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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:

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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 (a) unless a registration statement is in effect as to a security, making use of
13 any means or instruments of transportation or communication in interstate
14 commerce or of the mails to sell such security through the use or medium
15 of any prospectus or otherwise;

16 (b) unless a registration statement is in effect as to a security, carrying or
17 causing to be carried through the mails or in interstate commerce, by any
18 means or instruments of transportation, any such security for the purpose
19 of sale or for delivery after sale, or;

20 (c) making use of any means or instruments of transportation or
21 communication in interstate commerce or of the mails to offer to sell or
22 offer to buy through the use or medium of any prospectus or otherwise any
23 security, unless a registration statement has been filed with the
24 Commission as to such security, or while the registration statement is the
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subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

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

II.

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

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

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

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

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

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

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

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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)].

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14 VII.

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

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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;

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 (c) Defendant Naylor is jointly and severally liable with Defendant ITEC for
6 disgorgement of \$454,630.36 of the \$7,438,602.63, representing profits gained as
7 a result of the conduct alleged in the Complaint, together with prejudgment
8 interest thereon in the amount of \$18,459.82;

9 (d) Defendant Marshall and Relief Defendant, West Port Energy LLC, are jointly and
10 severally liable with each other and with Defendant ITEC for disgorgement of
11 \$71,250.00 of the \$7,438,602.63, representing profits gained as a result of the
12 conduct alleged in the Complaint, together with prejudgment interest thereon in
13 the amount of \$3,387.32;

14 (e) Defendant Marshall is individually liable for disgorgement of \$767,700.00, which
15 is separate and distinct from all other disgorgement amounts listed herein,
16 representing profits gained as a result of the conduct alleged in the Complaint,
17 together with prejudgment interest thereon in the amount of \$31,171.69;

18 (f) Defendant Marshall is liable for a civil penalty in the amount of \$184,767.00
19 pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section
20 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]; and

21 (g) Defendant Naylor is liable for a civil penalty in the amount of \$92,383.00
22 pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section
23 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.

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

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24 The Commission may enforce the Court's judgment for disgorgement and prejudgment
25 interest by moving for civil contempt (and/or through other collection procedures authorized by
26 law) at any time after 14 days following entry of this Final Judgment. Defendants and/or Relief
27 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.
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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.
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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
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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.

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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.

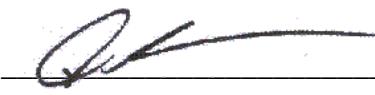
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10 X.

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)].

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21 XI.

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

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25 Dated: August 22, 2018.

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28 UNITED STATES DISTRICT JUDGE