

**OFFICIAL ORDER OF
THE BANKING COMMISSIONER
ORDER NO. 2014-031**

IN RE: VOLUNTARY LIQUIDATION OF	§	BEFORE THE BANKING
	§	
VAUGHAN NELSON TRUST COMPANY	§	COMMISSIONER OF TEXAS
	§	
HOUSTON, TEXAS	§	AUSTIN, TRAVIS COUNTY, TEXAS

ORDER CANCELLING CHARTER

Vaughan Nelson Trust Company, Houston, Texas (VNTC), Charter No. 32-37, is a state trust company organized under the laws of Texas and supervised by the Texas Department of Banking (the “Department”); and

VNTC is subject to the jurisdiction of the Banking Commissioner of Texas (the “Commissioner”) pursuant to Texas Finance Code, Title 3, Subtitle F; and

The Department’s records indicate that VNTC has taken all actions necessary to voluntarily dissolve and liquidate under Texas Finance Code, Chapter 186, and satisfied all requirements imposed by the Commissioner in connection with such liquidation, as evidenced by the following documentation VNTC has filed with the Department:

1. Plan of Dissolution of VNTC.
2. Unanimous Consent of the board of directors of VNTC dated June 25, 2013, approving the voluntary dissolution and liquidation of VNTC.
3. Written Consent of the Sole Shareholder of VNTC, Vaughan Nelson Investment Management, L.P., dated February 26, 2014, approving the voluntary dissolution and liquidation of VNTC.

4. Affidavit of publication demonstrating that VNTC published a Public Notice of Pending Dissolution for four consecutive weeks in the *Houston Chronicle*, ending on September 1, 2014.
5. Affidavit dated November 19, 2014, signed by all directors of VNTC, namely Steven M. Henriksen, Mark E. Farrell, Richard B. Faig and Nathan E. Sloan, certifying that VNTC:
 - A. Mailed to each known creditor an individual notice of pending dissolution, as there were no clients, depositors, safe deposit owners or bailors at the time the Plan of Dissolution was filed with the Commissioner;
 - B. Properly terminated all of fiduciary positions it previously held, surrendered all property previously held by it as a fiduciary, and settled or transferred all of its fiduciary accounts;
 - C. Received no claims after September 12, 2014, the deadline for presentation of claims to VNTC included in the Public Notice of Pending Dissolution and the mailed notices to known creditors;
 - D. Paid all of its known debts and obligations;
 - E. Had no depositors, no personal property held in custody, safe deposit boxes, or bailments, and no remaining creditors or other claimants who had not claimed or received property due them; and
 - F. Had no funds or property that remain unclaimed, and therefore, had not listed or paid unclaimed funds or delivered unclaimed property to the Texas Comptroller of Public Accounts as required by Finance Code Section 186.108(b).

6. Affidavit dated December 8, 2014, signed by all directors of VNTC, namely Steven M. Henriksen, Mark E. Farrell, Richard B. Faig and Nathan E. Sloan, certifying that:
 - A. VNTC completed the final distribution to its sole shareholder, Vaughan Nelson Investment Management, L.P., in the amount of \$1,406,842.69, in accordance with Finance Code Section 186.108(d)(1);
 - B. VNTC was submitting all original Reports of Examination and copies of Reports of Examination in VNTC's possession to the Department; and
 - C. VNTC was submitting to the Department what it believes to be its original trust charter, but if it is not the original charter, then the original cannot be found or is lost.

7. Affidavit dated December 18, 2014, signed by VNTC Director Richard B. Faig certifying that the sum of \$1,406,842.69 distributed to VNTC's sole shareholder represented all the remaining assets of VNTC prior to such final distribution.

I FIND, based upon the affidavits, resolutions, certifications, and other documentation filed by VNTC and the complete record in this matter, that VNTC has satisfied the requirements imposed by law for the voluntary dissolution and liquidation of a state-chartered trust company, and that its charter should be canceled.

IT IS THEREFORE ORDERED that the charter of Vaughan Nelson Trust Company, Houston, Texas, Charter No. 32-37, be and hereby is **CANCELLED**, effective immediately.

Signed in triplicate original this 23rd day of December, 2014.

/s/ Charles G. Cooper
Charles G. Cooper
Commissioner, Department of Banking