

**ALBERTA SECURITIES COMMISSION**

IN THE MATTER OF the Securities Act  
S.A. 1981, c. S-6.1, as amended (the "Act")

- and -

IN THE MATTER OF Maurizio Forigo  
(the "Respondent")  
and  
Heritage Ventures Ltd.

**SETTLEMENT AGREEMENT AND UNDERTAKING**

1. INTRODUCTION

- 1.1 The Staff of the Alberta Securities Commission (the "Commission") conducted an investigation into allegations that the Respondent breached the requirements of the Act or rules pursuant to the Act (the "Rules"); and
- 1.2 the Executive Director and the Respondent have agreed to resolve the allegations against the Respondent in this matter based on the terms and conditions set out herein.

2. AGREED STATEMENT OF FACTS

- 2.1 Heritage Ventures Ltd. ("Heritage") was incorporated on December 23, 1986 under the laws of Alberta;
- 2.2 on April 25, 1988, Heritage became a reporting issuer in the Province of Alberta and on July 21, 1988, its shares were listed on the Alberta Stock Exchange;
- 2.3 the Respondent has been a director and insider of Heritage since July 21,

1988;

- 2.4 between May of 1996 and June of 1997, the Respondent, as a director of Heritage, caused Heritage to issue shares in 28 instances to various investors in reliance on the exemptions from the registration and prospectus requirements contained in subsections 65(1)(b) and (y) and 107(1)(b) and (z) of the Act;
- 2.5 contrary to Section 108 of the Act, reports of exempt trades ("Form 20s") relating to the trades conducted were not filed within 10 days, being filed instead on February 4, 1998;
- 2.6 the Respondent, as a director of Heritage, either expressly or by implication caused Heritage to fail to file such Form 20s as required by the Act;
- 2.7 the Respondent, as an insider of Heritage, failed to file a report under Section 147(1) within 10 days disclosing any direct or indirect beneficial ownership of or control or direction over securities of Heritage;
- 2.8 the Respondent, being an insider and
  - 2.8.1 being required to file a report under Section 147(2) of the Act; and
  - 2.8.2 whose direct or indirect beneficial ownership of or control or direction over securities of Heritage changed from that required to be shown in the report required to be filed under the Act;

did not file with the Executive Director, within 10 days from the day within which the change took place, a report of the change or changes in the report or latest report, as the case may be, setting forth those details of each transaction that are required by the Rules, contrary to Section 147(2) of the Act, particulars of which are:

between May 27, 1996 and May 21, 1997, the Respondent conducted 13 trades in securities of Heritage of which no trades were reported within the time period prescribed by the Act, instead being reported on February 24, 1998;

- 2.9 as a result of the foregoing, the Respondent acted in a manner contrary to the Act, the Rules and the public interest.

### 3. SETTLEMENT TERMS

- 3.1 The Respondent hereby undertakes to the Executive Director that he will make himself aware of the requirements of the Act and that he will comply with the Act and the Rules in the future;
- 3.2 the Respondent hereby undertakes to the Executive Director that before he, as a director of Heritage, causes, either expressly or by implication, Heritage to avail itself of any of the exemptions from the registration and prospectus requirements contained in the Act or Rules, he shall ensure that Heritage obtain legal advice regarding the use of such exemptions from an active member in good standing of the Law Society of Alberta practising in the area of securities law;
- 3.3 the undertaking described in paragraph 3.2 shall continue in force for a period of three (3) years, such period to run from the date of execution of this Settlement Agreement and Undertaking;
- 3.4 the Respondent hereby undertakes to the Executive Director not to trade, as that term is defined in the Act, in the securities of Heritage for a period of six (6) months, such period to run from the date of the execution of this Settlement Agreement and Undertaking;
- 3.5 the Respondent agree to pay to the Commission at the time of execution of this Settlement Agreement and Undertaking the sum of \$500.00 towards the costs of the investigation;
- 3.6 the Respondent hereby waives any right that he may have under the Act or otherwise to a hearing, review, judicial review or appeal of the matters referred to herein;

3.7 this Settlement Agreement and Undertaking resolves all matters described herein, and the Staff will take no further steps, including the initiation of any proceedings before the Commission in this regard.

Signed by Maurizio Forigo )  
at Calgary, Alberta this 27th day of )  
August in the presence of: ) "Original Signed By"  
 ) Maurizio Forigo  
 )  
"Original Signed" )  
WITNESS )  
 )

Dated at CALGARY, ALBERTA ) ALBERTA SECURITIES COMMISSION  
 )  
this 28<sup>th</sup> day of August, 1998 ) "Original Signed By"  
 ) H.C. Blakey  
 ) Director, Market Standards