

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

**IN THE MATTER OF: BETH SHAWALUK &
IMPLICITY SOLUTIONS, INC. &
VORTEIL VENTURES, INC.**

**) FILE NO. 13-00299
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TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS:

**Beth Shawaluk
Implicity Solutions, Inc.
Vorteil Ventures, Inc.
1842 Maine Drive
Elk Grove, Illinois 60007-2729.**

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

1. Respondent Beth Shawaluk is the Founder and Chief Executive Officer of Respondent Implicity. Respondent Shawaluk's last known address is 1842 Maine Drive, Elk Grove, Illinois 60007-2729.
2. Respondent Implicity, Inc. also known as Implicity Solutions ("Implicity") is registered in the state of Delaware. Respondent Implicity's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.
3. Respondent Vorteil Ventures ("Vorteil") is registered in the State of Delaware. Respondent Vorteil's registered office in the state of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958 County of Sussex.

COUNT I**FRAUD IN THE OFFER AND SALE OF SECURITIES**

4. In or around May 2013, Respondents Implicity and Shawaluk solicited investments from at least one Illinois resident identified as Investor A and at least one South Carolina resident identified as Investor B.
5. On May 13, 2013, Respondent Implicity and Respondent Shawaluk offered and sold to Investor A a Promissory Note (“Note”) in the amount of 50,000.00. The terms of the Note are as follows:
 - a. The annual interest rate of 5.5% is payable at maturity; and,
 - b. All principal, together with accrued and unpaid interest under the financing is due and payable on the maturity date of May 29, 2014.
6. On May 13, 2013, Respondent Implicity and Respondent Shawaluk offered and sold to Investor B a Promissory Note (“Note”) in the amount of 25,000.00. The terms of the Note are as follows:
 - a. The annual interest rate of 5.5% is payable at maturity; and,
 - b. All principal, together with accrued and unpaid interest under the financing is due and payable on the maturity date of May 29, 2014.
7. On June 3, 2014, per Respondent Shawaluk’s wiring instructions, Investor A wired \$50,000.00 from their bank account to Respondent Vorteil’s Wells Fargo bank account.
8. On June 3, 2014, per Respondent Shawaluk’s wiring instructions, Investor B wired \$25,000.00 from their bank account to Respondent Vorteil’s Wells Fargo bank account.
9. To date, Investor A and Investor B have not received the principal the Respondents promised to pay nor any of the guaranteed returns on their investments.
10. Respondents’ activities described above involve promissory notes as those terms are defined in Sections 2.1 of the Illinois Securities Law of 1953 [815 ILCS] (the “Act”).
11. Prior to the investments, Respondent Shawlauk provided Investor A and Investor B with a power point presentation labeled “Cap Track Analytics” by Respondent Implicity Solutions.
12. Respondent Shawaluk through this power point presentation (“presentation”) represented that Respondent Implicity obtained profitable

contracts with reputable companies, such as ADP, Asurint, Lockton Insurance and Reman Industries. The presentation specifically stated the following:

“We have a confirmed agreement with the board of directors for both ADP and Asurint to begin implementing our solution on June 1, 2013. Further agreements with Greg Gray, President at Asurint and board member at ADP. Cap Tracks Analytics will be implemented through Asurint and ADP’s customer populations which are roughly one million customers. Contract is being constructed by a per headcount as well as an annual fee based on a percentage of revenue from customer population.”

13. At all relevant times, Respondent Implicity and Respondent Shawaluk did not obtain contracts with ADP, Asurint, Lockton Insurance, and Reman Industries.
14. Representatives of all of the companies identified above provided the Illinois Department of Securities with signed and notarized affidavits confirming that none of them entered into any kind of contract with Respondent Implicity Solutions, Respondent Vorteil Ventures, nor any entity, managed, owned or controlled by Respondent Shawaluk.
15. Investors A and B relied on these false representations and the highly exaggerated projections of profits and all of the other representations made by Respondent Implicity and Respondent Shawaluk. These projections lacked a reasonable basis, failed to provide a balanced presentation of the relevant facts, and made exaggerations or unwarranted claims
16. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to engage in any transaction, practice or course of business in conjunction with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
17. By virtue of the foregoing, Respondent violated Section 12.F of the Act.
18. Section 12.G of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.
19. By virtue of the foregoing, Respondent violated Section 12.G of the Act.
20. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, “to employ any device, scheme or artifice to

defraud in connection with the sale or purchase of any security, directly or indirectly”.

21. By virtue of the foregoing, Respondent violated Section 12.1 of the Act.

COUNT II
FAILURE TO REGISTER SECURITIES

22. Section 5 of the Act provides, *inter alia*, that “all securities except those set forth under Section 2a of this Act...or those exempt...shall be registered...prior to their offer or sale in this State.
23. Respondents failed to file an application with the Secretary of State to register the promissory notes as required by the Act, and as a result the promissory notes were not registered as such prior to its sale in the State of Illinois.
24. Section 12.A of the Act provides, *inter alia*, that it shall be a violation of the Act to offer or sell any security except in accordance with the provisions of the Act.
25. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the Act to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to the Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
26. By virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.

COUNT III

FAILURE TO RESPOND TO AN ILLINOIS SECURITIES DEPARTMENT

SUBPOENA AD TESTIFICANDUM

27. On September 24, 2014, the Department issued a Subpoena Ad Testificandum in the matter of File No. 13-00299 to Respondent Shawaluk’s last known address.
28. The due date for the Subpoena Ad Testificandum was October 2, 2014.

29. The Subpoenas were issued pursuant to Section 11.D (1) of the Illinois Securities law of 1953 (815 ILCS 5/1 et. seq.) (the "Act").
30. Section 11.D of the Act states, inter alia, that the Secretary of State or a person designated by him or her may require by subpoena the production of any books and records, papers, or other documents which the Secretary of State or a person designated by him or her deems relevant or material to the inquiry.
31. Respondent Shawaluk failed to appear for the sworn statement on the scheduled date, or any day thereafter, that were subpoenaed by the Department pursuant to the authority granted under Section 11.D(1) of the Act.
32. By virtue of the foregoing, Respondent Shawaluk's failure to respond to the Subpoena Ad Testificandum by the due date or any time thereafter impeded designees of the Secretary of State from conducting an investigation under Section 11.D(1) of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents Beth Shawaluk, Implicity Solutions and Vorteil Ventures, Inc. his partners, officers and directors, agents, employees, affiliates, successors and assigns are temporarily **PROHIBITED** from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to Enforcement Attorney, Maria Pavone, Illinois Securities Department, 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS

ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 5th day of December 2014

A handwritten signature in black ink that reads "Jesse White" with a stylized flourish at the end.

JESSE WHITE
Secretary of State
State of Illinois

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