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**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

SECURITIES AND EXCHANGE  
COMMISSION,  
  
Plaintiff,  
  
vs.  
  
INTERTECH SOLUTIONS, INC., a Nevada  
Corporation; WILLIAM SCOTT  
MARSHALL, an individual; and DAVID  
MICHAEL NAYLOR, an individual;  
  
Defendants,  
  
and  
  
WEST PORT ENERGY LLC, a private  
Nevada Limited Liability Company.  
  
Relief Defendant.

Case No. 2:18-cv-01566

**FINAL JUDGMENT AS TO  
DEFENDANTS INTERTECH  
SOLUTIONS, INC., WILLIAM SCOTT  
MARSHALL, AND DAVID MICHAEL  
NAYLOR, AND RELIEF DEFENDANT  
WEST PORT ENERGY LLC**

The Securities and Exchange Commission having filed a Complaint, and Defendants Intertech Solutions, Inc. (“ITEC”), William Scott Marshall, and David Michael Naylor (collectively, “Defendants”), and Relief Defendant West Port Energy LLC (“Relief Defendant”) having entered a general appearance; consented to the Court’s jurisdiction over them and the

1 subject matter of this action; consented to entry of this Final Judgment without admitting or  
2 denying the allegations of the Complaint (except as to jurisdiction and except as otherwise  
3 provided herein in paragraph X); waived findings of fact and conclusions of law; and waived any  
4 right to appeal from this Final Judgment:  
5

6  
7 I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants are  
9 permanently restrained and enjoined from violating Section 5 of the Securities Act of 1933  
10 (“Securities Act”) [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable  
11 exemption:  
12

- 13 (a) unless a registration statement is in effect as to a security, making use of  
14 any means or instruments of transportation or communication in interstate  
15 commerce or of the mails to sell such security through the use or medium  
16 of any prospectus or otherwise;  
17  
18 (b) unless a registration statement is in effect as to a security, carrying or  
19 causing to be carried through the mails or in interstate commerce, by any  
20 means or instruments of transportation, any such security for the purpose  
21 of sale or for delivery after sale, or;  
22  
23 (c) making use of any means or instruments of transportation or  
24 communication in interstate commerce or of the mails to offer to sell or  
25 offer to buy through the use or medium of any prospectus or otherwise any  
26 security, unless a registration statement has been filed with the  
27 Commission as to such security, or while the registration statement is the  
28

1 subject of a refusal order or stop order or (prior to the effective date of the  
2 registration statement) any public proceeding or examination under  
3 Section 8 of the Securities Act [15 U.S.C. § 77h].  
4

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in  
6 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who  
7 receive actual notice of this Final Judgment by personal service or otherwise: (a) the officers,  
8 agents, servants, employees, and attorneys of each Defendant; and (b) other persons in active  
9 concert or participation with any of the Defendants or with anyone described in (a).  
10

11 II.

12 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
13 Defendants are permanently restrained and enjoined from violating Section 17(a) of the  
14 Securities Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or  
15 instruments of transportation or communication in interstate commerce or by use of the mails,  
16 directly or indirectly:  
17

- 18 (a) to employ any device, scheme, or artifice to defraud;  
19 (b) to obtain money or property by means of any untrue statement of a material fact  
20 or any omission of a material fact necessary in order to make the statements  
21 made, in light of the circumstances under which they were made, not misleading,  
22 or;  
23 (c) to engage in any transaction, practice, or course of business which operates or  
24 would operate as a fraud or deceit upon the purchaser.  
25

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in  
27 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who  
28

1 receive actual notice of this Final Judgment by personal service or otherwise: (a) the officers,  
2 agents, servants, employees, and attorneys of each Defendant; and (b) other persons in active  
3 concert or participation with any of the Defendants or with anyone described in (a).  
4

5 III.

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
7 Defendants are permanently restrained and enjoined from violating, directly or indirectly,  
8 Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and  
9 Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of  
10 interstate commerce, or of the mails, or of any facility of any national securities exchange, in  
11 connection with the purchase or sale of any security:  
12

- 13 (a) to employ any device, scheme, or artifice to defraud;  
14 (b) to make any untrue statement of a material fact or to omit to state a material fact  
15 necessary in order to make the statements made, in the light of the circumstances  
16 under which they were made, not misleading, or;  
17 (c) to engage in any act, practice, or course of business which operates or would  
18 operate as a fraud or deceit upon any person.  
19

20 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in  
21 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who  
22 receive actual notice of this Final Judgment by personal service or otherwise: (a) the officers,  
23 agents, servants, employees, and attorneys of each Defendant; and (b) other persons in active  
24 concert or participation with any of the Defendants or with anyone described in (a).  
25

26 IV.  
27  
28

1 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants ITEC and  
2 Marshall are permanently restrained and enjoined from violating, directly or indirectly, Section  
3 15(a)(1) of the Exchange Act [15 U.S.C. § 78o(a)(1)] by making use of the mails or any means  
4 or instrumentality of interstate commerce to effect transactions in or induce or attempt to induce  
5 the purchase or sale of securities while they, or anyone hired by them to effect transactions in or  
6 induce or attempt to induce the purchase or sale of securities, are not registered with the  
7 Commission as a broker or dealer or while they, or anyone hired by them to effect transactions in  
8 or induce or attempt to induce the purchase or sale of securities, are not associated with an entity  
9 registered with the Commission as a broker or dealer.  
10  
11

12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in  
13 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who  
14 receive actual notice of this Final Judgment by personal service or otherwise: (a) the officers,  
15 agents, servants, employees, and attorneys of Defendants ITEC and/or Marshall; and (b) other  
16 persons in active concert or participation with Defendants ITEC and/or Marshall or with anyone  
17 described in (a).  
18

19 V.

20 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants Marshall  
21 and Naylor are each permanently restrained and enjoined from directly or indirectly, including,  
22 but not limited to, through any entity owned or controlled by either of them, participating in the  
23 issuance, purchase, offer, or sale of any security in an unregistered transaction.  
24

25 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in  
26 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who  
27 receive actual notice of this Final Judgment by personal service or otherwise: (a) the officers,  
28

1 agents, servants, employees, and attorneys of Defendants Marshall and/or Naylor; and (b) other  
2 persons in active concert or participation with Defendant Marshall and/or Naylor or with anyone  
3 described in (a).  
4

5 VI.

6 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section  
7 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and/or Section 20(e) of the Securities Act  
8 [15 U.S.C. § 77t(e)], Defendants Marshall and Naylor are each prohibited from acting as an  
9 officer or director of any issuer that has a class of securities registered pursuant to Section 12 of  
10 the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of  
11 the Exchange Act [15 U.S.C. § 78o(d)].  
12

13 VII.

14 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
15 Defendants Marshall and Naylor are each permanently barred from participating in an offering of  
16 penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of  
17 issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A  
18 penny stock being any equity security that has a price of less than five dollars, except as provided  
19 in Exchange Act Rule 3a51-1 [17 C.F.R. § 240.3a51-1].  
20  
21

22 VIII.

23 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that:

- 24 (a) Defendant ITEC is liable for disgorgement of \$7,438,602.63, representing profits  
25 gained as a result of the conduct alleged in the Complaint, together with  
26 prejudgment interest thereon in the amount of \$302,036.98;  
27  
28

- 1 (b) Defendant Marshall is jointly and severally liable with Defendant ITEC for  
2 disgorgement of \$251,850.00 of the \$7,438,602.63, representing profits gained as  
3 a result of the conduct alleged in the Complaint, together with prejudgment  
4 interest thereon in the amount of \$10,226.12;
- 5  
6 (c) Defendant Naylor is jointly and severally liable with Defendant ITEC for  
7 disgorgement of \$454,630.36 of the \$7,438,602.63, representing profits gained as  
8 a result of the conduct alleged in the Complaint, together with prejudgment  
9 interest thereon in the amount of \$18,459.82;
- 10  
11 (d) Defendant Marshall and Relief Defendant, West Port Energy LLC, are jointly and  
12 severally liable with each other and with Defendant ITEC for disgorgement of  
13 \$71,250.00 of the \$7,438,602.63, representing profits gained as a result of the  
14 conduct alleged in the Complaint, together with prejudgment interest thereon in  
15 the amount of \$3,387.32;
- 16  
17 (e) Defendant Marshall is individually liable for disgorgement of \$767,700.00, which  
18 is separate and distinct from all other disgorgement amounts listed herein,  
19 representing profits gained as a result of the conduct alleged in the Complaint,  
20 together with prejudgment interest thereon in the amount of \$31,171.69;
- 21  
22 (f) Defendant Marshall is liable for a civil penalty in the amount of \$184,767.00  
23 pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section  
24 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]; and
- 25  
26 (g) Defendant Naylor is liable for a civil penalty in the amount of \$92,383.00  
27 pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section  
28 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

1 Defendants and Relief Defendant shall satisfy their obligation by paying as set forth  
2 above to the Securities and Exchange Commission within 14 days after entry of this Final  
3 Judgment.  
4

5 Defendants and Relief Defendant may transmit payment electronically to the  
6 Commission, which will provide detailed ACH transfer/Fedwire instructions upon request.  
7 Payment may also be made directly from a bank account via Pay.gov through the SEC website at  
8 <http://www.sec.gov/about/offices/ofm.htm>. Defendants and Relief Defendant may also pay by  
9 certified check, bank cashier's check, or United States postal money order payable to the  
10 Securities and Exchange Commission, which shall be delivered or mailed to  
11

12 Enterprise Services Center  
13 Accounts Receivable Branch  
14 6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

15 and shall be accompanied by a letter identifying the case title, civil action number, and name of  
16 this Court; the Defendant's or Relief Defendant's name, as identified a defendant in this action;  
17 and specifying that payment is made pursuant to this Final Judgment.  
18

19 Defendants and Relief Defendant shall simultaneously transmit photocopies of evidence of  
20 payment and case identifying information to the Commission's counsel in this action. By making  
21 such payment, each of the Defendants and/or Relief Defendant relinquishes all legal and  
22 equitable right, title, and interest in such funds and no part of the funds shall be returned to any  
23 Defendants and/or Relief Defendant.  
24

25 The Commission may enforce the Court's judgment for disgorgement and prejudgment  
26 interest by moving for civil contempt (and/or through other collection procedures authorized by  
27 law) at any time after 14 days following entry of this Final Judgment. Defendants and/or Relief  
28 Defendant shall pay post judgment interest on any delinquent amounts pursuant to 28 U.S.C. §



1 1961. The Commission shall hold the funds, together with any interest and income earned  
2 thereon (collectively, the “Fund”), pending further order of the Court.

3  
4 The Commission may propose a plan to distribute the Fund subject to the Court’s  
5 approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund  
6 provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall retain  
7 jurisdiction over the administration of any distribution of the Fund. If the Commission staff  
8 determines that the Fund will not be distributed, the Commission shall send the funds paid  
9 pursuant to this Final Judgment to the United States Treasury.  
10

11 Regardless of whether any such Fair Fund distribution is made, amounts ordered to be  
12 paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to the  
13 government for all purposes, including all tax purposes. To preserve the deterrent effect of the  
14 civil penalty, Defendants and Relief Defendants shall not, after offset or reduction of any award  
15 of compensatory damages in any Related Investor Action based on Defendants’ and/or Relief  
16 Defendant’s payment of disgorgement in this action, argue that he or it is entitled to, nor shall he  
17 or it further benefit by, offset or reduction of such compensatory damages award by the amount  
18 of any part of any Defendant’s payment of a civil penalty in this action (“Penalty Offset”). If the  
19 court in any Related Investor Action grants such a Penalty Offset, Defendants and/or Relief  
20 Defendant shall, within 30 days after entry of a final order granting the Penalty Offset, notify the  
21 Commission’s counsel in this action and pay the amount of the Penalty Offset to the United  
22 States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be  
23 deemed an additional civil penalty and shall not be deemed to change the amount of the civil  
24 penalty imposed in this Judgment. For purposes of this paragraph, a “Related Investor Action”  
25 means a private damages action brought against any Defendant or Relief Defendant by or on  
26  
27  
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1 behalf of one or more investors based on substantially the same facts as alleged in the Complaint  
2 in this action.

3  
4 IX.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consents of the  
6 Defendants and Relief Defendant are incorporated herein with the same force and effect as if  
7 fully set forth herein, and that Defendants and Relief Defendants shall comply with all of the  
8 undertakings and agreements set forth therein.

9  
10 X.

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as to Defendants  
12 Marshall and Naylor, solely for purposes of exceptions to discharge set forth in Section 523 of  
13 the Bankruptcy Code [11 U.S.C. § 523], the allegations in the complaint are true and admitted by  
14 Defendants Marshall and Naylor, and further, any debt for disgorgement, prejudgment interest,  
15 civil penalty or other amounts due by Defendants Marshall and Naylor under this Final Judgment  
16 or any other judgment, order, consent order, decree or settlement agreement entered in  
17 connection with this proceeding, is a debt for the violation by Defendants Marshall and Naylor of  
18 the federal securities laws or any regulation or order issued under such laws, as set forth in  
19 Section 523(a)(19) of the Bankruptcy Code [11 U.S.C. § 523(a)(19)].  
20  
21

22 XI.

23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain  
24 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

25 Dated: August 22, 2018.

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27 \_\_\_\_\_

28 UNITED STATES DISTRICT JUDGE