

BEFORE THE SECURITIES COMMISSIONER
STATE OF COLORADO

Case No. 2025-CDS-003

CONSENT ORDER

IN THE MATTER OF 2022 WEST GROUP, LLC AND MATTHEW M.
WESTENBURG

Respondents.

THIS MATTER is before Tung Chan, Securities Commissioner for the State of Colorado (“Commissioner”), on the Stipulation for Consent Order (“Stipulation”) between the Staff of the Colorado Division of Securities (the division, “Division” and the staff, “Staff”) and 2022 West Group, LLC and Matthew M. Westenburg (collectively, “Respondents”). After reviewing the Stipulation and grounds therein, the Commissioner makes the following Findings and enters the order as follows:

FINDINGS

1. The Commissioner has jurisdiction over the Respondents and this matter pursuant to the provisions of the Colorado Securities Act, §§ 11-51-101 through 803, C.R.S.
2. By entering into the Stipulation, Respondents waive the following rights: (1) to have a formal hearing pursuant to §§ 11-51-606(1), 24-4-104 and 24-4-105, C.R.S.; (2) to be represented by counsel in that action; (3) to present a defense through oral or documentary evidence; (4) to cross-examine witnesses at such hearing; and (5) to seek judicial review of the Consent Order as provided in §§ 11-51-607 and 24-4-106, C.R.S.
3. Respondents further waive the findings required by § 11-51-704(2), C.R.S. that entry of this Consent Order is necessary and appropriate in the public interest and is consistent with the purposes of the Colorado Securities Act.

ORDER

NOW, THEREFORE, based on the foregoing, it is ORDERED as follows:

1. The terms of the attached Stipulation are incorporated and made a part of this Consent Order.
2. Respondents shall comply with all agreements, undertakings, and directives contained in the Stipulation, to the extent any such agreements, undertakings, or directives remain unsatisfied on the date of this Consent Order.
3. The Respondents, their officers, directors, agents, employees, and servants, or any person who, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under the common control with Respondents, who receive actual notice of this Order by personal service or otherwise, are hereby immediately and permanently ordered:
 - a. To never offer to sell or sell any security in or from the State of Colorado.
 - b. To never solicit funds from any client of Westenburg's CPA practice, with the exception of family, for any reason, personal or business, other than in payment for providing CPA services.
 - c. To honor any settlement agreements reached by Respondents with individuals or entities who provided funds as part of the events set forth in this matter.
 - d. To fully comply with any investigation conducted by any state, federal, or other regulatory entity into the individuals to whom Respondents transmitted funds.
4. The Commissioner shall retain jurisdiction over this action to ensure Respondents' compliance with this Consent Order and reserves the power to enter additional orders as needed to ensure the compliance by the Respondents with this Consent Order.
5. In the event Respondents fail to comply with any of the terms or conditions for this Consent Order or the Stipulation, the Commissioner or the Staff, in their sole discretion, may initiate formal enforcement proceedings against Respondents for such noncompliance. The Stipulation and this Consent Order shall be admissible as evidence in any such proceeding.

6. This Consent Order, and the terms and conditions herein, shall be binding on all successors and assigns.

DATE: January 31, 2025



Tung Chan
Securities Commissioner

BEFORE THE SECURITIES COMMISSIONER
STATE OF COLORADO

Case No. 2025-CDS-003

STIPULATION FOR CONSENT ORDER

IN THE MATTER OF 2022 WEST GROUP, LLC AND MATTHEW M.
WESTENBURG

Respondents.

The Staff of the Colorado Division of Securities (the staff, "Staff" and the division, the "Division") and Respondents 2022 West Group, LLC and Matthew M. Westenburg (collectively, "Respondents") hereby enter into this Stipulation for Consent Order (the "Stipulation") in this matter as follows:

I. Background

1. 2022 West Group, LLC is a Colorado LLC with its registered address at 3870 Mark Dahling Blvd, Colorado Springs, CO 80907.
2. Matthew M. Westenburg ("Westenburg") is a Colorado-licensed CPA who used 2022 West Group, LLC as a vehicle to raise and submit funds to third-parties in connection with an investment opportunity.
3. The Staff conducted an investigation of Respondents pursuant to § 11-51-601, C.R.S. As a result of its investigation, the Staff alleges the following:
 - a. In late 2022, Westenburg was approached by a client of his CPA firm who was retired from the oil and gas industry.
 - b. The client told Westenburg that he had an opportunity to borrow \$300 million dollars through two well-established entities, one a UK company, one a company based in Qatar.
 - c. In order to borrow the \$300 million dollars, the client informed Westenburg that he was required to provide \$3 million as a bank guarantee/standby letter of credit.
 - d. At that point, the client had already paid \$180,000 to establish the business relationship with the entities.
 - e. Westenburg expected to be paid a fixed fee plus a 10% finder's fee for his efforts in raising the \$3 million on behalf of the client, the fees to be paid upon the receipt of the loan.

- f. Westenburg was able to raise \$1.5 million of the \$3 million required for the loan. He contributed \$350,000 of his own funds and raised the remaining \$1.15 million from individuals or entities that he knew through his CPA practice and other entrepreneurial ventures.
- g. When Westenburg could not raise the full \$3 million, he and the client negotiated with the entities providing funding to provide half of the funds in return for half of the money.
- h. Westenburg sent \$1.5 million directly from 2022 West Group, LLC's account to an entity in Turkey at the request of the funding entities.
- i. After the initial \$1.5 million was transmitted, Westenburg and the client were informed that they needed to provide the remaining \$1.5 million for the loan to fund
- j. Westenburg attempted to obtain a hard money loan to complete the remaining \$1.5 million in funding. The hard money lender he used was provided to Westenburg by the client.
- k. Westenburg was told that the hard money loan required a surety bond, which he had to pay for up front.
- l. When he sent the funds for the surety bond, he was then told he needed to pay for a CUSIP or other additional fees, which he did.
- m. While he was dealing with the additional requirements, the surety bond would expire, and he would have to start again and send more funds
- n. Between January 2023 and September 2024 when contacted by Division staff, Westenburg raised and sent an additional \$2.3 million from individuals or entities, many of whom were clients of his CPA practice.
- o. Westenburg also sent at least an additional \$430,000 in funds from his personal accounts. The client sent at least an additional \$260,000.
- p. For many of the transactions, Westenburg provided the investors with a promissory note that promised high returns (16.7%-100%) in a short period of time (21 - 60 days). Most of the notes were in the name of Westenburg and/or 2022 West Group, LLC but a few were in the name of the client's company.
- q. The notes sold by Respondents are securities as defined by § 11-51-201(17), C.R.S.
- r. No investor was paid back.

- s. Upon information and belief, the Division staff asserts that the initial loan as well as the subsequent hard money loans were all part of a sophisticated advance fee scheme. Between Westenburg, the initial client, and the individuals and entities Westenburg raised funds from, a total of at least \$4.49 million was sent to the scammers.

Staff has determined that Respondents 2022 West Group, LLC and Westenburg acted in a capacity requiring them to be licensed as a broker-dealer and a sales representative, respectively, in the State of Colorado pursuant to §11-51-401(1), C.R.S. of the Colorado Securities Act.

II. Stipulation


The Staff and Respondents, in order to resolve this matter without formal hearing, hereby enter into this Stipulation for Consent Order in this matter and Respondents hereby stipulate as follows:

1. The Securities Commissioner for the State of Colorado has jurisdiction over the Respondents and the subject matter of this action.
2. Respondents agree to the entry of a Consent Order in the form attached (the "Consent Order") and incorporated herein by reference.
3. Respondents agree to the following:
 - a. To never offer to sell or sell any security in or from the State of Colorado.
 - b. To never solicit funds from any client of Westenburg's CPA practice, with the exception of family, for any reason, personal or business, other than in payment for providing CPA services.
 - c. To honor any settlement agreements reached by Respondents with individuals or entities who provided funds as part of the events set forth in this matter.
 - d. To fully comply with any investigation conducted by any state, federal, or other regulatory entity into the individuals to whom Respondents transmitted funds.
4. Respondents understand that they have the following rights: (1) to have a formal hearing pursuant to § 11-51-606(1), C.R.S.; (2) to be represented by counsel in that action; (3) to present a defense through oral or documentary evidence; (4) to cross-examine witnesses at such hearing; and (5) to seek judicial review of the Consent Order as provided in §§ 11-51-607 and 24-4-106, C.R.S. By entering into this Stipulation, Respondents expressly waive the rights set forth in this paragraph.
5. Respondents acknowledge that they have entered into this Stipulation voluntarily, after the opportunity to consult with counsel, and with the understanding of the legal consequences of this Stipulation and Consent Order.

6. Respondents hereby waive the findings required by § 11-51-704(2), C.R.S., Respondents do not contest that the entry of a Consent Order is necessary and appropriate in the public interest and is consistent with the purposes and provisions of the Colorado Securities Act.
7. Respondents agree that the entry of this Consent Order is a disciplinary event that is material to an investor's or prospective investor's evaluation of a security offering and must disclose the event in appropriate filings and disclosure documents.
8. By entering into this Stipulation, Respondents do not admit nor deny the Division's allegations contained in this Stipulation.
9. By consenting to the entry of the Consent Order, Respondents agree not to take any action or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding or Conclusion in the Consent Order or creating the impression that said Consent Order lacks a factual basis.
10. Respondents further acknowledge that any violation of the Consent Order, when issued, may constitute grounds for further sanctions and formal proceedings against them for such violations.
11. This Stipulation is subject to approval by the Securities Commissioner and shall become binding upon the parties hereto upon such approval.


BY RESPONDENTS:

Matthew M. Westenburg:



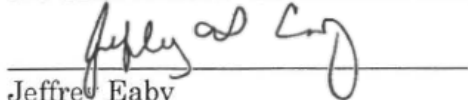
Individually

2022 West Group, LLC:

BY 

Matthew M. Westenburg, Member

BY THE STAFF OF THE DIVISION OF SECURITIES:



Jeffrey Eaby
Deputy Commissioner

January 31, 2025

Date