



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, c.S.5, as amended**

- and -

IN THE MATTER OF

**GROUND WEALTH INC., MICHELLE DUNK,
ADRION SMITH, JOEL WEBSTER, DOUGLAS DEBOER,
ARMADILLO ENERGY INC., ARMADILLO ENERGY, INC.,
and ARMADILLO ENERGY, LLC (aka ARMADILLO ENERGY LLC)**

- and -

IN THE MATTER OF

**A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION and
GROUND WEALTH INC., MICHELLE DUNK,
DOUGLAS DEBOER and JOEL WEBSTER**

ORDER

WHEREAS on February 1, 2013, the Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the “Act”) in respect of Ground Wealth Inc. (“GWI”) , Michelle Dunk (“Dunk”), Adrion Smith (“Smith”), Joel Webster (“Webster”), Douglas DeBoer (“DeBoer”), Armadillo Energy Inc. (“Armadillo Texas”), Armadillo Energy, Inc. (“Armadillo Nevada”) and Armadillo Energy, LLC (“Armadillo Oklahoma”) (collectively, the “Respondents”);

AND WHEREAS on October 31, 2013, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS on October 31, 2013, Staff of the Commission filed an Amended Notice of Hearing;

AND WHEREAS the GWI, Dunk and DeBoer (collectively, the “Settling Respondents”) entered into a Settlement Agreement dated January 5, 2015 (the “Settlement Agreement”), in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated January 5, 2015, setting out that it proposed to consider the Settlement Agreement;

UPON reviewing the Settlement Agreement, the Notice of Hearing and the Amended Statement of Allegations, and upon considering submissions from the Respondents through their counsel and from Staff of the Commission;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS HEREBY ORDERED:

1. that the Settlement Agreement is hereby approved;
2. that, pursuant to s. 127(1)2 and s. 127(1)2.1 of the Act, trading and acquisition of any securities by GWI shall cease permanently;
3. that, pursuant to s. 127(1)2 and s. 127(1)2.1 of the Act, trading and acquisition of any securities by Dunk shall cease for a period of 8 years from the date of the approval of the Settlement Agreement, except that, following full payment of the administrative penalty and costs orders made against her as a result of this Settlement Agreement, Dunk shall be permitted to trade and acquire securities through a registrant for personal purposes in her own account, provided that she is not engaging in or holding herself out as engaging in the business of trading in securities, and provided Dunk first notifies the registrant of these conditions by delivering to the registrant a copy of this order;

4. that, pursuant to s. 127(1)2 and s. 127(1)2.1 of the Act, trading and acquisition of any securities by DeBoer shall cease for a period of 5 years from the date of the approval of the Settlement Agreement, except that, following full payment of the administrative penalty and costs orders made against him as a result of this Settlement Agreement, DeBoer shall be permitted to trade and acquire securities through a registrant for personal purposes in his own account, provided that he is not engaging in or holding himself out as engaging in the business of trading in securities, and provided DeBoer first notifies the registrant of these conditions by delivering to the registrant a copy of this order;
5. that, pursuant to s. 127(1)2 and s. 127(1)2.1 of the Act, trading and acquisition of any securities by Webster shall cease for a period of 2.5 years from the date of the approval of the Settlement Agreement, except that, following full payment of the administrative penalty and costs orders made against him as a result of this Settlement Agreement, Webster shall be permitted to trade and acquire securities through a registrant for personal purposes in his own account, provided that he is not engaging in or holding himself out as engaging in the business of trading in securities, and provided Webster first notifies the registrant of these conditions by delivering to the registrant a copy of this order;
6. that, pursuant to s. 127(1)3 of the Act, any exemptions contained in Ontario securities law do not apply to GWI permanently;
7. that, pursuant to s. 127(1)6 of the Act, the GWI, Dunk, DeBoer and Webster are reprimanded;
8. that, pursuant to s. 127(1)8.5 of the Act, GWI is prohibited permanently from becoming or acting as a registrant, an investment fund manager or a promoter;
9. that, pursuant to s. 127(1)8.5 of the Act, Dunk is prohibited for a period of 8 years from becoming or acting as a registrant, an investment fund manager or a promoter;
10. that, pursuant to s. 127(1)8.5 of the Act, DeBoer is prohibited for a period of 5 years from becoming or acting as a registrant, an investment fund manager or a promoter;
11. that, pursuant to s. 127(1)8.5 of the Act, Webster is prohibited for a period of 2.5 years from becoming or acting as a registrant, an investment fund manager or a promoter;

12. that, pursuant to s. 127(1)8 Dunk is prohibited for a period of 8 years from becoming or acting as a director or officer of any issuer;
13. that, pursuant to s. 127(1)8 DeBoer is prohibited for a period of 5 years from becoming or acting as a director or officer of any issuer;
14. that, pursuant to s. 127(1)8.2, 127(1)8.3 and 127(1)8.4 of the Act, Dunk is prohibited for a period of 8 years from becoming or acting as an officer or director of a registrant or investment fund manager;
15. that, pursuant to s. 127(1)8.2, 127(1)8.3 and 127(1)8.4 of the Act, DeBoer is prohibited for a period of 5 years from becoming or acting as an officer or director of a registrant or investment fund manager;
16. that, pursuant to s. 127(1)8.2, 127(1)8.3 and 127(1)8.4 of the Act, Webster is prohibited for a period of 2.5 years from becoming or acting as an officer or director of a registrant or investment fund manager;
17. that, pursuant to s. 127(1)9 of the Act, Dunk shall pay an administrative penalty of \$50,000 for her breaches of Ontario securities law in this matter, to be allocated under section 3.4(2)(b) to or for the benefit of third parties, or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets;
18. that, pursuant to s. 127(1)9 of the Act, DeBoer shall pay an administrative penalty of \$50,000 for his breaches of Ontario securities law in this matter, to be allocated under section 3.4(2)(b) to or for the benefit of third parties, or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets;
19. that, pursuant to s. 127(1)9 of the Act, Webster shall pay an administrative penalty of \$3,500 for his breaches of Ontario securities law in this matter, to be allocated under section 3.4(2)(b) to or for the benefit of third parties, or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets;

20. that, pursuant to s. 127(1)10 of the Act, GWI shall disgorge to the Commission the amount of \$1,300,000, obtained as a result of its breaches of Ontario securities law in this matter;

21. that, pursuant to s. 127.1(1) of the Act, Dunk shall pay \$7,500 as investigation costs in this matter; and,

22. that, pursuant to s. 127.1(1) of the Act, DeBoer shall pay \$7,500 as investigation costs in this matter.

DATED at Toronto this 6th day of January, 2015.

“Mary G. Condon”

Mary G. Condon