



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 TRANSCAP CORPORATION, STRATA-TRADE
CORPORATION, DALE JOSEPH EDGAR ST. JEAN AND GREGORY DENNIS
TINDALL**

**ORDER
(Subsections 127(1) and 127(10))**

WHEREAS on November 21, 2013, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing in this matter pursuant to subsections 127(1) and 127(10) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in respect of TransCap Corporation ("TCC"), Strata-Trade Corporation ("STC"), Dale Joseph Edgar St. Jean ("St. Jean") and Gregory Dennis Tindall ("Tindall") (together, the "Respondents");

AND WHEREAS on the same day, Staff of the Commission ("Staff") filed a Statement of Allegations in this matter;

AND WHEREAS the Respondents are subject to an order dated July 29, 2013 made by the Alberta Securities Commission (the "ASC") that imposes sanctions, conditions, restrictions or requirements upon them within the meaning of paragraph 4 of subsection 127(10) of the Act (the "ASC Order");

AND WHEREAS on December 13, 2013, the Commission granted Staff's application to convert this matter to a written hearing in accordance with Rule 11.5 of Commission's *Rules of Procedure* (2012), 35 OSCB 10071 and section 5.1(2) of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended;

AND WHEREAS Staff filed written submissions, a hearing brief and a brief of authorities;

AND WHEREAS the Respondents did not file any written materials or make any submissions;

AND WHEREAS I find that that it is in the public interest to issue this Order pursuant to subsection 127(1) of the Act in reliance upon subsection 127(10) of the Act;

IT IS HEREBY ORDERED:

- (a) against TCC that:
 - (i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities of TCC shall cease permanently;
 - (ii) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities by TCC shall cease permanently;
 - (iii) pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by TCC shall be prohibited permanently;
 - (iv) pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law shall not apply to TCC permanently; and
 - (v) pursuant to paragraph 8.5 of subsection 127(1) of the Act, TCC shall be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (b) against STC that:
 - (i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities of STC shall cease permanently;
 - (ii) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities by STC shall cease permanently;
 - (iii) pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by STC shall be prohibited permanently;
 - (iv) pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law shall not apply to STC permanently; and
 - (v) pursuant to paragraph 8.5 of subsection 127(1) of the Act, STC shall be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (c) against St. Jean that:
 - (i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by St. Jean shall cease permanently;

- (ii) pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by St. Jean shall cease permanently;
 - (iii) pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law shall not apply to St. Jean permanently;
 - (iv) pursuant to paragraph 7 of subsection 127(1) of the Act, St. Jean shall resign any positions that he holds as a director or officer of an issuer;
 - (v) pursuant to paragraph 8 of subsection 127(1) of the Act, St. Jean shall be prohibited permanently from becoming or acting as a director or officer of an issuer;
 - (vi) pursuant to paragraph 8.1 of subsection 127(1) of the Act, St. Jean shall resign any positions that he holds as a director or officer of a registrant;
 - (vii) pursuant to paragraph 8.2 of subsection 127(1) of the Act, St. Jean shall be prohibited permanently from becoming or acting as a director or officer of a registrant;
 - (viii) pursuant to paragraph 8.3 of subsection 127(1) of the Act, St. Jean shall resign any positions that he holds as a director or officer of an investment fund manager; and
 - (ix) pursuant to paragraph 8.4 of subsection 127(1) of the Act, St. Jean shall be prohibited permanently from becoming or acting as a director or officer of an investment fund manager;
- (d) against Tindall that:
- (i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Tindall shall cease permanently;
 - (ii) pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Tindall shall cease permanently;
 - (iii) pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law shall not apply to Tindall permanently;
 - (iv) pursuant to paragraph 7 of subsection 127(1) of the Act, Tindall shall resign any positions that he holds as a director or officer of an issuer;
 - (v) pursuant to paragraph 8 of subsection 127(1) of the Act, Tindall shall be prohibited permanently from becoming or acting as a director or officer of an issuer;
 - (vi) pursuant to paragraph 8.1 of subsection 127(1) of the Act, Tindall shall resign any positions that he holds as a director or officer of a registrant;

- (vii) pursuant to paragraph 8.2 of subsection 127(1) of the Act, Tindall shall be prohibited permanently from becoming or acting as a director or officer of a registrant;
- (viii) pursuant to paragraph 8.3 of subsection 127(1) of the Act, Tindall shall resign any positions that he holds as a director or officer of an investment fund manager; and
- (ix) pursuant to paragraph 8.4 of subsection 127(1) of the Act, Tindall shall be prohibited permanently from becoming or acting as a director or officer of an investment fund manager.

DATED at Toronto this 19th day of February, 2014.

“James E. A. Turner”

James E. A. Turner