Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801)530-6980

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF: **WESTERN REGIONAL INVESTORS, LLC** **ANDREW DALE PUESCHEL** **Respondents.**	**ORDER TO SHOW CAUSE** **Docket No.** SD-08-0023 **Docket No.** SD-08-0024

It appears to the Director of the Utah Division of Securities (Director) that Western Regional Investors, LLC and Andrew Dale Pueschel (Respondents) may have engaged in acts and practices that violate the Utah Uniform Securities Act, Utah Code Ann. § 61-1-1, et seq. (the Act). Those acts are more fully described herein. Based upon information discovered in the course of the Utah Division of Securities' (Division) investigation of this matter, the Director issues this Order to Show Cause in accordance with the provisions of § 61-1-20(1) of the Act.

STATEMENT OF JURISDICTION

1. Jurisdiction over the Respondents and the subject matter is appropriate because the Division alleges that Respondents violated § 61-1-1 (securities fraud / fraudulent

practices) of the Act, while engaged in the offer and sale of a security in Utah.

STATEMENT OF FACTS

THE RESPONDENTS

2. Western Regional Investors, LLC (WRI) was, between 2003 and 2006, a Utah limited liability company. WRI registered on September 5, 2003, but its entity status expired on September 5, 2006. WRI was located in Salt Lake County, Utah. Andrew Dale Pueschel was the sole manager of WRI.

3. Andrew Dale Pueschel (Pueschel) resides in San Joaquin County, California.

GENERAL ALLEGATIONS

4. On November 29, 2006, Pueschel offered an investment opportunity to buy units in a company called Accelerated Communications Corporation[1] (ACC) at investor AS' apartment in Salt Lake County. AS was 21 years old, unemployed, and sharing an apartment with her sister AO at the time of the meeting with Pueschel. AO was listening in the next room while Pueschel told AS about the investment opportunity.

5. Pueschel told AS the following about the investment opportunity:

   a. AS would at least double her money and would probably receive anywhere from

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[1]In August 2006, WRI and Pueschel entered into a "Referral Agreement" with ACC (a Utah corporation) pursuant to which WRI and Pueschel agreed to act as "finders" and refer prospective investors to ACC. In the referral agreement, WRI and Pueschel agreed not to negotiate on behalf of ACC with prospective investors and not to make any representations to any person regarding the prospects of ACC.

$30,000 to $40,000 by February or March 2007, from an investment of $15,000;

b. Pueschel invested $30,000 of his own money in ACC;

c. There is no risk;

d. This is a "really good opportunity to make money";

e. ACC was an Internet company that would soon "go nationwide";

f. ACC offered Internet service to anyone for $20;

g. ACC would soon be a publicly traded company;

h. ACC had many happy investors; and

i. "This is legit. I'd never do you wrong."

6. The same day, Pueschel drove AS and AO to American First Credit Union in West Jordan, Utah, where AS had a certificate of deposit (CD) worth $17,000.

7. AS told Pueschel she could not withdraw the money in the CD without incurring a penalty by the credit union.

8. Pueschel told AS it would only be a small penalty.

9. Pueschel went to the teller window with AS and instructed the teller to make the check payable to WRI.

10. Pueschel was in a hurry and rushed AS while at the credit union. AS felt pressured to hurry and therefore did not ask why the check needed to be made payable to WRI.

11. The teller gave AS a cashier's check for $15,000 made payable to WRI, and AS gave the check to Pueschel.

12. Pueschel told AS there was some paperwork to complete and drove AS and AO back to their apartment.

13. At the apartment, Pueschel quickly flipped through loose pages of ACC's private placement memorandum (PPM). Pueschel instructed AS to "initial here, sign here." Pueschel quickly completed the papers while talking to AS.

14. Pueschel took the pages he had completed and left AS with the remainder of the PPM.

15. Pueschel returned in a few days and gave AS a copy of the pages that Pueschel had completed and AS had signed. This was the first time AS had the opportunity to read what she had signed.

16. On page 18 of the PPM, Pueschel had AS initial next to the paragraph that states, "I have such knowledge and experience in financial and business matters and in stock investments in particular that I am capable of evaluating the merits and risks of an investment in the securities of [ACC]."

17. AS had never invested before, and was an inexperienced and unsophisticated investor.

18. On page 19 of the PPM, Pueschel put an "X" next to the sentence that says, "[I am a] natural person whose individual net worth, or joint net worth with my spouse, at the time of my purchase exceeds $1,000,000."

19. AS was not an accredited investor, and Pueschel was aware of AS's age, that she was unemployed, and shared an apartment with her sister.

20. AS did not receive her certificate of ownership of units until on or about February 1,

2007, and only after repeated calls to Pueschel.

21. Pueschel delivered the certificate to AS at her apartment along with a form entitled "Instructions for Completion of Subscriber Suitability Questionnaire for Investing Entities," which was completed for a company by the name of Tyvest LLC (Tyvest). Tyvest was also the company named on AS' certificate. This was the first time AS heard of Tyvest.

22. Tyvest is a Utah limited liability company and is a major shareholder in ACC. Tyvest was registered on July 21, 2003 and is currently "active." Kendell Woolstenhulme is the sole manager of Tyvest. Pueschel is a shareholder in Tyvest.

23. AS's certificate for Tyvest units bears the signatures of Kendall Woolstenhulme, and Jason Woolstenhulme, respectively the managing member and secretary of Tyvest.

24. According to Kendall Woolstenhulme, the units were issued to AS as part of a private sale. Woolstenhulme said Tyvest received no money from the transaction, and that Tyvest simply cancelled units belonging to Pueschel and reissued the units to AS.

25. In February or March 2007, AS asked Pueschel for her investment and any profit. Pueschel told AS to speak to "Troy" at ACC.

26. Sometime in November 2007, AS telephoned ACC and spoke to Troy Page (Page), a member of the board of directors for ACC. AS asked Page about the status of her investment, and Page told AS to telephone Tyvest and gave her Tyvest's phone number.

27. AS telephoned Tyvest and spoke to "Pam" and "Ken". Both Pam and Ken acknowledged

the existence of AS's stock certificate. Ken told AS he was very busy and would call her back. Ken never returned AS's telephone call.

28. AS has received nothing from her investment, and is still owed $15,000 in principal alone.

CAUSES OF ACTION

COUNT I
Securities Fraud under § 61-1-1(2) of the Act

29. The Division incorporates and re-alleges paragraphs 1 through 28.

30. The units in Tyvest offered and sold by WRI and Pueschel to AS are securities under § 61-1-13 of the Act.

31. In connection with the offer and sale of a security to AS, WRI and Pueschel, directly or indirectly, made false statements, including, but not limited to, the following:

    a. AS would double her money by March 2007;

    b. AS would probably receive $30,000 or $40,000 by February or March 2007; and

    c. There was no risk.

32. In connection with the offer and sale of a security to AS, WRI and Pueschel, directly or indirectly, failed to disclose material information, including, but not limited to, the following, which was necessary in order to make representations made not misleading:

    a. Pueschel was the manager of WRI;

    b. Pueschel was selling his stock in Tyvest to Pueschel; and

c. Some or all of the information typically provided in an offering circular or prospectus regarding Tyvest, such as:

i. The business and operating history for Tyvest;

ii. Identities and experience of the principals for Tyvest;

iii. Financial statements for Tyvest;

iv. The market for Tyvest's product(s) and service(s);

v. The nature of the competition for the product(s) and service(s);

vi. The current capitalization for Tyvest;

vii. A description of how the investment would be used by Tyvest;

viii. Risk factors for investors;

x. The number of other investors;

xi. The minimum capitalization needed to participate in the investment;

xii. The disposition of any investments received if the minimum capitalization were not achieved;

xiii. The liquidity of the investment;

xiv. Discussion of pertinent suitability factors for the investment;

xv. The proposed use of the investment proceeds;

xvi. Any conflicts of interest the issuer, the principals, or the agents may have with regard to the investment;

xvii. Agent commissions or compensation for selling the investment;

xviii. Whether the investment is a registered security or exempt from registration; and

xix. Whether the person selling the investment is licensed.

33. Based upon the foregoing, WRI and Pueschel violated § 61-1-1 of the Act.

COUNT II
Fraudulent Practices under § 61-1-1(3) of the Act
(Andrew Dale Pueschel)

34. The Division incorporates and re-alleges paragraphs 1 through 33.

35. Pueschel engaged in acts, practices, or courses of business that operate or would operate as a fraud or deceit on AS, including, but not limited to, the following:

a. Driving AS to her credit union, where he accompanied her to the teller window and pressured and rushed her to withdraw money from her CD to invest;

b. Indicating on the forms associated with the investment that AS was an accredited investor in order to complete the transaction, when Pueschel knew that she was only 21 years old, was currently unemployed and living with her sister; and

c. Rushing and pressuring AS into initialing a section on the investment forms that stated that AS was knowledgeable and experienced in financial and business matters and in stock investments in particular, when Pueschel knew that she was a young, inexperienced, and unsophisticated investor.

36. Based upon the foregoing, Pueschel violated § 61-1-1(3) of the Act.

ORDER

The Director, pursuant to § 61-1-20 of the Act, hereby orders the Respondents to appear at a formal hearing to be conducted in accordance with Utah Code Ann. §§ 63-46b-4 and 63-46b-6 through -10, and held before the Utah Division of Securities. The hearing will occur on April 1st, 2008, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah. The purpose of the hearing is to establish a scheduling order and address any preliminary matters. If the Respondents fail to file an answer and appear at the hearing, the Division of Securities may hold Respondents in default, and a fine may be imposed in accordance with Utah Code Ann. § 63-46b-11. In lieu of default, the Division may decide to proceed with the hearing under § 63-46b-10. At the hearing, the Respondents may show cause, if any they have:

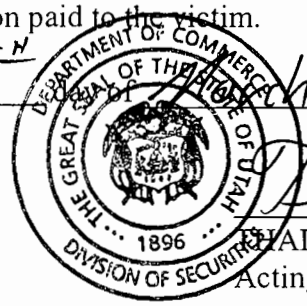
a. Why Western Regional Investors, LLC and Andrew Dale Pueschel should not be found to have engaged in the violations alleged by the Division in this Order to Show Cause;

b. Why Western Regional Investors, LLC and Andrew Dale Pueschel should not be ordered to cease and desist from engaging in any further conduct in violation of Utah Code Ann. § 61-1-1, or any other section of the Act;

c. Why Western Regional Investors, LLC should not be ordered to pay a fine of twenty five thousand dollars ($25,000) to the Division of Securities, which may be reduced by restitution paid to the victim; and

d. Why Andrew Dale Pueschel should not be ordered to pay a fine of twenty thousand dollars ($20,000) to the Division of Securities, which may be reduced by restitution paid to the victim.

DATED this 5TH day of March, 2008.



RHAD LEVAR
Acting Director, Utah Division of Securities

Approved:

JEFF BUCKNER
Assistant Attorney General

D. P.

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BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

IN THE MATTER OF: **WESTERN REGIONAL INVESTORS, LLC** **ANDREW DALE PUESCHEL** **Respondents.**	**NOTICE OF AGENCY ACTION** **Docket No.** SD-08-0023 **Docket No.** SD 08-0024

THE DIVISION OF SECURITIES TO THE ABOVE-NAMED RESPONDENTS:

The purpose of this Notice of Agency Action is to inform you that the Division hereby commences a formal adjudicative proceeding against you as of the date of the mailing of the Order to Show Cause. The authority and procedure by which this proceeding is commenced are provided by Utah Code Ann. §§ 63-46b-3 and 63-46b-6 through 11. The facts on which this action is based are set forth in the foregoing Order to Show Cause.

Within thirty (30) days of the mailing date of this notice, you are required to file an Answer with the Division. The Answer must include the information required by Utah Code § 63-46b-6 (1). In addition, you are required by § 63-46b-6 (3) to state: a) by paragraph, whether

you admit or deny each allegation contained in the Order to Show Cause, including a detailed explanation for any response other than an unqualified admission; b) any additional facts or documents which you assert are relevant in light of the allegations made; and c) any affirmative defenses (including exemptions or exceptions contained within the Utah Uniform Securities Act) which you assert are applicable. To the extent that factual allegations or allegations of violations contained in the Order to Show Cause are not disputed in your Answer, they will be deemed admitted.

Your Answer, and any future pleadings or filings that should be part of the official files in this matter, should be sent to the following:

Signed originals to:	A copy to:
Administrative Court Clerk c/o Pam Radzinski Division of Securities 160 E. 300 S., Second Floor Box 146760 Salt Lake City, UT 84114-6760 (801) 530-6600	Jeff Buckner Assistant Attorney General 160 E. 300 S., Fifth Floor Box 140872 Salt Lake City, UT 84114-0872 (801) 366-0310

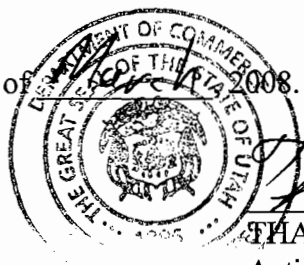
A hearing date has been set for Tuesday, April 1, 2008, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah.

If you fail to file an Answer, as set forth herein, or fail to appear at the hearing, the Division of Securities may hold you in default, and a fine and other sanctions may be imposed

against you in accordance with Utah Code Ann. § 63-46b-11, without the necessity of providing you with any further notice. In lieu of default, the Division may decide to proceed with the hearing under § 63-46b-10. At the hearing, you may appear and be heard and present evidence on your behalf. You may be represented by counsel during these proceedings.

The Administrative Law Judge will be J. Steven Eklund, Utah Department of Commerce, 160 East 300 South, P.O. Box 146701, Salt Lake City, UT 84114-6701, telephone (801) 530-6648. Questions regarding the Order to Show Cause and Notice of Agency Action should be directed to the Division's attorney, Jeff Buckner, at (801) 366-0310.

DATED this 5TH day of March, 2008.



THAD LEVAR
Acting Director, Division of Securities
Utah Department of Commerce

Certificate of Mailing

I certify that on the 6TH day of MARCH, 2008, I mailed, via certified mail, a true and correct copy of the Order to Show Cause and Notice of Agency Action to:

Andrew Dale Pueschel
10744 S. Bay Meadows Drive
Sandy, UT 84092

Certified Mail # 70041160000301956191

Andrew Dale Pueschel
338 Cose Lane
Tracy, CA 95376

Certified Mail # 70041160000301956207

Andrew Dale Pueschel
1101 Saratoga Court
Tracy, CA 95376-9388

Certified Mail # 70041160000301956214

PAM RADZINSKI
Executive Secretary

Certificate of Service

I certify that on the 6TH day of MARCH, 2008, I hand-delivered a true and correct copy of the Order to Show Cause and Notice of Agency Action to:

Western Regional Investors, LLC
C/O Utah Division of Corporations, Registered Agent
160 E. 300 So., 2nd Floor
Salt Lake City, UT 84111

PAM RADZINSKI
Executive Secretary