



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM  
WASHINGTON, DC 20551

July 17, 2014

Mr. Dino Verardo  
Sageview Capital  
55 Railroad Avenue  
Greenwich, Connecticut 06830

Dear Mr. Verardo:

This is in response to your letter dated May 8, 2014, on behalf of Sageview Capital (“Sageview”), Greenwich, Connecticut, requesting relief from commitments (“Commitments”) that The Gilhuly 1997 Family Trust; The Stuart 1996 Family Trust; The Stuart 2008 Family Trust; Sageview Capital MGP, LLC; Sageview Capital GenPar, L.P.; Sageview Management, LLC; Sageview Capital LP; Sageview Capital GenPar, Ltd.; Sageview Capital Master, L.P.; and their subsidiaries and affiliates (collectively, the “Sageview entities”) made in connection with their acquisition of approximately 6.34 percent of the outstanding voting shares of State Bank Financial Corporation (“State Bank Financial”), Atlanta, Georgia. The Commitments were consistent with commitments on which the Board previously has relied in determining that a company did not control another company for the purposes of the Bank Holding Company Act (“BHC Act”) and the Board’s Regulation Y. The Sageview entities seek relief from the Commitments on the basis that they are no longer necessary to prevent them from exercising a controlling influence over State Bank Financial.

For purposes of the BHC Act, a company is deemed to have control over another company if the first company (i) directly or indirectly or acting through one or more other persons owns, controls, or has power to vote 25 percent or more of any class of voting securities of the other company; (ii) controls in any manner the election of a majority of the directors of the other company; or (iii) directly or indirectly exercises a controlling influence over the management or policies of the other company.<sup>1</sup> A company is presumed not to exercise a

---

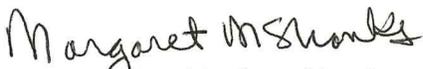
<sup>1</sup> 12 U.S.C. § 1841(a)(2); 12 CFR 225.2(e).

controlling influence over the management or policies of the other company if the first company owns, controls, or has the power to vote less than 5 percent of any class of voting securities of the other company.<sup>2</sup>

The Sageview entities provided the Commitments to ensure that they would not exercise or attempt to exercise a controlling influence over State Bank Financial. The Sageview entities have since sold all their shares of State Bank Financial and, therefore, are presumed not to control State Bank Financial. The Sageview entities do not have a right to, and do not have, representation on the board of directors of State Bank Financial. The Sageview entities also do not have, nor do they contemplate having, any business relationships with State Bank Financial. The Sageview entities have acknowledged that they may not exercise or attempt to exercise a controlling influence over State Bank Financial without the prior approval of the Board, even if relieved from the Commitments.

Based on all the facts of record, the director of the Division of Banking Supervision and Regulation, acting pursuant to authority delegated by the Board under section 265.7(a)(2) of the Board's Rules Regarding Delegation of Authority,<sup>3</sup> and after consulting with the General Counsel, has approved Sageview's request on behalf of the Sageview entities for relief from the Commitments. This action is based on the representations and commitments set forth in your submission of May 8, 2014, and in all subsequent correspondence related to this request. Any change in the facts presented could result in a different conclusion and should be reported to Board staff immediately.

Very truly yours,

  
Margaret McCloskey Shanks  
Deputy Secretary of the Board

cc: Chapelle Davis, Assistant Vice President  
Federal Reserve Bank of Atlanta

---

<sup>2</sup> 12 U.S.C. § 1841(a)(3); 12 CFR 225.31(e).

<sup>3</sup> 12 CFR 265.7(a)(2).