

**BEFORE THE DIRECTOR OF THE DEPARTMENT OF FINANCE
OF THE STATE OF IDAHO**

In the matter of
PRIME TRUST, LLC,

Docket No. 2022-12-05
AGREEMENT AND ORDER

The Department of Finance, acting through its Securities Bureau (“Department”), pursuant to authority under the Idaho Money Transmitter Act, Idaho Code § 26-2901, *et seq.*, has reasonable grounds to believe that violations of the Idaho Money Transmitter Act (“Act”) have occurred. Prime Trust, LLC (“Respondent”) and the Department have agreed to resolve this matter without a public hearing or adjudication of this matter. Therefore, the Director of the Department (“Director”) deems it appropriate and in the public interest, that this Agreement and Order be entered into, and Respondent consents to the entry of this Agreement and Order.

BACKGROUND

1. Respondent is a Nevada Limited Liability Company formed April 13, 2016. Respondent maintains a Nevada State Retail Trust Company License (No. TR10035), originally issued on January 26, 2017, by the Department of Business and Industry, Financial Institutions Division. Respondent’s principal office and mailing address is 330 S. Rampart Blvd., Suite 260, Las Vegas, NV 89145.

2. Respondent is operating as a provider of escrow, compliance, custody, and trust services, having provided services to thousands of securities offerings, handling compliance, escrow, funds processing and other services.

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3. As part of the Department's review of Respondent's Idaho money transmitter license application, the Department requested confirmation that Respondent did not conduct money transmitter activity in Idaho without licensure. In connection with this request, Respondent disclosed money transmission activity in Idaho, which the Department has determined requires a license, occurring from at least January 1, 2019, through the present, involving at least twenty-six thousand and fifteen (26,015) transactions totaling \$31,514,837.00.

4. The Department has never received a complaint regarding Respondent's business activities.

FINDINGS OF VIOLATIONS

5. Idaho Code § 26-2903(1) provides that "no person except a person exempt pursuant to the provisions of section 26-2904, Idaho Code, shall engage in the business of money transmission without a license as provided in accordance with the provisions of this chapter."

6. Respondent is not an exempt entity as identified under Idaho Code § 26-2904, or any other applicable law or rule.

7. Respondent's business activities were conducted in violation of the Act from at least January 1, 2019, through at least May 23, 2022.

8. Idaho Code § 26-2923(1) provides the Director may order a civil penalty of up to one thousand dollars (\$1,000) for each violation, or in the case of continued violation one thousand dollars (\$1,000) for each day the violation continues, not to exceed twenty-five thousand dollars (\$25,000) in the aggregate.

ACKNOWLEDGMENT AND REMEDIES

9. To resolve the pending dispute economically and efficiently, the parties agree to this Agreement and Order in lieu of other proceedings.

10. Respondent neither admits nor denies the foregoing facts and Finding of Violation, however, to resolve the pending dispute economically and efficiently, the parties agree to this Agreement and Order in lieu of other proceedings.

11. Respondent waives its right to notice and opportunity for hearing on this matter provided by Idaho Code § 26-2923 and under the contested case provisions of the Idaho Administrative Procedures Act at Title 67, Chapter 52, Idaho Code. Respondent further waives its right to seek judicial review of this Agreement and Order. The terms contained in this Order herein constitute the entire agreement between the Department and Respondent.

12. Respondent, represents that the information provided to the Department in its investigation of this matter, and in the course of the licensing application review process, is complete and accurate.

13. In the event that Respondent fails to adhere to the terms of this Agreement and Order, Respondent acknowledges the Department can incorporate the facts and findings giving rise to this Order in any future proceedings.

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14. Respondent agrees to pay a civil penalty of twenty-five thousand dollars (\$25,000.00) to the Department for the violations of the Act, pursuant to Idaho Code § 26-2923. Said civil penalty is to be paid not later than thirty (30) days from the date the Director executes this Order. Payment shall be made payable to the "Idaho Department of Finance."

AGREED TO and ACKNOWLEDGED this 26 day of July, 2022.


PRIME TRUST, LLC

BY: Matthew A. Parrella

ITS(TITLE) General Counsel _____

DATED: 7/27/22


PATRICIA HIGHLEY, Securities Bureau Chief
Idaho Department of Finance

IT IS SO ORDERED

DATED this 27th day of July, 2022.




PATRICIA R. PERKINS, Director
Idaho Department of Finance