



STATE OF TENNESSEE
DEPARTMENT OF FINANCIAL INSTITUTIONS

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**NON-DEPOSITORY PUBLIC TRUST COMPANY
CHARTER APPLICATION INSTRUCTIONS**

These instructions have been compiled to assist you in the preparation of the documents required to form a Tennessee Non-Depository Public Trust Company pursuant to Tennessee Code Annotated (T.C.A.), Title 45, Chapter 2, Part 21. Within thirty (30) calendar days of filing the Non-Depository Public Trust Company Charter Application (Application), the Commissioner shall notify the Applicant that the Application is deemed complete or that the Commissioner needs additional information. After the Commissioner has notified the Applicant that the Application is deemed complete and the Applicant has provided proof of publication to the Commissioner, the Commissioner has ninety (90) days to investigate the Application and determine whether to grant approval.

Application Instructions and General Trust Company Requirements

- Terms for corporations and limited liability companies are interchangeable.
- The Applicant shall use the phrase "in organization" after the proposed trust company's name, until the certificate of authority has been issued. [T.C.A. § 45-2-2103(c)]
- The completed Application may be mailed or hand delivered to the Department at the address noted above, or may be submitted electronically to the Department's secure upload link: <https://first.tn.gov/UploadCenters/BankUpload/>
- A nonrefundable Application Fee of \$20,000.00 payable to the Department shall accompany the Application. [Chapter 0180-7 of the Rules of the Department of Financial Institutions]
- The Commissioner will publish upon receipt of the Application on the Departmental website at www.Tennessee.gov/tdfi/ the name of the proposed Trust Company (In Organization), the City, County and State, contact person on the Application, and that the Application has been received/deemed complete/approved, as applicable. All other portions of the Application are confidential pursuant to T.C.A. §§ 45-1-120 and 45-2-1603.
- The proposed name of the trust company must be a name which, in the Commissioner's judgment, is not likely to cause confusion to the affected public. [T.C.A. § 45-2-2103(a)(4)(A)]

- If approved, the trust company shall be organized with capital of not less than five hundred thousand dollars (\$500,000), or such greater amount as may be required by the Commissioner. [T.C.A. § 45-2-2107]
- The Application requires a copy of the proposed trust company's charter or articles of organization containing the information set forth in T.C.A. § 45-2-2103(a)(4), three year business plan, feasibility study if available, proposed by-laws or operating agreement, the offering circular or offering letter if capital is to be raised by public offering or private placement offering and a copy of the escrow agreement, and various other attachments. [See T.C.A. § 45-2-2103] The Applicant may also elect to furnish additional attachments in response to or as additional support for certain questions. All attachments should be clearly labeled and referenced to the applicable question of the Application, and should be presented in the sequence in which the questions they support appear in the Application.
- With the exception of signatures, responses should be typewritten and must be provided for all questions and information the Application requires. Do not leave answer areas blank. A blank area in the Application will be considered incomplete. The words "not applicable" or "none" should be used, if appropriate.
- The **Biographical and Financial Report** for each individual who will act as an incorporator/organizer, director/manager, officer, and for each individual controlling any entity acting as an incorporator or organizer of the proposed trust company must be filed before the Application is deemed complete.
- An independent criminal background investigation must be submitted for each incorporator/organizer, director/manager, officer, and for each individual controlling any entity acting as an incorporator or organizer of the proposed trust company before the Application is deemed complete. [T.C.A. § 45-2-2103(b)]
- The Application will be reviewed by the Commissioner. The Commissioner is not responsible for delay due to failure to submit a complete Application.
- Within thirty (30) calendar days of filing the Application, the Commissioner shall notify the Applicant whether the Application is deemed complete, or whether additional information is needed. [T.C.A. § 45-2-2103(e)]
- Once the Applicant is notified that the Application is deemed complete, the Applicant, pursuant to T.C.A. § 45-2-2103(e), shall promptly publish public notice of the formation of the trust company in the form and manner that the Commissioner specifies.
- The Applicant is required to report any material changes in facts or circumstances reported on the Application that occur subsequent to filing but prior to conclusion of the Application processing period.
- The Commissioner may request additional information or clarification of any responses in the Application at any time.

- The Commissioner may consider an Application to be withdrawn if the Commissioner has not received all information and fees required to complete the Application within twelve (12) months after the date the application is first submitted, unless the Commissioner has granted a request for extension. If an Application is deemed withdrawn, a new Application for charter, including a new Application fee, is required to form a state trust company. [T.C.A. § 45-2-2103(f)]

Applicants are encouraged to thoroughly review T.C.A. § 45-2-2101, et seq., which specifically pertains to the operation and creation of a Tennessee Public Trust Company and Title 45, Chapters 1 and 2 of the Tennessee Banking Act which also contain provisions applicable to trust company operations. Applicants are also encouraged to review Title 35, which addresses trust laws in Tennessee. The Non-Depository Public Trust Company Charter Application and attachments are available on our website:

<http://www.tennessee.gov/tdfi/topic/trust-co>

Contact Program Administrator-Trust Wade McCullough with the Department at 615-741-6013 or wade.mccullough@tn.gov with any questions regarding completion of the Application or approval process.