

**IN THE MATTER OF THE SECURITIES ACT
R.S.N.S. 1989, CHAPTER 418, AS AMENDED ("Act")**

- AND -

IN THE MATTER OF WILLIAM FLEMING ("Respondent")

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

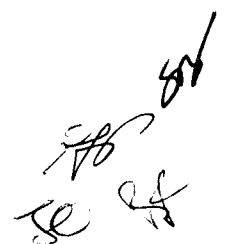
1. The parties to this Settlement Agreement ("Agreement") are the Respondent and Staff of the Nova Scotia Securities Commission.
2. The parties agree that the Nova Scotia Securities Commission ("Commission") has jurisdiction over this matter.
3. The parties agree to recommend to the Commission approval of this Agreement in accordance with the terms and process set out herein.

PART II – PROCEDURE FOR APPROVAL OF THE AGREEMENT

4. Staff of the Commission ("Staff") agrees to request that a Notice of Hearing be issued setting down a hearing ("Settlement Hearing") wherein the Commission will consider whether it is in the public interest to approve this Agreement and to issue an Order in the form attached as **Schedule "A"**.
5. The parties agree that the Agreement constitutes the entirety of evidence to be submitted to the Commission at the Settlement Hearing.
6. Staff agrees to recommend that the allegations acknowledged and admitted by the Respondent be resolved and disposed of in accordance with this Agreement.
7. The Parties acknowledge that this Agreement will become a public document upon its approval by the Commission at the Settlement Hearing.

PART III – STATEMENT OF AGREED FACTS

8. The parties to this Agreement acknowledge and agree that the facts and conclusions set out herein are for the purposes of this Agreement only and further agree that this agreement of facts is without prejudice to the Respondent in any other proceeding of any kind including, but without limiting the generality of the foregoing, any civil or other proceeding which may be brought by any other person or agency. Staff and the Respondent agree with the facts and the conclusions set out in this Part of the Agreement.



9. The Respondent was an insider of The Helical Corporation Inc. ("Helical"), as defined by the Act during the period December 12, 2005 to January 2, 2007. Helical is a reporting issuer in Nova Scotia.
10. On September 15, 2006, the Respondent purchased 60,000 common shares of Helical at \$0.0316 per share for a purchase price of \$1900.00.
11. On January 15, 2007, after the Respondent ceased to be an insider, he sold those 60,000 common shares of Helical at \$0.03 per share for a sale price of \$1800.00.
12. The Respondent failed to register as an insider and failed to file a report of an insider within 10 days of the end of month of September 2006 thereby violating section 113 of the Act.

PART IV – ACKNOWLEDGMENT AND ADMISSION

13. The Respondent acknowledges and admits that he violated section 113 of the Act.
14. The Respondent admits the facts set forth in Part III herein and acknowledges that he violated Nova Scotia securities laws.

PART V - MITIGATING FACTORS

15. The Respondent acknowledges and accepts responsibility for his conduct which is the subject matter of this Agreement.
16. The Respondent cooperated with Staff's investigation of this matter.
17. Through oversight, the Respondent was not aware that he was required to register as an insider and file insider reports. The Respondent did not intentionally violate the Act or intentionally mislead investors.

PART VI – TERMS OF SETTLEMENT

18. The terms of settlement are set forth in the Order contained in **Schedule "A"** to this Agreement which is expressly incorporated herein.
19. The Respondent consents to the Order contained in **Schedule "A"**.

PART VII – COMMITMENTS

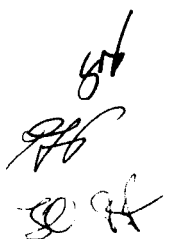
20. If this Agreement is approved and the Order as set out in **Schedule "A"** is granted, the parties agree to waive any right to a full hearing and judicial review and appeal of this matter.

Handwritten signatures and initials:
yod
PFB
JE JS

21. If this Agreement is approved by the Commission, the parties will not in any way make any statement, public or otherwise, that is inconsistent with the terms of this Agreement.
22. If this Agreement is approved by the Commission, the Respondent agrees to abide by all terms of this Agreement as set out in the Order attached as **Schedule "A"**.
23. If this Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against the Respondent in relation to the facts set out herein.
24. If, for any reason whatsoever, this Agreement is not approved, or the Order set forth in **Schedule "A"** is not granted by the Commission:
 - a. Staff and the Respondent will be entitled to proceed to a hearing of the allegations which are the subject matter of this Agreement unaffected by the Agreement or the settlement negotiations;
 - b. The terms of the Agreement will not be raised in any other proceeding or disclosed to any person except with the written consent of Staff and the Respondent or as may otherwise be required by law; and
 - c. The Respondent agrees that he will not raise in any proceeding the Agreement or the negotiations or process of approval thereof as a basis of any attack or challenge of the Commission's jurisdiction, alleged bias, appearance of bias, alleged unfairness or any other challenge that may otherwise be available.
25. If, in the view of Staff and prior to the approval of this Agreement by the Commission, there are new facts or issues of substantial concern regarding the facts set out in Part III of this Agreement, Staff will be at liberty to withdraw from this Agreement. Notice of such intention will be provided to the Respondent in writing. In the event of such notice being given, the provisions of paragraph 24 in this Part will apply as if this Agreement had not been approved in accordance with the procedures set out herein.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

26. Staff or the Respondent may refer to any or all parts of this Agreement as required by the General Rules of Practice and Procedure and in the course of the Settlement Hearing. Otherwise, this Settlement Agreement and its terms will be treated as confidential by all parties to it until approved by the Commission, and forever if, for any reason whatsoever, this settlement is not approved by the Commission.

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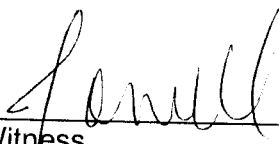
PART IX – EXECUTION OF SETTLEMENT AGREEMENT

27. This Agreement may be signed in one or more counterparts that together shall constitute a binding agreement and a facsimile copy of any signature shall be as effective as an original signature.


DATED at Halifax, Nova Scotia, this 16 day of November, 2010.

SIGNED, SEALED AND DELIVERED

In the presence of:



Witness



William Fleming

DATED at Halifax, Nova Scotia, this 18th day of November, 2010.

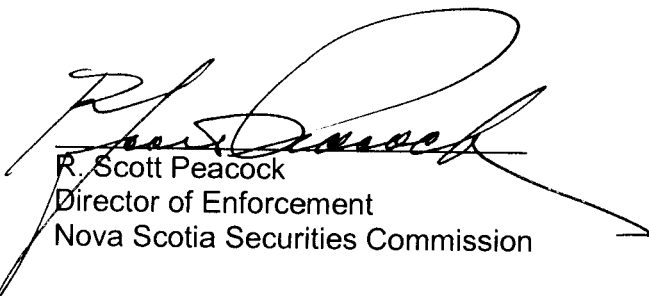
SIGNED, SEALED AND DELIVERED

In the presence of:

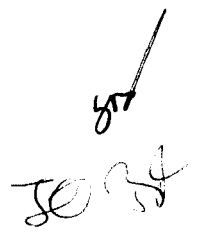
**Staff of the Nova Scotia Securities
Commission**



Witness



R. Scott Peacock
Director of Enforcement
Nova Scotia Securities Commission



SCHEDULE "A"

**IN THE MATTER OF THE SECURITIES ACT
R.S.N.S. 1989, CHAPTER 418, AS AMENDED ("Act")**

- AND -

IN THE MATTER OF WILLIAM FLEMING ("Respondent")

**ORDER
(Sections 134(1)(a)(i), 135 and 135A)**

WHEREAS on _____, 2010 the Nova Scotia Securities Commission ("Commission") issued a Notice of Hearing to the Respondents pursuant to sections 134(1)(a)(i), 135 and 135A of the Act;

AND WHEREAS the Respondent entered into a Settlement Agreement with Staff of the Commission ("Staff") whereby he agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS Staff and the Respondent recommended approval of the Settlement Agreement;

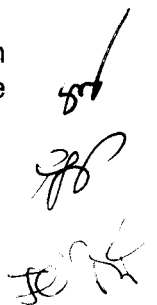
AND WHEREAS the Commission is of the opinion that the Respondent has contravened the Act and it is in the public interest to make this Order;

AND UPON reviewing the Settlement Agreement;

AND UPON hearing submissions of counsel for Staff and the Respondent;

IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated _____, 2010, a copy of which is attached is approved; and
2. Pursuant to section 134(1)(a)(i), the Respondent shall comply with Nova Scotia securities laws;
3. Pursuant to section 135 of the Act, the Respondent shall pay an administrative penalty in the amount of the two thousand five hundred dollars (\$2,500.00) forthwith; and
4. Pursuant to section 135A of the Act, the Respondent shall pay costs in connection with Staff's investigation and conduct of this proceeding before the Commission in the amount of five hundred dollars (\$500.00) forthwith.



DATED at Halifax, Nova Scotia, this _____ day of November, 2010.

NOVA SCOTIA SECURITIES COMMISSION

A handwritten signature in black ink, appearing to be 'W.F.', located to the right of the signature line.

(Chairman)

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