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**STATE OF OREGON
DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCE AND CORPORATE SECURITIES**

**BEFORE THE DIRECTOR OF THE DEPARTMENT
OF CONSUMER AND BUSINESS SERVICES**

In the Matter of:

**TRANSATLANTIC ENERGY
MANAGEMENT, INC., an Oregon
corporation f/k/a Transatlantic Bancorp
Inc., and MARI NORTHUP, an
individual,**

B-07-0052-1

**FINAL ORDER TO CEASE
AND DESIST ENTERED BY
DEFAULT**

Respondents.

WHEREAS on December 27, 2007, the Director of the Department of Consumer and Business Services for the State of Oregon (hereafter "the Director"), acting by the authority of the Oregon Banking Laws, chapters 705, 706, 707 and 722 of the Oregon Revised Statutes (hereinafter cited as "the Oregon Banking Law"), issued Administrative Order No. B-07-0052-1, ORDER TO CEASE AND DESIST AND NOTICE OF RIGHT TO A PUBLIC HEARING ("the Cease and Desist Order"), against Transatlantic Bancorp, Inc., now known as Transatlantic Energy Management, Inc., (hereinafter "Respondent" or "Transatlantic") and Mari Northup (hereinafter "Respondent" or "Northup").

WHEREAS on or about December 28, 2007, Respondents were duly served with a true copy of the Cease and Desist Order by United States Certified Mail, postage prepaid, addressed to Cathy Halverson, Registered Agent, 391 NW 179th Avenue, Aloha, Oregon 97006.

WHEREAS on or about December 31, 2007, Northup was duly served with a true copy of the Cease and Desist Order by United States Certified Mail, postage prepaid, and addressed to Mari Northup, Transatlantic Bancorp, Inc., 2200 B Douglas Blvd #100, Roseville, California 95661.

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 WHEREAS Respondents have not made a written request for a contested case hearing in
2 this matter and time to do so has expired.

3 NOW THEREFORE, after consideration of the Division's investigative file and related
4 documents, the Director hereby issues the following Findings of Fact, Conclusions of Law, and
5 Final Order.

6 FINDINGS OF FACT

7 The Director makes the following Findings of Fact:

8 1. Transatlantic Energy Management, Inc. is registered with the State of Oregon
9 Secretary of State as an Oregon domestic business corporation. Transatlantic was incorporated
10 on December 22, 1999 as Transatlantic Bancorp, Inc. but changed to its current name on or about
11 January 3, 2008. Transatlantic's Oregon registered agent is Cathy Halverson. Her address and
12 the company's principal place of business are registered as 391 NW 179th Avenue, Aloha,
13 Oregon 97006. Transatlantic lists its mailing address as 2200 B Douglas Blvd #100, Roseville,
14 California 95661. Mari Northup is listed as the president and secretary of Respondent
15 Transatlantic with an address of 2200 B Douglas Blvd #100, Roseville, California 95661.

16 2. Respondents use the name set out above in the solicitation or transaction of their
17 business.

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

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

26 5. Respondents have not applied for, or been previously granted, a certificate





1 pursuant to ORS 705.635. Respondents have not been otherwise approved to conduct a banking
2 business as defined in ORS 706.005(6) or 722.012.

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

10 7. On behalf of the Director, staff of the Banking Section of the Division of Finance
11 and Corporate Securities (“Division”) undertook to inquire and investigate the circumstances
12 under which the corporate Respondent had come to use the word “bank,” “trust” or any
13 derivative thereof as set forth in ORS 56.023 in its name. Specifically, Division staff reviewed
14 and analyzed information from the Oregon Secretary of State, Corporations Division, reflecting
15 the Respondents’ registration therewith.

16 8. ORS 707.005 states that “[i]t is unlawful for any person to engage in or transact a
17 banking or trust business within this state except by means of an entity duly organized for the
18 purpose.”

19 9. ORS 707.010 prohibits a person who has not received from the Director a
20 certificate to do banking business from doing any of the following:

- 21 (a) Advertising that it is receiving or accepting money on deposit;
- 22 (b) Using a sign at its place of business containing words indicating that the place is a
23 place of business: (i) of a banking institution; (ii) where deposits are received or payments made
24 on check; or (iii) where any other form of banking business is transacted;
- 25 (c) Making use of or circulating any letterheads, blank notes, blank receipts,
26 certificates, circulars or any written or printed paper containing words indicating that the

1 business is the business of a banking institution;

2 (d) Transacting business under any name that the Director determines leads the public
3 to believe that its business is that of a banking institution or that it is affiliated with a banking
4 institution; or

5 (e) Soliciting or receiving deposits or transacting business in the manner of a banking
6 institution or in such a manner as to lead the public to believe that its business is that of a
7 banking institution.

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

10 10. Until January 3, 2008 when Transatlantic changed its corporate name,
11 Respondents had filed a name with the Oregon Secretary of State that had the word "bank,"
12 "trust," or a derivative thereof in its name as set forth in ORS 56.023, and/or implied or may
13 have implied that these Respondents were conducting a banking business or were affiliated with
14 a banking institution.

15 CONCLUSIONS OF LAW

16 The Director **CONCLUDES** that:

17 11. Respondents violated Oregon law, including but not limited to ORS 56.023,
18 705.635 and 707.010 by failing to obtain a certification from the Division as required by Oregon
19 Law, failing to properly list their business name with the Oregon Secretary of State, and by
20 improperly registering to do business in Oregon using at least one of the terms or equivalent
21 thereof set forth in ORS 56.023, without first obtaining the certificate required under ORS
22 705.635.

23 12. By virtue of their registration with the Oregon Secretary of State, Corporations
24 Division, and other materials by which they hold themselves out for business, Respondents are
25 soliciting or transacting business under a name that the Director determines leads the public to
26 believe that its business is that of a banking institution or is affiliated with a banking institution



1 in violation of ORS 707.010.

2 13. Respondents have failed to comply with the registration and certification
3 requirements under the Oregon Banking Laws, including but not limited to ORS 707.635,
4 707.638, 707.005, 707.010 and/or 722.012. Respondents have failed to meet the necessary
5 requirements to register or file their business name with the Oregon Secretary of State.
6 Respondents have used the word "bank," "trust," or a derivative thereof as set forth in ORS
7 56.023, in their names in violation of the statutes set out in this paragraph.

8 **ORDER**

9 14. The Director, pursuant to ORS 705.640 and ORS 59.885 (4) hereby **ORDERS**
10 that Respondents Transatlantic Bancorp, Inc., n/k/a Transatlantic Energy Management, Inc., and
11 Mari Northup each **CEASE AND DESIST** from violating any provision of Oregon Law, and
12 specifically cease using the word "bank," "trust," or a derivative thereof as set forth in ORS
13 56.023 in their names in violation of the statutes as set forth above, and any rule, order or policy
14 issued by the Division.

15 The entry of this Order in no way limits further remedies which may be available to the
16 Director under Oregon law.

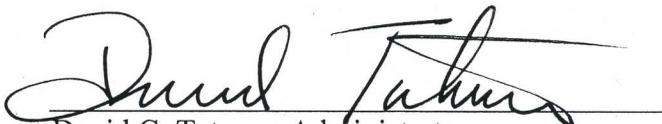
17 The date of this Order is the day the Director signs the Order.

18 IT IS SO ORDERED.

19 Dated this 26th day of February, 2008 at Salem, Oregon,

20 NUNC PRO TUNC December 27, 2007.

21 CORY STREISINGER, Director
22 Department of Consumer and Business Services

23 
24 David C. Tatman, Administrator
25 Division of Finance and Corporate Securities

26 ///

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