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Notice of Hearing

**Sniper Sports Ltd., 592087 B.C. Ltd.,
William Ronald Moll and
Glenn Anthony Rosen
(also known as Anthony G. Rosen & Glenn Anthony Carl Rosen)**

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

- ¶ 1 A hearing will be held (the Hearing) to give Sniper Sports Ltd., 592087 B.C. Ltd., William Ronald Moll and Glenn Anthony Rosen (the Respondents) an opportunity to be heard before the British Columbia Securities Commission considers whether it is in the public interest to make the following orders:
1. under section 161(1)(b) of the *Securities Act*, RSBC 1996, c. 418, that all persons cease trading in any securities of Sniper Sports Ltd. (Sniper Sports) and 592087 B.C. Ltd. (592087).
 2. under section 161(1)(c) of the Act, that any or all of the exemptions described in sections 44-47, 74, 75, 98 or 99, do not apply to the Respondents;
 3. under section 161(1)(d) of the Act, that William Ronald Moll (Moll) and Glenn Anthony Rosen (Rosen) resign any position they hold as a director or officer of any issuer, and that they be prohibited from becoming or acting as a director or officer of any issuer;
 4. under section 161(1)(d) of the Act, that Moll and Rosen be prohibited from engaging in investor relations activities;
 5. under section 162 of the Act, that the Respondents each pay an administrative penalty;
 6. under section 174 of the Act, that the Respondents, each pay prescribed fees or charges for the costs of or related to the hearing; and
 7. to make any other orders that the Commission considers appropriate in the circumstances.

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

1. Rosen is a resident of British Columbia and has never been registered in any capacity under the Act.
2. Moll is a resident of British Columbia and has never been registered in any capacity under the Act.
3. Sniper Enterprises Inc. (Sniper Enterprises) is a company that was incorporated under the laws of British Columbia on April 16, 1980.
4. Rosen was a director and the president of Sniper Enterprises from October 29, 1998 to May 23, 2000.
5. Sniper Sports is a company that was incorporated under the laws of British Columbia on August 23, 2000.
6. At all material times, Rosen held approximately 51% of Sniper Sports' total issued and outstanding shares and has been a director of the company since its incorporation.
7. Moll has been a director of Sniper Sports from March 2001 to the present.
8. 592087 is a company that was incorporated under the laws of British Columbia on September 8, 1999.
9. Rosen and Moll have been directors of 592087 since its incorporation.

Sniper Enterprises Inc.

10. Sniper Enterprises is listed on the TSX Venture Exchange.
11. On or around March 7, 1998, Sniper Enterprises issued 970,769 of its voting shares to Rosen in a non-brokered private placement, thereby making Rosen the owner of 16.08% of the outstanding shares of Sniper Enterprises.
12. From around March 1999 to June 1999, Rosen's trading activity in the securities of Sniper Enterprises accounted for almost 30% of the total trading activity in the securities of Sniper Enterprises on the Vancouver Stock Exchange.

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13. On November 30, 1999, Commission staff issued an order under section 164 of the Act that Rosen cease trading in the securities of Sniper Enterprises because he had failed to file insider reports as required by section 87 of the Act.
14. To date Rosen has not yet filed a properly completed insider report as required by section 87 of the Act or a personal information form as required by section 90 of the Act.
15. On October 27, 2000 Commission staff issued an order pursuant to section 164 of the Act that cease traded the securities of Sniper Enterprises because it had failed to file its required financial statements and quarterly reports (the CTO). The CTO is still in effect.

Sniper Sports

16. Sniper Sports has never filed a prospectus, preliminary prospectus, or offering memorandum with the Commission.
17. Sniper Sports purported to be in the business of, among other things, manufacturing and selling hockey sticks.
18. From around August 2000 to March 2001 Moll and Rosen solicited and sold investments in Sniper Sports to individuals resident in British Columbia.
19. Rosen and Moll, in order to induce investors to purchase shares of Sniper Sports, collectively made the following misrepresentations:
 - (a) Sniper Sports had a commercial warehouse and office space.
 - (b) A certain British Columbia company was manufacturing segments of the hockey sticks that Sniper Sports sold.
 - (c) Sniper Sports had an agreement to merge with a large sporting goods manufacturer.
 - (d) Sniper Sports had an agreement to list its shares on a stock exchange under the name of a shell company (the Shell Company).
 - (e) Once the listing on the stock exchange occurred, the shares of Sniper Sports would be exchanged for shares of the Shell Company.

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- (f) The shares of the Shell Company would trade within a particular price range.

(collectively, the Sniper Sports Misrepresentations)

- 20. Rosen personally guaranteed to refund one potential investor's investment and one existing investor's investment if they were not satisfied with their purchase of the shares of Sniper Sports.
- 21. Approximately ten investors purchased shares of Sniper Sports. In exchange for their investments, some of the investors received share certificates that had "Sniper Sports Ltd." printed on their face.

North American Marketing

- 22. 592087 has never filed a preliminary prospectus, prospectus or offering memorandum with the Commission.
- 23. From around February 1999 to around June 2000 (the Relevant Period), Rosen and Moll, among other things, carried on business as "North American Marketing", "North American Marketing Ltd.", "North American Enterprises" and "North American Enterprises Ltd." (collectively, North American).
- 24. Rosen and Moll purported that North American manufactured, marketed and distributed a car tire detailing and polishing product called "Tire-Glo", also known as "Tire-Tux".
- 25. Rosen and Moll, in order to induce individuals to buy shares of North American, distributed promotional documents to individuals (the North American Documents).
- 26. The North American Documents contained the following misrepresentations:
 - (a) North American had an exclusive agreement with Tire-Glo Ltd., the owner of Tire-Glo, to manufacture, licence and market Tire-Glo.
 - (b) The shares of North American would be listed and posted for trading on a stock exchange by a particular date.

(collectively, the North American Misrepresentations)

- 27. During the Relevant Period, approximately 36 investors purchased shares of North American (the North American Investors). Approximately 32 of the North American Investors lived in British Columbia.

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28. Approximately 31 of the North American Investors purchased the North American Securities through an individual, who at that time was registered under the Act as an investment advisor. Approximately five of the North American Investors purchased the North American Securities directly through Moll and Rosen.
29. The North American Investors received share certificates that had both “North American Enterprises Ltd.” and “592087 B.C. Ltd.” printed on their face.

Breaches of the Act and Rules and Conduct Contrary to the Public Interest

Rosen

30. In relation to Sniper Sports, Rosen:

- (a) without registration under the Act, and without an exemption from the registration requirements of the Act, traded shares of Sniper Sports, contrary to section 34(1)(a) of the Act;
- (b) participated in an illegal distribution of the shares of Sniper Sports, contrary to section 61 of the Act;
- (c) while engaging in investor relations activities or with the intention of effecting a trade in the shares of Sniper Sports:
 - (i) represented that he would repurchase shares of Sniper Sports, or would refund all or any of the purchase price of the shares of Sniper Sports, contrary to section 50(1)(a) of the Act;
 - (ii) gave an undertaking relating to the future value or price of the shares of Sniper Sports, contrary to section 50(1)(b) of the Act;
 - (iii) represented, without obtaining the prior approval of the Executive Director, that the shares of Sniper Sports would be posted on an exchange, or quoted on a quotation and trade reporting system, contrary to section 50(1)(c) of the Act;
 - (iv) made the Sniper Sports Misrepresentations when he knew or ought to have known that the statements were false statements of facts that could reasonably be expected to affect significantly the market price or value of the shares of Sniper Sports, contrary to section 50(1)(d) of the Act; and

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- (d) perpetrated fraud on persons in British Columbia by making the Sniper Sports Misrepresentations, contrary to section 57 of the Act.

31. In relation to North American, Rosen:

- (a) without registration under the Act, and without an exemption from the registration requirements of the Act, traded shares of North American, contrary to section 34(1)(a) of the Act;
- (b) participated in an illegal distribution of the shares of North American, contrary to section 61 of the Act;
- (c) while engaging in investor relations activities or with the intention of effecting a trade in the shares of North American:
 - (i) represented, without obtaining the prior approval of the Executive Director, that the shares of North American would be posted on an exchange, or quoted on a quotation and trade reporting system, contrary to section 50(1)(c) of the Act;
 - (ii) made the North American Misrepresentations when he knew or ought to have known that the statements were false statements of facts that could reasonably be expected to affect significantly the market price or value of the shares of North American, contrary to section 50(1)(d) of the Act; and
- (d) perpetrated fraud on persons in British Columbia by making the North American Misrepresentations, contrary to section 57 of the Act.

32. In relation to Sniper Enterprises, Rosen while owning more than 10% of Sniper Enterprises and while acting as a director of Sniper Enterprises:

- (a) failed to file an insider report in the required form within 10 days of becoming an insider, contrary to section 87(2) of the Act;
- (b) failed to file insider reports in the required form disclosing changes in his ownership of, or control, or direction over, securities of Sniper Enterprises, contrary to section 87(4) of the Act; and
- (c) failed to file a personal information form, contrary to section 90 of the Act.

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33. Further, it would be in the public interest, as set out in section 161 of the Act, to prohibit Rosen from operating in the capital markets of British Columbia because of the conduct outlined in this Notice of Hearing.

Moll

34. In relation to Sniper Sports, Moll:

- (a) without registration under the Act, and without an exemption from the registration requirements of the Act, traded shares of Sniper Sports, contrary to section 34(1)(a) of the Act;
- (b) participated in an illegal distribution of the shares of Sniper Sports, contrary to section 61 of the Act;
- (c) while engaging in investor relations activities or with the intention of effecting a trade in the shares of Sniper Sports:
 - (i) gave an undertaking relating to the future value or price of the shares of Sniper Sports, contrary to section 50(1)(b) of the Act;
 - (ii) represented, without obtaining the prior approval of the Executive Director, that the shares of Sniper Sports would be posted on an exchange, or quoted on any quotation and trade reporting system, contrary to section 50(1)(c) of the Act;
 - (iii) made the Sniper Sports Misrepresentations when he knew or ought to have known that the statements were false statements of facts that could reasonably be expected to affect significantly the market price or value of the shares of Sniper Sports, contrary to section 50(1)(d) of the Act; and
- (d) perpetrated fraud on persons in British Columbia by making the Sniper Sports Misrepresentations, contrary to section 57 of the Act.

35. In relation to North American, Moll:

- (a) without registration under the Act, and without an exemption from the registration requirements of the Act, traded shares of North American, contrary to section 34(1)(a) of the Act;
- (b) participated in an illegal distribution of the shares of North American, contrary to section 61 of the Act;

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- (c) while engaging in investor relations activities or with the intention of effecting a trade in the shares of North American:
 - (i) represented, without obtaining the prior approval of the Executive Director, that the shares of North American would be posted on an exchange, or quoted on a quotation and trade reporting system, contrary to section 50(1)(c) of the Act;
 - (ii) made the North American Misrepresentations when he knew or ought to have known that the statements were false statements of facts that could reasonably be expected to affect significantly the market price or value of the shares of North American, contrary to section 50(1)(d) of the Act; and
- (d) perpetrated fraud on persons in British Columbia by making the North American Misrepresentations, contrary to section 57 of the Act.

36. Further, it would be in the public interest, as set out in section 161 of the Act, to prohibit Moll from operating in the capital markets of British Columbia because of the conduct outlined in this Notice of Hearing.

Sniper Sports

- 37. Sniper Sports traded its securities without any applicable exemption from the registration requirements of the Act and Rules, contrary to section 34(1)(a) of the Act.
- 38. Sniper Sports distributed its securities without filing a prospectus, and without any applicable exemption from the prospectus requirements of the Act, contrary to section 61 of the Act.

592087

- 39. 592087 traded its securities without any applicable exemption from registration requirements of the Act and Rules, contrary to section 34(1)(a) of the Act.
- 40. 592087 distributed its securities without filing a prospectus, and without any applicable exemption from the prospectus requirements of the Act and Rules, contrary to section 61 of the Act.

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- ¶ 3 The Respondents may each 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 the Hearing by informing the Commission Secretary at P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC, V7Y 1L2; phone: (604) 899-6500; email: commsec@bcsc.bc.ca.
- ¶ 4
- ¶ 5 The Respondents or their counsel are required to attend at the 12th Floor Hearing Room, 701 West Georgia Street, Vancouver, British Columbia, on Wednesday, June 4, 2003, at 9:00 am if they wish to be heard before the Commission sets a date for the Hearing.
- ¶ 6 Determinations may be made in this matter if the Respondents or their respective counsel do not appear at the Hearing.
- ¶ 7 May 7, 2003
- ¶ 8 Martin Eady
A/Executive Director