

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

SHANNON ILLINGWORTH AND
GP SOLUTIONS, INC.,

Defendants.

Case No. 2:26-cv-00184-AB-MBK

**FINAL JUDGMENT AS TO
DEFENDANTS SHANNON
ILLINGWORTH AND GP
SOLUTIONS, INC.**

1 The Securities and Exchange Commission (“Commission”) having filed a
2 Complaint and Defendants Shannon Illingworth (“Illingworth”) and GP Solutions,
3 Inc. (“GP Solutions”) (collectively “Defendants”), having entered a general
4 appearance; consented to the Court’s jurisdiction over Defendants and the subject
5 matter of this action; consented to entry of this Final Judgment without admitting or
6 denying the allegations of the Complaint (except as to jurisdiction and except as
7 otherwise provided herein in paragraph VII); waived findings of fact and conclusions
8 of law; and waived any right to appeal from this Final Judgment:

9 **I.**

10 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants
11 are permanently restrained and enjoined from violating, directly or indirectly, Section
12 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. §
13 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any
14 means or instrumentality of interstate commerce, or of the mails, or of any facility of
15 any national securities exchange, in connection with the purchase or sale of any
16 security:

17 (a) to employ any device, scheme, or artifice to defraud; or

18 (b) to engage in any act, practice, or course of business which operates or
19 would operate as a fraud or deceit upon any person.

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

26 **II.**

27 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
28 Illingworth is permanently restrained and enjoined from violating Section 5 of the

1 Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any
2 applicable exemption:

3 (a) Unless a registration statement is in effect as to a security, making
4 use of any means or instruments of transportation or communication in interstate
5 commerce or of the mails to sell such security through the use or medium of any
6 prospectus or otherwise; or

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

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

20 **III.**

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, for a period
22 of five years from the date of entry of this Final Judgment, pursuant to Section
23 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and/or Section 20(e) of the
24 Securities Act [15 U.S.C. § 77t(e)], Illingworth is prohibited from acting as an officer
25 or director of any issuer that has a class of securities registered pursuant to Section 12
26 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to
27 Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

28 ///

1 **IV.**

2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
3 that, for a period of five years from the date of entry of this Final Judgment,
4 Illingworth is barred from participating in an offering of penny stock, including
5 engaging in activities with a broker, dealer, or issuer for purposes of issuing,
6 trading, or inducing or attempting to induce the purchase or sale of any penny
7 stock. A penny stock is any equity security that has a price of less than five
8 dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R.
9 240.3a51-1].

10 **V.**

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
12 Illingworth shall pay a civil penalty in the amount of \$100,000 to the Securities
13 and Exchange Commission pursuant to Securities Act Section 20(d) [15 U.S.C. §
14 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)]. Illingworth
15 shall make this payment within 30 days after entry of this Final Judgment.

16 Illingworth may transmit payment electronically to the Commission, which
17 will provide detailed ACH transfer/Fedwire instructions upon request. Payment
18 may also be made directly from a bank account via Pay.gov through the SEC
19 website at <http://www.sec.gov/about/offices/ofm.htm>. Illingworth may also pay by
20 certified check, bank cashier's check, or United States postal money order payable
21 to the Securities and Exchange Commission, which shall be delivered or mailed to

22 Enterprise Services Center

23 Accounts Receivable Branch

24 6500 South MacArthur Boulevard

25 Oklahoma City, OK 73169

26 and shall be accompanied by a letter identifying the case title, civil action
27 number, and name of this Court; Shannon Illingworth as a defendant in this action;
28 and specifying that payment is made pursuant to this Final Judgment.

1 Illingworth shall simultaneously transmit photocopies of evidence of
2 payment and case identifying information to the Commission's counsel in this
3 action. By making this payment, Illingworth relinquishes all legal and equitable
4 right, title, and interest in such funds and no part of the funds shall be returned to
5 Illingworth. The Commission shall send the funds paid pursuant to this Final
6 Judgment to the United States Treasury.

7 The Commission may enforce the Court's judgment for penalties by the use
8 of all collection procedures authorized by law, including the Federal Debt
9 Collection Procedures Act, 28 U.S.C. § 3001 et seq., and moving for civil
10 contempt for the violation of any Court orders issued in this action. Illingworth
11 shall pay post-judgment interest on any amounts due after 30 days of the entry of
12 this Final Judgment pursuant to 28 USC § 1961.

13 **VI.**

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
15 Consent is incorporated herein with the same force and effect as if fully set forth
16 herein, and that Defendants shall comply with all of the undertakings and
17 agreements set forth therein.

18 **VII.**

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

28 ///

VIII.

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

Dated: January 16, 2026



HON. ANDRÉ BIROTTE JR.
UNITED STATES DISTRICT JUDGE

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28