

**OFFICIAL ORDER OF
THE BANKING COMMISSIONER
No. 2017-008**

IN THE MATTER OF:

CHARTER APPLICATION FOR	§	BEFORE THE BANKING
	§	
SAGE TRUST COMPANY LTA	§	COMMISSIONER OF TEXAS
	§	
HOUSTON, TEXAS	§	AUSTIN, TRAVIS COUNTY, TEXAS

ORDER APPROVING FAMILY LIMITED TRUST ASSOCIATION CHARTER

Pursuant to Section 182.003 of the Texas Finance Code (the “Code”), I, Charles G. Cooper, Banking Commissioner of the State of Texas (the “Commissioner”), finds that after statutory notice was given to the public and to all interested parties in the manner provided by law, and after review and consideration of the application on file and the investigation report finds that:

1. The public convenience and advantage will be promoted by the establishment of the proposed family limited trust association;
2. The proposed organizational and capital structure and amount of initial capitalization is adequate for the proposed business and location;
3. The anticipated volume and nature of business indicates a reasonable probability of success and profitability based on the market to be served;
4. The proposed officers and directors, as a group, have sufficient fiduciary experience, ability, standing, competence, trustworthiness, and integrity to justify a belief that the family limited trust association will operate in compliance with law and that success of the family limited trust association is probable;
5. Each principal shareholder has sufficient experience, ability, standing, competence, trustworthiness, and integrity to justify a belief that the family limited trust association

will be free from improper or unlawful influence or interference with respect to the family limited trust association's operation in compliance with law; and

6. The organizers are acting in good faith.

THEREFORE, I, Charles G. Cooper, Banking Commissioner, hereby grant and approve the charter application of Sage Trust Company LTA upon the following conditions:

- A. Sage Trust Company LTA will maintain no less than \$250,000 in restricted capital. In the event that restricted capital falls below \$250,000, the Board will take action to restore restricted capital to at least \$250,000 by no later than 30 days after the end of the quarter after the event occurred;
- B. For a period of three years after approval of the charter, Sage Trust Company LTA will provide the Commissioner with at least 30 days prior written notice of any proposed change of any individual to the Board or senior executive officer and will not make the noticed change if the Commissioner objects within 30 days of receipt of the notice;
- C. No dividends will be declared or paid by Sage Trust Company LTA for the first three years of operation without the express written approval of the Commissioner;
- D. From the date of this Order through the first three years of operation, Sage Trust Company LTA will provide written notification to the Commissioner at least 60 days in advance of any change in or deviation from the Business Plan submitted in the charter application. The notice must contain, at a minimum, a summary of the anticipated change, any proposed management changes as a result of the change, pro forma financial statements that measure the impact of the change to actual results, to date, and to the original plan, and the Board's risk assessment of the change.

- E. For the calendar years ending December 31, 2017, December 31, 2018, and December 31, 2019, Sage Trust Company LTA will compare its Business Plan to actual performance, noting and explaining in writing any material deviations and affirmative actions which will be taken to correct any materially adverse deviations. This comparison will be submitted to the Department of Banking on or before March 15 following each period;
- F. Sage Trust Company LTA will obtain annual unqualified audits of the corporate financial statements and agreed upon procedures audits for its fiduciary activities;
- G. Sage Trust Company LTA's Board will adopt a Statement of Trust Principles prior to opening; and
- H. Sage Trust Company LTA will obtain, prior to accepting any fiduciary appointments, adequate bond coverage that complies with Section 183.112 of the Code.

Due to the limited scope of the business to be conducted by Sage Trust Company LTA, I hereby grant the family limited trust association the following exemptions pursuant to Section 182.011 of the Code and 7 TAC § 21.24, all other requests for exemptions pursuant to Section 182.011 or the related regulation being specifically denied:

1. Sage Trust Company LTA may operate with a Board of not less than three or more than 25 directors, managers, or managing participants. Provided that Sage Trust Company LTA operates within these limits, it shall be deemed to be operating in accordance with Sections 182.002(a)(11) and (c) and 183.103 of the Code and this Order; and
2. Sage Trust Company LTA may operate with a Board upon which sits at least one member who is a resident of Texas. Provided that Sage Trust Company LTA has at least

one Texas resident on its Board, it shall be deemed to be operating in accordance with Section 183.103(a) of the Code and this Order.

IT IS THEREFORE ORDERED that the application for a Texas family limited trust association for Sage Trust Company LTA, Houston, Texas, subject to the conditions set forth above and under Charter Number 1046-23, be and hereby is **APPROVED**.

Signed in triplicate original this 23rd day of May, 2017.

/s/ Robert Bacon for Charles G. Cooper
Charles G. Cooper
Commissioner, Department of Banking