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3 **STATE OF OREGON**
4 **DEPARTMENT OF CONSUMER AND BUSINESS SERVICES**
5 **DIVISION OF FINANCE AND CORPORATE SECURITIES**
6 **ENFORCEMENT SECTION**

7
8 **BEFORE THE DIRECTOR OF THE DEPARTMENT**
9 **OF CONSUMER AND BUSINESS SERVICES**

10 **In the Matter of:**

11 **LUXEMBOURG BANK CORP, an Oregon**
12 **corporation, and SEBASTION**
13 **LIVINGSTON,**

14 **Respondents.**

B-05-0041-13

FINAL ORDER TO CEASE AND
DESIST ENTERED BY DEFAULT

15 On June 24, 2005, the Director of the Department of Consumer and Business
16 Services for the State of Oregon (hereafter "the Director"), acting by and pursuant to the
17 authority of the Oregon Banking Laws, Oregon Revised Statutes ("ORS") Chapters 705,
18 706, 707 and 722, and other applicable authority (hereinafter cited as "the Oregon
19 Banking Law"), issued Administrative Order No. B-05-0041-13 **ORDER TO CEASE**
20 **AND DESIST AND NOTICE OF RIGHT TO A PUBLIC HEARING** ("the Proposed
21 Order") against Respondents Luxembourg Bank Corp and Sebastian Livingston.

22 On June 29, 2005, the registered agent for the corporate Respondent, Charles F.
23 Mathias, was duly served with a true copy of the Proposed Order by United States Mail,
24 postage prepaid, and addressed to 942 Windemere Drive NW, Salem, Oregon 97304.

25 NOW THEREFORE, after consideration of the Investigation Report and
26 accompanying exhibits submitted in this matter by Margaret V. Green, the Director
hereby issues the following Findings of Fact, Conclusions of Law, and Final Order.

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FINDINGS OF FACT

The Director makes the following Findings of Fact:

1. Luxembourg Bank Corp (hereinafter "Respondent LBC") is registered with the State of Oregon Secretary of State as an Oregon domestic business corporation.

Respondent LBC was incorporated on September 21, 2001. Respondent LBC filed its principal place of business as PO Box 3321, Town Road, Tortola, Virgin Islands. It also lists a mailing address as Worldwide Incorporators Ltd., PO Box 7570, Wilmington, Delaware 19803. Sebastian Livingston (hereinafter "Respondent Livingston") is listed as the president and secretary of Respondent LBC, with an address of PO Box 3321, Town Road, Tortola, Virgin Islands.

2. Respondent LBC uses the name set out above in the solicitation or transaction of its business.

3. Charles F. Mathias (hereinafter "Mathias") is the registered agent for Respondent LBC, a registration having been filed with the Oregon Secretary of State, Corporations Division, listing Mathias as the registered agent with an address of 942 Windemere Dr. NW, Salem, Oregon 97304.

4. ORS 56.023 (1) requires a certificate issued under ORS 705.635 for a business registry filing to be appropriately made with the Oregon Secretary of State if the name is to contain, inter alia, the word or words "banc," "bancorp," "bank," "trust," or "trustee," or their equivalents in English or another language.

5. ORS 705.635 sets out the procedure by which a person may submit a request to the Director for a certificate of compliance with the Oregon banking requirements, which would permit the person to lawfully file a business registry with the Secretary of State as set forth in ORS 56.023 (1).

6. Respondent LBC has not applied for, or been previously granted, a certificate pursuant to ORS 705.635. Respondent LBC has not been otherwise





1 approved to conduct a banking business as defined in ORS 706.005 (6) or 722.012.

2 7. ORS 705.638 imposes regulations on businesses engaging in banking
3 activities. It states in relevant part that, "[a] company organized under the laws of this
4 state for the purposes of conducting a banking business as defined in ORS 706.005 (6)
5 either within or outside this state shall be organized under ORS chapter 707" and, "[a]
6 company organized under the laws of this state to transact savings and loan business
7 as defined in ORS 722.004 (25) either within or outside this state shall be organized
8 under ORS chapter 722." ORS 705.638(2) and (3) respectively. Respondent LBC is
9 not organized under these statutes.

10 8. On behalf of the Director, staff of the Banking Section of the Division of
11 Finance and Corporate Securities ("Division") undertook to inquire and investigate the
12 circumstances under which the corporate Respondent had come to use the word
13 "bank," "trust" or any derivative thereof as set forth in ORS 56.023 in its name.
14 Specifically, Division staff undertook the following during the period beginning at least
15 as early as December 1, 2004 through the present:

16 a. The Division reviewed and analyzed information from the Oregon
17 Secretary of State, Corporations Division, reflecting the Respondents' registration
18 therewith.

19 b. The Division made significant attempts to contact the Respondents,
20 including multiple mailings to the Respondents directly, through the Registered
21 Agent, or both.

22 c. The Division requested that the Respondents contact the Division, and
23 requested that the Respondents comply with the requirements of ORS 705.635.
24 Respondents failed to contact the Division, failed to provide adequate information
25 about their businesses and operations, and failed to amend their business registry
26 filings to comply with Oregon law.



1 9. ORS 707.005 states that "[i]t is unlawful for any person to engage in or
2 transact a banking or trust business within this state except by means of an entity duly
3 organized for the purpose."

4 10. ORS 707.010 prohibits a person who has not received from the Director a
5 certificate to do banking business from doing any of the following:

- 6 (a) Advertising that it is receiving or accepting money on deposit;
- 7 (b) Using a sign at its place of business containing words indicating that the
8 place is a place of business: (i) of a banking institution; (ii) where deposits are
9 received or payments made on check; or (iii) where any other form of banking
10 business is transacted;
- 11 (c) Making use of or circulating any letterheads, blank notes, blank receipts,
12 certificates, circulars or any written or printed paper containing words indicating
13 that the business is the business of a banking institution;
- 14 (d) Transacting business under any name that the Director determines leads
15 the public to believe that its business is that of a banking institution or that it is
16 affiliated with a banking institution; or
- 17 (e) Soliciting or receiving deposits or transacting business in the manner of a
18 banking institution or in such a manner as to lead the public to believe that its
19 business is that of a banking institution.

20 ORS 722.012 imposes similar requirements on entities operating as a savings
21 and loan or with the words "savings and loan" in its name.

22 11. Respondents have filed a name with the Oregon Secretary of State that
23 has the word "bank," "trust," or a derivative thereof in its name as set forth in ORS
24 56.023, and/or implies or may imply that these Respondents are conducting a banking
25 business or are affiliated with a banking institution.

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1 **CONCLUSIONS OF LAW**

2 The Director **CONCLUDES** that:

3 12. Respondents violated Oregon law, including but not limited to ORS
4 56.023, 705.635 and 707.010 by failing to obtain a certification from the Division as
5 required by Oregon Law, failing to properly list their name with the Oregon Secretary of
6 State, and by improperly registering to do business in Oregon using at least one of the
7 terms or equivalent thereof set forth in ORS 56.023, without first obtaining the certificate
8 required under ORS 705.635.

9 13. By virtue of their registration with the Oregon Secretary of State,
10 Corporations Division, and other materials by which they hold themselves out for
11 business, Respondents have used at least one sign at or in the conduct of their
12 businesses containing words indicating that the place is a place of business of a
13 banking institution where deposits are received, or payments made on check or where
14 any other form of banking business is transacted. Respondents are soliciting or
15 transacting business in violation of ORS 707.010.

16 14. Respondents have failed to comply with the registration and certification
17 requirements under the Oregon Banking Laws, including but not limited to ORS
18 707.635, 707.638, 707.005, 707.010 and/or 722.012. Respondents have failed to meet
19 the necessary requirements to register or file their names with the Oregon Secretary of
20 State. Respondents have used the word "bank," "trust," or a derivative thereof as set
21 forth in ORS 56.023, in their names in violation of the statutes set out in this paragraph.

22 **ORDER**

23 **NOW, THEREFORE, THE DIRECTOR ORDERS** that, pursuant to ORS 705.640
24 and ORS 59.885(4), Luxembourg Bank Corp and Sebastian Livingston each **CEASE**

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Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 **AND DESIST** from violating any provision of Oregon Law as set forth above, and any
2 rule, order or policy issued by the Division.

3 Dated this 24th day of July, 2005 at Salem, Oregon NUNC PRO TUNC
4 June 24, 2005.

5 CORY STREISINGER, Director
6 Department of Consumer and Business Services

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9 _____
10 Floyd Lanter, Administrator
11 Division of Finance and Corporate Securities

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