

# 2004 BCSECCOM 109

## Schedule "A" Settlement Agreement

**Gregory Robert Fedun**

*Securities Act, RSBC 1996, c. 418*

- ¶ 1 The following settlement of issues has been reached between Gregory Robert Fedun (Fedun) and the Executive Director.

### **Agreed Statement of Facts**

- ¶ 2 As the basis for the undertakings and orders referred to in this settlement, Fedun acknowledges the following facts as correct:

#### **Iciena Ventures Inc.**

1. Iciena Ventures Inc. (Iciena) is a reporting issuer in British Columbia and its shares are listed for trading on the TSX Venture Exchange (Exchange).
2. Fedun has been the President and a Director of Iciena since March 2002.
3. From March to December of 2002, Fedun made changes in his direct or indirect beneficial ownership of, or control or direction over, securities of Iciena, for which he failed to file insider reports as required by section 87 of the Securities Act RSBC 1996 c. 418. Specifically he did not report 132 transactions, in which he disposed of 1,450,500 shares and acquired 595,500 shares of Iciena through the facilities of the Exchange. This trading represented approximately 16% of the trading activity in Iciena's stock during this time. Fedun has since correctly filed his insider reports.

#### **Candorado Operating Company Ltd.**

4. Candorado Operating Company Ltd. (Candorado) is a reporting issuer in British Columbia and its shares are listed for trading on the Exchange.
5. Fedun has been Director of Candorado since August 15, 2002.
6. From August 2002 to January of 2003, Fedun made changes in his direct or indirect beneficial ownership of, or control or direction over, securities of Candorado, for which he failed to file insider reports as required by section 87 of the Act. Specifically he did not report 24 transactions, in which he disposed of 557,800 shares and acquired 55,000 shares of Candorado through the facilities of the Exchange. This trading represented approximately 9% of the trading activity in Candorado's stock during this time. Fedun has since correctly filed his insider reports.

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### **Algorithm Media Inc.**

7. Algorithm Media Inc. (Algorithm) is a reporting issuer in British Columbia and its shares are listed for trading on the Exchange.
8. Fedun has been Director of Algorithm since August 13, 2002.
9. From August 2002 to September 2002, Fedun made changes in his direct or indirect beneficial ownership of, or control or direction over, securities of Algorithm, for which he failed to file insider reports as required by section 87 of the Act. Specifically he did not report 5 transactions, in which he disposed of 51,500 shares and acquired 32,000 shares of Algorithm through the facilities of the Exchange. This trading represented approximately 14% of the trading activity in Algorithm's stock during this time. Fedun has since correctly filed his insider reports.

### **Mitigating Factors**

10. Fedun represents, and the Executive Director accepts, that Fedun's failure to file was not an attempt to conceal his trading activity from the public.

### **Undertakings**

¶ 3 Fedun undertakes and agrees as follows:

1. to comply fully with the Act, *Securities Rules*, B.C. Reg. 194/97, and any applicable regulations, policies and guidelines, from the date of this agreement;
2. to not say anything, in writing or orally, which may contradict the terms of this settlement or call those terms into question; and
3. to pay to the Commission, upon execution of this agreement the sum of \$5,000, \$1,000 of which represents the costs of the investigation.

### **Order**

¶ 4 Fedun consents to an order by the Executive Director (the Order) that:

1. under section 161(1)(c) of the Act, the exemptions described in sections 44 to 47, 74, 75, 98 and 99 of the Act do not apply to Fedun for a period of one year from the date of the Order, except subject to item 2, Fedun may rely on section 45(2)(7) of the Act to trade securities in one account in his own name; and

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2. under section 161(1)(d)(ii) of the Act that Fedun is prohibited from becoming or acting as a director or officer of any other reporting issuer except for Iciena, Candorado and Algorithm until the date he has both successfully completed a course of study satisfactory to the Executive Director concerning the duties and responsibilities of directors and officers and filed with the Executive Director evidence that he has successfully completed the course.

### **Waiver**

- ¶ 5 Fedun waives any right he may have, under the Act or otherwise, to a hearing, hearing and review, judicial review or appeal related to, in connection with, or incidental to this agreement.

- ¶ 6 January 15, 2004

- ¶ 7 “Gregory Robert Fedun” )  
Gregory Robert Fedun

“Greg Yanke” )  
Witness Signature )  
Gregory Yanke )  
Witness Name (please print) )  
Gregory S. Yanke, Law Corporation  
200 – 675 West Hastings Street, Vancouver )  
Address )  
Lawyer )  
Occupation )

- ¶ 8 February 17, 2004

- ¶ 9 Stephen J. Wilson  
Executive Director