

2007 BCSECCOM 332

Schedule A

Settlement Agreement

D.W. Good Investment Company Limited

Securities Act, RSBC 1996, c. 418

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and D.W. Good Investment Company Limited (DW) agree as follows:

Agreed Statement of Facts

1. DW is, and throughout the period in question was, registered as a mutual fund dealer in the province of Alberta.
2. DW was registered in British Columbia (BC) from February 23, 2005 to December 31, 2005, when it surrendered its registration.
3. From January 1, 2006 to January 24, 2007 (the Relevant Period), DW serviced accounts for at least 24 BC residents and conducted a total of 13 purchases and 8 redemptions in those accounts.
4. DW was re-registered in BC on January 25, 2007 as a mutual fund dealer.
5. By trading with the BC clients during the Relevant Period without being able to rely upon any exemption from the registration requirements of the *Securities Act, RSBC 1996, c. 418*, DW breached section 34 of the Act.

Mitigating Factors

6. Staff of the Commission is not aware of any complaints having been made by DW's BC resident clients.
7. DW does not have a previous regulatory history with the Commission.
8. DW actively cooperated with staff of the Commission during the course of the investigation of this matter.

2007 BCSECCOM 332

Public Interest

9. DW acted contrary to the public interest by engaging in the conduct set out above.

Undertaking

10. DW undertakes to pay \$3,500 to the British Columbia Securities Commission in respect of settlement of this matter, which sum is due and payable immediately without further demand. This includes \$1,000 in respect of registration fees that otherwise would have been payable to the British Columbia Securities Commission if it had been registered under the Act as required.

Order

- ¶ 2 The Executive Director will issue an order (the Order) that:
 1. under section 161(1)(a) of the Act, DW will comply fully with the Act, the *Securities Rules*, B.C. Reg. 194/97, and any applicable regulations.
 2. under section 161(1)(f) of the Act that DW be reprimanded.

Consent to Reciprocal Orders

- ¶ 3 Any securities regulator in Canada may rely on the facts admitted in this agreement solely for the purpose of making an order similar to the one contemplated above.

Waiver

- ¶ 4 DW waives any right it 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 settlement.

2007 BCSECCOM 332

Counterpart

¶ 5 This Settlement Agreement may be executed in counterpart or by facsimile execution and all such counterparts of executed copies or faxed copies shall be read or construed together as if they formed one originally executed document.

¶ 6 June 4, 2007

¶ 7 “Dan Good”
D.W. Good Investment Company Limited
(Signing Authority)

“Dan Good”
Print Signing Authority Name

“J Kessler”)
Witness Signature)
“Janet Kessler”)
Witness Name (please print))
6942 21 Avenue)
Edmonton AB T6K 2H4)
Address)
Financial Advisor)
Occupation)

¶ 8 June 13, 2007

“B. Leong”

¶ 9 Brenda M. Leong
Executive Director