

2004 BCSECCOM 657

Settlement Agreement

William Ronald Moll

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

- ¶ 1 The following settlement of issues has been reached between William Ronald Moll (Moll) and the Executive Director.
- ¶ 2 As the basis for the undertakings and orders referred to in this settlement, Moll acknowledges the following facts as correct:
1. Moll is a resident of British Columbia and has never been registered in any capacity under the *Securities Act*, RSBC 1996, c. 418 (the Act).
 2. 592087 BC Ltd. (592087) is a company that was incorporated under the laws of British Columbia on September 8, 1999. It was removed from the corporate registry on February 21, 2003 for failure to file annual reports.
 3. Glenn Anthony Rosen (Rosen) and Moll were directors of 592087 from the date of its incorporation until February 21, 2003.
 4. Sniper Sports Ltd. (Sniper Sports) is a company that was incorporated under the laws of British Columbia on August 23, 2000. Sniper Sports was removed from the corporate registry on January 23, 2004 for failure to file annual reports.
 5. Rosen was the director of Sniper Sports from the date of its incorporation until January 23, 2004.
 6. Moll was a director of Sniper Sports from March 2001 until January 23, 2004.

North American

7. 592087 has never filed a preliminary prospectus, prospectus or offering memorandum with the Commission.
8. 592087 carried on business under the names North American Marketing, North American Marketing Ltd., North American Enterprises and North American Enterprises Ltd. (collectively, North American).
9. From about September 1999 to June 2000, Moll directly solicited at least three residents of British Columbia to purchase the securities of North American, raising approximately \$30,000.

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10. Moll, in order to induce individuals to buy shares of North American, made the following misrepresentations:
- (a) North American had purchased the exclusive rights to manufacture, market and distribute a tire-cleaning formula called "Tire-Glo", also known as "Tire-Tux"; and
 - (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).

Sniper Sports

11. Sniper Sports has never filed a prospectus, preliminary prospectus, or offering memorandum with the Commission.
12. Sniper Sports purported to be in the business of manufacturing and selling hockey sticks.
13. From about February 2001 to April 2001, Moll solicited and sold securities in Sniper Sports to at least two individuals resident in British Columbia, raising approximately \$20,000.
14. Moll, in order to induce investors to purchase shares of Sniper Sports, made the following misrepresentations:
- (a) Sniper Sports had an agreement to list its shares on a stock exchange under the name of a shell company (the Shell Company);
 - (b) once the listing on the stock exchange occurred, the shares of Sniper Sports would be exchanged for shares of the Shell Company; and
 - (c) the shares of the Shell Company would trade within a particular price range.

(collectively, the Sniper Sports Misrepresentations).

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

15. Moll:

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- (a) without registration under the Act, and without an exemption from the registration requirements of the Act, traded shares of North American and Sniper Sports, contrary to section 34(1)(a) of the Act;
- (b) participated in illegal distributions of the shares of North American and Sniper Sports, contrary to section 61 of the Act;
- (c) while engaging in investor relations activities, or with the intention of effecting trades in the shares of North American and Sniper Sports:
 - (i) gave undertakings 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 prior approval of the Executive Director, that the shares of North American and 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;
 - (iii) made the North American Misrepresentations and 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 significantly affect the market price or value of the shares of North American and Sniper Sports, contrary to section 50(1)(d) of the Act; and
- (d) perpetrated frauds on persons in British Columbia by making the North American Misrepresentations and the Sniper Sports Misrepresentations, contrary to section 57 of the Act.

Mitigating Factors

- ¶ 3 The Executive Director has taken into account the following facts as mitigating the sanctions that would otherwise apply in the public interest:
1. Moll played a secondary role in the distribution of the securities of North American and Sniper Sports. He was responsible for directly soliciting only a small number of the investors who purchased the securities of the companies. At all material times, Rosen was the directing mind of North American and Sniper Sports, and he received and controlled the funds that were raised from the distributions.
 2. The Executive Director is satisfied that Moll is financially unable, and does not have any reasonable prospects of being able, to pay to the Commission the

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amount of \$25,000 that would otherwise be required of him with respect to the misconduct described in this Settlement Agreement.

Undertaking

¶ 4 Moll undertakes to:

1. comply fully with the Act and all securities regulations relating to the Act, and with all successor legislation and regulations, from the date of this settlement;
2. pay to the Commission the sum of \$10,000, of which \$2,500 represents the costs of the investigation; and
3. not say anything, in writing or orally, which may contradict the terms of this settlement or call those terms into question.

Order

¶ 5 Moll consents to an order by the Executive Director (the Order) that:

1. under section 161(1)(b) of the Act, Moll cease trading, and be prohibited from purchasing, any securities until ten years from the date of the Order;
2. under section 161(1)(d) of the Act, Moll resign any position he holds as a director and officer of any issuer, and be prohibited from becoming or acting as a director or officer of any issuer, until ten years from the date of the Order; and
3. under section 161(1)(d) of the Act, Moll be prohibited from engaging in investor relations activities on behalf of any issuer until ten years from the date of the Order.

Waiver

¶ 6 Moll waives any right he may have, under the Act or otherwise, to a hearing,

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hearing and review, judicial review or appeal related to, in connection with, or incidental to this settlement.

¶ 7 November 16, 2004.

¶ 8 “William Ronald Moll”
William Ronald Moll

“Bea MacDonald”)
Witness Signature)
Bea MacDonald)
Witness Name (please print))
)
701 West Georgia Street)
Address)
Receptionist)
Occupation)

¶ 9 November 16, 2004

“Brenda M. Leong”

¶ 10 Brenda M. Leong
Executive Director