

MAINE BUREAU OF FINANCIAL INSTITUTIONS
ORDER APPROVING APPLICATION OF SUNRISE SERVICES CORP., EAST
QUOGUE, NEW YORK TO ACQUIRE CONTROL OF RETIREMENT SYSTEMS
GROUP, INC., NEW YORK, NEW YORK AND THEREBY ACQUIRE RSGROUP
TRUST COMPANY, PORTLAND, MAINE

Sunrise Services Corp., East Quogue, New York ("Sunrise") filed an amended application, pursuant to Title 9-B M.R.S.A. Chapter 101 to acquire control, through its wholly-owned subsidiary, Sunrise Acquisition Corp., of Retirement System Group, Inc., New York, New York ("RSGroup") and thereby acquire RSGroup Trust Company, Portland, Maine ("RSTrust"). The original application was accepted for processing on December 1, 2003. Public notice, as required by Title 9-B M.R.S.A. 252.2(B) and 312.3, was provided by publication and mail to interested parties affording them an opportunity to submit written comments or request a hearing. The Bureau received no comments during the public comment period ending January 4, 2004. The application was amended effective February 6, 2004 and public notice of the amendment was provided. The Bureau received no comments during the second public comment period which ended March 13, 2004.

A Principal Bank Examiner of the Maine Bureau of Financial Institutions conducted an investigation of this transaction. All evidence and pertinent material which were considered by the Examiner were also considered by the Superintendent in reaching his decision.

RSGroup is a holding company for five operating subsidiaries, including RSTrust, that provide a full spectrum of retirement plan services. RSTrust is a nondepository trust company, chartered pursuant to Title 9-B M.R.S.A. Chapters 31 and 121, that provides trust, custody and administrative services for qualified and non-qualified programs. RSGroup's clients include more than 250 pension plans and savings plans from banks and non-banks, located primarily in the northeast United States. At yearend 2003, RSTrust had more than \$1 billion of assets under management.

Sunrise is a recently formed corporation formed to acquire control of RSGroup and, as such, has no operating history. Peter Del Col, the founder, controlling shareholder, President and Chief Executive Officer of Sunrise, has extensive experience in asset servicing and bank technology. Sunrise proposes to purchase 100% of newly authorized shares of RSGroup, representing approximately 61% of the latter's outstanding stock.^[1] Sunrise's proposed business plan includes an expansion of RSGroup's services to include turnkey wealth management and trust services to banks and financial intermediaries. Existing and potential clients of RSGroup are expected to benefit from the economies of scale, service enhancements and enhanced business flexibility

that the additional capital will generate. Sunrise has raised, via a private offering, more than \$8 million which will be used to fund the acquisition and to provide working capital.

The financial and managerial resources of both RSTrust and Sunrise are satisfactory and the Bureau does not object to Sunrise's business plan. Other statutory factors are consistent with approval and therefore the application of Sunrise Services Corp. to acquire control of Retirement System Group, Inc. is approved.

Sunrise has requested a waiver of the thirty-day waiting period so that the transaction may be consummated immediately. The reasons cited include (1) the lengthy time period that the subscription funds used to purchase Sunrise's preferred stock have been held in escrow without earning interest and (2) pending business opportunities, consistent with Sunrise's marketing plan, that will require immediate use of portions of the capital raised through the private offering. Inasmuch as there were no objections received during either public comment period, the Superintendent agrees to grant the waiver in order that this transaction may be consummated after the close of business March 16, 2004. The transaction shall be completed within one year of the effective date of this Order, unless a written extension is granted by the Superintendent.

Any person aggrieved by this Order shall be entitled to a judicial review of the Order in accordance with the Maine Administrative Procedure Act, Title 5, Chapter 375, subchapter VII.

By order of the Superintendent, effective March 19, 2004.

/s/ Howard R. Gray, Jr.
Superintendent
Gardiner, Maine
March 19, 2004

[\[1\]](#) The original application was to acquire 100% of RSGroup, which was reduced to approximately 61% by the amendment. The amended application, consistent with the Stock Acquisition Agreement between Sunrise and RSGroup, includes the option to acquire, via a merger, the remaining shares of RSGroup prior to April 30, 2005. If this option is exercised, RSGroup would become a wholly-owned subsidiary of Sunrise