

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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

)  
) FILE NO. 13-00299  
)  
)

FINAL ORDER OF PROHIBITION

TO RESPONDENTS:

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

WHEREAS, a Temporary Order of Prohibition was issued by the Illinois Secretary of State, on December 5, 2014, temporarily prohibiting the Respondents from offering or selling securities in the State of Illinois for a maximum period of ninety (90) days.

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of a Temporary Order of Prohibition shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Respondents BETH SHAWALUK, IMPLICIT SOLUTIONS, INC., AND VORTEIL VENTURES, INC. have failed to request a hearing on the matters contained in the Temporary Order of Prohibition within thirty (30) calendar days of the entry of said Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the said Temporary Order.

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WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in said Temporary Order as the Secretary of State's Findings of Fact as follows:

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.

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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 Shawaluk 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

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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.I 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.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Temporary Order as the Secretary of State's Conclusions of Law as follows:

1. By virtue of this conduct, Respondent BETH SHAWALUK, IMPLICIT SOLUTIONS, INC., AND VORTEIL VENTURES, INC. violated Sections 8, 11.D.1, 12.A, 12.D, 12.F, 12.G, and 12.I, of the Act.
2. By virtue of the foregoing, Respondents BETH SHAWALUK, IMPLICIT SOLUTIONS, INC., AND VORTEIL VENTURES, INC., pursuant to Section 11.F of the Act, are subject to an Order which permanently prohibits him from offering or selling securities in or from the State of Illinois.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to Section 11.F of the Act, Respondents BETH SHAWALUK, IMPLICIT SOLUTIONS, INC., AND VORTEIL

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VENTURES, INC are hereby **PROHIBITED** from offering or selling any securities in or from the State of Illinois.

Dated: This 30th day of January 2015.

A handwritten signature in black ink, appearing to read "Jesse White", with a stylized flourish at the end.

JESSE WHITE  
Secretary of State  
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, {735 ILCS 5/3-101 et seq.} and the Rules and Regulations of the Illinois Securities Act, {14 Ill. Admin. Code Ch. I, Section 130.1123}. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:  
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