

# 2010 BCSECCOM 604

## Settlement Agreement

Nola Wanda Beecroft

*Securities Act, RSBC 1996, c. 418 (the Act)*

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and Nola Wanda Beecroft, also known as Nola Keller (Beecroft), agree as follows:

### Agreed Statement of Facts

#### *Background*

1. Blue Lighthouse Ltd. (BLL) is a Northern Ireland company. It is not a reporting issuer in British Columbia. BLL purported to possess an archive on shipwrecks that carried valuable cargo at the time of their sinking during World War I and World War II.
2. MCL Ventures Inc. (MCL) was incorporated and had an office in Victoria, British Columbia. MCL was an agent of BLL in British Columbia.
3. Beecroft is a 55-year-old resident of Victoria, British Columbia. She is not a director or officer of MCL. Her role at MCL was to do research for BLL. She also introduced investors to BLL.

#### *Misconduct*

4. From March 2009 to April 2010, MCL raised approximately \$312,000 by selling BLL securities to 22 investors (the Distributions), mostly residents of British Columbia (the Investors). The investment in BLL purportedly entitled the Investors to receive a percentage of proceeds from salvage operations conducted on shipwrecks from BLL's archive.
5. Beecroft engaged in the following acts in furtherance of the Distributions:
  - (a) Introduced 11 investors to MCL, who collectively invested \$169,000 in BLL securities;
  - (b) Signed 16 Investment Warrant Agreements on behalf of MCL;
  - (c) Received approximately \$41,000 as commissions and salary for doing research for BLL.
6. Beecroft and her family invested \$95,000 in BLL, and have not recovered any money on their investment.

## 2010 BCSECCOM 604

7. At the time of the Distributions Beecroft was not registered under the Act in any capacity.
8. No prospectus or offering memorandum has been filed with the Commission and no exemptions applied to the distributions of BLL securities to the Investors.
9. By introducing investors and facilitating the Distributions, Beecroft:
  - (a) traded in securities without being registered, contrary to section 34(1) of the Act; and
  - (b) distributed securities for which a prospectus has not been filed, contrary to section 61 of the Act.

### ***Public interest***

10. Beecroft acted contrary to the public interest by engaging in the conduct set out above.

### **Order**

¶ 2 The Executive Director will issue an order that (the Order):

1. under section 161(1)(b) of the *Securities Act*, RSBC 1996, c. 418, Beecroft cease trading in and be prohibited from purchasing any securities, except that she may trade and purchase securities through one account in her own name through a registered representative if she provides a copy of this Order to the registered representative before any trade;
2. under section 161(1)(d)(i) and (ii) of the Act, Beecroft be prohibited from becoming or acting as a director or officer of any issuer except a private issuer in which she or members of her family are the sole shareholders;
3. under section 161(1)(d)(iv) of the Act, Beecroft be prohibited from acting in a management or consultative capacity in connection with activities in the securities market; and
4. under section 161(1)(d)(v) of the Act, Beecroft be prohibited from engaging in investor relations activities

for a period of five years from the date of the Order.

# 2010 BCSECCOM 604

## 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 a similar Order.

## Waiver

¶ 4 Beecroft waives any right she 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.

## 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 October 27, 2010

Nola Beecroft

¶ 7 Nola Wanda Beecroft

Michael Jolicoeur  
Witness Signature )  
Michael Jolicoeur  
Witness Name (please print) )  
203-1005 Cook Street  
Victoria, BC )  
Address )  
Lawyer  
Occupation )

¶ 8 October 29, 2010

Paul C. Bourque

¶ 9 Paul C. Bourque, Q.C.  
Executive Director