



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

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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 Ontario Securities Commission (the "**Commission**") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5 (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**");

AND WHEREAS on October 31, 2013, the Commission issued an Amended Notice of Hearing and Staff of the Commission ("**Staff**") filed an Amended Statement of Allegations,

which amended the title of this proceeding by replacing the name “Armadillo Energy LLC” with “Armadillo Energy, LLC (aka Armadillo Energy LLC)” (collectively, “Armadillo Oklahoma”, as defined above);

AND WHEREAS GWI, Dunk, DeBoer and Webster (collectively, the “**Settling Respondents**”) entered into a Settlement Agreement dated March 11, 2014 (the “**Settlement Agreement**”) in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS on March 18, 2014, the Commission issued a Notice of Hearing to convene a hearing on March 24, 2014 at 9:30 am to consider whether it was in the public interest to approve the Settlement Agreement between Staff and GWI, Dunk, DeBoer and Webster (the “**Hearing**”);

AND WHEREAS on March 24, 2014, the Commission held the Hearing, and Staff and counsel to GWI, Dunk, DeBoer and Webster appeared and made submissions;

AND WHEREAS on March 24, 2014, the Commission ordered that the Hearing be adjourned and would continue on March 28, 2014 at 9:30 a.m.;

AND WHEREAS on March 28, 2014, the Commission continued the Hearing, and Staff and counsel to GWI, Dunk, DeBoer and Webster appeared and made submissions;

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

IT IS HEREBY ORDERED that the Hearing is adjourned and shall continue on April 7, 2014 at 10:00 a.m.

DATED at Toronto this 28th day of March, 2014.

“Mary G. Condon”

Mary G. Condon