions submitted by the Purchasing or Selling Business in connection with any Commission license or registration application been updated? _____ NO _____ YES. If the answer to this question is "NO," submit all updated information with this application.
25. If route(s) and/or stop(s) are to be purchased, on Schedule J identify in alphabetical order each customer and/or stop by customer name, providing each item of information requested on Schedule J (if the billing address is different from the pick-up location, provide both addresses). Attach copies of each of the contracts between the customers and the Selling Business. (Where the customer(s) do(es) not have a written contract with the Selling Business, Schedule I should so denote with an asterisk).
26. If vehicles are to be purchased from the Selling Business to be used by the Purchasing Business in its trade waste business, on Schedule K identify such vehicles, providing each item of information requested therein.

NOTE: §16-520 (e)(ii) PROVIDES THAT "AN ASSIGNEE OF CONTRACTS FOR THE REMOVAL, COLLECTION OR DISPOSAL OF TRADE WASTE SHALL NOTIFY EACH PARTY TO A CONTRACT SO ASSIGNED OF SUCH ASSIGNMENT AND OF THE RIGHT OF SUCH PARTY TO TERMINATE SUCH CONTRACT WITHIN THREE MONTHS OF RECEIVING NOTICE OF SUCH ASSIGNMENT UPON 30 DAYS NOTICE. SUCH NOTIFICATION SHALL BE BY CERTIFIED MAIL WITH THE RECEIPT OF DELIVERY THEREOF RETAINED BY THE ASSIGNEE AND SHALL BE UPON A FORM PRESCRIBED BY THE COMMISSION. WHERE NO WRITTEN CONTRACT EXISTS WITH A CUSTOMER FOR THE REMOVAL, COLLECTION OR DISPOSAL OF TRADE WASTE, A COMPANY THAT ASSUMES SUCH TRADE WASTE REMOVAL FROM ANOTHER COMPANY SHALL PROVIDE SUCH CUSTOMER WITH NOTICE THAT A NEW COMPANY WILL BE PROVIDING SUCH TRADE WASTE REMOVAL AND THAT THE CUSTOMER HAS THE RIGHT TO TERMINATE SUCH SERVICE. SUCH NOTICE SHALL BE BY CERTIFIED MAIL WITH RECEIPT OF DELIVERY THEREOF RETAINED BY THE ASSIGNEE."

SCHEDULE A – PRINCIPALS OF PURCHASING BUSINESS

	PRINCIPAL #1	PRINCIPAL #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS		
FAX NUMBER(S)		
CELLULAR NUMBER(S)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(S)		
BUSINESS TELEPHONE NUMBERS		
TITLE(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		
WHEN ACQUIRED		

Tax ID or SSN: _____

SCHEDULE A (cont'd) – PRINCIPALS OF PURCHASING BUSINESS

	PRINCIPAL #1	PRINCIPAL #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS		
FAX NUMBER(S)		
CELLULAR NUMBER(S)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)		
BUSINESS TELEPHONE NUMBERS		
TITLE(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		
WHEN ACQUIRED		

Tax ID or SSN: _____

SCHEDULE B – PRINCIPALS OF SELLING BUSINESS

	PRINCIPAL #1	PRINCIPAL #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS		
FAX NUMBER(S)		
CELLULAR NUMBER(S)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)		
BUSINESS TELEPHONE NUMBERS		
TITLE(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		
WHEN ACQUIRED		

Tax ID or SSN: _____

SCHEDULE B (cont'd) – PRINCIPALS OF SELLING BUSINESS

	PRINCIPAL #1	PRINCIPAL #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS		
FAX NUMBER(S)		
CELLULAR NUMBER(S)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)		
BUSINESS TELEPHONE NUMBERS		
TITLE(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		
WHEN ACQUIRED		

Tax ID or SSN: _____

**SCHEDULE C – HOLDERS OF A BENEFICIAL INTEREST
IN THE SELLING BUSINESS**

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)		
HOME ADDRESS		
HOME TELEPHONE NUMBERS (where applicable, also include fax, cellular and beeper)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER		
NAME OF EMPLOYER (if not Selling Business)		
EMPLOYER ADDRESS(ES) AND PHONE NUMBER(S) INCLUDING CELLULAR, FAX AND BEEPER)		
IF EMPLOYED BY SELLING BUSINESS, JOB TITLE AND DATES DURING WHICH JOB WAS HELD		
NATURE AND % OF BENEFICIAL INTEREST IN SELLING BUSINESS		
HOW BENEFICIAL INTEREST WAS ACQUIRED (i.e. purchase, inheritance, etc.)		
WHEN INTEREST WAS ACQUIRED AND FROM WHOM		

Tax ID or SSN: _____

**SCHEDULE C (cont'd) – HOLDERS OF A BENEFICIAL INTEREST
IN THE SELLING BUSINESS**

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)		
HOME ADDRESS		
HOME TELEPHONE NUMBERS (where applicable, also include fax, cellular and beeper)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER		
NAME OF EMPLOYER (if not Selling Business)		
EMPLOYER ADDRESS(ES) AND PHONE NUMBER(S) INCLUDING CELLULAR, FAX AND BEEPER)		
IF EMPLOYED BY SELLING BUSINESS, JOB TITLE AND DATES DURING WHICH JOB WAS HELD		
NATURE AND % OF BENEFICIAL INTEREST IN SELLING BUSINESS		
HOW BENEFICIAL INTEREST WAS ACQUIRED (i.e. purchase, inheritance, etc.)		
WHEN INTEREST WAS ACQUIRED AND FROM WHOM		

Tax ID or SSN: _____

SCHEDULE D – PURCHASING BUSINESS PRINCIPALS ADDED AFTER SALE

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS		
FAX NUMBER(S)		
CELLULAR NUMBER(S)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)		
BUSINESS TELEPHONE NUMBERS		
TITLES(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		

Tax ID or SSN: _____

SCHEDULE D (cont'd)

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS		
FAX NUMBER(S)		
CELLULAR NUMBER(S)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)		
BUSINESS TELEPHONE NUMBERS		
TITLES(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		

Tax ID or SSN: _____

**SCHEDULE E – HOLDERS OF A BENEFICIAL INTEREST
IN THE PURCHASING BUSINESS AFTER SALE**

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS (where applicable, also include fax, cellular and beeper)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER		
NAME OF EMPLOYER (if not Purchasing Business)		
EMPLOYER ADDRESS(ES) AND PHONE NUMBER(S) (INCLUDING CELLULAR, FAX AND BEEPER)		
IF EMPLOYED BY PURCHASING BUSINESS, JOB TITLE AND DATES DURING WHICH JOB WAS HELD		
NATURE AND % OF BENEFICIAL INTEREST IN PURCHASING BUSINESS		
HOW BENEFICIAL INTEREST WAS ACQUIRED (i.e. purchase, inheritance, etc.)		
WHEN INTEREST WAS ACQUIRED AND FROM WHOM		

Tax ID or SSN: _____

**SCHEDULE E (cont'd) HOLDERS OF A BENEFICIAL INTEREST
IN THE PURCHASING BUSINESS AFTER SALE**

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)		
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS (where applicable, also include fax, cellular and beeper)		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER		
NAME OF EMPLOYER (if not Purchasing Business)		
EMPLOYER ADDRESS(ES) AND PHONE NUMBER(S) (INCLUDING CELLULAR, FAX AND BEEPER)		
IF EMPLOYED BY PURCHASING BUSINESS, JOB TITLE AND DATES DURING WHICH JOB WAS HELD		
NATURE AND % OF BENEFICIAL INTEREST IN PURCHASING BUSINESS		
HOW BENEFICIAL INTEREST WAS ACQUIRED (i.e. purchase, inheritance, etc.)		
WHEN INTEREST WAS ACQUIRED AND FROM WHOM		

Tax ID or SSN: _____

SCHEDULE G – PRICE BREAKDOWN BY ASSET

PORTION OF PURCHASE PRICE	DESCRIPTION OF ASSET

Tax ID or SSN: _____

Page _____ of _____ pages

SCHEDULE H – BREAKDOWN OF PAYMENTS & TERMS BY INDIVIDUAL

IDENTIFY PARTIES WHO WILL RECEIVE A BENEFIT AS A RESULT OF SALE	TOTAL TO BE RECEIVED BY INDIVIDUAL	WHAT IS THE PAYMENT FOR (BREAKDOWN BY ASSET)	LUMP SUM	PERIODIC PAYMENT (TERMS)	STOCK, NOTE, CASH, OTHER (SPECIFY)

Tax ID or SSN: _____

Page _____ of _____ pages

SCHEDULE I – BREAKDOWN OF FEES & TERMS BY INDIVIDUAL

IDENTIFY PARTIES WHO WILL RECEIVE A BENEFIT AS A RESULT OF SALE	TOTAL TO BE RECEIVED BY INDIVIDUAL	WHAT IS THE FEE FOR	LUMP SUM	PERIODIC PAYMENT (TERMS)	STOCK, NOTE, CASH, OTHER (SPECIFY)

Tax ID or SSN: _____

Page ____ of ____ pages

RELEASE AUTHORIZATION

To all Courts, Probation Departments, Employers, Educational Institutions, Banks, Financial and other Such Institutions, and all Governmental Agencies – federal, state, or local without exception both foreign and domestic.

I, _____ (individual's name), hereby authorize you to release any and all information documentary or otherwise, pertaining to me, or any company related to me, including _____ (business name), as requested by any employee, agent, or representative of the New York City Business Integrity Commission ("BIC"), including New York City Police Department member or employees.

I further expressly authorize the Business Integrity Commission to review and/or audit any books, records, or financial documents requested by BIC from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction.

This authorization shall supersede and countermand any prior request or authorization to the contrary. A photostatic copy of this authorization will be considered as effective and valid as the original.

(Signature)

(Typed or printed name)

Sworn and subscribed to
Before me this ____ day
Of _____, 20 ____.

Notary Public

Tax ID or SSN: _____

Page ____ of ____ pages

CERTIFICATION

This certification must be completed before a notary public by the Purchasing and Selling Businesses, each principal of the Purchasing and Selling Businesses, and each individual who receives or expects to receive any financial or other remuneration or compensation of any kind as a result of the sale (including those who expect to receive fees as a result of the sale). Certifications must be notarized when signed.

A MATERIAL FALSE STATEMENT OR OMISSION MADE IN CONNECTION WITH THIS APPLICATION IS SUFFICIENT CAUSE FOR DENIAL OR REVOCATION OF A TRADE WASTE LICENSE OR REGISTRATION. IN ADDITION, SUCH FALSE SUBMISSION MAY SUBJECT THE PERSON AND/OR ENTITY MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

I, _____ (full name), being duly sworn,
state: that I am _____ (title) of _____;
and

that I have read and understood the questions contained in the attached application and its attachments, which consists of _____ pages; and

that to the best of my knowledge the information given in response to each question and in the attachments is full, complete, and truthful; and

that the New York City Business Integrity Commission may, by any means they or each of them deem appropriate, determine the accuracy and truth of the statements made in this application; and

that I hereby consent to any review and/or audit of books, records, or any other financial or transactional documents requested by BIC from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction; and

that all the information submitted is for the express purpose of inducing the Business Integrity Commission to permit the transaction as outlined herein to proceed.

(Signature of Party)

Sworn and subscribed to
Before me this _____ day
Of _____, 20 _____.

Notary Public

Tax ID or SSN: _____

Page _____ of _____ pages