



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
QUICKSILVER BUSINESS GROUP, INC.;)
THOMAS MATZEN; ALLEN BONK; QUANTUM) Case No. AP-16-13
BUSINESS GOLF INTERNATIONAL, INC.;)
and THE MIDAS GROUP OF COMPANIES, INC.,)
)
Respondents.)

CONSENT ORDER

SUMMARY OF ENFORCEMENT SECTION’S ALLEGATIONS

1. The Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“Enforcement Section”), through Enforcement Counsel, Scott Snipkie, has alleged that Quantum Business Golf International, Inc. and QuickSilver Business Group, Inc., which later became the Midas Group of Companies, Inc., offered and sold unregistered, non-exempt securities; operated as a broker-dealer without registration; and, employed unregistered agents who transacted business in the state of Missouri in violation of Sections 409.3-301, 409.4-401, and 409.4-402, RSMo. (Cum. Supp. 2013)¹, and that Thomas Matzen and Allen Bonk (collectively: “Respondents”) sold unregistered, non-exempt securities; operated as broker-dealer agents; and, omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in violation of Sections 409.3-301, 409.4-402, and 409.5-501, and that this constitutes grounds to issue an order pursuant to Section 409.6-604.
2. Respondents and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to the Respondents’ alleged violations of Section 409.3-301, 409.4-401, 409.4-402, and 409.5-501.

CONSENT TO JURISDICTION

¹ Unless otherwise noted, all statutory references are to the 2013 cumulative supplement to the Revised Statutes of Missouri.

3. Respondents and the Enforcement Section stipulate and agree that the Missouri Commissioner of Securities (“Commissioner”) has jurisdiction over the Respondents and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*
4. Respondents and the Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h), which provides:

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

WAIVER AND EXCEPTION

5. Respondents waive Respondents’ rights to a hearing with respect to this matter.
6. Respondents waive any rights that Respondents may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondents specifically forever release and hold harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree with the Enforcement Section that, should the facts contained herein prove to be false or incomplete in a material way, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER’S ORDER

8. Respondents and the Enforcement Section stipulate and agree to the issuance of this Consent Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
9. Respondents agree not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondents’ (a) testimonial obligations; (b) right to take legal or factual positions in connection with litigation, arbitration, or other legal proceeding in which the Commissioner is not a party; or (c) right to make public statements that are factual.
10. Respondents agree that Respondents are not the prevailing party in this action since the parties have reached a good faith settlement.
11. Respondents neither admit nor deny the allegations made by the Enforcement Section, but consent to the Commissioner’s Findings of Fact, Conclusions of Law, and Order as

set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Consent Order.

**COMMISSIONER'S FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND ORDER**

I. FINDINGS OF FACT

A. Respondents and Related Parties

12. Thomas Matzen ("Matzen") is a Canadian resident who resides at 480 Malmore Road, Bowen Island, British Columbia, V0N 1G1.
13. Allen Bonk ("Bonk") is a Canadian resident who resides at 546 Johnstone Road, Parksville, British Columbia, V9P 2A5.
14. QuickSilver Business Group, Inc. ("QuickSilver") is a Nevada corporation, organized on January 8, 2014. On October 8, 2014, QuickSilver's name was changed to The Midas Group of Companies, Inc. ("The Midas Group"). The registered agent for The Midas Group is Nevada Corporate Planners, Inc., P.O. Box 80267, Las Vegas, Nevada 89180. Bonk is listed as the President, Secretary, Treasurer and Director of The Midas Group.
15. Quantum Business Golf International, Inc. ("Quantum") is a Canadian corporation formed on March 7, 2012, with an address of 927 Fairway Lane, Bowen Island, British Columbia, V0N 1G2. Bonk is listed as the Incorporator.
16. As used throughout, the term "Respondents" refers to Matzen, Bonk, QuickSilver, Quantum, and The Midas Group.
17. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter Respondents have never been registered with the State of Missouri as investment advisers, investment adviser representatives, broker-dealers, broker-dealer agents, and/or issuer agents.
18. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for the securities offered and/or sold by Respondents.

B. Enforcement Section Investigation

19. In or around April, 2014, Bonk and Matzen spoke with a 48-year-old Kansas City, Missouri resident ("MR") via a webinar with two-way video communication about an investment opportunity. With regard to the investment opportunity, Bonk and Matzen:

- a. Said MR's investment money would be used for business development and training with two well-known entrepreneurs; and
 - b. MR would receive a 100% return on the investment within six months.
20. On or around April, 2014, MR invested a total of \$50,000 with Matzen and Bonk in Quantum and QuickSilver.
21. Bonk and Matzen provided MR with at least two promissory note agreements.
22. MR has been returned his initial investment amount and has received \$3,000 of the promised interest on the investment.
23. From November 25, 2015 to March 2, 2016, the Enforcement Section has been in contact with and received information from Bonk and/or Matzen. In regards to information received, Bonk and/or Matzen stated and/or revealed the following:
 - a. QuickSilver, now the Midas Group, is involved in high end educational and training programs for entrepreneurs and small business owners;
 - b. Bonk and Matzen had incorporated QuickSilver around the time of MR's investment and used Quantum for one of the agreements because the bank account for QuickSilver had not been established;
 - c. "We didn't have an Operating Agreement for Quantum nor did we have any formal business plan done as they change every week and are pretty much unnecessary aside from using it for a bank loan";
 - d. "Since that time, Quantum still exists but we don't operate with it any longer";
 - e. MR loaned a total of \$50,000 to Quantum and QuickSilver though Bonk and Matzen;
 - f. On or around April 22, 2014, Bonk and Matzen, on behalf of QuickSilver, executed a "Promissory Note Agreement" ("MR Agreement 1") with MR. MR Agreement 1 set forth, among other things, the following:
 - i. QuickSilver is a Nevada Corporation;
 - ii. QuickSilver would receive \$10,000 from MR;
 - iii. MR would be repaid the principal amount on or before six months from the date of the agreement;

- iv. MR would receive a simple annualized interested rate of 15%; and
 - v. The agreement will be constructed in accordance with and governed by the laws of the state of Missouri.
- g. On or around April 24, 2014, Bonk and Matzen, on behalf of Quantum executed a “Promissory Note Agreement” (“MR Agreement 2”) with MR. MR Agreement 2 set forth, among other things, the following:
- i. Quantum is a corporation of British Columbia;
 - ii. Quantum is to invest in a new business venture involving another entrepreneur;
 - iii. Quantum would receive \$30,000 from MR on April 25, 2014;
 - iv. MR would be repaid the principal amount on or before six months from the date of the agreement;
 - v. MR would receive a simple annualized interested rate of 15%; and
 - vi. The agreement will be constructed in accordance with and governed by the laws of the state of Missouri.
- h. MR’s investment in Quantum was transferred to QuickSilver;
- i. MR was issued a stock certificate for 262,500 shares of The Midas Group;
- j. MR has been repaid the original investment principal and some of the interest;
- k. Bonk and Matzen are not registered to sell securities in Missouri;
- l. The securities sold to MR were not registered in Missouri; and
- m. “...Our company is now profitable and we are not seeking any investment capital whatsoever from anyone in any state in the US.”

C. Additional Findings

24. In connection with the offer and/or sale of securities, Respondents failed to disclose to MR, among other things, the following:
- a. Respondents were not registered to offer or sell securities in the state of Missouri;
 - b. that the securities were not registered in the State of Missouri;

- c. financial information to support the promised return on the investments; and
- d. the financial condition of Quantum and QuickSilver.

II. CONCLUSIONS OF LAW

- 25. The Commissioner finds that Respondents offered and sold unregistered, non-exempt securities in violation of Section 409.3-301; operated as a unregistered broker-dealer in violation of Section 409.4-401(a); operated as unregistered agents in violation of Section 409.4-402(a); employed unregistered agents who transacted business in the state of Missouri in violation of Section 409.4-402(d); and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, and in engaging in an act, practice, or course of business that would operate as a fraud or deceit in violation of Section 409.5-501, and that this conduct constitutes grounds to issue an order pursuant to Section 409.6-604.
- 26. The Commissioner, after consideration of the stipulations set forth above and on the consent of Respondents and the Enforcement Section, finds and concludes that the Commissioner has jurisdiction over Respondents and this matter and that the following Order is in the public interest, necessary for the protection of public investors and consistent with the purposes intended by Chapter 409, RSMo. (Cum. Supp. 2013).

III. ORDER

NOW, THEREFORE, it is hereby Ordered that:

- 1. Respondents, their agents, employees and servants, and all other persons participating in the above-described violations with knowledge of this order are permanently enjoined and restrained from offering and selling unregistered, non-exempt securities; acting in the capacity of Broker-Dealers without appropriate registration; employing unregistered agents; acting as agents without appropriate registration; and, omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading in violation of Sections 409.3-301, 409.4-401, 409.4-402, and 409.5-501.
- 2. Respondents shall be jointly and severally liable for payment to the Missouri Secretary of State's Investor Education and Protection Fund the sum of twenty thousand dollars (\$20,000). Payment of ten thousand dollars (\$10,000) shall be made in four (4) equal payments of two thousand five hundred dollars (\$2,500) the first of which is due within 90 days of the effective date of this Order. The payments shall be sent to the Securities Division at 600 W. Main Street, Jefferson City, Missouri, 65101. Each subsequent payment shall be due 90 days after the previous payment. These payments shall be made

payable to the Missouri Secretary of State's Investor Education and Protection Fund. The Division will send the money to the Missouri Secretary of State's Investor Education and Protection Fund.

3. Respondents' payment of the remaining ten thousand dollars (\$10,000) to the Missouri Secretary of State's Investor Education and Protection Fund is suspended for two (2) years. In the event of either (1) a failure by any of the Respondents to comply with any of the terms of this Consent Order, or (2) a finding by the Commissioner or a court of competent jurisdiction, after notice and an opportunity to be heard, that any of the Respondents have violated the Missouri Securities Act, Respondents shall be jointly and severally liable for the immediate payment of those amounts suspended in this paragraph, any unpaid amounts remaining from Paragraph 2 of Section III, and any other penalties then available under the law. Such payment shall be made in accordance with the terms of Paragraph 2 of Section III. If, after two (2) years from the effective date of the Consent Order, Respondents have fully complied with the conditions of the Order and not violated the Missouri Securities Act, the Commissioner waives Respondents' payment of the suspended amount.
4. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 12TH DAY OF APRIL, 2016.



JASON KANDER
SECRETARY OF STATE

Andrew M. Hartnett

ANDREW M. HARTNETT
COMMISSIONER OF SECURITIES

Consented to by:

THE ENFORCEMENT SECTION OF THE
MISSOURI SECURITIES DIVISION


Scott Snipkie

Scott Snipkie
Enforcement Counsel

JS
OC

RESPONDENTS:

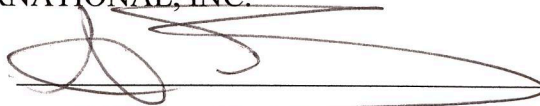
QUICKSILVER BUSINESS GROUP, INC./THE
MIDAS GROUP OF COMPANIES, INC.

BY: 

NAME: **Tom Matzen**

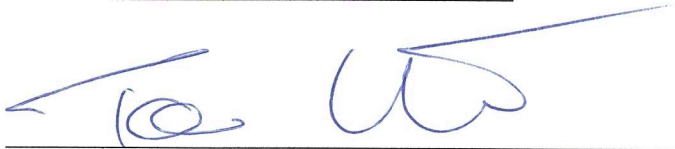
TITLE: **Marketing Director**

QUANTUM BUSINESS GOLF
INTERNATIONAL, INC.


BY: 

NAME: **Allen Bonk**

TITLE: **CEO**



TOM MATZEN



ALLEN BONK