

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

INTEGRATED NATIONAL RESOURCES,
INC. dba WEEDGENICS, ROLF MAX
HIRSCHMANN aka "MAX BERGMANN,"
PATRICK EARL WILLIAMS,

Defendants, and

WEST COAST DEVELOPMENT LLC,
INR CONSULTING LLC (WYOMING
ENTITY), OCEANS 19 INC., AUTOBAHN
PERFORMANCE LLC, ONE CLICK
GENERAL MEDIA INC., OPUS
COLLECTIVE, JOHN ERIC FRANCOM,
INR-CA INVESTMENT HOLDINGS,
LLC, MICHAEL DELGADO, TOTAL
SOLUTION CONSTRUCTION LLC,
BAGPIPE HOLDINGS LLC, BAGPIPE
MULTIMEDIA LLC, TYLER
CAMPBELL, INR CONSULTING LLC
(CALIFORNIA ENTITY), HIDDEN
SPRINGS HOLDINGS GROUP LLC, and
ALEXANDRIA PORTER BOVEE aka
"AIA MONTGOMERY,"

Relief Defendants.

Case No. 8:23-cv-00855-JWH-KES

ORDER GRANTING PLAINTIFF
SECURITIES AND EXCHANGE
COMMISSION AND RELIEF
DEFENDANTS MICHAEL
DELGADO, TOTAL SOLUTION
CONSTRUCTION LLC, BAGPIPE
HOLDINGS LLC, AND BAGPIPE
MULTIMEDIA LLC'S JOINT
STIPULATED REQUEST FOR A
PRELIMINARY INJUNCTION
ORDER AND ORDERS:
(1) FREEZING ASSETS;
(2) APPOINTING A
PERMANENT RECEIVER;
(3) REQUIRING ACCOUNTINGS;
AND (4) PROHIBITING THE
DESTRUCTION OF
DOCUMENTS

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1 On May 16, 2023, the Securities and Exchange Commission (“Plaintiff” or
2 “SEC”) filed a Complaint seeking a preliminary injunction against Defendants and
3 various Relief Defendants, including Michael Delgado (“Delgado”), Total Solution
4 Construction LLC (“Total Solution”), Bagpipe Holdings LLC (“Bagpipe Holdings”),
5 and Bagpipe Multimedia LLC (“Bagpipe Multimedia”) (collectively, the “Stipulating
6 Relief Defendants”), and seeking the appointment of a permanent receiver over INR
7 and the entity-Relief Defendants. (Dkt. No. 1.) On the same day, the SEC filed a
8 Memorandum of Points and Authorities, and supporting declarations and exhibits,
9 seeking the same relief initially on a temporary basis via a Temporary Restraining
10 Order (“TRO”). (Dkt. Nos 4-10.) On May 19, 2023, the Court entered the TRO.
11 (Dkt. No. 17.) On June 1, 2023, the SEC filed a Reply in support of the SEC’s
12 request for a preliminary injunction and appointment of a permanent receiver. (Dkt.
13 No. 22.) On June 2, 2023, the Court held a hearing, and issued a preliminary
14 injunction with respect to certain Defendants and other Relief Defendants (Dkt. No.
15 33), and extended the TRO with respect to other Relief Defendants (Dkt. No. 36). On
16 June 7, 2023, the SEC and Stipulating Relief Defendants filed their joint stipulated
17 request for a preliminary injunction (the “Stipulation”). (Dkt. No. 44).

18 **I. FINDINGS OF FACT**

19 The Court, having considered the SEC’s Complaint, the Memorandum and its
20 supporting declarations and exhibits, the Reply, the Stipulation, and the other
21 evidence and argument presented to the Court, hereby **FINDS** as follows:

22 A. This Court has jurisdiction over the parties to, and the subject matter of,
23 this action.

24 B. The SEC has made a sufficient and proper showing in support of the
25 relief granted herein, as required by Section 20(b) of the Securities Act of 1933 (the
26 “Securities Act”), 15 U.S.C. § 77t(b), Sections 21(d) and 21(e) of the Securities
27 Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. §§ 78u(d) and 78u(e), by
28 evidence establishing a *prima facie* case and reasonable likelihood that defendants

1 Williams, Hirschmann, and INR (collectively, the “Defendants”), have engaged in,
2 are engaging in, are about to engage in, and will continue to engage in unless
3 restrained transactions, acts, practices and courses of business that constitute
4 violations of Section 10(b) of the Exchange Act, 15 U.S.C. §§ 78j(b), and Rule 10b-5
5 thereunder, 17 C.F.R. § 240.10b-5, and Section 17(a) of the Securities Act, 15 U.S.C.
6 § 77q(a).

7 C. Good cause exists to warrant the appointment of a permanent receiver
8 over the Stipulating Relief Defendants.

9 D. Good cause exists to issue this Preliminary Injunction to prevent the
10 dissipation of assets.

11 E. Good cause exists to believe that an accounting of assets by Stipulating
12 Relief Defendants is necessary.

13 F. Good cause exists to restrain and enjoin Stipulating Relief Defendants
14 from altering or destroying documents relevant to this action.

15 II. ORDER

16 Good cause appearing therefor, it is hereby **ORDERED** as follows:

17 1. The Stipulation for a Preliminary Injunction and Orders: (1) Freezing
18 Assets; (2) Appointing a Permanent Receiver; (3) Requiring Accountings; and
19 (4) Prohibiting the Destruction of Documents is **GRANTED**.

20 2. Except as otherwise ordered by this Court, the Stipulating Relief
21 Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries
22 and affiliate, and those persons in active concert with them, who receive actual notice
23 of this Order, by personal service or otherwise, and each of them, be and hereby are
24 preliminarily **RESTRAINED** and **ENJOINED** from, directly or indirectly,
25 transferring, assigning, selling, hypothecating, changing, wasting, dissipating,
26 converting, concealing, encumbering, or otherwise disposing of, in any manner, any
27 funds, assets, securities, claims or other real or personal property, including any notes
28 or deeds of trust or other interest in real property, wherever located, of any one of the

1 Stipulating Relief Defendants, or their subsidiaries or affiliates, owned by, controlled
 2 by, managed by or in the possession or custody of any of them and from transferring,
 3 encumbering dissipating, incurring charges or cash advances on any debit or credit
 4 card of the credit arrangement of any one of the Stipulating Relief Defendants or their
 5 subsidiaries and affiliates.

6 3. Except as otherwise ordered by this Court, an immediate freeze shall be
 7 placed on all monies and assets (with an allowance for necessary and reasonable
 8 living expenses to be granted only upon good cause shown by application to the
 9 Court with notice to and an opportunity for the SEC to be heard) in all accounts at
 10 any bank, financial institution or brokerage firm, or third-payment payment
 11 processor, all certificates of deposit, and other funds or assets, held in the name of,
 12 for the benefit of, or over which account authority is held by Stipulating Relief
 13 Defendants, including but not limited to the accounts listed below:

BROKERAGE/ BANK NAME	ACCOUNT HOLDER	ACCOUNT NO.
Wells Fargo	Bagpipe Multimedia LLC	x9841
Bank of the West	Total Solution Construction LLC	x1424
U.S. Bank	Total Solution Construction LLC	x2060
J.P. Morgan Chase Bank	Bagpipe Holdings LLC	x6539
Bank of America	Michael Delgado	x4037
American First Credit Union	Michael Delgado	x5680
Farmers and Merchants Bank	Michael Delgado	x8309
J.P. Morgan Chase Bank	Michael Delgado	x1793
Wells Fargo Bank	Michael Delgado	x8294

BROKERAGE/ BANK NAME	ACCOUNT HOLDER	ACCOUNT NO.
Farmers and Merchants Bank	Bagpipe Holdings LLC	x2600
American First Credit Union	Bagpipe Multimedia LLC	x6780

Any bank, financial institution or brokerage firm, or third-party payment processor holding such monies and assets described above shall hold and retain within their control and prohibit the withdrawal, removal, transfer, or other disposal of any such funds or other assets except as otherwise ordered by this Court.

4. The SEC and Stipulating Relief Defendants reserve their rights to apply to this Court at any time for a modification to Paragraphs 2 and 3 of this Order.

5. Stipulating Relief Defendants, within 10 business days of the issuance of this Order, shall prepare and deliver to the SEC a detailed and complete schedule of all of their personal assets, including all real and personal property exceeding \$5,000 in value, and all bank, securities, and other accounts identified by institution, branch address and account number. The accounting shall include a description of the sources of all such assets. Such accounting shall simultaneously be filed with the Court and a copy shall be delivered to the SEC to the attention of Gary Y. Leung, Daniel S. Lim, and Christopher A. Nowlin, counsel for the SEC, U.S. Securities and Exchange Commission, 444 S. Flower Street, Suite 900, Los Angeles, CA 90071, email addresses: leungg@sec.gov, limda@sec.gov, and nowlinc@sec.gov. After completion of the accounting, each of the Stipulating Relief Defendants shall produce to the SEC at a time agreeable to the SEC, all books, records and other documents supporting or underlying their accounting.

6. Any person who receives actual notice of this Order by personal service or otherwise, and who holds, possesses or controls assets exceeding \$5,000 for the

1 account or benefit of any one of the Stipulating Relief Defendants, shall within 5 days
2 of receiving actual notice of this Order provide counsel for the SEC with a written
3 statement identifying all such assets, the value of such assets, or best approximation
4 thereof, and any account numbers or account names in which the assets are held.

5 7. Except as otherwise ordered by this Court, each of the Stipulating Relief
6 Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries
7 and affiliates, and those persons in active concert or participation with any of them,
8 who receive actual notice of this Order, by personal service or otherwise, and each of
9 them, be and hereby are preliminarily **RESTRAINED** and **ENJOINED** from,
10 directly or indirectly: destroying, mutilating, concealing, transferring, altering, or
11 otherwise disposing of, in any manner, any documents, which includes all books,
12 records, computer programs, computer files, computer printouts, contracts, emails,
13 correspondence, memoranda, brochures, or any other documents of any kind in their
14 possession, custody or control, however created, produced, or stored (manually,
15 mechanically, electronically, or otherwise), pertaining in any manner to Stipulating
16 Relief Defendants.

17 8. Krista L. Freitag of E3 Advisors is **APPOINTED** as permanent receiver
18 over Relief Defendants Total Solution, Bagpipe Holdings, and Bagpipe Multimedia
19 (collectively, the "Receivership Entities"), their subsidiaries and affiliates, with full
20 powers of an equity receiver, including, but not limited to, full power over all funds,
21 assets, collateral, premises (whether owned, leased, occupied, or otherwise
22 controlled), choses in action, books, records, papers, and other property belonging to,
23 being managed by or in the possession of or control of the Receivership Entities, and
24 that such receiver is immediately authorized, empowered, and directed:

25 a. to have access to and to collect and take custody, control,
26 possession, and charge of all funds, assets, collateral, premises (whether
27 owned, leased, pledged as collateral, occupied, or otherwise controlled), choses
28 in action, books, records, papers and other real or personal property, wherever

1 located, of or managed by Receivership Entities and its subsidiaries and
2 affiliates (collectively, the “Assets”), with full power to sue, foreclose,
3 marshal, collect, receive, and take into possession all such Assets (including
4 access to and taking custody, control, and possession of all such Assets);

5 b. to assume full control of Receivership Entities and their
6 subsidiaries and affiliates by removing, as the receiver deems necessary or
7 advisable, any director, officer, attorney, independent contractor, employee, or
8 agent of Receivership Entities and their subsidiaries and affiliates, and any
9 named Defendant or Relief Defendant, from control of, management of, or
10 participation in, the affairs of Receivership Entities and their subsidiaries and
11 affiliates;

12 c. to have control of, and to be added as the sole authorized signatory
13 for, all accounts of the Receivership Entities, including all accounts at any
14 bank, title company, escrow agent, financial institution or brokerage firm
15 (including any futures commission merchant) that has possession, custody or
16 control of any Assets, or that maintains accounts over which Receivership
17 Entities and their subsidiaries and affiliates, and/or any of their employees or
18 agents have signatory authority;

19 d. to conduct such investigation and discovery as may be necessary
20 to locate and account for all of the assets of or managed by Receivership
21 Entities and their subsidiaries and affiliates, and to engage and employ
22 attorneys, accountants, and other persons to assist in such investigation and
23 discovery;

24 e. to take such action as is necessary and appropriate to preserve and
25 take control of and to prevent the dissipation, concealment, or disposition of
26 any Assets;

27 f. to choose, engage, and employ attorneys, accountants, appraisers,
28 and other independent contractors and technical specialists, as the receiver

1 deems advisable or necessary in the performance of duties and responsibilities
2 under the authority granted by this Order;

3 g. to make an accounting, as soon as practicable, to this Court and
4 the SEC of the assets and financial condition of Receivership Entities and their
5 subsidiaries and affiliates, and to file the accounting with the Court and deliver
6 copies thereof to all parties;

7 h. to make such payments and disbursements from the Assets taken
8 into custody, control, and possession or thereafter received by him or her, and
9 to incur, or authorize the making of, such agreements as may be necessary and
10 advisable in discharging his or her duties as permanent receiver;

11 i. to investigate and, where appropriate, to institute, pursue, and
12 prosecute all claims and causes of action of whatever kind and nature that may
13 now or hereafter exist as a result of the activities of present or past employees
14 or agents of Receivership Entities and their subsidiaries and affiliates;

15 j. to institute, compromise, adjust, appear in, intervene in, or become
16 party to such actions or proceedings in state, federal, or foreign courts, that

17 i. the receiver deems necessary and advisable to preserve or
18 recover any Assets, or

19 ii. the receiver deems necessary and advisable to carry out the
20 receiver's mandate under this Order; and

21 k. to have access to and monitor all mail, electronic mail, and video
22 phone of the Receivership Entities in order to review such mail, electronic
23 mail, and video phone that he or she deems relates to their business and the
24 discharging of his or her duties as permanent receiver.

25 9. Stipulating Relief Defendants, and their subsidiaries and affiliates,
26 including all of Receivership Entities, and their officers, agents, servants, employees
27 and attorneys, and any other persons who are in custody, possession or control of any
28 assets, collateral, books, records, papers, or other property of or managed by any of

1 the entities in receivership, shall forthwith give access to and control of such property
2 to the permanent receiver.

3 10. No officer, agent, servant, employee, or attorney of Stipulating Relief
4 Defendants shall take any action or purport to take any action, in the name of or on
5 behalf of the Receivership Entities or their subsidiaries or affiliates without the
6 written consent of the permanent receiver or order of this Court.

7 11. Except by leave of this Court, during the pendency of this receivership,
8 all clients, investors, trust beneficiaries, note holders, creditors, claimants, lessors and
9 all other persons or entities seeking relief of any kind, in law or in equity, from
10 Stipulating Relief Defendants, or their subsidiaries or affiliates, and all persons acting
11 on behalf of any such investor, trust beneficiary, note holder, creditor, claimant,
12 lessor, consultant group or other person, including sheriffs, marshals, servants,
13 agents, employees and attorneys, are hereby restrained and enjoined from, directly or
14 indirectly, with respect to these persons and entities:

15 a. commencing, prosecuting, continuing, or enforcing any suit or
16 proceeding (other than the present action by the SEC or any other action by the
17 government) against any of them;

18 b. using self-help or executing or issuing or causing the execution or
19 issuance of any court attachment, subpoena, replevin, execution, or other
20 process for the purpose of impounding or taking possession of or interfering
21 with or creating or enforcing a lien upon any property or property interests
22 owned by or in the possession of Stipulating Relief Defendants; and

23 c. doing any act or thing whatsoever to interfere with taking control,
24 possession or management by the permanent receiver appointed hereunder of
25 the property and assets owned, controlled, or managed by or in the possession
26 of Stipulating Relief Defendants, or in any way to interfere with or harass the
27 permanent receiver or her attorneys, accountants, employees, or agents or to
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1 interfere in any manner with the discharge of the permanent receiver’s duties
2 and responsibilities hereunder.

3 12. Stipulating Relief Defendants, and their subsidiaries and affiliates, shall
4 pay the costs, fees and expenses of the permanent receiver incurred in connection
5 with the performance of her duties described in this Order, including the costs and
6 expenses of those persons who may be engaged or employed by the permanent
7 receiver to assist him or her in carrying out her duties and obligations. All
8 applications for costs, fees, and expenses for services rendered in connection with the
9 receivership other than routine and necessary business expenses in conducting the
10 receivership, such as salaries, rent, and any and all other reasonable operating
11 expenses, shall be made by application setting forth in reasonable detail the nature of
12 the services and shall be heard by the Court.

13 13. No bond shall be required in connection with the appointment of the
14 permanent receiver. Except for an act of gross negligence, the permanent receiver
15 shall not be liable for any loss or damage incurred by any of the Stipulating Relief
16 Defendants, their officers, agents, servants, employees and attorneys or any other
17 person, by reason of any act performed or omitted to be performed by the permanent
18 receiver in connection with the discharge of her duties and responsibilities.

19 14. This Court shall retain jurisdiction over this action for the purpose of
20 implementing and carrying out the terms of all orders and decrees that may be entered
21 herein and to entertain any suitable application or motion for additional relief within
22 the jurisdiction of this Court.

23 **IT IS SO ORDERED.**

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25 Dated: June 8, 2023

26 
27 HONORABLE JOHN W. HOLCOMB
28 UNITED STATES DISTRICT JUDGE