



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
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**

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, as amended (the “Act”), in relation to a Statement of Allegations filed by Staff of the Commission (“Staff”) on February 1, 2013, 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 March 5, 2013, a hearing was held and Staff appeared and made submissions and advised that Smith, GWI, Dunk and Armadillo Nevada had been successfully served with the Notice of Hearing and Statement of Allegations, but that Staff required additional time to serve the Notice of Hearing and Statement of Allegations on Webster, DeBoer, Armadillo Texas, and Armadillo Oklahoma, and the Commission adjourned the matter to continue on April 8, 2013;

AND WHEREAS on March 5, 2013, counsel for GWI and Dunk appeared and made submissions, Smith appeared personally but made no submissions; and Webster, DeBoer, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS April 8, 2013, a hearing was held and Staff appeared and made submissions and filed materials confirming that GWI, Dunk, Smith, Webster, DeBoer, Armadillo Texas and Armadillo Nevada had now been served with the Statement of Allegations and Notice of Hearing, and that Armadillo Oklahoma is an inactive company;

AND WHEREAS Staff filed materials confirming that disclosure was being prepared and that Staff estimated that eight weeks would be required to complete production of the electronic disclosure briefs;

AND WHEREAS counsel for GWI, Dunk and DeBoer appeared and advised that his clients did not oppose an eight week adjournment of the proceedings without prejudice, and advised that he had been in contact with Smith and that Smith also did not oppose the requested adjournment;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada, and Armadillo Oklahoma did not appear;

AND WHEREAS there is a related temporary order, originally issued on July 27, 2011, (the "Temporary Order"), and amended and continued from time to time thereafter, which has been proceeding on the same dates as this matter;

AND WHEREAS the present respondents to the Temporary Order, being GWI, Dunk, Smith, Webster, DeBoer, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma, are all respondents to this proceeding initiated by the February 1, 2013 Notice of Hearing;

AND WHEREAS the Commission is of the opinion that it is in the public interest to do so;

IT IS HEREBY ORDERED:

1. That the hearing in this matter is adjourned to June 6, 2013, at 11:00 a.m., or on such other date and time as may be set by the Office of the Secretary; and,
2. Any further notices and orders in this matter shall proceed under a single style of cause of the proceeding initiated by the February 1, 2013 Notice of Hearing, being “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.”

DATED at Toronto this 8th day of April, 2013.

“Mary G. Condon”

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