

DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCE AND CORPORATE SECURITIES
SECURITIES SECTION
BEFORE THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND
BUSINESS SERVICES

In the Matter of:

A-02-0024

Westminster Holdings, Ltd;
Compclubcasino.com, Inc.; Ace Linden
Moses (aka A. Lyndon Moses); Robert
Israel Moses; Robert Hammerstein (aka
Robert Haammerstein),

Respondents.

FINAL ORDER
TO CEASE AND DESIST
DENIAL OF EXEMPTIONS
AND
ASSESSMENT OF CIVIL PENALTIES
ENTERED BY DEFAULT
AGAINST ALL RESPONDENTS

On July 15, 2002, the Director of the Department of Consumer and Business Services for the State of Oregon, acting by the authority of the Oregon Securities Laws, Chapter 59 of the Oregon Revised Statutes (hereinafter ORS Chapter 59), issued Administrative Order No. A-02-0024 to Cease and Desist, Order Imposing Civil Penalty and Notice of Right to Hearing.

All Respondents were duly served with a certified copy of Administrative Order No. A-02-0024 and Notice of Right to Hearing. Service was effected by mailing the Order and Notice by certified and regular mail, with proper postage affixed to each, to the last known address for each of the named respondents, and a signed green cards were returned for each of the Respondents. No requests for a hearing in this matter were filed with the Director.

NOW THEREFORE, after consideration of the Investigative Report and accompanying exhibits submitted in this matter by Robert Brunner, the Director hereby issues the following Findings of Fact, Conclusions of Law, and Final Order with respect to Westminster Holdings, Ltd., Compclubcasino.com, Inc., Ace Linden Moses (aka A. Lyndon Moses), Robert Israel Moses, and Robert Hammerstein (aka Robert Haamerstein).

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1 **FINDINGS OF FACT**

2 The Director **FINDS** that:

3 1. At all times material to this Order, Westminster Holdings, Ltd
4 (“Westminster”), was a Delaware corporation located at 83 Maiden Lane, 13th Floor, New
5 York, New York 10038. Westminster’s current address is believed to be 75 Maiden Lane,
6 New York, New York 10038. Westminster holds itself out as an investment banking
7 business.

8 2. At all times material to this Order, Westminster held no license authorizing the
9 sale of securities in the State of Oregon or any other state. At all times material to this Order,
10 investments in Westminster were not registered for sale as securities in the State of Oregon.

11 3. At all times material to this Order, Ace Linden Moses (“Ace Moses”) (CRD
12 No. 4286173), a resident of the State of New York, held himself out as the president and chief
13 executive officer of Westminster. In that capacity, Ace Moses hired and fired employees,
14 gave work assignments, drafted salesperson scripts, signed letters on Westminster stationery,
15 answered the phone, and dealt with the public. From October 2000 to January 2001, Ace
16 Moses was an employee of National Securities Corporation (CRD No. 7569), although his
17 employment was terminated prior to his obtaining a securities license.

18 4. At all times material to this Order, Robert Israel Moses (“Robert Moses), Ace
19 Moses’ father, held himself out as a manger and/or owner of Westminster. In that capacity,
20 Robert Moses dealt with employees, gave work assignments and directions to salespersons,
21 answered the phone, and dealt with the public. At all times material to this Order, Robert
22 Moses held no securities license authorizing the sale of securities in Oregon or any other state.

23 5. At all times material to this Order, Robert Hammerstein (“Hammerstein”) held
24 himself out as a chief executive officer of Westminster. At all times material to this Order,
25 Hammerstein held no securities license authorizing the sale of securities in Oregon or any
26 other state.





1 6. At all times material to this Order, Compclubcasino.com, Inc. (“Compclub”),
2 purported to be a Delaware corporation and/or a New York corporation in the business of
3 providing online gaming services. Compclub’s business address was 83 Maiden Lane, 13th
4 Floor, New York, New York 10038. Ace Moses and Hammerstein held themselves out as
5 beneficial owners of Complub. At all times material to this Order, the units of Compclub
6 were not registered for sale as securities in the State of Oregon.

7 7. Sometime prior to April 1999, an employee or agent of Westminster “cold
8 called” at least one Oregon resident regarding purchase of an interest in “The Westminster
9 Package,” a fund or investment in which the profits were based on the profits of Westminster.
10 Based on the representations of the Westminster employee or agent, the Oregon resident
11 invested approximately \$30,000 in “The Westminster Package.”

12 8. In or about April 1999, an employee of Westminster contacted at least one
13 Oregon resident regarding the purchase of an investment in Compclub. The Westminster
14 employee or agent informed the Oregon resident that an investment in Compclub would
15 return ten times its value in 12 to 18 months. Based on the representations of the Westminster
16 employee or agent, the Oregon resident invested approximately \$10,000 in Compclub through
17 Westminster.

18 9. In or about July 2000, an employee or agent of Westminster “cold called”
19 another Oregon resident regarding the purchase of an investment in Compclub. The
20 Westminster employee or agent informed the Oregon resident that an investment in Compclub
21 would return five to ten times its value when the company went public in October 2000.
22 Based on the representations of the Westminster employee or agent, the Oregon resident
23 invested approximately \$5,000 in units of Compclub through Westminster.

24 10. On October 13, 1998, the Pennsylvania Securities Commission issued a
25 Summary Cease and Desist Order against Westminster and Hammerstein finding that
26

1 Westminster had offered units in Westminster for sale to Pennsylvania residents, without
2 registering those units for sale as securities under the Pennsylvania Securities Laws.

3 11. Westminster and its employees or agents failed to disclose the existence of the
4 Pennsylvania Order to the Oregon residents, prior to their investment with Westminster.

5 12. On September 2, 2000, the State of Arkansas issued an Order to Cease and
6 Desist and Denial of Exemptions against Westminster, Hammerstein, Compclub, and another
7 person not involved here. The Order found that Westminster, Hammerstein and Compclub
8 had offered units of Westminster and Compclub for sale to Arkansas residents without
9 registering those units for sale as securities under the Arkansas Securities Laws. In addition,
10 the Arkansas Order found that Westminster, Hammerstein and Compclub acted as a broker-
11 dealer without being registered as such, and that they made material misrepresentations to
12 Arkansas residents in connection with the sale of securities.

13 13. Westminster and its employees or agents failed to disclose to the Oregon
14 resident (prior to his investment) the existence of the pending Arkansas investigation and
15 potential Arkansas Order.

17 CONCLUSIONS OF LAW

18 The Director **CONCLUDES** that:

19 1. The units of interest in "The Westminster Package" sold by Westminster and
20 its officers, owners and employees constitute securities as set forth in ORS 59.015(19).

21 2. The units of Compclub sold by Westminster and its officers, owners and
22 employees constitute securities as set forth in ORS 59.015(19).

23 3. Respondents sold unregistered securities in Oregon in violation of ORS
24 59.055.

25 4. Respondents employed unlicensed salespersons in connection with the sale of
26 securities in the State of Oregon in violation of ORS 59.165(3).




1 2. Respondents Westminster Holdings, Ltd, Compclubcasino.com, Inc., Ace
2 Linden Moses, Robert Israel Moses and Robert Hammerstein, jointly and severally, shall pay
3 the following civil monetary penalties:

- 4 a. \$5,000 for violation of ORS 59.055 (sale of unregistered securities);
5 b. \$5,000 for violation of ORS 59.165(3) (employing unlicensed salespersons);
6 c. \$5,000 for violation of ORS 59.135 (material misrepresentations and/or
7 omissions in connection with the sale of security)

8 3. Respondents Ace Linden Moses and Robert Israel Moses each shall pay a civil
9 monetary penalty in the amount of \$5,000 based on the provisions of ORS 59.115 (control
10 person liability).

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

13 Dated this 15th day of August, 2002 at Salem, Oregon, NUNC PRO
14 TUNC July 15, 2002.

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18 **MARY NEIDIG, DIRECTOR**
19 **DEPARTMENT OF CONSUMER & BUSINESS**
20 **SERVICES**

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