

# 2002 BCSECCOM 951

## Temporary Order and Notice of Hearing

**Fairtide Capital Corp., Bayshore Management Corp.,  
Gibraltar Consulting Corp., Pacific Capital Markets Inc.,  
Wet Coast Capital Corp., Brek Energy Corporation, GlobeTrac Inc.,  
Vallenar Energy Corp., Billserv Inc., Communicate.com Inc.,  
Cryopak Corporation, Cryopak Industries Inc., Derek Resources  
Corporation, Midastrade.com Inc., Francis Jason Dean Biller,  
David Matthew Jeffs, Leigh Jeffs, Richard Jeffs, John Da Costa,  
Gordon Wiltse, Joseph Rene (Laurie) Larose,  
Travis Brian Arnold, Rylie David Ableman, Gilbert Jason Bailey,  
Richard Edwards Cartledge, Stephen Gerald Diakow,  
Raymond Christopher Dove, Aaron Leslie Evans, Peter James Forward,  
William Friesen, Altaf Goolab, Andrew David Greig, Valerie Jean Helsing,  
Jeffrey Mitchell Seabrook, Adrian Ting Lee,  
Jason Douglas Lintunen, Peter Hall, Anne McFadden, Johnny Cameron Pan,  
Jeffrey Dean Paquin, Matthew Mitchell Phillips, Adam Stuart Rabiner,  
Jordan David Sowden, Jon Stanbrough, David Wallace Strong,  
Daniel Ross Warburton, Eve Wexler, Raymond Wong, and  
Yong (Cecil) Saeng Lim**

### Section 161 of the *Securities Act*, RSBC 1996, c. 418

- ¶ 1 A hearing (the Hearing) will be held to give:
1. Fairtide Capital Corp., Bayshore Management Corp., Gibraltar Consulting Corp., Pacific Capital Markets Inc., Wet Coast Capital Corp. (the Operating Corporate Respondents);
  2. Brek Energy Corporation, GlobeTrac Inc., Vallenar Energy Corp., Billserv Inc., Communicate.com Inc., Cryopak Corporation, Cryopak Industries Inc., Derek Resources Corporation, Midastrade.com Inc. (the Promoted Respondents);
  3. Francis Jason Dean Biller, David Matthew Jeffs, Richard Jeffs, Leigh Jeffs, John Da Costa, Gordon Wiltse, Joseph Rene (Laurie) Larose (the Associates);
  4. Gilbert Jason Bailey, Stephen Gerald Diakow, Valerie Jean Helsing, Jason Douglas Lintunen, Anne McFadden, William Friesen, Johnny Cameron Pan, Jeffrey Dean Paquin, Adam Stuart Rabiner, Eve Wexler, Yong (Cecil) Saeng Lim (the Individuals); and

## 2002 BCSECCOM 951

5. Travis Brian Arnold, Rylie David Ableman, Richard Edwards Cartledge, Raymond Christopher Dove, Aaron Leslie Evans, Peter James Forward, Altaf Goolab, Andrew David Greig, Peter Hall, Adrian Ting Lee, Matthew Mitchell Phillips, Jeffrey Mitchell Seabrook, Jordan David Sowden, Jon Stanbrough, David Wallace Strong, Daniel Ross Warburton, Raymond Wong, (the Phoners);

an opportunity to be heard before the British Columbia Securities Commission considers whether it is in the public interest to make the following orders in respect of the Operating Corporate Respondents, the Promoted Respondents, the Associates, the Individuals and the Phoners, (collectively the Parties):

- (a) under section 161(1)(a) of the *Securities Act*, RSBC 1996, c. 418, the Parties comply with or cease contravening the Act;
- (b) under section 161(1)(b) of the Act, the Parties cease trading in, and be prohibited from purchasing any securities;
- (c) under section 161(1)(d) of the Act, the Associates, Individuals, and Phoners resign any position they may each hold as a director or officer of any issuer, and that they each be prohibited from becoming or acting as a director or officer of any issuer;
- (d) under section 161(1)(d) of the Act, the Parties be prohibited from engaging in investor relations activities;
- (e) under section 162 of the Act, the Parties each pay an administrative penalty;
- (f) under section 174 of the Act, the Parties each pay prescribed fees or charges for the costs of or related to the hearing; and
- (g) any other orders as may be appropriate in the circumstances.

- ¶ 2 The Commission will be asked to consider the following facts and allegations in making its determinations:

### **The Parties**

#### ***Operating Corporate Respondents***

6. Fairtide Capital Corp. (Fairtide) is a company incorporated under the laws of British Columbia and is not registered under the Act.

## 2002 BCSECCOM 951

7. Bayshore Management Corp. (Bayshore) is a company incorporated under the laws of British Columbia and is not registered under the Act.
8. Gibraltar Consulting Corp. (Gibraltar) is a company incorporated under the laws of British Columbia and is not registered under the Act.
9. Pacific Capital Markets Inc. (Pacific Capital) is a company incorporated under the laws of British Columbia and is not registered under the Act.
10. Wet Coast Capital Corp. (Wet Coast) is a company incorporated under the laws of British Columbia and is not registered under the Act.

### *Promoted Respondents*

11. Brek Energy Corporation (Brek) is a company incorporated under the laws of the State of Nevada and is not registered under the Act.
12. GlobeTrac Inc. (GlobeTrac) is a company incorporated under the laws of the United Kingdom and is not registered under the Act.
13. Vallenar Energy Corp. (Vallenar) is a company incorporated under the laws of the State of Nevada and is not registered under the Act.
14. Billserv Inc. (Billserv) is a United States company and is not registered under the Act.
15. Communicate.com Inc. (Communicate.com) is a company incorporated in Alberta and is not registered under the Act.
16. Cryopak Corporation is a company incorporated in British Columbia and is not registered under the Act.
17. Cryopak Industries Inc. is a company incorporated in British Columbia and is a reporting issuer in British Columbia and is not registered under the Act.
18. Derek Resources Corporation (Derek) is a company incorporated in British Columbia and is a reporting issuer in British Columbia and is not registered under the Act.
19. Midastrade.com Inc. is a company incorporated under the laws of the State of Nevada and is not registered under the Act.

## 2002 BCSECCOM 951

### *Associates*

20. Francis Jason Dean Biller (Biller) is engaged in investor relations activities as manager and otherwise on behalf of the Operating Corporate Respondents and is not registered under the Act.
21. David Matthew Jeffs is President and a director of Communicate.com and is not registered under the Act.
22. Richard Jeffs is a director of Wet Coast and Pacific Capital and is not registered under the Act.
23. Leigh Jeffs is a director of Bayshore, Fairtide and Gibraltar and is not registered under the Act.
24. John Da Costa is a director of GlobeTrac, Fairtide and Bayshore and is not registered under the Act.
25. Gordon Wiltse (Wiltse) is engaged in investor relations activities as a manager and otherwise on behalf of the Operating Corporate Respondents and is not registered under the Act.
26. Joseph Rene (Laurie) Larose, (Larose) is employed by Bayshore as an internet website designer and is not registered under the Act.

### *Individuals*

27. Each Individual and Phoner is employed by one or more of the Operating Corporate Respondents and none of them is registered under the Act.

### **The Conduct of Parties**

28. On November 7, 2002, the staff of the Enforcement Division of the Commission (Staff) searched premises at 600 – 1100 Melville Street, Vancouver (the Premises) under a Warrant to Search issued under the *Offence Act*, RSBC 1996, c. 338 (the Search).
29. In the course of the Search the Staff discovered a room in which the Staff observed:
  - (a) The Phoners grouped around desks using a bank of telephones.
  - (b) On the desks used by the Phoners and others:

## 2002 BCSECCOM 951

- (i) numerous phone scripts that appear to have been used by the Phoners and others to promote stocks of the Promoted Respondents;
  - (ii) hand-written notes by the Phoners and others detailing answers for questions or objections posed by persons whom they had called;
  - (iii) lists of names and telephone numbers, including persons in British Columbia, Alberta, Ontario, the United Kingdom, the United States of America and other countries, which appeared to be contact lists used by the Phoners and others; and
  - (iv) telephone call log sheets detailing:
    - names of persons called;
    - the dates of the calls;
    - the names of the persons making the calls; and
    - information concerning details of the calls.
- (c) A projector prominently displaying real-time prices of the stocks of the Promoted Respondents and other issuers.

30. In the course of the Search, the Staff found documents and records that evidence a business association among the Parties for the purpose of conducting investor relations, promoting the stocks of the Promoted Respondents and other issuers, and engaging in acts in furtherance of trades of securities.

31. The Individuals, the Phoners, and the Associates were operating a boiler room whose purpose was to promote and create public interest in the stock of the Promoted Respondents and other issuers and aggressively encourage trades in the securities of the issuers.

32. Biller and Wiltse managed the trading activities of the Phoners and assisted the Phoners in closing trades of securities by members of the public.

### **Post Search Activities**

33. On November 8 and 13, 2002, the Staff observed certain individuals in the Premises, using the bank of telephones and apparently conducting the same activities as they were conducting before the Search.

## 2002 BCSECCOM 951

### **Breaches of the Act**

34. The Parties engaged in acts in furtherance of trades of securities and advising persons to purchase securities without complying with the registration requirements of the Act, contrary to section 34(1)(a) of the Act.
35. The Parties telephoned from inside British Columbia to the residences of persons inside and outside British Columbia for the purposes of trading in securities, contrary to section 49 of the Act.
36. The Phoners, Individuals and Associates, while engaging in investor relations activities and with the intention of effecting trades in securities and with the authorization, permission or acquiescence of the Corporate Respondents and Promoted Respondents:
  - (a) gave undertakings relating to the future value or price of securities;
  - (b) made statements that they knew or ought reasonably to have known were misrepresentations; and
  - (c) engaged in unfair practices;contrary to sections 50(1)(b), (d), and (e) and section 168.2 of the Act.

### **Acts Contrary to the Public Interest**

37. Biller has breached a February 16, 2000 order of the Commission prohibiting him from acting as a director or officer of any issuer and prohibiting him from engaging in investor relations activities for a period of 10 years, contrary to the public interest.
38. All the Parties have engaged in acts contrary to the public interest by virtue of the facts alleged above.

### **Temporary Order**

- ¶ 3 The Executive Director considers the length of time to hold a hearing under section 161(1) of the Act could be prejudicial to the public interest.
- ¶ 4 The Executive Director, considering that it would be in the public interest to do so, orders under section 161(2) of the Act (the Temporary Order) that:
  1. under section 161(1)(a) of the Act, the Parties comply with or cease contravening the Act;

## 2002 BCSECCOM 951

2. under section 161(1)(b) of the Act, the Parties cease trading in, and be prohibited from purchasing any securities;
3. under section 161(1)(d) of the Act, the Associates and Individuals resign any position they each may hold as a director or officer of any issuer, and they each be prohibited from becoming or acting as a director or officer of any issuer;
4. under section 161(1)(d) of the Act, the Parties be prohibited from engaging in investor relations activities;

for a period expiring on November 27, 2002.

- ¶ 5 The Hearing will be held at the 12th Floor Hearing Room, 701 West Georgia Street, Vancouver, BC, on Wednesday, November 27, 2002, at 10:00 am.
- ¶ 6 At the Hearing the staff of the Commission will bring the following applications:
  1. the matter be adjourned to permit the conclusion of the investigation in this matter; and
  2. the Temporary Order be extended until such time as the Hearing is completed and a decision rendered.
- ¶ 7 The Respondents may be represented by counsel at the Hearing and may make representations and lead evidence. The Respondents are requested to advise the Commission of their intention to attend by contacting the Commission Secretary at PO Box 10142, Pacific Centre, 5<sup>th</sup> Floor, 701 West Georgia Street, Vancouver, BC V7Y 1L2 phone: (604) 899-6500; email: commsec@bcsc.bc.ca.
- ¶ 8 Determinations may be made in this matter if the Respondents or their counsel do not appear at the Hearing.
- ¶ 9 November 13, 2002
- ¶ 10 Stephen J. Wilson  
Executive Director