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SECRETARY TO THE  
B.C. SECURITIES  
COMMISSION

11 1989  
IN THE MATTER OF THE SECURITIES ACT  
S.B.C. 1985, c.83, AS AMENDED

AND

IN THE MATTER OF LESLIE PHILIP PRICE, BRIAN EDWARD STANFORD  
and WILLIAM THOMAS LIGHTBODY

AGREED STATEMENT OF FACTS AND UNDERTAKING

The following agreement has been reached between  
Leslie Philip Price ("Price") and the Superintendent of  
Brokers (the "Superintendent");

1. As the basis for orders made pursuant to sections 145 and 145.1 of the Securities Act, S.B.C. 1985, c.83, as amended (the "Act") withdrawing the statutory exemptions of Price and prohibiting Price from becoming or acting as a director or officer of any reporting issuer, Price acknowledges the following facts as correct:
  - a) Brian Edward Stanford ("Stanford") was a shareholder and principal of Anglo Securities Ltd. ("Anglo"), a registered dealer under the Act and a member of the Vancouver Stock Exchange (the "Exchange");
  - b) Carepoint Medical Services Ltd. ("Carepoint") at all material times was listed for trading on the Exchange and William Thomas Lightbody ("Lightbody") was a director, officer and promoter of Carepoint from November 1985 to August 1986;
  - c) Carepoint issued a Statement of Material Fact with an effective date January 27, 1986 under which it offered 550,000 shares to the public. Anglo was appointed Carepoint's agent to offer 400,000 of the

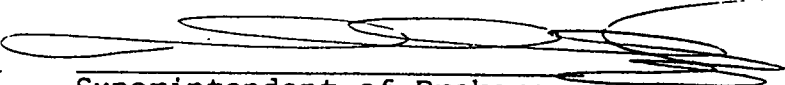
shares to the public which distribution was completed.

- d) during the period from January 1986 to August 1986 inclusive, Price was authorized to trade in, or in the alternative, was giving trading instructions for at least 13 separate trading accounts at Anglo (the "Trading Accounts") in which accounts there were trades in the shares of Carepoint (the "Securities");
- e) during the period from January 1986 to August 1986 inclusive, Price, with the acquiescence of Stanford, directly or indirectly traded in the Securities. These trades resulted in a misleading appearance of trading activity in and/or an artificial price for the Securities;
- f) during the period January 1986 to August 1986 inclusive, Price with the acquiescence of Stanford entered orders for the Securities through the Trading Accounts but did not make full settlement of the accounts as they became due;
- g) the inability of Price to settle the Trading Accounts at Anglo, in conjunction with Anglo's other capital deficiencies contributed to a deficiency in its net free capital position as required by the rules of the Exchange, leading to the financial failure of Anglo in or about August 1986;
- h) on April 10, 1984, the Exchange decided with regard to the affairs of Starburst Energy Corp. ("Starburst"), that Price had purchased warrants of Starburst with the effect of unduly disturbing the normal position of the market for the warrants and created an abnormal market condition in which the market price of the warrants did not reflect their value at the time. As a result Price was prohibited from acting as director or officer of an Exchange listed company or as a management consultant to any Exchange listed company for a period of one year;

- i) The Honourable Mr. Justice Taylor in his Reasons for Judgment dated April 26, 1988, and November 4, 1988 in an action between Bobby Huff and Ann Donnelly v. Price and others, being Action No. C834847, found Price liable for punitive, exemplary and other damages for breach of his fiduciary duty to the Plaintiffs. Price has appealed both the Reasons for Judgment and no date for the hearing has been set.
2. Price consents to an order of the Superintendent pursuant to sections 145 and 145.1 of the Act in the form of order attached hereto as Schedule "A";
3. Price waives his right to a hearing a review by the British Columbia Securities Commission pursuant to section 149 of the Act with respect to the order;

Dated at Vancouver, British Columbia this 14  
day of April, 1989.

  
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Leslie Philip Price

  
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Superintendent of Brokers