

**ALBERTA SECURITIES COMMISSION**

**SETTLEMENT AGREEMENT**

**Citation: Wilson, Re, 2010 ABASC 83**

**Date: 20100225**

**Docket: E/03363**

***Securities Act, R.S.A. 2000, c. S-4, as amended (Act)***

**Bradley Arthur Wilson**

**Agreed Facts**

*Introduction*

1. The staff of the Alberta Securities Commission (respectively, **Staff** and **Commission**) conducted an investigation into allegations that Bradley Arthur Wilson (**Wilson**) breached Alberta securities laws regarding illegal insider trading, and acted contrary to the public interest.
2. The investigation confirmed and Wilson admits that he breached the section of the *Act* referred to in this Settlement Agreement (**Agreement**), and that he acted contrary to the public interest.
3. Solely for securities regulatory purposes in Alberta and elsewhere, and as the basis for the settlement referred to in paragraph 19 of this Agreement, Wilson agrees to the facts and consequences set out in this Agreement.
4. Terms used in this Agreement have the same meaning as provided in Alberta securities laws, a defined term in the *Act*.

*Parties*

5. Bradley Arthur Wilson (**Wilson**) is a resident of Alberta and, at all material times, was employed as the operations manager of Alberta Clipper Energy Inc. (**Clipper**), a company engaged in oil and gas activity and a reporting issuer with shares listed on the TSX exchange.

*Circumstances*

6. In June and July of 2006, under Wilson's supervision, Clipper flow-tested a well at a newly discovered reservoir, brought a well at an existing reservoir into production, and flow-tested two wells at reservoirs discovered earlier.
7. The new well and the flow rates of these wells were material, and not generally disclosed until news-released at 10:09 a.m. ET on 24 July 2006. Clipper's share price closed at \$4.72 per share on 24 July, and at \$4.90 per share on 25 and 26 July.

8. Knowing of the new well and the flow rates, and before their general disclosure, Wilson purchased 26,000 shares in Clipper as follows:
  - a. 7,300 shares at \$4.10 per share on 11 July 2006; and
  - b. 18,700 shares at \$4.25 per share on 13 July 2006.
9. On 26-27 July 2006, following general disclosure, Wilson sold 26,000 shares in Clipper at \$4.96 per share, resulting in a profit of \$17,966.32.
10. In August and September of 2006, Clipper flow-tested two recently drilled wells (under Wilson's supervision) and approved the acquisition of land that increased the company's land holdings in respect of its "Leduc opportunity inventory" by 700%.
11. The land acquisition and the flow rates of these wells were material, and not generally disclosed until news-released at 9:00 a.m. ET on 18 September 2006. That day, Clipper's share price closed at \$6.10 per share.
12. Knowing of the land acquisition and the flow rates, and before their general disclosure, Wilson purchased 19,000 shares in Clipper as follows:
  - a. 1,000 shares at \$5.32 per share on 8 September 2006;
  - b. 6,000 shares at \$5.44 per share on 11 September 2006; and
  - c. 12,000 shares at \$5.50 per share on 13 September 2006.
13. The resulting accrued gain on the shares purchased in September 2006 was \$11,427.90.
14. The combined actual profit and accrued gain from Wilson's share purchases was approximately \$29,394.

*Breaches*

15. As a result of the conduct outlined above, Wilson admits that he breached sub-section 147(2) of the Act by purchasing securities in Clipper while he was in a special relationship with the company and had knowledge of material information about Clipper that had not been generally disclosed.
16. Wilson further admits that his conduct was contrary to the public interest.

*Other Circumstances Relevant to Settlement*

17. Wilson has not been previously sanctioned by the Commission.
18. This Agreement has saved the Commission the time and expense associated with a contested hearing.

**Settlement Payments**

19. Based on these facts and admissions, upon execution of this Agreement, Wilson will pay to the Commission the sum of \$44,091 in settlement of the allegations against him and the sum of \$14,900 towards the costs of the investigation, for a total sum of \$58,991.

**Administration**

20. Wilson acknowledges that he has sought and obtained independent legal advice and that he has voluntarily made the admissions in this Agreement.

21. Wilson waives any right existing under the Act, or otherwise, to a hearing, review, judicial review, or appeal of this matter.

22. Wilson acknowledges that this Agreement may be referred to in this or any other proceedings under the Act, and in securities regulatory proceedings in other jurisdictions.

23. The Agreement resolves all issues involving Wilson in this matter, as described above, and Staff will take no further steps against him arising from these facts.

24. The Agreement may be executed in counterpart.

Signed by Bradley Arthur Wilson at )  
Calgary, Alberta this \_\_\_\_ February 2010 )  
in the presence of: )

"Stephanie Rodgers" )  
WITNESS NAME )

"original signed by" )  
SIGNATURE )

"original signed by" )  
Bradley Arthur Wilson )

) ALBERTA SECURITIES COMMISSION )

Calgary, Alberta, 25 February 2010 )

) "original signed by" )  
) John P. Petch )

) Director, Enforcement )