

MODIFIED TRUST COMPANY CHARTER APPLICATION
For Exempt Trust Companies Undergoing a Change of Control

APPLICATION INFORMATION

I. APPLICANT INFORMATION

Name of Applicant

Charter Number

Street Address

City

County

State

Zip Code

Website Address

II. TARGET INFORMATION

Name of Target/Resultant Entity

Charter Number

Street Address

City

County

State

Zip Code

Website Address

III. CONTACT INFORMATION

Name of Contact Person

Title

Street Address

City

County

State

Zip Code

Phone Number

Email Address

Application Requirements

NOTE: As used in this document, "person" includes an individual, two (2) or more individuals acting in concert, any type of partnership, corporation, limited liability company, syndicate, trust, or any other organization, or any combination of the foregoing, and if a person acquiring, or proposing to acquire, control of a trust company includes a group of persons acting in concert, the information required in this application is required of each member of the group.

The following information must be addressed in each Application:

1. Provide full details of the capital structure of the trust company, including number and types of authorized shares, par value, total capital stock account, surplus, and any other components of capital. Also, state the amount of any reserves established or to be established following the change of control.

Note: Section 182.008 of the Code requires a minimum of \$1,000,000 in restricted capital, and 7 Texas Administrative Code (TAC) § 21.51(f) requires a person or entity seeking to acquire control of a trust company subject to this section must bring the trust company into compliance with the minimum capital requirements of § 182.008 of the Code, or such amount as required by the Banking Commissioner at the time the transaction is consummated.

2. State the names and addresses of the Board of Directors of the trust company.
3. State the names and positions of the officers of the trust company.
4. State the names and addresses of each of the trust company's "principal shareholders" as defined in §181.002(a)(44).
5. State the number and classification of shares of stock in the trust company to be acquired by or transferred to any person and identify those shares that are "voting securities" under § 181.002(a)(54) and § 183.001 of the Code. Detail how the voting securities will be acquired or transferred, giving the terms and conditions of any proposal, offer, invitation, agreement, or arrangement for such acquisition or transfer, including the total listing price and price to be paid per share to each seller or transferor, or the details of any other method by which the acquisition or transfer will occur, such as through the operation of law, will, or intestate succession, the exercise of a security interest in the voting securities, or another method.
6. Identify the source and amount of any funds or other consideration used or to be used in making the acquisition of voting securities.
7. If the purchaser or transferee will pay funds or provide other consideration to acquire voting securities, as identified above, state whether any part of the above described funds or other consideration has been or is to be borrowed; attach a detailed description of the transaction; give the names of the parties, the repayment terms of the note(s) and the rate of interest charged; and list all collateral involved and the names in which such collateral is vested, and all arrangements, agreements, understandings, and contracts involving such

persons and affecting such securities or financing. Detail the source of income to service such debt. (This includes any assumption agreements, options, buy-sell agreements, or voting trust agreements, or compensating balance arrangements.)

8. State the name(s) of the proposed seller(s) or transferor(s) or of any person proposing to otherwise relinquish voting securities.
9. State the names, addresses and telephone numbers, both business and residential, of proposed purchasers or transferees or of any person proposing to acquire voting securities, the number of shares to be acquired, and whether the acquisition will be of a legal or beneficial interest, including details of any beneficial interest.
10. Provide the identity, personal history, business background, and experience of each person who will acquire or proposes to acquire voting securities, including future plans or prospects for changes in the person's financial and/or marital status.
11. If any person other than applicant will have an interest in the voting securities or the securities' voting power, whether as beneficiary of a trust, or otherwise, list names and addresses of each such person.
12. Attach current Biographical Reports and Financial Information Forms for **each** designated "control person" for purposes of § 182.011 of the Code and 7 TAC § 21.24 ("control person"), principal shareholder, director, and officer of the trust company (see attached forms). If a joint financial information form is being submitted, both parties to the form should sign it and complete the certification.
13. Attach Authority to Release Information forms completed by **each** new control person, any other designated control person, director, officer and principal shareholder.
14. Detail amounts that each control person plans to take from the trust company in salaries, fees, dividends, and other compensation.
15. Detail all material pending or adjudicated legal or administrative proceedings in which any person acquiring voting securities is or was a party.
16. Detail any plans or proposals which any person acquiring voting securities may have to liquidate the trust company, to sell its assets or merge it with any company, to change the business or corporate structure, to change the location of the trust company, or to make changes in or additions to management (including directors, officers, or any persons, regardless of title, who exert influence in management decisions).
17. Attach a pro forma financial statement with projections indicating whether the trust company will be adequately capitalized for a period of not less than two years from the date of acquisition.
18. Provide a description of any material changes to the business plan or, if necessary, the proposed business plan.

19. Attach a copy of either the existing Articles of Association or the proposed amended or restated Articles of Association, if amendment is required due to the proposed change of control to satisfy the requirements of 7 TAC § 21.24 or for any other reason. Please also attach one copy of the existing or proposed amended Bylaws.

20. Provide any other information necessary for the Commissioner to make a fully informed decision.

I hereby certify under penalty of perjury that I am acting on my behalf, and that the foregoing statements are true and correct.

Dated and signed on _____.

(Signature)

(Name)

STATE OF TEXAS

COUNTY OF _____

Personally appeared before me the above named, _____,
personally known to me, who, being duly sworn, deposes and says that he/she executed the
above instrument and that the statements and answers contained therein are true and correct.

Subscribed and sworn to before me on _____.

(Signature of Notary Public)

(Name of Notary Public)

My Commission expires: _____