

FILED

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

2014 DEC -3 AM 8:54

PA DEPARTMENT OF
BANKING AND SECURITIES

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND
SECURITIES, BUREAU OF SECURITIES
LICENSING, COMPLIANCE AND
EXAMINATIONS

DOCKET NO. 14 0052 (SEC-CAO)

V.

NATIONAL AUTOMATION SERVICES, INC.
ROBERT W. CHANCE
JEREMY W. BRIGGS

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the former Pennsylvania Securities Commission (Commission)¹, issued a Summary Order to Cease and Desist on October 27, 2009 which was reissued on September 2, 2010 against National Automation Services, Inc. ("NAS"), Robert W. Chance ("Chance") and Jeremy W. Briggs ("Briggs") (collectively, "Respondents") pursuant to Section 606(c.1) of the Pennsylvania Securities Act of 1972 (1972 Act), 70 P.S. § 1-606(c.1) wherein the Commission found that the Respondents violated certain provisions of the 1972 Act in connection with the offer of securities in the Commonwealth of Pennsylvania. Respondents, in lieu of litigation, and without admitting or denying the allegations herein, and intending to be legally bound, hereby agrees to the terms of this Consent Agreement and Order ("CAO").

¹ The Commission was merged with the Pennsylvania Department of Banking effective October 1, 2012, creating the Department of Banking and Securities ("Department").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.

2. The Bureau of Licensing, Compliance and Examinations ("Bureau") is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. NAS was, at all times material herein, an entity with an address at 2470 Saint Rose Parkway, Suite 311, Henderson, Nevada 89074. At all times material herein, NAS maintained a web site at <http://www.nasautomation.com> ("Web Site") and purportedly specialized in industrial automation. At all times material herein, NAS was offering for sale "company treasury stock" ("Stock") in NAS.

4. Chance was, at all times material herein, an individual with an address at 2470 Saint Rose Parkway, Suite 311, Henderson, Nevada 89074. At all times material herein, Chance was the president of NAS.

5. Briggs was, at all times material herein, an individual with an address at 2470 Saint Rose Parkway, Suite 311, Henderson, Nevada 89074. At all times material herein, Briggs was the vice president and chief accounting officer of NAS.

6. From in or about October 2009 until the present, Respondent NAS maintained the Web Site, which contained an "Investor Relations" page that states, "Learn more about investing opportunities and how to be part of one of the largest growing industry's nationwide [sic]."

7. In or about October 2009, at least one Pennsylvania resident ("PA Resident") observed the Web Site and sent an e-mail requesting additional information to the e-mail address provided on the "Investor Relations" page.

8. In or about October 2009, a representative ("Representative 1") of Respondent NAS sent an e-mail to the PA Resident, which contained marketing materials and provided the PA Resident with a phone number to contact another representative ("Representative 2") of Respondent NAS "for further information on how to invest."

9. In or about October 2009, using the contact information provided by Representative 1, the PA Resident contacted Representative 2. Representative 2 offered for sale the Stock to the PA Resident and stated:

- a. Respondent NAS is preparing to make a very large announcement that would positively affect the price of Respondent NAS stock (Stock);
- b. "This [Stock] is definitely going to sky-rocket";
- c. The Stock is restricted from resale for 12 months;
- d. The Stock is trading at \$.15 per share, but since it is "restricted", it is being offered at \$.10 per share; and
- e. The PA Resident does not have to be an accredited investor to purchase the Stock.

10. In or about October 2009, Respondent Briggs e-mailed offering materials ("Materials") to at least one PA Resident. The Materials consist of a document entitled "Friends and Family Stock Offering" and a "Confidential Investor Questionnaire." The Materials state:

- a. Respondent NAS is "seeking short term financing in the amount up to \$500,000 to be used for working capital [sic]" and is offering the Stock at a price of \$.10 per share;
- b. "This offer is being made to investors who are Friends and Family of [Respondent NAS] only" and the general public will not be allowed to purchase the Stock through this offering; and

- c. The minimum purchase price is \$100,000.
11. The PA Resident had no substantive, pre-existing relationship with NAS, Chance or Briggs or with Representative 1 or 2.
12. The PA Resident was not an “accredited investor” under Rule 501 of Regulation D, and did not have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of the investment.
13. The Web Site does not contain the disclosure set forth in Department Regulation 203.190, 10 Pa. Code § 203.190.
14. The Stock described above is a “security” within the meaning of Section 102(t) of the 1972 Act, 70 P.S. § 1-102(t).
15. NAS is the “issuer” of the Stock described above within the meaning of Section 102(l) of the 1972 Act, 70 P.S. § 1-102(l).
16. Chance acted as an “affiliate” of NAS within the meaning of Section 102(b) of the 1972 Act, 70 P.S. § 1-102(b), and, as such, caused NAS to commit the herein stated acts which violated the 1972 Act.
17. Briggs acted as an “affiliate” of NAS within the meaning of Section 102(b) of the 1972 Act, 70 P.S. § 1-102(b), and, as such, caused and is about to cause NAS to commit the herein stated acts which violated the 1972 Act.
18. The records of the Department disclose that the Stock is (a) not registered under Section 201 of the 1972 Act, 70 P.S. § 1-201; (b) not exempt from registration under Section 202 of the 1972 Act, 70 P.S. § 1-202; and (c) not a federally covered security; and further the securities transactions relating to the Stock are not exempt under Section 203 of the 1972 Act, 70 P.S. § 1-203.

VIOLATIONS

19. By engaging in the acts and conduct set forth in paragraphs 3 through 18 above, the Department finds that Respondents NAS, Chance and Briggs offered for sale the Stock in Pennsylvania in violation of Section 201 of the 1972 Act, 70 P.S. § 1-201.

AUTHORITY

20. The Department has the authority to order the Respondents to pay the costs of an investigation pursuant to Section 602.1(b), 70 P.S. § 1-602.1(b).

RELIEF

21. The Summary Order to Cease and Desist issued on October 27, 2009 and reissued on September 2, 2010 against NAS, Chance and Briggs is hereby prospectively RESCINDED.

22. Respondents are ORDERED, jointly and severally, to pay the Department's investigative and legal costs in the amount of \$500 contemporaneously with the submission of an executed CAO. Payment shall be made by certified check or money order made payable to the "Department of Banking and Securities."

23. Should Respondents fail to pay the costs set forth in paragraph 22 above, the sanctions set forth elsewhere in the Order shall continue in full force and effect until payment is made in full. However, this provision shall not be construed as affording the Respondents the option of either paying the costs or being indefinitely subjected to the sanctions.

24. Respondents are ORDERED to comply with the 1972 Act and with the regulations adopted by the Department, in particular, Section 201 thereof.

25. Should Respondents fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to the Respondents' right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

26. Consent. The Respondents hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees that it understands all of the terms and conditions contained herein. The Respondents, by voluntarily entering into this Order, waive any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

27. Entire Agreement. This Order contains the entire agreement between the Department and the Respondents. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department and the Respondents.

28. Binding Nature. The Department and the Respondents, and all officers, owners, directors, employees, heirs and assigns of the Respondents intend to be and are legally bound by the terms of this Order.

29. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

30. Effectiveness. The Respondents hereby stipulate and agree that the Order shall become effective on the date that the Bureau executes the Order ("Effective Date").

31. Other Enforcement Action.

a. The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against the Respondents in the future regarding all matters not resolved by this Order.

b. The Respondents acknowledge and agree that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

32. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

33. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

34. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

35. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Licensing, Compliance and Examinations and National Automation Services, Inc., Robert W. Chance and Jeremy W. Briggs, intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
BUREAU OF SECURITIES, LICENSING, COMPLIANCE AND EXAMINATIONS**

James Klutinoty, Chief, Western Region
Bureau of Securities Licensing, Compliance and Examinations



Date: November 19, 2014

FOR: National Automation Services, Inc.

Date: November 19, 2014

FOR: Robert W. Chance

Date: November 19, 2014

FOR: Jeremy W. Briggs

Date: November 19, 2014