

**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING) Order No.: S-15-1768-16-FO02
Whether there has been a violation of the)
Securities Act of Washington by:) ENTRY OF FINDINGS OF FACT AND CONCLUSIONS
) OF LAW AND FINAL ORDER TO CEASE AND DESIST,
Ascension Energy Group, Inc.; Sequoia Energy) TO IMPOSE FINES, AND TO CHARGE COSTS, AS TO
Project LLLP; Matthew D. Ehrhardt a/k/a Danny) MATTHEW D. EHRHARDT
Ehrhardt; Lon E. Stein; Michael F. Camacho;)
Kirtan Khalsa; Elvis R. Mendes a/k/a Ron Mendes;)
)
Respondents.)

On March 2, 2016, the Securities Administrator of the State of Washington issued order number S-15-1768-16-SC01, a Statement of Charges and Notice of Intent to Order Cease and Desist, to Impose Fines, and to Charge Costs (“Statement of Charges”), against Respondents Ascension Energy Group, Inc.; Sequoia Energy Project LLLP; Matthew D. Ehrhardt a/k/a Danny Ehrhardt; Lon E. Stein; Michael F. Camacho; Kirtan Khalsa; and Elvis R. Mendes a/k/a Ron Mendes. The Statement of Charges, a Notice of Opportunity to Defend and Opportunity for Hearing, (“Notice of Opportunity for Hearing”) and an Application for Adjudicative Hearing (“Application for Hearing”) were served on Matthew D. Ehrhardt a/k/a Danny Ehrhardt on July 11, 2016. The Notice of Opportunity for Hearing and Application for Hearing informed Matthew D. Ehrhardt a/k/a Danny Ehrhardt that a written application for an administrative hearing on the Statement of Charges must be received within twenty days from the date of receipt of the notice. Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt failed to request an administrative hearing within twenty days of receipt of the Statement of Charges and Notice of Opportunity for Hearing, either on the Application for Hearing provided, or otherwise.

The Securities Administrator therefore will adopt as final the following Findings of Fact and Conclusions of Law as set forth in the Statement of Charges and enter a final order against Matthew D. Ehrhardt a/k/a Danny Ehrhardt to cease and desist from violations of the Securities Act, to impose fines, and to charge costs.

The Securities Administrator makes the following Findings of Fact and Conclusions of Law:

FINDINGS OF FACT

Respondents (Ascension and Sequoia Officers)

1. Ascension Energy Group, Inc. (“Ascension”) is a Nevada corporation, originally incorporated on March 5, 2013, with its principal places of business in Nevada and California. Ascension was formed for the purpose

of managing oil and gas drilling operations through subsidiary limited partnerships, and soliciting investment in those partnerships.

2. Sequoia Energy Project, LLLP (“Sequoia”) is a Nevada limited liability limited partnership managed by Ascension, originally formed on September 13, 2013. Sequoia was formed for the purpose of conducting oil and gas drilling operations. It originally conducted its operations in Tennessee, but moved to Texas in May 2014.

3. Matthew D. Ehrhardt, a/k/a Danny Ehrhardt (“Ehrhardt”) is a California resident. Ehrhardt was the CEO of Ascension and a principal of Sequoia at all times relevant herein.

4. Lon E. Stein (“Stein”) is a California resident. Stein was the president of Ascension and a principal of Sequoia at all times relevant herein.

5. Collectively, Ascension, Sequoia, Ehrhardt, and Stein will be referred to as the “Ascension Officer Respondents.”

Respondents (Salespeople)

6. Michael F. Camacho (“Camacho”) is a California resident. Camacho facilitated securities transactions for Ascension and Sequoia, including the sale of a Sequoia interest to at least one Washington resident.

7. Kirtan Khalsa (“Khalsa”) is a California resident. Khalsa facilitated securities transactions for Ascension and Sequoia, including the sale of a Sequoia interest to at least one Washington resident. Khalsa’s Central Registration Depository (“CRD”) number is 6165944. Khalsa was registered in California as a securities salesperson for a broker-dealer from February 2013 to August 2013, but has not otherwise been registered in the financial industry.

8. Elvis R. Mendes, a/k/a Ron Mendes (“Mendes”) is a California resident. Mendes facilitated securities transactions for Ascension and Sequoia, including the sale of a Sequoia interest to at least one Washington resident. Mendes’s CRD number is 1914361. Mendes was registered in California as a securities salesperson for the same broker-dealer as Khalsa from February 2013 to November 2013, but has not otherwise been registered in the financial industry.

Related Parties

9. Petroleum Mutual Reserve Deficiency Fund Series LLC (“Petroleum Mutual”) is a Nevada limited liability company currently doing business in Texas, originally formed on February 23, 2012. Ascension and Sequoia represented to investors that Petroleum Mutual would provide insurance for their investments by placing some of their money into a hedge fund.

10. Fernbank LLC (“Fernbank”) is a Delaware limited liability company, originally formed on June 14, 2010. Fernbank was the hedge fund into which Petroleum Mutual would purportedly place investors’ money in order to provide insurance for their investments. It is currently under the control of a liquidating trustee after a conflict between the founders resulted in the company ceasing operation.

11. Ken Furst is a California resident. He was the president of Petroleum Mutual when the Sequoia offering began and signed the initial contract with Ascension for Petroleum Mutual's purported insurance plan.

12. Bruce Furst is a Texas resident. He worked for Petroleum Mutual and was primarily responsible for working with Fernbank to develop and facilitate the insurance plan. He also provided updates to Ascension regarding Fernbank's status.

13. Andrea Vega ("Vega") is a Nevada resident. Vega was the president of Petroleum Mutual from approximately March 2014 to August 2014. As president, Vega signed a contract with Ascension for a new insurance plan after Ken Furst stepped down.

14. Dino Operating LLC is a Texas limited liability company, originally formed on December 10, 2013. Dino sold a percentage of the working interest and net revenue interest in five Throckmorton County, Texas leases to Ascension, for use by Sequoia, in April 2014. Dino also contracted to operate the Throckmorton County leases for Sequoia. Sequoia moved its drilling operations to Texas shortly thereafter.

15. Dean Elliott is a Texas resident and the president of Dino.

Summary of the Offering

16. Between approximately September 2013 and July 2015, Ascension raised a total of approximately \$5.36 million from approximately 145 investors, including \$95,000 from four Washington investors, by selling limited partnership interests in Sequoia. Ascension represented to investors that their money would be used to conduct oil and gas drilling operations, initially in Tennessee and later in Texas. Ascension provided investors with profit projections ranging from a 15.66% to a 98.49% annual rate of return on investment ("ROI"). In raising money from Washington investors, the Respondents misrepresented or failed to disclose material information about Sequoia to investors, including the basis for their financial projections, certain leases' previous involvement in a felony fraud scheme, and the details of an "insurance plan" which would supposedly fully guarantee investors' capital.

17. From November 2013 to May 2014, Sequoia conducted drilling operations in Tennessee. After disappointing results from the Tennessee operations, Ascension and Sequoia moved Sequoia's drilling operations to Texas in May 2014. Ascension and Sequoia shut down Sequoia's drilling operations and began dissolving both entities in August 2015, claiming that mechanical and weather issues and a decline in the price of oil made continued operations unworkable. In total, Sequoia paid approximately \$500 to Washington investors from drilling operations.

Nature of the Offering

18. Ascension sought to raise \$10,000,000 by selling 40 interests in Sequoia for \$250,000 each, although it ultimately raised only about \$5.36 million. For every \$250,000 invested, an investor would receive a 2% working interest and a 1.64% net revenue interest in the proceeds from Sequoia's drilling operations.¹ If an investor chose to

¹ For oil and gas investments, a "working interest" is the percentage of the investor's ownership of the project and corresponds to the percentage of the cost of operations which the investor must pay. The net revenue interest is the percentage of revenue from the

invest less than \$250,000, their percentage interests would be correspondingly reduced; for instance, an investor who invested \$25,000 would receive a 0.2% working interest and a 0.164% net revenue interest. Ascension retained 20% of the working interest and 16.4% of the net revenue interest, and divided the remaining 18% of the net revenue interest between the landowner and the operating company. All of the interests which Ascension sold to Washington investors were much smaller than \$250,000, ranging from \$12,500 to \$32,500. The Respondents failed to disclose the potential impact on Ascension and Sequoia's operations if they raised less than their \$10,000,000 goal.

19. Investors played no managerial role in Sequoia's operations, and expected to receive returns from their investment with minimal or no effort beyond their initial investment. The Washington investors had little or no oil and gas investing or operational experience, and depended on the Ascension Officer Respondents for the success of Sequoia's operations.

Sequoia's Tennessee Operations

20. The Respondents initially solicited investments to conduct drilling operations in Pickett County, Tennessee. Ascension, through Camacho, raised \$12,500 from one Washington investor in February 2014 while operating in Tennessee. While raising money for its Tennessee operations, Ascension provided potential investors with financial projections for investors' annual ROI. These projections ranged from a low of 15.66% to a high of 77.90%. Ascension also represented to investors that it held the lease for the fourth most productive oil well in Tennessee for 2012, and that "a high percentage of the wells included in [Sequoia's] leases, as well as in the surrounding areas, are already proven producers. With the continuous increase of oil prices worldwide, the potential for return on investment is high." Ascension's financial projections did not contain a zero-profit scenario, or any indication that investors could lose money on their investment. The Ascension Officer Respondents and Camacho failed to disclose to investors the reasonable basis for their financial projections, the actual percentage of the wells that were proven producers, or the likelihood that their wells' productivity would continue.

21. Camacho misrepresented the production history of the Tennessee oil field to at least one Washington investor. In a January 2014 email, Camacho represented that Sequoia was planning to drill new "offset wells" from an existing well in Tennessee, the Herman Johnson #6-L ("the #6-L well"). Camacho claimed that the #6-L well had produced 28,000 barrels of oil in 9 months, and provided the investor with financial projections based on similar production figures for the offset wells. Camacho projected that by investing \$12,500, the investor could make over \$18,000 in six months and over \$1,000 per month after that. Camacho also claimed that "[w]ells in this field can produce for 15-25 years or more." In fact, the actual production history of the well was significantly less than Camacho claimed. According to Tennessee's Department of Environment and Conservation, the highest production level for the #6-L well in its peak 9-month period (September 2012 through May 2013) was approximately 18,800

well's production that an investor actually receives. The net revenue interest is typically lower than the working interest because the landowner who leases their land for drilling receives their own share of the net revenue interest as part of the lease agreement.

1 barrels. The #6-L well had also leveled off significantly from its initial production: in the six-month period before
2 Camacho sent the email, it had produced approximately 618 barrels total. In addition to misrepresenting the
3 production level of the #6-L well, Camacho failed to disclose the reasonable basis for his representations, in particular
4 the assumption that the new wells would produce at similar levels to the existing well, the assumption that the new
5 wells' production would level off after seven months instead of continuing to decline, and the representation that wells
6 in that field could produce for 15-25 years.

7 22. Sequoia began drilling in Tennessee in November 2013, but its production levels were lower than
8 anticipated, and by April 2014, Sequoia had only one well producing any oil at all. In April 2014, Ascension informed
9 then-current investors that it had found a new drilling opportunity for Sequoia in Texas, and began soliciting
10 investors' votes to move its drilling operations there.

11 23. In soliciting votes from existing investors for its Texas move, Ascension claimed that Sequoia would
12 drill in two different areas: Throckmorton County and Matagorda County. Ascension represented that its
13 Throckmorton County wells would provide a consistent baseline return, supplemented with an "exciting upside play"
14 in Matagorda County, which could provide investors with significantly greater returns. After the investor vote,
15 Ascension announced that it would move Sequoia's operations to Texas. Ascension also recommended that investors
16 increase the amount of their investment after the move, in order to capitalize on what it claimed would be greater
17 returns from the new operations.

18 Sequoia's Texas Operations

19 24. At about the time of its move to Texas, Ascension reduced the amount it was attempting to raise for
20 Sequoia, from \$10 million to \$6.25 million. The Ascension Officer Respondents, Khalsa, and Mendes continued
21 soliciting investments from both Washington and non-Washington investors during this time, raising a total of
22 \$82,500 from three Washington investors after the Texas move.

23 25. As noted above, Dean Elliott ("Elliott") is the president of Dino Operating LLC ("Dino"), a Texas-
24 based oil and gas operating company. In April 2014, in preparation for Sequoia's move to Texas, Ascension
25 contracted with Dino and Elliott to purchase a 50% working interest from Dino, for \$150,000, in five Throckmorton
County leases with 39 wells. In addition to selling the Throckmorton County leases, Dino would serve as the
operating company and conduct Sequoia's Throckmorton County drilling operations. Ascension told investors that
Throckmorton County had numerous wells which had already been drilled, but were not currently operational, and
that they planned to reactivate these and "water-flood" them to increase production from their previous levels. By
reactivating the existing wells, their operations in Throckmorton County would supposedly provide a safe baseline
return.

26 26. The Ascension Officer Respondents, along with salespeople Khalsa and Mendes, failed to disclose to
investors that Elliott was a felon with convictions for oil-and-gas-related fraud, and that several of the supposedly

1 low-risk Throckmorton leases had been involved in the fraudulent scheme. In December 2009, Elliott was convicted
2 in Texas state court of theft by deception in connection with the sale of an oil and gas investment. He pled guilty in
3 January 2010 to charges of securities fraud and securing execution of a document by deception. Elliott served
4 approximately 27 months in prison and is on parole until 2020. The grand jury charging documents for Elliott specify
5 the leases involved in his fraudulent scheme, and the contracts between Dino and Ascension show that at least three of
6 the leases which Dino sold to Ascension were also involved in the transactions for which Elliott was convicted of
7 felony fraud.

8 27. In soliciting new investors after Sequoia's move to Texas, Ascension and Khalsa provided at least
9 one Washington investor with amended ROI projections which were notably higher than the previous Tennessee
10 projections, ranging from a low of 18.29% to a high of 98.49%. This edition of the financial projections also did not
11 contain a zero-profit scenario, or any indication that investors could lose money on their investment. The Respondents
12 failed to provide investors with a reasonable basis for this edition of their financial projections, and failed to disclose
13 how the unsuccessful Tennessee operations had affected Sequoia's finances.

14 "Protection Plan" Misrepresentations & Omissions

15 28. The Respondents marketed Sequoia partly by telling investors that their investments would be
16 guaranteed by an "Energy Production Deficiency Protection Plan" ("Protection Plan") issued by Petroleum Mutual,
17 which would "cover[] 100% of any capital invested in the project." Ascension represented to investors that it would
18 take a percentage of the total amount raised for Sequoia and give it to Petroleum Mutual, which had partnered with a
19 hedge fund to invest the money. After a 15-year lockup period, if Sequoia had failed to earn enough profit for
20 investors to recoup their original investment, the Protection Plan would make up the difference between the original
21 investment and the amount investors had received in distributions from Sequoia's operations.

22 29. The Respondents had no reasonable basis for representing to investors that their investment would be
23 guaranteed by the Protection Plan. Ehrhardt was aware that investors' money would be "played with in the markets
24 over the years" and therefore subject to substantial risk of loss. Petroleum Mutual is not an insurance company, and is
25 not legally required to maintain capital reserves to cover losses. Rather, it based the Protection Plan on the assumption
that the money it invested would make approximately 20% returns for 15 straight years. Additionally, neither
Petroleum Mutual nor the hedge fund, Fernbank, has operated long enough to establish a track record of fulfilling
their obligations under any Protection Plan. The Respondents failed to disclose (1) the assumptions on which the
Protection Plan was based and the risks associated with hedge fund investments; (2) Petroleum Mutual and
Fernbank's track record; (3) whether Petroleum Mutual had obligations under other Protection Plans and how they
could affect investors' right to payments; or (4) the risk that Petroleum Mutual or Fernbank would dissolve before the
15-year lock-up period. In fact, the last risk came to fruition: Fernbank is currently under the control of a liquidating
trustee after a conflict between the fund's founders resulted in the shutdown of its operations.

1 30. As mentioned above, Bruce Furst was the primary facilitator of the Protection Plan. According to his
2 filings in an ongoing bankruptcy proceeding, he owes approximately \$7.6 million to various creditors. He also pled
3 guilty to felony fraud in 1987 and spent two years in prison, and was indicted again for felony fraud in 2009, although
4 the case was ultimately dismissed. The Respondents failed to disclose Bruce Furst's felony history and significant
debts.

Failure to Comply with Regulation D, Rule 506

5 31. Sequoia claimed an exemption from registration for its offering under Regulation D, Rule 506(b) and
6 WAC 460-44A-506. Regulation D, Rule 506(b) prohibits an issuer or any person acting on behalf of an issuer from
7 offering or selling securities by any form of general solicitation.

8 32. Ascension and Sequoia maintained a publicly accessible Twitter account, @SequoiaenergyGrp, which
9 advertised investments in Sequoia to the general public. For instance, Ascension and Sequoia, in the account's first
10 message, advertised that "Sequoia Energy Group, LLLP, is seeking \$10 million investment for 30 wells in Tenn. Get
11 in on huge tax credits today #Bigprofit." From September 2013 until December 2014, Sequoia tweeted numerous
12 similar messages advertising Sequoia investments. For instance, another message, sent on July 31, 2014, read "GET
Financial security. Sequoia Energy Project drills on proven grounds. HUGE #taxcredits for #oilandgas #investment"
and included a link to Ascension's website.

13 33. Ascension similarly promoted the Sequoia offering on its publicly accessible website, detailing the
14 amount Sequoia sought to raise and advertising, among other things, the productivity of Sequoia's wells, the
experience of Ascension's employees, and the risk mitigation of the Protection Plan.

15 34. Through Camacho and Khalsa, Ascension also solicited investments through cold-calls to at least two
16 Washington investors with whom they had no prior relationship. The Respondents' promotion of investments in
17 Sequoia through a publicly available Twitter account, postings on Ascension's website, and cold-calls, constituted
general solicitation.

Registration Status

18 35. Sequoia Energy Project LLLP is not, and has never been, registered to sell its securities in the state of
19 Washington.

20 36. Ascension Energy Group, Inc. is not, and has never been, registered as a securities broker-dealer in
21 the state of Washington.

22 37. Matthew D. Ehrhardt a/k/a Danny Ehrhardt; Lon E. Stein; Michael F. Camacho; Kirtan Khalsa; and
23 Elvis R. Mendes a/k/a Ron Mendes are not, and have never been, registered as securities salespersons or broker-
dealers in the state of Washington.

CONCLUSIONS OF LAW

1 Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt's offer and sale of limited partnership
2 interests in Sequoia Energy Project LLLP constitute the offer and sale of securities as defined in RCW 21.20.005(14)
3 and (17).

4 Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt violated RCW 21.20.010 in the offer and sale
5 of securities, as detailed above, by making untrue statements of a material fact or omitting to state a material fact
6 necessary to make the statements made, in light of the circumstances under which they were made, not misleading.

7 Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt violated RCW 21.20.140 by offering and
8 selling securities for which no registration is on file with the Securities Administrator, and for which no valid claim of
9 exemption exists.

10 Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt violated RCW 21.20.040 by offering and
11 selling securities while unregistered as a securities salesperson or broker-dealer in the state of Washington.

12 FINAL ORDER

13 Based upon the foregoing and finding it in the public interest:

14 IT IS HEREBY ORDERED that Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt; and his agents and
15 employees, shall cease and desist from offering and/or selling securities in any manner in violation of RCW
16 21.20.140, the section of the Securities Act of Washington requiring registration.

17 IT IS FURTHER ORDERED that Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt shall cease and
18 desist from violating RCW 21.20.040, the broker-dealer and securities salesperson registration section of the
19 Securities Act of Washington.

20 IT IS FURTHER ORDERED that Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt shall cease and
21 desist from violating RCW 21.20.010, the anti-fraud section of the Securities Act of Washington.

22 IT IS FURTHER ORDERED that Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt shall be liable for
23 and pay a fine in the amount of \$10,000.

24 IT IS FURTHER ORDERED that Respondent Matthew D. Ehrhardt a/k/a Danny Ehrhardt shall be liable for
25 and shall pay investigative costs of \$3,000;

26 AUTHORITY AND PROCEDURE

27 This FINAL ORDER is entered pursuant to the provisions of RCW 21.20.110 and 21.20.390, and is subject to
28 the provisions of RCW 21.20.120 and Chapter 34.05 RCW. Respondents have the right to petition the superior court
29 for judicial review of this agency action under the provisions of RCW 34.05. For the requirements for Judicial
30 Review, see RCW 34.05.510 and sections following. Pursuant to RCW 21.20.395, a certified copy of this Order may

1 be filed in Superior Court. If so filed, the clerk shall treat the Order in the same manner as a Superior Court judgment
2 as to the fine, and the fine may be recorded, enforced, or satisfied in like manner.

3 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.
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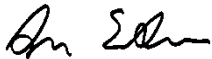
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7 SIGNED and ENTERED this 5th day of August 2016.
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11 _____
12 William M. Beatty
13 Securities Administrator

14 Approved by:

Presented by:

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16 

17 _____
18 Suzanne Sarason
19 Chief of Enforcement

Adam N. Yeaton
Financial Legal Examiner

20 Reviewed by:

21 

22 _____
23 Jack McClellan
24 Financial Legal Examiner Supervisor
25