
*
IN THE MATTER OF: *
*
KRONOS SAASHR, INC. *
NMLS # 1698726 *
*
(“Kronos”) *
*

CONSENT ORDER

WHEREAS, the Banking Commissioner (“Commissioner”) is charged with the administration of Part V of Chapter 668, Sections 36a-595 to 36a-612, inclusive, of the Connecticut General Statutes, known as the “Money Transmission Act”;

WHEREAS, Kronos is a wholly-owned subsidiary of Kronos Worldwide Limited, a United Kingdom Company and an indirect subsidiary of Kronos Incorporated, a Massachusetts corporation, and is incorporated in Delaware with a main address of 3040 Route 22 West, Suite 200, Branchburg, New Jersey;

WHEREAS, on May 11, 2021, Kronos filed an application with the Commissioner on the Nationwide Multistate Licensing System and Registry (“NMLS”) to obtain a license to engage in the business of money transmission in Connecticut, which application is currently pending;

WHEREAS, the Commissioner, through the Consumer Credit Division of the Department of Banking, has conducted an investigation into the activities of Kronos pursuant to Section 36a-17 of the Connecticut General Statutes in effect at such time, and Sections 36a-600 and 36a-608 of the Connecticut General Statutes to determine if it had violated, was violating or was about to violate the provisions of the Connecticut General Statutes within the jurisdiction of the Commissioner;

WHEREAS, as a result of such investigation, the Commissioner alleges that Kronos engaged in the business of money transmission in this state without the required license since at least 2018, in violation of Section 36a-597(a) of the Connecticut General Statutes in effect at such time;

WHEREAS, the Commissioner believes that such allegation would support initiation of enforcement proceedings against Kronos, including, without limitation, proceedings to issue a cease and desist order pursuant to Section 36a-608(c) of the Connecticut General Statutes and Section 36a-52(a) of the 2022 Supplement to the General Statutes, and to impose a civil penalty of up to One Hundred Thousand Dollars (\$100,000) per violation pursuant to Section 36a-608(c) of the Connecticut General Statutes and Section 36a-50(a) of the 2022 Supplement to the General Statutes;

WHEREAS, initiation of such enforcement proceedings would constitute a “contested case” within the meaning of Section 4-166(4) of the Connecticut General Statutes;

WHEREAS, Section 4-177(c) of the Connecticut General Statutes and Section 36a-1-55(a) of the Regulations of Connecticut State Agencies provide that a contested case may be resolved by consent order, unless precluded by law;

WHEREAS, the Commissioner acknowledges that (i) Kronos demonstrated good faith in submitting an application to become licensed as a money transmitter, (ii) Kronos submitted information in support of its belief that its payroll processing activity did not trigger the licensure requirement as a money transmitter given that it operated pursuant to an arrangement with a trust company from 2018 through 2020, and (iii) the Department of Banking has not received any complaints related to Kronos’ activities in Connecticut;

WHEREAS, both the Commissioner and Kronos acknowledge the possible consequences of formal administrative proceedings, and Kronos voluntarily agrees to consent to the entry of the sanctions imposed below without admitting or denying the allegation set forth herein, and solely for the purpose of obviating the need for formal administrative proceedings concerning the allegation set forth herein;

WHEREAS, the Commissioner and Kronos now desire to resolve the matters set forth herein;

WHEREAS, Kronos specifically assures the Commissioner that the violation alleged herein shall not occur in the future;

WHEREAS, Kronos acknowledges that this Consent Order is a public record and is a reportable event for purposes of the regulatory disclosure questions on NMLS, as applicable;

AND WHEREAS, Kronos, through its execution of this Consent Order, voluntarily agrees to waive its procedural rights, including a right to a notice and an opportunity for a hearing as it pertains to the allegation set forth herein, and voluntarily waives its right to seek judicial review or otherwise challenge or contest the validity of this Consent Order.

CONSENT TO ENTRY OF SANCTIONS

WHEREAS, Kronos, through its execution of this Consent Order, consents to the Commissioner's entry of a Consent Order imposing the following sanctions:

1. Kronos shall not engage in the business of money transmission in this state without a license, in violation of Section 36a-597(a) of the Connecticut General Statutes;
2. No later than the date this Consent Order is executed by Kronos, it shall remit to the Department of Banking by electronic funds transfer, cashier's check, certified check or money order made payable to "Treasurer, State of Connecticut", the sum of Ten Thousand Dollars (\$10,000) as a civil penalty; and
3. No later than the date this Consent Order is executed by Kronos, it shall remit to the Department of Banking by electronic funds transfer, cashier's check, certified check or money order made payable to "Treasurer, State of Connecticut", the sum of Three Thousand Three Hundred Seventy-Five Dollars (\$3,375) as payment for back licensing fees.

CONSENT ORDER

NOW THEREFORE, the Commissioner enters the following:

1. The Sanctions set forth above be and are hereby entered;
2. Upon issuance of this Consent Order by the Commissioner, this matter will be resolved and the Commissioner will not take any future enforcement action against Kronos based upon the allegation set forth herein; provided that issuance of this Consent Order is without prejudice to the right of the Commissioner to take enforcement action against Kronos based upon a violation of this Consent Order or the matters underlying its entry, if the Commissioner determines that

compliance with the terms herein is not being observed or if any representation made by Kronos and reflected herein is subsequently discovered to be untrue;

3. Kronos shall not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any allegation referenced in this Consent Order or create the impression that this Consent Order is without factual basis. Nothing in this paragraph affects Kronos's (i) testimonial obligations; or (ii) right to take legal or factual positions in defense of litigation or other legal or administrative proceedings to which this Commissioner and/or the Department are not parties. This Consent Order is not intended for use by any third party in any other proceeding and is not intended, and should not be construed, as an admission of liability by Kronos;
4. Subject to the foregoing, and so long as this Consent Order is promptly disclosed by Kronos and its control persons on NMLS, as applicable, nothing in the issuance of this Consent Order shall adversely affect the ability of Kronos to obtain an initial license or renewal license under Part V of Chapter 668, Sections 36a-595 to 36a-612, inclusive, of the Connecticut General Statutes, provided that all applicable legal requirements for such licenses are satisfied and the terms of this Consent Order are followed;
5. This Consent Order shall be binding upon Kronos and its successors and assigns; and
6. This Consent Order shall become final when issued.

Issued at Hartford, Connecticut
this 25th day of April 2022.

/s/

Jorge L. Perez
Banking Commissioner

I, Elizabeth McCarron, state on behalf of Kronos SaaShr, Inc. that I have read the foregoing Consent Order; that I know and fully understand its contents; that I am authorized to execute this Consent Order on behalf of Kronos SaaShr, Inc.; that Kronos SaaShr, Inc. agrees freely and without threat or coercion of any kind to comply with the sanction entered and terms and conditions ordered herein; and that Kronos SaaShr, Inc. voluntarily agrees to enter into this Consent Order, expressly waiving the procedural rights set forth herein as to the matters described herein.

By: /s/ _____
Name: Elizabeth McCarron
Title: Chief Legal Officer
Kronos SaaShr, Inc.

State of: Massachusetts

County of: Middlesex

On this the 19th day of April, 2022, before me, Cynthia L. Trank, the undersigned officer, personally appeared Elizabeth McCarron, who acknowledged himself/herself to be the CLO of Kronos SaaShr, Inc., a corporation, and that he/she as such CLO, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as Elizabeth McCarron, CLO.

In witness whereof I hereunto set my hand.

/s/ _____
Notary Public – Cynthia L. Trank
Date Commission Expires: 12/23/2027