

ORDER NO. 2026-009

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| IN THE MATTER OF: | § | BEFORE: |
| SEEDTRUST, LLC | § | THE BANKING |
| | § | COMMISSIONER OF TEXAS |
| WEST PALM BEACH, FLORIDA | § | AUSTIN, TRAVIS COUNTY, TEXAS |

CONSENT ORDER

On this day, the matter of SeedTrust, LLC, a Florida limited liability company, (“Respondent”), was submitted to me, Charles G. Cooper, Banking Commissioner (“Commissioner”) of the State of Texas, for consideration and action.

1. Respondent is a company formed under the laws of Florida and headquartered in West Palm Beach, Florida. Respondent provides management and administration services, including escrow services, for surrogacy arrangements between intended parents and surrogates.

2. The Texas Department of Banking (“Department”) has jurisdiction over the subject matter of this proceeding pursuant to Texas Finance Code (“Finance Code”) Chapter 152 (“Chapter 152”), and its predecessor statute, Chapter 151 (“Chapter 151”). The Commissioner has the authority to issue this Consent Order (“Order”) and to assess administrative penalties pursuant to Finance Code §§ 151.706, 151.707, 152.406, and 152.407.

3. Respondent has been properly notified of its right to an administrative hearing under Chapter 152.

4. The undersigned representative of Respondent has full authority to enter into and bind Respondent to the terms and conditions of this Order.

5. The statutory provisions at issue in this matter include, but are not limited to, Finance Code §§ 151.301, 151.302, 151.706, 151.707, and current Finance Code §§ 152.002, 152.101, 152.406, and 152.407.

6. Any violation of this Order could subject Respondent to additional regulatory or enforcement actions authorized by Chapter 152 and other provisions of Texas law. Nothing in this Order diminishes the regulatory or enforcement powers of the Department, the Commissioner, or the Finance Commission of Texas under Chapter 152, or other applicable laws.

7. For purposes of this proceeding, Respondent knowingly and voluntarily waives:

- a. service upon Respondent of this Order;
- b. the right to present defenses to the allegations in this proceeding;
- c. notice and hearing prior to imposition of this Order;
- d. the filing of proposed findings of fact and conclusions of law;
- e. the issuance of a proposal for decision by an administrative law judge;
- f. the filing of exceptions and briefs with respect to such proposal for decision;
- g. judicial review of this Order as provided by *Texas Government Code* § 2001.171 *et seq.*; and
- h. any other challenge to the validity of this Order in law or equity.

8. Respondent and the Commissioner agree to this Order solely for the purpose of this proceeding, and without Respondent admitting or denying the factual findings of the Commissioner stated herein or any violations of law or regulations. This Order does not constitute an admission by Respondent that Chapter 152, Chapter 151, or a rule adopted, or order issued under Chapter 152 or Chapter 151, has been violated.

I. Findings

9. The Commissioner has considered this matter and finds as follows:

a. In July 2024, the Department initially inquired into Respondent's operations in Texas. Respondent responded shortly thereafter denying it is or was engaged in money transmission under Chapters 151 and 152 of the Finance Code.

b. On March 27, 2025, the Department informed Respondent that its escrow services constituted licensable money transmission under Chapters 151 and 152 of the Finance Code and on May 23, 2025, Respondent provided further argument and requested that the Department reconsider its determination.

c. On July 29, 2025, the Department responded to the request for reconsideration and informed Respondent that it was upholding its determination.

d. In September 2025, pursuant to the Department's request, Respondent provided the Department with its previous transaction volume in Texas and notified the Department of its intention to seek exemption.

e. Based on its interactions with Respondent, the Department discovered Respondent was formed in 2015 and has since provided escrow services for surrogacy arrangements between intended parents and their selected surrogate in exchange for a management fee.

f. Respondent has not been issued a license to engage in money transmission in Texas and did not seek confirmation from the Department that it would not need a money transmission license prior to doing business in Texas.

g. Under Finance Code § 151.301(b)(4) money transmission was defined as "the receipt of money or monetary value by any means in exchange for a promise to make the money or monetary value available at a later time or different location." Chapter 151 defined engaging in the business of money transmission as receiving compensation or expecting to receive compensation, directly or indirectly, for conducting money transmission. TX. FIN. CODE § 151.302(b). The Department has concluded that by receiving funds in exchange for a promise to distribute those

funds at a later time or different location, Respondent conducted money transmission under Chapter 151.

h. Finance Code § 152.003(22)(A)(iii) defines money transmission to include, “receiving money for money transmission services from a person located in this state.” The Department has interpreted “receiving money for money transmission services” to mean (a) the receipt of money or monetary value by any means, and (b) a reciprocal promise to make money or monetary value available at a later time or different location. Chapter 152 deems a person to be engaging in the business of money transmission if “the person receives compensation or expects to receive compensation, directly or indirectly, for conducting money transmission”. TX. FIN. CODE § 152.101(b). The Department has concluded that Respondent has been conducting money transmission by providing escrow services in a manner in which the company receives funds and then distributes them at a later time and to a different location.

i. Finance Code § 151.302(a) provided that “a person may not engage in the business of money transmission or advertise, solicit, or hold itself out as a person that engages in the business of money transmission” without a license unless it was an authorized delegate of a license holder, was excluded from licensure under Chapter 151, or was granted an exemption under Chapter 151.

j. Finance Code § 152.101(a) provides that “a person may not engage in the business of money transmission or advertise, solicit, or hold itself out as engaging in the business of money transmission” without a license unless it is an authorized delegate of a license holder, is excluded from licensure under Chapter 152, or has been granted an exemption under Chapter 152.

k. As described above, the Department has concluded that: (i) Respondent has conducted money transmission in Texas as defined in Chapters 151 and 152; (ii) the Department has not licensed Respondent; and (iii) Respondent is not excluded or exempted from licensure under

Chapter 151 or Chapter 152. Consequently, the Commissioner finds that Respondent has violated Finance Code §§ 151.302 and 152.101.

10. As required by Finance Code § 152.407(d), the Commissioner has considered the seriousness of the violation, Respondent's compliance history, and Respondent's good faith in attempting to comply with Chapters 151 and 152.

11. Without admitting or denying the Department's findings, Respondent has agreed to pay the amount set out in the Order below for purposes of amicably settling the matter.

12. Nothing in this Order shall prohibit Respondent from obtaining a money transmission license from the Department in the future.

13. This Order does not restrict the Department with respect to any enforcement action, or other recourse, regarding any other violations by Respondent not now known to the Department, which may come to the attention of the Department. Nothing herein shall be construed to limit Respondent's right to contest any future finding or determination of non-compliance.

14. The terms, conditions, and limitations of this Order may be amended or terminated at any time upon the written agreement of both parties.

15. This Order hereby discharges Respondent and its managers, members, directors, officers, owners, employees, representatives, successors, and assigns with respect to any claims, liabilities, damages, causes of action, or costs or expenses, regarding facts and violations known to the Department and addressed in this Order. However, continued failure to comply with Texas law or this Order will be considered new violations.

II. Order

It is hereby ORDERED, ADJUDGED, AND DECREED that:

16. Respondent will obtain a license to conduct money transmission in Texas or otherwise qualify for an exemption to the money transmission licensing requirement, each as

detailed in Chapter 152 of the Finance Code. Within 90 days of the effective date of this Order, if Respondent does not qualify for an exemption to the money transmission license requirement, Respondent will file a completed application for a money transmission license pursuant to Finance Code § 152.104 or cease conducting business in Texas pursuant to paragraph 19.

17. Within 30 days of the effective date of this Order, Respondent will pay and administrative penalty of \$90,000.00 to the Department..

18. For one year following the effective date of this Order, Respondent will commit to providing \$50,000.00 in surrogacy related pro bono services to Texas residents in the aggregate.

a. Within 30 days after the end of such year, Respondent will provide to the Department a written report detailing the pro bono services Respondent provided to Texas residents.

19. In the event Respondent fails to file a complete license application, if necessary, or Respondent's license application is withdrawn by Respondent or denied pursuant to Finance Code § 152.106, Respondent shall:

a. Within 15 days of said failure to file, withdrawal, or denial, notify Respondent's existing Texas customers that it will cease providing money transmission services to them. This notification must be made in writing, and a copy of the notice must be sent contemporaneously to the Department;

b. Within 60 days of said failure to file, withdrawal, or denial, cease and desist from engaging in the unauthorized business of money transmission in Texas and return Texas customer funds held by Respondent to its Texas customers; and

c. Within seven days of achieving full compliance with paragraph b., confirm to the Department, in writing, that Respondent has ceased all unlicensed activities in Texas.

Effective Date

This Order against Respondent is effective on the date signed by the Commissioner and is final and non-appealable as of that date.

Signed on this 11th day of May, 2026.

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

AGREED AS TO FORM AND SUBSTANCE:

/s/ Adam Winder
Adam Winder, President and CEO
SEEDTRUST, LLC

Date: 05/08/2026