

OFFICE OF THRIFT SUPERVISION

Approval of Operating Subsidiary Application

Order No. 2011-31

Date: April 21, 2011

Re: Docket No. 18058

Fieldpoint Private Bank and Trust, Greenwich, Connecticut (Savings Bank), a federal savings bank, has applied to the Office of Thrift Supervision (OTS), pursuant to 12 U.S.C. § 1828(m) and 12 C.F.R. Part 559 (Application), to establish an operating subsidiary, Analytic Asset Management, Inc. (Subsidiary), that would engage in investment advisory activities.

The Savings Bank has previously applied for and received trust powers under section 5(n) of the Home Owners' Loan Act,¹ pursuant to which the Savings Bank may provide investment advisory services. The Subsidiary is a New York corporation that is registered as an investment advisor under the laws of New York.

Generally, a federal savings association may invest in an operating subsidiary only if: (1) the subsidiary engages only in activities permissible for federal savings associations to engage in directly; (2) the federal savings association owns, directly or indirectly, more than 50 percent of the voting shares of the operating subsidiary; and (3) no person or entity other than the federal savings association exercises effective operating control over the operating subsidiary.² In addition, OTS may, at any time, limit a federal savings association's investment in operating subsidiaries, or may limit or refuse to permit any activities of an operating subsidiary, for supervisory, legal, or safety and soundness reasons.³

The Subsidiary will conduct investment advisory activities that, under § 5(n) of the HOLA and 12 C.F.R. Part 550, the Savings Bank is permitted to conduct directly. The Application states that the Savings Bank will own all of the Subsidiary's stock. The Savings Bank will have sole operating control over the Subsidiary.

With regard to supervisory considerations, in order to ensure that the Subsidiary operates safely and does not raise supervisory concerns, OTS is imposing condition 4, below.

¹ 12 U.S.C. § 1464(n).

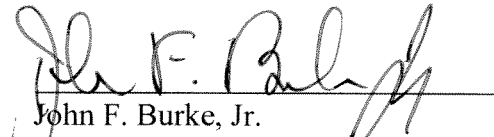
² 12 C.F.R. § 559.3(c)(1), and (e)(1) (2011).

³ 12 C.F.R. § 559.1(a) (2011).

Based on the foregoing analysis, OTS concludes that the Application meets the applicable approval criteria, provided that the following conditions are complied with in a manner satisfactory to the Northeast Regional Director, or his designee (Regional Director). Accordingly, the Application is hereby approved, subject to the following conditions:

1. The Savings Bank must receive all required approvals prior to commencing any of the proposed activities through the Subsidiary, and submit copies of those approvals to the Regional Director;
2. The Savings Bank must obtain written clearance from the Regional Director prior to taking any action that would result in a material deviation from the activities, facts, or representations described in the applications;
3. The Savings Bank must commence the activities described in the notice no later than twelve months then the date of this order, unless the Regional Director grants an extension; and
4. Prior to execution of the proposed employment agreements with employees of the Subsidiary, the Subsidiary must receive the prior written non-objection of the Regional Director.

By order of the Acting Director of the Office of Thrift Supervision, or his designee, effective April 21, 2011.



John F. Burke, Jr.
Acting Managing Director
Corporate & International Activities