



September 12, 2017

Conditional Approval #1181
October 2017

Ms. Ruth Calaman
Chief Compliance Officer
Evercore Trust Company, National Association
55 East 52nd Street, 23rd Floor
New York, New York 10055

Re: Substantial Asset Change Application
Evercore Trust Company, National Association, New York, New York
OCC Control No.: 2017-NE-5.53-295736
Charter No.: 24907

Dear Ms. Calaman:

The Office of the Comptroller of Currency (OCC) hereby conditionally approves the application by Evercore Trust Company, National Association, New York, New York (ETCNA or Bank) for a substantial asset change (Application). This conditional approval is granted based upon a thorough review of all information available, including representations and commitments made by ETCNA representatives during the Application process.

ETCNA is an uninsured national bank whose operations are limited to trust and trust related activities.¹ Evercore LP (EVRLP) directly owns 100 percent of ETCNA. Evercore Partners, Inc. (EVR) is the sole general partner of EVRLP, and owns more than 80 percent of EVRLP. Thus, EVRLP directly and EVR indirectly controls the Bank. ETCNA filed the Application with the OCC pursuant to 12 CFR 5.53 in connection with the proposed sale of its specialized fiduciary services and institutional trust business (SFS Business) to Newport Trust Company, a trust company chartered under the laws of New Hampshire with its main office in Minneapolis, Minnesota, and Newport Group, Inc., a Delaware corporation with its main office in Walnut Creek, California (collectively, Newport). After consummating the proposed sale to Newport, ETCNA intends to continue operating as an uninsured national trust bank providing personal trust and custody services for its remaining clients.

In determining whether to approve an application under section 5.53, the OCC considers the capital level of any resulting national bank, the purpose of the transaction, its conformity to applicable law, regulation and supervisory policies, its impact on the safety and soundness of the

¹ The OCC granted conditional preliminary charter approval for the Bank on April 10, 2009. See OCC Conditional Approval #897 (May 2009) (CA #897).

bank, and its effect on the bank's shareholders, depositors, other creditors, and customers.² The OCC may deny the application if the transaction would have a negative effect in any of these respects. The OCC considered these factors and found them consistent with approval.³

Section 1818 Conditions

This approval is subject to the following conditions:

1. Within three (3) business days after consummation of the sale of its SFS Business to Newport, ETCNA shall enter into a written Operating Agreement with the OCC on terms and conditions acceptable to the OCC. ETCNA shall thereafter implement and adhere to the terms of the Operating Agreement.
2. Within three (3) business days after the effective date of the Operating Agreement between ETCNA and the OCC, ETCNA shall enter into a written Capital and Liquidity Support Agreement (“CSA”) with EVR, EVRLP and the OCC on terms and conditions acceptable to the OCC, setting forth EVR’s and EVRLP’s obligation to provide capital and liquidity support to ETCNA, if and when necessary. ETCNA shall thereafter implement and adhere to the terms of the CSA.
3. Within three (3) business days after the effective date of the Operating Agreement between ETCNA and the OCC, ETCNA shall enter into a written Capital Assurance and Liquidity Maintenance Agreement (“CALMA”) with EVR and EVRLP on terms and conditions acceptable to the OCC, setting forth EVR’s and EVRLP’s obligation to provide capital and liquidity support to ETCNA, if and when necessary. ETCNA shall thereafter implement and adhere to the terms of the CALMA.

These conditions of approval are conditions “imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request” within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

In CA #897, the OCC granted conditional preliminary charter approval for the Bank subject to certain conditions, including a condition that EVR and EVRLP enter into a written agreement with the OCC once the Bank opened for business, and thereafter implement and adhere to such written agreement. EVR and EVRLP entered into the agreement as required, and have since adhered to its provisions. After carefully considering the basis for imposing the condition in connection with the Bank’s charter approval, the OCC has determined that the condition is no

² 12 C.F.R. § 5.53 (d)(3)(i)(A). ETCNA is an uninsured national trust bank; it does not accept deposits.

³ Further, one of the purposes of 12 C.F.R. § 5.53 is to address supervisory concerns raised by so called “dormant” bank charters by providing the OCC with regulatory oversight and a means to monitor them. These concerns are absent here because ETCNA intends to continue operating as a national trust bank after consummating the sale of the SFS Business. Thus, the OCC’s approval of the Application is consistent with the language and purpose of section 5.53.

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Chief Compliance Officer
Evercore Trust Company, National Association
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longer required. Accordingly, the OCC hereby terminates condition number two (2) of CA #897.⁴

Conclusion

If all steps of the transaction are not consummated within six months of the date of this conditional approval, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. This approval is based on the Bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this approval pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how we handled the Bank's application. We would appreciate your response so that we may continue to improve our service. If you have any questions, please contact Licensing Analyst James Hill at 212-790-4055 or Hilljm@occ.treas.gov.

Sincerely,

signed

Marva V. Cummings
Director for District Licensing

Enclosure: Survey Letter

⁴ Please note, this terminates only the condition. The National Trust Banks Field Office will send separate correspondence regarding termination of the agreement.