



The Commonwealth of Massachusetts

Office of the Commissioner of Banks

One South Station

Boston, Massachusetts 02110

JANE SWIFT
GOVERNOR

THOMAS J. CURRY
COMMISSIONER

April 2, 2002

Sean P. Mahoney, Esq.
Peabody & Arnold LLP
50 Rowes Wharf
Boston, Massachusetts 02110-3342

Dear Mr. Mahoney:

This letter is in response to your correspondence dated March 22, 2002 to the Division of Banks (the "Division") on behalf of State Street Bank & Trust Company ("State Street") in connection with its proposed conduct of fiduciary activities in the Commonwealth of Pennsylvania. The Division has been specifically asked whether the laws of the Commonwealth of Massachusetts would permit a Pennsylvania chartered bank to engage in similar fiduciary activities in Massachusetts.

The Division is in receipt of 7 Pa. Stat. Ann. §106(b) (the "Act") which provides that an out-of-state bank has the same power to engage in fiduciary activities within Pennsylvania as a national banking association acting pursuant to 12 U.S.C. §92a if: (1) the state laws pursuant to which the bank is operating provide "equivalent privileges" to a bank chartered by Pennsylvania; (2) the bank complies with certain specified minimum capital requirements; and (3) the bank complies with certain filing requirements set forth in 7 Pa. Stat. Ann. §106(b).

Massachusetts General Laws chapter 167, section 43A authorizes the Commissioner of Banks to grant an out-of state bank a certificate authorizing the bank to act in a fiduciary capacity within Massachusetts, subject to certain conditions, "provided, however, that such out-of-state bank is authorized so to act by the laws of the jurisdiction where its principal office is located; and provided, further, that the laws of such jurisdiction ... grant a similar privilege or privileges to Massachusetts banks."

Based upon a review of applicable law, it is the position of the Division that a Pennsylvania chartered bank could qualify to perform fiduciary activities in Massachusetts under conditions no more restrictive than those imposed by the laws of the Commonwealth of Pennsylvania for a Massachusetts chartered bank.

Sincerely,

Joseph A. Leonard, Jr.
Deputy Commissioner of Banks
and General Counsel

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