

The Ontario Securities Commission

# OSC Bulletin

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The Ontario Securities Commission administers the *Securities Act* of Ontario (R.S.O. 1990, c. S.5) and the *Commodity Futures Act* of Ontario (R.S.O. 1990, c. C.20)

**The Ontario Securities Commission**

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# Chapter 1

## Notices / News Releases

**1.1 Notices**

**SCHEDULED OSC HEARINGS**

**1.1.1 Current Proceedings Before The Ontario Securities Commission**

**November 12, 2010**

**CURRENT PROCEEDINGS**

**BEFORE**

**ONTARIO SECURITIES COMMISSION**

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Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room  
 Ontario Securities Commission  
 Cadillac Fairview Tower  
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Margot C. Howard	—	MCH
Kevin J. Kelly	—	KJK
Paulette L. Kennedy	—	PLK
Vern Krishna	—	VK
Patrick J. LeSage	—	PJL
Carol S. Perry	—	CSP
Charles Wesley Moore (Wes) Scott	—	CWMS

November 17, 2010

10:30 a.m.

**Global Partners Capital, Asia Pacific Energy Inc., 1666475 Ontario Inc. operating as “Asian Pacific Energy”, Alex Pidgeon, Kit Ching Pan also known as Christine Pan, Hau Wai Cheung, also known as Peter Cheung, Tony Cheung, Mike Davidson, or Peter McDonald, Gurdip Singh Gahunia also known as Michael Gahunia or Shawn Miller, Basis Marcellinius Toussaint also known as Peter Beckford, and Rafique Jiwani also known as Ralph Jay**

s.127

M. Boswell in attendance for Staff

Panel: PLK/SA/MGC

November 17, 2010

3:00 p.m.

**Global Consulting and Financial Services, Crown Capital Management Corporation, Canadian Private Audit Service, Executive Asset Management, Michael Chomica, Peter Kuti, Jan Chomica, and Lorne Banks**

s.127

M. Boswell in attendance for Staff

Panel: CSP

November 18, 2010

9:00 a.m.

**Baffinland Iron Mines Corporation, Iron Ore Holdings, LP and Nunavut Iron Ore Acquisition Inc.**

s.127

J. Angus, E. O'Donovan in attendance for Staff

Panel: JEAT/MGC/PLK

November 18, 2010 4:00 p.m.	<b>QuantFX Asset Management Inc., Vadim Tsatskin, Lucien Shtromvaser and Rostislav Zemlinsky</b>	November 29, 2010 10:00 a.m.	<b>Paladin Capital Markets Inc., John David Culp and Claudio Fernando Maya</b>
	s.127 H. Craig in attendance for Staff Panel: CSP		s. 127 C. Price in attendance for Staff Panel: JEAT
November 22, 2010 10:00 a.m.	<b>Georges Benarroch, Linda Kent, Marjorie Ann Glover and Credifinance Securities Limited</b>	November 29, 2010 10:00 a.m.	<b>Abel Da Silva</b>
	s. 21.7 A. Heydon in attendance for Staff Panel: JDC/CSP		s.127 M. Boswell in attendance for Staff Panel: JDC
November 23, 2010 2:30 p.m.	<b>Majestic Supply Co. Inc., Suncastle Developments Corporation, Herbert Adams, Steve Bishop, Mary Kricfalusi, Kevin Loman and CBK Enterprises Inc.</b>	November 30, 2010 10:00 a.m.	<b>Sulja Bros. Building Supplies, Ltd., Petar Vucicevich, Kore International Management Inc., Andrew Devries, Steven Sulja, Pranab Shah, Tracey Banumas and Sam Sulja</b>
	s. 37, 127 and 127.1 D. Ferris in attendance for Staff Panel: CSP		s. 127 and 127.1 J. Feasby in attendance for Staff Panel: PJL/SA
November 29, 2010 9:30 a.m.	<b>Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiaints Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group</b>	November 30, 2010 2:30 p.m.	<b>Locate Technologies Inc., Tubtron Controls Corp., Bradley Corporate Services Ltd., 706166 Alberta Ltd., Lorne Drever, Harry Niles, Michael Cody and Donald Nason</b>
	s. 127 and 127.1 H. Craig in attendance for Staff Panel: MGC		s. 127 A. Heydon in attendance for Staff Panel: JDC
		December 1-3 and December 8-17, 2010 10:00 a.m.	<b>Coventree Inc., Geoffrey Cornish and Dean Tai</b>
			s. 127 J. Waechter in attendance for Staff Panel: JEAT/MGC/PLK
		December 2, 2010 9:30 a.m.	<b>Richvale Resource Corp., Marvin Winick, Howard Blumenfeld, John Colonna, Pasquale Schiavone, and Shafi Khan</b>
			s. 127(7) and 127(8) H. Craig in attendance for Staff Panel: JDC

December 3, 2010 9:00 a.m.	<b>Shaun Gerard McErlean, Securus Capital Inc., and Acquiesce Investments</b> s. 127 M. Britton in attendance for Staff Panel: MGC	December 15-16, 2010 10:00 a.m.	<b>Questrade Inc.</b> s. 21.7 A. Heydon in attendance for Staff Panel: JDC/CSP
December 7-8, 2010 2:00 p.m.	<b>Mega-C Power Corporation, Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited</b> s. 127 M. Britton/J.Feasby in attendance for Staff Panel: JDC/KJK	January 7, 2011 2:30 p.m.	<b>York Rio Resources Inc., Brilliante Brasilcan Resources Corp., Victor York, Robert Runic, George Schwartz, Peter Robinson, Adam Sherman, Ryan Demchuk, Matthew Oliver, Gordon Valde and Scott Bassingdale</b> s. 127 H. Craig in attendance for Staff Panel: TBA
December 7, 2010 2:30 p.m.	<b>Global Energy Group, Ltd. and New Gold Limited Partnerships</b> s. 127 H. Craig in attendance for Staff Panel: MGC	January 10, January 12-21, 2011 10:00 a.m.	<b>Carlton Ivanhoe Lewis, Mark Anthony Scott, Sedwick Hill, Leverage Pro Inc., Prosporex Investment Club Inc., Prosporex Investments Inc., Prosporex Ltd., Prosporex Inc., Prosporex Forex SPV Trust, Networth Financial Group Inc., and Networth Marketing Solutions</b> s. 127 and 127.1 H. Daley in attendance for Staff Panel: JDC/MCH
December 7, 2010 2:30 p.m.	<b>Christina Harper, Howard Rash, Michael Schaumer, Elliot Feder, Vadim Tsatskin, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff</b> s.127 H. Craig in attendance for Staff Panel: MGC	January 10, January 12-21, January 26 – February 1, 2011 10:00 a.m.	<b>Maple Leaf Investment Fund Corp., Joe Henry Chau (aka: Henry Joe Chau, Shung Kai Chow and Henry Shung Kai Chow), Tulsiani Investments Inc., Sunil Tulsiani and Ravinder Tulsiani</b> s.127 A. Perschy/C. Rossi in attendance for Staff Panel: TBA
December 9-10, 2010 10:00 a.m.	<b>Sextant Capital Management Inc., Sextant Capital GP Inc., Otto Spork, Robert Levack and Natalie Spork</b> s. 127 T. Center in attendance for Staff Panel: JDC/CSP	January 17-21, 2011 10:00 a.m.	<b>Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin</b> s. 127 H. Craig in attendance for Staff Panel: TBA

January 25, 2011 2:00 p.m.	<b>Ciccone Group, Medra Corporation, 990509 Ontario Inc., Tadd Financial Inc., Cachet Wealth Management Inc., Vince Ciccone, Darryl Brubacher, Andrew J. Martin., Steve Haney, Klaudiusz Malinowski and Ben Giangrosso</b>	February 11, 2011 10:00 a.m.	<b>Shallow Oil &amp; Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman</b>
	s. 127 P. Foy in attendance for Staff Panel: TBA		s. 127(7) and 127(8) M. Boswell in attendance for Staff Panel: TBA
January 26, 2011 10:00 a.m.	<b>Rezwealth Financial Services Inc., Pamela Ramoutar, Chris Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc. and Sylvan Blackett</b>	February 14-18, February 23-28, March 7, March 9-11, March 28-31, 2011 10:00 a.m.	<b>Agoracom Investor Relations Corp., Agora International Enterprises Corp., George Tsiolis and Apostolis Kondakos (a.k.a. Paul Kondakos)</b>
	s.127(1) and (5) A. Heydon in attendance for Staff Panel: CSP		s. 127 T. Center in attendance for Staff Panel: TBA
January 31 – February 7, February 9-18, February 23, 2011 10:00 a.m.	<b>Anthony Ianno and Saverio Manzo</b>	February 14-18, February 23 – March 1, 2011 10:00 a.m.	<b>Nelson Financial Group Ltd., Nelson Investment Group Ltd., Marc D. Boutet, Stephanie Lockman Sobol, Paul Manuel Torres, H.W. Peter Knoll</b>
	s. 127 and 127.1 A. Clark in attendance for Staff Panel: TBA		s. 127 P. Foy in attendance for Staff Panel: TBA
January 31, February 1-7, February 9-11, 2011 10:00 a.m.	<b>Nest Acquisitions and Mergers, IMG International Inc., Caroline Myriam Frayssignes, David Pelcowitz, Michael Smith, and Robert Patrick Zuk</b>	February 25, 2011 10:00 a.m.	<b>Hillcorp International Services, Hillcorp Wealth Management, Suncorp Holdings, 1621852 Ontario Limited, Steven John Hill, and Danny De Melo</b>
	s. 37, 127 and 127.1 C. Price in attendance for Staff Panel: TBA		s. 127 A. Clark in attendance for Staff Panel: TBA
February 8, 2011 2:30 p.m.	<b>Ameron Oil and Gas Ltd. and MX-IV, Ltd.</b>	March 1-7, March 9-11, March 21 and March 23-31, 2011 10:00 a.m.	<b>Paul Donald</b>
	s.127 M. Boswell in attendance for Staff Panel: TBA		s. 127 C. Price in attendance for Staff Panel: TBA

<p>March 7, 2011 10:00 a.m.</p>	<p><b>Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton</b></p>	<p>April 5, 2011 2:30 p.m.</p>	<p><b>Lehman Brothers &amp; Associates Corp., Greg Marks, Kent Emerson Lounds and Gregory William Higgins</b></p>
	<p>s. 127  H. Craig in attendance for Staff  Panel: TBA</p>		<p>s. 127  H. Craig in attendance for Staff  Panel: TBA</p>
<p>March 21 and March 23-31, 2011  May 2 and May 4-16, 2011  10:00 a.m.</p>	<p><b>York Rio Resources Inc., Brillante Brasilcan Resources Corp., Victor York, Robert Runic, George Schwartz, Peter Robinson, Adam Sherman, Ryan Demchuk, Matthew Oliver, Gordon Valde and Scott Bassingdale</b></p>	<p>April 11-18, April 20-21 and April 26-29, 2011  10:00 a.m.</p>	<p><b>Access Automation LLC, Access Fund Management, LLC, Access Fund, L.P., Gordon Alan Driver, David Rutledge, 6845941 Canada Inc. carrying on business as Anesis Investments, Steven M. Taylor, Berkshire Management Services Inc. carrying on business as International Communication Strategies, 1303066 Ontario Ltd. carrying on business as ACG Graphic Communications, Montecassino Management Corporation, Reynold Mainse, World Class Communications Inc. and Ronald Mainse</b></p>
	<p>s. 127  H. Craig in attendance for Staff  Panel: TBA</p>		<p>s. 127  Y. Chisholm in attendance for Staff  Panel: JDC</p>
<p>March 30, 2011 10:00 a.m.</p>	<p><b>Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang</b></p>		
	<p>s. 127 and 127.1  M. Britton in attendance for Staff  Panel: TBA</p>	<p>April 26-27, 2011  10:00 a.m.</p>	<p><b>Biovail Corporation, Eugene N. Melnyk, Brian H. Crombie, John R. Miszuk and Kenneth G. Howling</b></p>
<p>April 4 and April 6-7, 2011  April 11-18 and April 20, 2011  10:00 a.m.</p>	<p><b>Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan</b></p>		
	<p>s. 127  M. Boswell in attendance for Staff  Panel: TBA</p>	<p>June 6-8, 2011  10:00 a.m.</p>	<p>s. 127(1) and 127.1  J. Superina, A. Clark in attendance for Staff  Panel: JEAT/PLK/MGC  <b>Lehman Brothers &amp; Associates Corp., Greg Marks, Kent Emerson Lounds and Gregory William Higgins</b>  s. 127  H. Craig in attendance for Staff  Panel: TBA</p>
<p>April 4 and April 6-15, 2011  10:00 a.m.</p>	<p><b>New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., L. Jeffrey Pogachar, Paola Lombardi and Alan S. Price</b></p>		
	<p>s. 127  M. Britton in attendance for Staff  Panel: TBA</p>		

September 12-19 and September 21-30, 2011	<b>FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun</b>	TBA	<b>Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance</b>
10:00 a.m.	s. 127 C. Price in attendance for Staff Panel: TBA		s. 127 C. Johnson in attendance for Staff Panel: TBA
TBA	<b>Yama Abdullah Yaqeen</b> s. 8(2) J. Superina in attendance for Staff Panel: TBA	TBA	<b>Borealis International Inc., Synergy Group (2000) Inc., Integrated Business Concepts Inc., Canavista Corporate Services Inc., Canavista Financial Center Inc., Shane Smith, Andrew Lloyd, Paul Lloyd, Vince Villanti, Larry Haliday, Jean Breau, Joy Statham, David Prentice, Len Zielke, John Stephan, Ray Murphy, Alexander Poole, Derek Grigor and Earl Switenky</b>
TBA	<b>Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell</b> s. 127 J. Waechter in attendance for Staff Panel: TBA		s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA
TBA	<b>Frank Dunn, Douglas Beatty, Michael Gollogly</b> s.127 K. Daniels in attendance for Staff Panel: TBA	TBA	<b>Innovative Gifting Inc., Terence Lushington, Z2A Corp., and Christine Hewitt</b> s. 127 M. Boswell in attendance for Staff Panel: TBA
TBA	<b>MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric</b> s. 127 and 127(1) D. Ferris in attendance for Staff Panel: TBA	TBA	<b>Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmony, Harmony Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale</b> s.127 H. Craig in attendance for Staff Panel: TBA
TBA	<b>Goldpoint Resources Corporation, Lino Novielli, Brian Moloney, Evanna Tomeli, Robert Black, Richard Wylie and Jack Anderson</b> s. 127(1) and 127(5) M. Boswell in attendance for Staff Panel: TBA	TBA	<b>Lyndz Pharmaceuticals Inc., James Marketing Ltd., Michael Eatch and Rickey McKenzie</b> s.127(1) and (5) J. Feasby in attendance for Staff Panel: TBA

TBA	<p><b>M P Global Financial Ltd., and Joe Feng Deng</b></p> <p>s. 127 (1)</p> <p>M. Britton in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>TBS New Media Ltd., TBS New Media PLC, CNF Food Corp., CNF Candy Corp., Ari Jonathan Firestone and Mark Green</b></p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Sunil Tulsiani, Tulsiani Investments Inc., Private Investment Club Inc., and Gulfland Holdings LLC</b></p> <p>s.127</p> <p>J. Feasby in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Brilliante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York</b></p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Shane Suman and Monie Rahman</b></p> <p>s. 127 and 127(1)</p> <p>C. Price in attendance for Staff</p> <p>Panel: JEAT/PLK</p>	TBA	<p><b>Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)</b></p> <p>s.127</p> <p>T. Center in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Gold-Quest International, Health and Harmony, Iain Buchanan and Lisa Buchanan</b></p> <p>s.127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: JEAT/CSP/SA</p>	TBA	<p><b>Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)</b></p> <p>s.127 and 127.1</p> <p>D. Ferris in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Vadim Tsatskin, Michael Schaumer, Elliot Feder, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff</b></p> <p>s. 37, 127 and 127.1</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>		

**ADJOURNED SINE DIE**

**Global Privacy Management Trust and Robert Cranston**

**Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein, Robert Topol**

**Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg**

**Maitland Capital Ltd., Allen Grossman, Hanouch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Diana Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow**

**LandBankers International MX, S.A. De C.V.; Sierra Madre Holdings MX, S.A. De C.V.; L&B LandBanking Trust S.A. De C.V.; Brian J. Wolf Zacarias; Roger Fernando Ayuso Loyo, Alan Hemingway, Kelly Friesen, Sonja A. McAdam, Ed Moore, Kim Moore, Jason Rogers and Dave Urrutia**

**Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulton and Peter Y. Atkinson**

### 1.1.2 CSA Staff Notice 52-306 (Revised) – Non-GAAP Financial Measures and Additional GAAP Measures

#### CSA STAFF NOTICE 52-306 (REVISED) NON-GAAP FINANCIAL MEASURES AND ADDITIONAL GAAP MEASURES

##### Revision and republication

Staff have updated this notice to reflect the changeover to International Financial Reporting Standards (IFRS). The notice continues to apply to issuers who use other accounting principles.

##### Purpose

This notice provides guidance to an issuer who discloses financial measures other than those prescribed by the accounting principles the issuer used to prepare its financial statements (issuer's GAAP).

##### Non-GAAP Financial Measures

For the purpose of this staff notice, a non-GAAP financial measure is a numerical measure of an issuer's historical or future financial performance, financial position or cash flow, that is not required by an issuer's GAAP and that either:

- (i) excludes amounts that are included in the most directly comparable measure calculated and presented in accordance with the issuer's GAAP, or
- (ii) includes amounts that are excluded from the most directly comparable measure calculated and presented in accordance with the issuer's GAAP.

Non-GAAP financial measures do not meet one or more of the criteria of an issuer's GAAP for presentation in financial statements. Therefore, an issuer should not include non-GAAP financial measures in its financial statements.

Some issuers disclose non-GAAP financial measures in press releases, management's discussion and analysis (MD&A), prospectus filings, websites and marketing materials.

Many non-GAAP financial measures are derived from profit or loss determined in accordance with an issuer's GAAP and, by omission of selected items, present a more positive picture of financial performance. A ratio such as return on assets that uses an amount for assets, profit or loss that differs from the amounts presented in the issuer's financial statements is also a non-GAAP financial measure. Terms used to identify non-GAAP financial measures may include "pro forma earnings", "cash earnings", "free cash flow", "distributable cash", "EBITDA", "adjusted earnings", and "earnings before non-recurring items". These terms generally lack standard meanings. Different issuers may use the same term to refer to different calculations or one issuer may vary its definition of a particular term from one period to another period.

Staff is concerned that investors may be confused or even misled by non-GAAP financial measures. Staff is also concerned about the prominence of disclosure given to non-GAAP financial measures related to earnings compared to the prominence of profit or loss determined in accordance with an issuer's GAAP. In staff's view, these concerns can be addressed by appropriate disclosure accompanying non-GAAP financial measures.

##### Disclosure Accompanying Non-GAAP Financial Measures

Financial statements prepared in accordance with an issuer's GAAP provide investors with a clearly defined basis for financial analysis and comparison among issuers. Staff recognizes that non-GAAP financial measures may provide investors with additional information to assist them in understanding critical components of an issuer's financial performance. However, an issuer should not present a non-GAAP financial measure in a way that confuses or obscures the most directly comparable measure calculated in accordance with the issuer's GAAP and presented in its financial statements.

Staff reminds issuers of their responsibility to ensure that information they provide to the public is not misleading. Staff also reminds certifying officers of their obligations under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* to make certifications regarding misrepresentations, fair presentation, and disclosure controls and procedures. A non-GAAP financial measure may be misleading if it includes positive components of the most directly comparable measure calculated in accordance with the issuer's GAAP and presented in its financial statements but omits similar negative components. Staff cautions issuers that regulatory action may be taken if an issuer discloses information in a manner considered misleading and therefore potentially harmful to the public interest.

In order to ensure that a non-GAAP financial measure does not mislead investors, an issuer should clearly define the measure and explain its relevance. As well, an issuer should present the measure on a consistent basis from period to period or explain any changes. Specifically, an issuer should:

1. state explicitly that the non-GAAP financial measure does not have any standardized meaning prescribed by the issuer's GAAP and is therefore unlikely to be comparable to similar measures presented by other issuers;
2. present with equal or greater prominence to that of the non-GAAP financial measure, the most directly comparable measure calculated in accordance with the issuer's GAAP and presented in its financial statements;
3. explain why the non-GAAP financial measure provides useful information to investors and the additional purposes, if any, for which management uses the non-GAAP financial measure;
4. provide a clear quantitative reconciliation from the non-GAAP financial measure to the most directly comparable measure calculated in accordance with the issuer's GAAP and presented in its financial statements, referencing to the reconciliation when the non-GAAP financial measure first appears in the document, or in the case of content on a website, in a manner that meets this objective (for example, by providing a link to the reconciliation);
5. explain any changes in the composition of the non-GAAP financial measure when compared to previously disclosed measures.

In staff's view, non-GAAP financial measures generally should not describe adjustments as non-recurring, infrequent or unusual, when a similar loss or gain is reasonably likely to occur within the next two years or occurred during the prior two years.

#### **Additional GAAP Measures Required by IFRS**

IFRS mandates certain minimum line items for financial statements and requires presentation of additional line items, headings and subtotals when such presentation is relevant to an understanding of an entity's financial position and performance. IFRS also requires the notes to financial statements to provide information that is not presented elsewhere in the financial statements, but is relevant to an understanding of any of them. IFRS requires issuers to present information in a manner that provides relevant, reliable, comparable and understandable information. For the purpose of this notice, we refer to financial measures included in the notes, as well as additional line items, headings and subtotals, that meet the IFRS criteria for disclosure in the financial statements, as "additional GAAP measures". Because IFRS requires such additional GAAP measures, they are not non-GAAP financial measures.

Similarly, IFRS permits certain financial measures such as alternative earnings per share if certain conditions are met. Because IFRS expressly permits such measures, they are not non-GAAP financial measures.

Form 51-102F1 *Management's Discussion and Analysis* discusses management's objective when preparing the MD&A, and states that the MD&A should help current and prospective investors understand what the financial statements show and do not show. Generally, in order to meet this objective, an issuer's MD&A should discuss and analyse additional GAAP measures.

#### **Disclosing an Additional GAAP Measure Before Filing Financial Statements**

An issuer may present an additional GAAP measure in a press release or some other location outside of an issuer's financial statements or MD&A before filing on SEDAR its financial statements that include the additional GAAP measure. In order to avoid any confusion about the additional GAAP measure, management should describe the additional GAAP measure and explain its composition. This may be accomplished by:

- reconciling the additional GAAP measure to the most directly comparable minimum line item that will be presented in the financial statements (for example, profit or loss or cash flows from operating activities), or
- including a copy of the statement that contains the additional GAAP measure (for example, the statement of financial position or the statement of comprehensive income).

#### **Distributable Cash**

National Policy 41-201 *Income Trusts and Other Indirect Offerings* provides additional guidance on measures of cash available for distribution.

#### **Forward-Looking Information**

The content of this notice applies equally to disclosure of forward-looking non-GAAP financial measures.

## Questions

Please refer your questions to any of the following individuals:

Sylvie Anctil-Bavas  
Chef comptable  
Autorité des marchés financiers  
Phone : (514) 395-0337 ext. 4291  
E-mail : sylvie.anctil-bavas@lautorite.qc.ca

Louis Auger  
Analyste en valeurs mobilières  
Autorité des marchés financiers  
Phone : (514) 395-0337 ext. 4383  
E-mail : louis.auger@lautorite.qc.ca

Nicole Parent  
Analyste en valeurs mobilières  
Autorité des marchés financiers  
Phone: (514) 395-0337 ext. 4455  
E-mail: nicole.parent@lautorite.qc.ca

Cameron McInnis  
Chief Accountant  
Ontario Securities Commission  
Phone : (416) 593-3675  
E-mail : cmcinnis@osc.gov.on.ca

Marion Kirsh  
Associate Chief Accountant  
Ontario Securities Commission  
Phone : (416) 593-8282  
E-mail : mkirsh@osc.gov.on.ca

Mark Pinch  
Senior Accountant  
Ontario Securities Commission  
Phone : (416) 593-8057  
E-mail: mpinch@osc.gov.on.ca

Lara Gaede  
Chief Accountant  
Alberta Securities Commission  
Phone : (403) 297-4223  
E-mail : lara.gaede@asc.ca

Brian Banderk  
Associate Chief Accountant  
Alberta Securities Commission  
Phone: (403) 355-9044  
E-mail: brian.banderk@asc.ca

Carla-Marie Hait  
Chief Accountant  
British Columbia Securities Commission  
Phone : (604) 899-6726  
E-mail : chait@bcsc.bc.ca

Manuele Albrino  
Associate Chief Accountant  
British Columbia Securities Commission  
Phone: (604) 899-6641  
E-mail: malbrino@bcsc.bc.ca

Kevin Hoyt  
Director, Regulatory Affairs and Chief Financial Officer  
New Brunswick Securities Commission  
Phone: (506) 643-7691  
E-mail: kevin.hoyt@nbsc-cvmnb.ca

**November 9, 2010**

**1.1.3 Notice of Commission Approval – Amendments to Dealer Member Rules Regarding Conversion and Reconversion Offset Strategies**

**INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA (IIROC)**

**AMENDMENTS TO DEALER MEMBER RULES REGARDING  
CONVERSION AND RECONVERSION OFFSET STRATEGIES**

**NOTICE OF COMMISSION APPROVAL**

The Ontario Securities Commission approved the amendments to IIROC Dealer Member Rules Regarding Conversion and Reconversion Offset Strategies. In addition, the British Columbia Securities Commission did not object to, and the Alberta Securities Commission, the Autorité des marchés financiers, the Saskatchewan Financial Services Commission, the Financial Services Regulation Division of the Department of Government Services of Newfoundland and Labrador, the Nova Scotia Securities Commission and the New Brunswick Securities Commission approved the proposed amendments. The objective of the proposed amendments is to amend and clarify the key language used in describing the calculations for determining the minimum capital and margin requirements for Conversions and Reconversions throughout the IIROC Rulebook.

The proposed amendments were published for comment on February 13, 2009, at (2009) 32 OSCB 1594. No comments were received.

1.1.4 Notice of Correction – York Rio Resources Inc. et al.

**NOTICE OF CORRECTION**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
YORK RIO RESOURCES INC.,  
BRILLIANTE BRASILCAN RESOURCES CORP.,  
VICTOR YORK, ROBERT RUNIC,  
GEORGE SCHWARTZ, PETER ROBINSON,  
ADAM SHERMAN, RYAN DEMCHUK,  
MATTHEW OLIVER, GORDON VALDE  
AND SCOTT BASSINGDALE**

The dates for the hearing on the merits in this matter set down in the order dated October 14, 2010, published at (2010), 33 OSCB 9841, should be corrected to March 21, 23, 24 25, 28, 29, 30, 31, 2011 and May 2, 4, 5, 6, 9, 10, 11, 12, 13 and 16, 2011.

November 9, 2010

**1.1.5 Notice of Exchange of Letters between certain provincial securities regulators and the China Insurance Regulatory Commission concerning regulatory cooperation related to the overseas investment operations of Chinese insurance firms**

The Ontario Securities Commission, certain other provincial securities regulators, and the China Insurance Regulatory Commission (CIRC) recently entered into a letter arrangement concerning regulatory cooperation related to the overseas investment operations of Chinese insurance firms (Letter Arrangement).

The Letter Arrangement was delivered to the Minister of Finance on November 10, 2010, and is subject to approval by the Minister. The Letter Arrangement will take effect the date it receives Ministerial Approval, or, if not approved or rejected, it will automatically come into effect January 12, 2011.

The Letter Arrangement was entered into with the CIRC in connection with China's Qualified Domestic Institutional Investor (QDII) program. The QDII program allows approved institutional investors (including banks, fund managers and insurers) in China to invest funds in approved overseas financial markets. The Letter Arrangement establishes a framework for regulatory cooperation with the CIRC in connection with overseas investment operations of Chinese insurance firms involving registered Canadian firms and recognized markets.

Questions may be referred to:

Jean-Paul Bureaud  
Assistant Manager  
Office of Domestic and International Affairs  
Tel: 416-593-8131  
E-mail: [jbureaud@osc.gov.on.ca](mailto:jbureaud@osc.gov.on.ca)

**November 12, 2010**

**EXCHANGE OF LETTERS CONCERNING REGULATORY COOPERATION  
BETWEEN CANADIAN SECURITIES ADMINISTRATORS  
AND THE CHINA INSURANCE REGULATORY COMMISSION**

The undersigned members of the Canadian Securities Administrators (hereinafter referred to as "CSA") and the China Insurance Regulatory Commission (hereinafter referred to as "CIRC") have established the following arrangement for regulatory cooperation. This arrangement is intended to facilitate the reciprocal notification of adverse developments of material concern relating to the overseas investments operations of Chinese insurance firms that are clients of CSA regulated entities.

The CIRC and each member of the CSA which is or becomes a signatory to the present letter (each a "Participating Regulator" or collectively the "Participating Regulators"), agree to collaborate together in accordance with the terms of this letter through the list of contacts attached as Annex II hereof.

In order to increase mutual understanding and the exchange of information between the CSA and the CIRC, the CIRC would like to establish a channel for regulatory cooperation with the Participating Regulators in connection with overseas investments involving registered Canadian firms and recognized markets, to the extent permitted by the laws, regulations and practices of Canada and the People's Republic of China, through an exchange of letters.

The Participating Regulators understand that Chinese insurers may undertake the following activities (collectively referred to as "the overseas investments operations"):

- i) Invest in fixed-income products on the Canadian market;
- ii) Invest in securities of a collective investment scheme/mutual fund issued under prospectuses filed with a regulator which is a member of the CSA (each a "Regulator" or collectively "the Regulators") under the securities laws in force in Canada listed in Schedule I hereto;
- iii) Invest in equities listed on Canadian stock markets and choose to engage the services of asset management companies or securities brokers licensed by or registered with a Regulator; or
- iv) Invest in other financial products on the Canadian market.

The Participating Regulators or the CIRC may have the following material regulatory concerns relating to the overseas investments operations of Chinese insurers that are clients of CSA regulated entities (the Chinese insurers and CSA-regulated entities are collectively referred as the "relevant entities"):

- a) whether the operations of the relevant entities are failing to be conducted in compliance with applicable rules and regulations;
- b) whether a relevant entity has materially violated the law; or
- c) whether events have occurred that could have a significant material adverse effect on the finances of the relevant entities.

The Participating Regulators and the CIRC will seek publicly-available information regarding material regulatory concerns involving each other's relevant entities. As needed, the Participating Regulators and the CIRC will assist each other in locating this information.

If a Participating Regulator or CIRC has material regulatory concerns about relevant entities under one another's supervision in connection with overseas investments, such Participating Regulator or CIRC may notify each other and will endeavour to cooperate with each other, as appropriate.

Representatives of the Participating Regulators and CIRC may meet periodically to discuss general supervisory developments and issues concerning relevant entities. In the event of either a Participating Regulator or the CIRC planning to visit any of their respective relevant entities in the other jurisdiction in connection with overseas investments, they will endeavour to notify each other of such plans and to discuss findings that emerge from such visits, as appropriate.

It is understood that if any other Regulator wishes to become a participant to this exchange of letters, it shall be allowed to do so at any time by executing a counterpart of this letter and providing notice and contact information to CIRC and all other Participating Regulators. Such Regulator shall become a Participating Regulator in accordance with the terms hereof upon the CIRC issuing a letter of consent, with a copy to the other Participating Regulators.

The CIRC or any Participating Regulator may terminate its participation in this exchange of letters by giving thirty days' written notice to all other parties. However, should this occur, this exchange of letters shall remain valid for the remaining parties and information obtained by any party will continue to be treated confidentially in the manner contemplated herein.

This exchange of letters will be effective after it is signed by the Participating Regulators and the CIRC and, in the case of Ontario, on a date determined in accordance with applicable legislation.

This exchange of letters does not contemplate the sharing of non-public supervisory information.

This exchange of letters is a statement of intent of the Participating Regulators and the CIRC and does not create any legally binding obligations or supersede domestic law.

Except as may be required by law, the Participating Regulators and the CIRC will not publish this exchange of letters.

**British Columbia Securities Commission**

By: "Brenda Leong"  
Brenda Leong

**Alberta Securities Commission**

By: "Bill Rice"  
Bill Rice

**Manitoba Securities Commission**

By: "Don Murray"  
Don Murray

**Saskatchewan Financial Services Commission**

By: "Dave Wild"  
Dave Wild

**Ontario Securities Commission**

By: "David Wilson"  
David Wilson

**New Brunswick Securities Commission**

By: "David Barry"  
David Barry

**Nova Scotia Securities Commission**

By: "Leslie O'Brien"  
Leslie O'Brien

**Autorité des marchés financiers**

By: "Jean St-Gelais"  
Jean St-Gelais

**Secrétariat aux affaires intergouvernementales canadiennes,  
gouvernement du Québec**

By: "Yves Castonguay"  
Yves Castonguay

Annex I -Canadian Securities Laws  
Annex II - List of Contact Persons

## ANNEX I – CANADIAN SECURITIES LAWS

PROVINCE / TERRITORY	LAWS
British Columbia	<i>Securities Act</i> , R.S.B.C 1996, chapter 418
Alberta	<i>Securities Act (Alberta)</i> , R.S.A. 2000 c. 5-4
Saskatchewan	<i>The Securities Act, 1988</i> , SS 1988-89, chapter S-42.2
Manitoba	<i>The Securities Act (Manitoba)</i> , RSM 1988, chapter S50
Ontario	<i>Securities Act</i> , RSO 1990, chapter S.5
Québec	<i>Securities Act</i> , R.S.Q. chapter V-1.1
New Brunswick	<i>Securities Act</i> , Chapter S-5.5 SNB 2004
Nova Scotia	<i>Securities Act (Nova Scotia)</i> , chapter 418 of the revised Statutes 1989
Prince Edward Island	<i>Securities Act, 2008 (Securities Act, R.S.P.E.1. 1988 Cap. S-3.1)</i>
Newfoundland and Labrador	<i>Securities Act</i> , RSNL 1990, chapter S-13
Northwest Territories	<i>Securities Act</i> , SNWT 2008, chapter c10
Nunavut	<i>Securities Act</i> , S Nu 2008, chapter 12
Yukon Territory	<i>The Securities Act</i> , S.Y. 2007, chapter 16

**ANNEX II – LIST OF CONTACT PERSONS**

REGULATOR	CONTACT PERSONS
China Insurance Regulatory Commission	<p>Jiang Bo                      DG                      International department                      NO.15 Jin Rong Dajie,Xicheng District, Beijing                      Postcode 100140</p> <p>Tel: (008610)66286282                      Fax: (008610) 66288089                      Email: zhifu_liu@circ.gov.cn</p>
Alberta Securities Commission	<p>William S. Rice                      Chair                      Alberta Securities Commission</p> <p>4th Floor, Stock Exchange Tower                      300 – 5 Avenue SW                      Calgary, Alberta                      T2P 3C7 Canada</p> <p>(403) 297-4280                      bill.rice@asc.ca</p>
British Columbia Securities Commission	<p>Brenda M. Leong                      Chair                      British Columbia Securities Commission</p> <p>PO Box 10142, Pacific Centre                      701 West Georgia Street                      Vancouver, BC V7Y 1L2</p> <p>Phone: (604) 899-6530                      Fax: (604) 899-6506                      bleong@bcsc.bc.ca</p>
New Brunswick Securities Commission	<p>Rick Hancox                      Executive Director                      New Brunswick Securities Commission</p> <p>85 Charlotte Street, Suite 300                      Saint John, New Brunswick                      E2L 2J2 Canada</p> <p>(506) 658-3119                      rick.hancox@nbosc-cvmnb.ca</p>
Nova Scotia Securities Commission	<p>Scott Peacock                      Director of Compliance                      Nova Scotia Securities Commission</p> <p>CIBC Building                      Ste. 501, 1809 Barrington St.                      Halifax, Nova Scotia                      B3J 3K8 Canada</p> <p>(902) 424-6179                      peacocrs@gov.ns.ca</p>

REGULATOR	CONTACT PERSONS
Manitoba Securities Commission	<p>Don Murray Chair Manitoba Securities Commission</p> <p>500-400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Canada</p> <p>(204) 945-2551 Don.Murray@gov.mb.ca</p>
Saskatchewan Financial Services Commission	<p>Dave Wild Chair Saskatchewan Financial Services Commission</p> <p>601-1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Canada</p> <p>(306) 787-5630 dave.wild@gov.sk.ca</p>
Ontario Securities Commission	<p>Tula Alexopoulos Director, Office of Domestic and International Affairs Ontario Securities Commission</p> <p>20 Queen Street West, Suite 1903 Toronto, Ontario M5H 3S8 Canada</p> <p>(416) 593-8084 talexopoulos@osc.gov.on.ca</p>
Autorité des marchés financiers	<p>Nathalie Drouin Executive Director, Enforcement and Legal Affairs Autorité des marchés financiers 2640, Laurier Blvd, 3rd floor Québec (Québec) G1V 5C1 Canada</p> <p>(418) 525-0337 ext. 2501 nathalie.drouin@lautorite.qc.ca</p>

## ANNEX III – IDENTIFICATION OF SIGNATORIES

REGULATOR	SIGNATORY
Alberta Securities Commission	William S. (Bill) Rice Chair
British Columbia Securities Commission	Brenda M. Leong Chair
New Brunswick Securities Commission	David Barry Chair and Chief Executive Officer
Nova Scotia Securities Commission	H. Leslie O'Brien Chair
Manitoba Securities Commission	Don Murray Chair
Saskatchewan Financial Services Commission	Dave Wild Chair
Ontario Securities Commission	W. David Wilson Chair
Autorité des marchés financiers	Jean St-Gelais President and CEO
Gouvernement du Québec Secrétariat aux affaires intergouvernementales canadiennes	Yves Castonguay Secrétaire général associé

1.2 Notices of Hearing

1.2.1 Peter Robinson and Platinum International Investments Inc. – ss. 37, 127, 127.1

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
PETER ROBINSON AND PLATINUM  
INTERNATIONAL INVESTMENTS INC.

NOTICE OF HEARING  
(Sections 37, 127 and 127.1)

**TAKE NOTICE** that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 37, 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), at the offices of the Commission located at 20 Queen Street West, Toronto, 17th Floor, on November 5, 2010 at 2:00 p.m. or as soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve a settlement agreement entered into between Staff of the Commission and Peter Robinson and Platinum International Investments Inc.;

**BY REASON OF** the allegations set out in the Statement of Allegations of Staff of the Commission dated December 17th, 2009 and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by counsel, if that party attends or submits evidence at the hearing;

**AND TAKE FURTHER NOTICE** that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party, and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 3rd day of November, 2010.

"John Stevenson"  
Secretary to the Commission

1.2.2 Uranium308 Resources Inc. et al. – ss. 37, 127, 127.1

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
URANIUM308 RESOURCES INC.,  
MICHAEL FRIEDMAN, GEORGE SCHWARTZ,  
PETER ROBINSON, AND SHAFI KHAN

NOTICE OF HEARING  
(Sections 37, 127 and 127.1)

**TAKE NOTICE** that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 37, 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), at the offices of the Commission located at 20 Queen Street West, Toronto, 17th Floor, on November 5, 2010 at 2:00 p.m. or as soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve a settlement agreement entered into between Staff of the Commission and Peter Robinson;

**BY REASON OF** the allegations set out in the Statement of Allegations of Staff of the Commission dated March 2nd, 2010 and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by counsel, if that party attends or submits evidence at the hearing;

**AND TAKE FURTHER NOTICE** that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party, and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 3rd day of November, 2010.

"John Stevenson"  
Secretary to the Commission

1.2.3 York Rio Resources Inc. et al. – ss. 37, 127, 127.1

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
YORK RIO RESOURCES INC.,  
BRILLIANTE BRASILCAN RESOURCES CORP.,  
VICTOR YORK, ROBERT RUNIC,  
GEORGE SCHWARTZ, PETER ROBINSON,  
ADAM SHERMAN, RYAN DEMCHUK,  
MATTHEW OLIVER, GORDON VALDE AND  
SCOTT BASSINGDALE**

**NOTICE OF HEARING  
(Sections 37, 127 and 127.1)**

**TAKE NOTICE** that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to sections 37, 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), at the offices of the Commission located at 20 Queen Street West, Toronto, 17th Floor, on November 5, 2010 at 2:00 p.m. or as soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve a settlement agreement entered into between Staff of the Commission and Peter Robinson;

**BY REASON OF** the allegations set out in the Statement of Allegations of Staff of the Commission dated March 2nd, 2010 and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by counsel, if that party attends or submits evidence at the hearing;

**AND TAKE FURTHER NOTICE** that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party, and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 3rd day of November, 2010.

“John Stevenson”  
Secretary to the Commission

1.2.4 Global Energy Group, Ltd. et al. – ss. 37, 127

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD., NEW GOLD  
LIMITED PARTNERSHIPS, CHRISTINA HARPER,  
VADIM TSATSKIN, MICHAEL SCHAUMER,  
ELLIOT FEDER, ODED PASTERNAK, ALAN  
SILVERSTEIN, HERBERT GROBERMAN, ALLAN  
WALKER, PETER ROBINSON, VYACHESLAV  
BRIKMAN, NIKOLA BAJOVSKI, BRUCE COHEN  
AND ANDREW SHIFF**

**NOTICE OF HEARING  
(Sections 37 and 127)**

**TAKE NOTICE** that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), at the offices of the Commission located at 20 Queen Street West, Toronto, 17th Floor, on November 5, 2010 at 2:00 p.m. or as soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve a settlement agreement entered into between Staff of the Commission and Peter Robinson;

**BY REASON OF** the allegations set out in the Statement of Allegations of Staff of the Commission dated June 8, 2010 and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by counsel, if that party attends or submits evidence at the hearing;

**AND TAKE FURTHER NOTICE** that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party, and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 3rd day of November, 2010.

“John Stevenson”  
Secretary to the Commission

**1.2.5 Global Consulting and Financial Services et al.  
– ss. 127(7), 127(8)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL CONSULTING AND FINANCIAL  
SERVICES, CROWN CAPITAL MANAGEMENT  
CORPORATION, CANADIAN PRIVATE AUDIT  
SERVICE, EXECUTIVE ASSET MANAGEMENT,  
MICHAEL CHOMICA, PETER KUTI, JAN CHOMICA,  
AND LORNE BANKS**

**NOTICE OF HEARING  
Sections 127(7) and 127(8)**

**WHEREAS** on November 4, 2010, the Ontario Securities Commission (the "Commission") issued a temporary order pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering: that Global Consulting and Financial Services ("Global"), Crown Capital Management Corporation ("Crown"), Canadian Private Audit Service ("CPAS"), Executive Asset Management ("EAM"), Jan Chomica, Michael Chomica, Peter Kuti ("Kuti) and Lorne Banks ("Banks") cease trading in all securities; and that any exemptions contained in Ontario securities law do not apply to Global, Crown, CPAS, EAM, Jan Chomica, Michael Chomica, Kuti and Banks (the "Temporary Order");

**TAKE NOTICE THAT** the Commission will hold a hearing pursuant to subsections 127(7) and (8) of the Act at the offices of the Commission, 20 Queen Street West, 17th Floor, commencing on November 17th, 2010 at 3:00 p.m., or as soon thereafter as the hearing can be held;

**TO CONSIDER** whether it is in the public interest for the Commission:

- (i) to extend the Temporary Order pursuant to subsections 127(7) and (8) of the Act until the conclusion of the hearing, or until such further time as considered necessary by the Commission;
- (ii) to make such further orders as the Commission considers appropriate;

**BY REASON OF** the facts recited in the Temporary Order and of such allegations and evidence as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceedings may be represented by counsel at the hearing;

**AND TAKE FURTHER NOTICE** that upon failure of any party to attend at the time and place aforesaid, the

hearing may proceed in the absence of that party and such party is not entitled to further notice of the proceeding.

**DATED** at Toronto this 4th day of November, 2010.

"John Stevenson"  
Secretary to the Commission

1.2.6 L. Jeffrey Pogachar et al.

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
L. JEFFREY POGACHAR, PAOLA LOMBARDI,  
ALAN S. PRICE, NEW LIFE CAPITAL CORP.,  
NEW LIFE CAPITAL INVESTMENTS INC.,  
NEW LIFE CAPITAL ADVANTAGE INC.,  
NEW LIFE CAPITAL STRATEGIES INC.,  
1660690 ONTARIO LTD., 2126375 ONTARIO INC.,  
2108375 ONTARIO INC., 2126533 ONTARIO INC.,  
2152042 ONTARIO INC., 2100228 ONTARIO INC. AND  
2173817 ONTARIO INC.**

**NOTICE OF HEARING**

**TAKE NOTICE** that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), at the offices of the Commission located at 20 Queen Street West, Toronto, 17th Floor, on November 10, 2010 at 9:00 a.m. or so soon thereafter as the hearing can be held:

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve a settlement agreement entered into between Staff of the Commission and Alan S. Price;

**BY REASON** of the allegations set out in the Amended Statement of Allegations of Staff of the Commission dated June 23, 2010 and such additional allegations as counsel may advise and the Commission may permit.

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by counsel if that party attends or submits evidence at the hearing;

**AND TAKE FURTHER NOTICE** that upon the failure of any party to attend at the time and place stated above, the hearing may proceed in the absence of that party, and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 8th day of November,  
2010

"Daisy Aranha"  
Per: John Stevenson  
Secretary of the Commission

1.2.7 BMO Nesbitt Burns Inc. – ss. 127(1), 127.1

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
BMO NESBITT BURNS INC.**

**NOTICE OF HEARING  
(Subsections 127(1) and 127.1)**

**TAKE NOTICE THAT** the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127(1) and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") at its offices at 20 Queen Street West, 17th Floor, Toronto, Ontario on November 10, 2010 at 2:00 p.m. or as soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve the Settlement Agreement dated November 8, 2010 between Staff of the Commission and BMO Nesbitt Burns Inc. (the "Respondent");

**BY REASON OF** the allegations set out in the Statement of Allegations dated November 8, 2010 and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceedings may be represented by counsel at the hearing; and

**AND TAKE FURTHER NOTICE** that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 8th day of November,  
2010

"Daisy Aranha"  
Per: John Stevenson  
Secretary to the Commission

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
BMO NESBITT BURNS INC.**

**STATEMENT OF ALLEGATIONS OF STAFF  
OF THE ONTARIO SECURITIES COMMISSION**

**STAFF OF THE ONTARIO SECURITIES COMMISSION  
MAKE THE FOLLOWING ALLEGATIONS:**

1. BMO Nesbitt Burns Inc. ("BMONB") was the lead underwriter for the initial public offering of FMF Capital Group Ltd. by prospectus dated March 16, 2005 (the "FMF Offering").
2. On or between October 13, 2004 and March 16, 2005, BMONB engaged in conduct contrary to the public interest by conducting due diligence in respect of the FMF Offering in a manner that did not comply with reasonable underwriting practices.

Dated at Toronto this 8th day of November, 2010

**1.2.8 Nunavut Iron Ore Acquisition Inc. and  
Baffinland Iron Mines Corporation – s. 127**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
NUNAVUT IRON ORE ACQUISITION INC. AND  
BAFFINLAND IRON MINES CORPORATION**

**NOTICE OF HEARING  
(Section 127)**

**TAKE NOTICE** that the Ontario Securities Commission (the "Commission") will hold a hearing (the "Hearing") at its offices at 20 Queen Street West, 17th Floor, Toronto, Ontario commencing on Thursday, November 18, 2010, at 9:00 a.m. or as soon thereafter as the Hearing can be held;

**TO CONSIDER** whether it is in the public interest to make a cease trade order in respect of the Shareholder Rights Plan of Baffinland Iron Mines Corporation pursuant to an application by Nunavut Iron Ore Acquisition Inc.

Dated at Toronto this 9th day of November, 2010

"John Stevenson"  
Secretary to the Commission

**1.3 News Releases**

**1.3.1 Investor Warning – Global Consulting and Financial Services and Crown Capital Management Corporation**

**FOR IMMEDIATE RELEASE  
November 5, 2010**

**INVESTOR WARNING – GLOBAL CONSULTING  
AND FINANCIAL SERVICES AND CROWN  
CAPITAL MANAGEMENT CORPORATION**

**TORONTO** – On November 4, 2010, the Ontario Securities Commission (“OSC”) issued a temporary cease trade order against Michael Chomica, Peter Kuti, Jan Chomica and Lorne Banks, who are using entities named Global Consulting and Financial Services (“Global”), Crown Capital Management Corporation (“Crown”), Canadian Private Audit Service and Executive Asset Management to run what appears to be a fraudulent advance fee scheme.

The OSC is warning investors not to send money to these individuals, entities or others associated with them. The individuals also use aliases and other companies and/or entities related to Global and Crown, including Canadian Private Audit Service and Executive Asset Management.

Representatives of Global, Crown and their related entities are impersonating OSC staff in an effort to convince investors to pay the advance fees. Global, Crown and their related entities are not registered in any capacity with the OSC. The OSC is not involved in the solicitation of advance fees from investors and considers the impersonation of its staff to be serious illegal activity.

In addition, the OSC is warning investors not to send money to the following entities, which also appear to be connected to Global, Crown and/or persons, companies and/or entities related to Global and Crown: Belmont Group Limited, Chelsea International Consultants, Eurasia Mergers and Acquisitions Registration Authority, Global Capital Group, Global Asset Management, Highgate Consultancy Services, Jermar Inc., Jermar Productions and Macao Management. The names of these entities may be similar to the names of legitimate companies or entities. If you are unsure about whether you are dealing with a legitimate entity, contact the OSC Contact Centre at 1-877-785-1555 for assistance.

Representatives of Global, Crown and their related entities are contacting investors who hold certain illiquid securities and offering to sell those securities for the investors at a substantial premium. Investors are being told that they will have to send an advance fee payment to Global, Crown or their related entities before their securities can be sold. Under this kind of scheme, investors are in danger of being defrauded of the fees they send and never receiving payment for the securities that are purportedly being sold for them. Investors should be very careful about sending money if they are solicited to pay an advance fee.

To date, staff are aware that investors who previously purchased the following securities are being targeted: Avitech Life Sciences Inc.; Cancer Detection Corporation; Dixon, Perot and Champion Inc.; New Hudson Television Corporation; Pan Gen Global PLC; Remington Ventures Inc.; Royal Petroleum Inc.; and Wildwood Management Limited.

If you have any questions or information relating to this matter, please contact the OSC Contact Centre at 1-877-785-1555.

For media inquiries:

Wendy Dey  
Director, Communications & Public Affairs  
416-593-8120

Theresa Ebden  
Senior Communications Specialist  
416-593-8307

Robert Merrick  
Senior Communications Specialist  
416-593-2315

For investor inquiries:

OSC Contact Centre  
416-593-8314  
1-877-785-1555 (Toll Free)

**1.3.2 OSC Commissioner Appointment: Vern Krishna, Q.C.**

**FOR IMMEDIATE RELEASE  
November 8, 2010**

**OSC COMMISSIONER APPOINTMENT:  
VERN KRISHNA, Q.C.**

**TORONTO** – The Ontario Securities Commission (OSC) today announced the appointment of Vern Krishna, Q.C., as a Commissioner for a two-year term. Mr. Krishna currently practices tax litigation, mediation and arbitration in the International Tax and Wealth Management Practice of Borden Ladner Gervais LLP in Ottawa.

The appointment represents a return to the Commission for Mr. Krishna. He served as a Commissioner from 1994 to 1997.

Since 1981, Mr. Krishna has taught tax, finance and corporate law as a full professor in the Faculty of Law of the University of Ottawa. He is also the Executive Director of the Tax Research Centre at the University of Ottawa. Mr. Krishna is a graduate of the University of Alberta and has both a law degree and an MBA. He also has graduate law degrees from Harvard Law School and Cambridge University.

As the regulatory body responsible for overseeing the capital markets in Ontario, the OSC administers and enforces securities legislation in the province of Ontario. The OSC's statutory mandate is to provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in capital markets.

For media inquiries:

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Senior Communications Specialist  
416-593-8307

Robert Merrick  
Senior Communications Specialist  
416-593-2315

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**1.3.3 Eight Canadian Securities Regulators sign Regulatory Cooperation Arrangement with China's Insurance Regulator**

**FOR IMMEDIATE RELEASE  
November 10, 2010**

**EIGHT CANADIAN SECURITIES REGULATORS SIGN  
REGULATORY COOPERATION ARRANGEMENT WITH CHINA'S INSURANCE REGULATOR**

**Montréal** – Eight members of the Canadian Securities Administrators (CSA) have recently signed a Regulatory Cooperation Arrangement with the China Insurance Regulatory Commission (CIRC) to establish a channel for regulatory cooperation in connection with Chinese insurance firms' overseas investments involving registered Canadian firms and recognized markets.

The securities regulators of Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Ontario, Québec and Saskatchewan entered into the arrangement to strengthen the level of regulatory cooperation with Chinese regulators in order to increase mutual understanding and information exchange.

"The CSA attaches considerable importance to Canada's eligibility as a destination for investments by Chinese insurers," said Jean St-Gelais, Chair of the CSA and President & Chief Executive Officer of the Autorité des marchés financiers (Québec). "The fact that this is only the third arrangement of this nature signed by the CIRC with foreign regulators is a clear statement by the CIRC about the strength of Canada's capital markets and the quality of its regulatory framework."

The regulatory cooperation arrangement paves the way for Chinese insurers to invest in financial products on Canadian markets regulated by CSA participating jurisdictions. It is expected to facilitate capital flowing from China into the Canadian market and create new business opportunities for market participants here in Canada.

The arrangement is currently in effect in seven of eight participating CSA jurisdictions. Subject to obtaining the requisite ministerial approval, the arrangement is scheduled to take effect in Ontario on January 12, 2011.

In April, a similar arrangement was entered into with the Chinese Banking Regulatory Commission in order to develop the wealth management business of Chinese commercial banks in Canada.

The CSA acknowledges the assistance of the Canadian embassy in Beijing with concluding the latest arrangement.

Established in 1998, the CIRC is authorized by the Chinese State Council to conduct administration, supervision and regulation of the Chinese insurance market, and to ensure that the insurance industry operates in compliance with the law.

The CSA, the council of the securities regulators of Canada's provinces and territories, co-ordinates and harmonizes regulation for the Canadian capital markets.

**For more information:**

Robert Merrick  
Ontario Securities Commission  
416-593-2315

Sylvain Thériège  
Autorité des marchés financiers  
514-940-2176

Mark Dickey  
Alberta Securities Commission  
403-297-4481

Brenda Lea Brown  
British Columbia Securities Commission  
604-899-6554

Ainsley Cunningham  
Manitoba Securities Commission  
204-945-4733

Wendy Connors-Beckett  
New Brunswick Securities Commission  
506-643-7745

Natalie MacLellan  
Nova Scotia Securities Commission  
902-424-8586

Barbara Shourounis  
Saskatchewan Financial Services Commission  
306-787-5842

Janice Callbeck  
PEI Securities Office  
Office of the Attorney General  
902-368-6288

Doug Connolly  
Financial Services Regulation Division  
Newfoundland and Labrador  
709-729-2594

Graham Lang  
Yukon Securities Registry  
867-667-5466

Louis Arki  
Nunavut Securities Office  
867-975-6587

Donn MacDougall  
Northwest Territories  
Securities Office  
867-920-8984

**1.4 Notices from the Office of the Secretary**

**1.4.1 Chartcandle Investments Corporation et al.**

**FOR IMMEDIATE RELEASE  
November 3, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
CHARTCANDLE INVESTMENTS CORPORATION,  
CCI FINANCIAL, LLC, CHARTCANDLE INC.,  
PSST GLOBAL CORPORATION,  
STEPHEN MICHAEL CHESNOWITZ and  
CHARLES PAULY**

**TORONTO** – Following the sanctions hearing held on October 22, 2010, the Commission issued an Order in the above named matter.

A copy of the Order dated October 22, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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1-877-785-1555 (Toll Free)

**1.4.2 Peter Robinson and Platinum International Investments Inc.**

**FOR IMMEDIATE RELEASE  
November 3, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON AND PLATINUM  
INTERNATIONAL INVESTMENTS INC.**

**TORONTO** – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Peter Robinson and Platinum International Investments Inc. The hearing will be held on November 5, 2010 at 2:00 p.m. in Hearing Room B on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated November 3, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.3 Uranium308 Resources Inc. et al.**

**FOR IMMEDIATE RELEASE  
November 3, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
URANIUM308 RESOURCES INC.,  
MICHAEL FRIEDMAN, GEORGE SCHWARTZ,  
PETER ROBINSON, AND SHAFI KHAN**

**TORONTO** – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Peter Robinson. The hearing will be held on November 5, 2010 at 2:00 p.m. in Hearing Room B on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated November 3, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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1-877-785-1555 (Toll Free)

**1.4.4 York Rio Resources Inc. et al.**

**FOR IMMEDIATE RELEASE  
November 3, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
YORK RIO RESOURCES INC.,  
BRILLIANTE BRASILCAN RESOURCES CORP.,  
VICTOR YORK, ROBERT RUSIC,  
GEORGE SCHWARTZ, PETER ROBINSON,  
ADAM SHERMAN, RYAN DEMCHUK,  
MATTHEW OLIVER, GORDON VALDE AND  
SCOTT BASSINGDALE**

**TORONTO** – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Peter Robinson. The hearing will be held on November 5, 2010 at 2:00 p.m. in Hearing Room B on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated November 3, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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JOHN P. STEVENSON  
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**1.4.5 Global Energy Group, Ltd. et al.**

**FOR IMMEDIATE RELEASE  
November 3, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD., NEW GOLD  
LIMITED PARTNERSHIPS, CHRISTINA HARPER,  
VADIM TSATSKIN, MICHAEL SCHAUMER,  
ELLIOT FEDER, ODED PASTERNAK, ALAN  
SILVERSTEIN, HERBERT GROBERMAN, ALLAN  
WALKER, PETER ROBINSON, VYACHESLAV  
BRIKMAN, NIKOLA BAJOVSKI, BRUCE COHEN  
AND ANDREW SHIFF**

**TORONTO** – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Peter Robinson. The hearing will be held on November 5, 2010 at 2:00 p.m. in Hearing Room B on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated November 3, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.6 Merax Resource Management Ltd. et al.**

**FOR IMMEDIATE RELEASE  
November 4, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
MERAX RESOURCE MANAGEMENT LTD.,  
carrying on business as CROWN CAPITAL  
PARTNERS, RICHARD MELLON AND ALEX ELIN**

**TORONTO** – Staff of the Ontario Securities Commission filed an Amended Amended Statement of Allegations dated November 3, 2010 with the Office of the Secretary in the above noted matter.

A copy of the Amended Amended Statement of Allegations dated November 3, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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JOHN P. STEVENSON  
SECRETARY

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Robert Merrick  
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1-877-785-1555 (Toll Free)

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
MERAX RESOURCE MANAGEMENT LTD.,  
carrying on business as CROWN CAPITAL  
PARTNERS, RICHARD MELLON AND ALEX ELIN**

**AMENDED AMENDED STATEMENT OF ALLEGATIONS  
OF STAFF OF THE ONTARIO SECURITIES  
COMMISSION**

Staff of the Ontario Securities Commission ("Staff") make the following allegations:

**The Respondents**

1. Crown Capital Partners ("CCP") is the registered business name in Ontario of Merax Resource Management Ltd. ("Merax"), a federally incorporated entity. CCP was promoted as a private international investment firm with offices in Geneva, Isle of Man and the Caribbean. Staff of the Commission has not been able to confirm the existence of offices in such jurisdictions. Correspondence with investors and European regulators was conducted by representatives of CCP using pseudonyms.
2. CCP operated from offices in Toronto, Ontario which were leased by a company controlled by Richard Mellon ("Mellon").
3. Mellon is a resident of Toronto, Ontario and is one of the two directors of Merax. Mellon has never been registered in any capacity with the Commission.
4. Alex Elin ("Elin") is also a resident of Toronto, Ontario and is the other director of Merax. Elin is a former registrant in various capacities, whose registration with the Commission ended on December 1, 2000. Elin was not registered with the Commission between January 2003 to November 2004 (the "Material Time").
5. The directing minds of CCP are Mellon and Elin.
6. CCP and Merax are not registered in any capacity with the Ontario Securities Commission (the "Commission") nor are either of them reporting issuers in Ontario.

**Sale of Securities by CCP in Karp Mineral Resources and Legacy Mining Corp.**

7. During the Material Time, at the direction of Mellon and/or Elin, representatives of CCP contacted investors and represented to them that CCP was acting as an underwriter and agent for two Ontario

mining companies: Karp Mineral Resources Inc. ("Karp") and Legacy Mining Corp. ("Legacy").

8. Karp is a subsidiary of Claim Lake Resources ("Claim"), a junior Ontario mining firm trading on the Canadian Unlisted Board ("CUB"). Securities on the CUB are unlisted and not quoted but can be bought and traded through brokers registered with the CUB.
9. Staff of the Commission has not been able to confirm where Legacy was incorporated or if it was incorporated at all. Staff was able to ascertain that there are no records showing that Legacy was incorporated federally in Canada or provincially in Ontario.
  - (i) **Karp**
    10. In December 2002, CCP purchased 2 million shares of Karp at 2.5 cents per share, for a total of \$50,000.
    11. Some of these shares in Karp were sold by CCP to investors, primarily from Europe, at prices ranging from \$1.00 to \$1.50 per share.
    12. At the direction of Mellon and/or Elin, representatives of CCP made prohibited representations to these investors including:
      - a) representations regarding an impending initial public offering and the listing of the shares of Karp on a stock exchange; and
      - b) representations regarding the increase in the future value of Karp shares upon such listing.
    13. In fact, Karp was not about to embark on an initial public offering, and investors were misled about the extent of its mining operations. Karp's exploration operations were very limited given that the proceeds were to be used to perform preliminary test drilling on an abandoned mining site in Northern Ontario.
    14. Investors were directed to send any correspondence to an address in Geneva, Switzerland that purported to be the offices of CCP. This address was the premises of Regus Business Centre ("Regus") and was a virtual office for CCP.
    15. This virtual office forwarded all correspondence received from investors to a post office box in Toronto rented by Elin. Phone calls were also forwarded to numbers registered to a company controlled by Mellon. Similarly, at the direction of Mellon and/or Elin, representatives of CCP sent promotional materials to Regus in Switzerland for mailing to European investors.

16. Investors who purchased shares in Karp were provided wire instructions to forward the funds via the Bank of America to an account at TD Canada Trust in Toronto in the name of CCP.

17. Karp has never filed a preliminary prospectus or a prospectus with any securities regulator.

**(ii) Legacy**

18. Nonetheless, some of the investors who had purchased shares in Karp were contacted by CCP some months after their purchase and were told that in order to realize any gains in their Karp shares, these shares had to be sent back to CCP along with additional funds in exchange for shares in Legacy.

19. Some investors did send CCP more money and their shares in Karp and received shares in Legacy. Investors who wanted to redeem their shares in Karp were told that this was not possible, and requests to liquidate were ignored by CCP.

20. The published address for Legacy is another Toronto post office box rented by Elin and the phone number provided was a cell phone registered to Elin's girlfriend at a company controlled by Mellon.

21. Similar to the representations regarding the sale of shares in Karp, at the direction of Mellon and/or Elin, representatives of CCP made prohibited representations to these investors including:

- a) representations regarding an impending initial public offering and the listing of the shares of Legacy on a stock exchange; and
- b) representations regarding the future value of Legacy shares upon such an offering.

22. In reality, Legacy was not about to embark on an initial public offering.

23. Investors were also directed by parties from CCP to a website ([www.legacyminingcorp.com](http://www.legacyminingcorp.com)) for more information about Legacy. The text and content for this website was provided by Mellon.

24. The website portrayed Legacy as an ongoing and successful gold exploration firm with multiple projects in China, Alberta and Nevada. All projects reported high potential, millions of ounces in reserves and highly qualified mining experts in management. The website also contained press releases, which were not, in fact, released. The information posted on this website cannot be verified and portions of the website appeared to

have been copied directly from other mining companies' websites.

25. Staff has not found any evidence that Legacy has any assets. Investors who purchased shares in Legacy received nothing in return for the money invested.

**Funds Received from the Sale of Securities by CCP in Karp and Legacy**

26. Accounts under the name of Merax and CCP were set up for receipt of these funds at TD Canada Trust by Elin and Mellon.

27. Through these accounts, Elin and Mellon received over \$500,000 from these sales of shares in Karp and Legacy to approximately 84 investors, primarily from Europe. To date, none of the persons who sent CCP funds for shares in Karp and/or Legacy have received anything of value in return.

**Conduct Contrary to the Public Interest**

28. By trading in securities without registration, making prohibited representations respecting securities and engaging in an illegal distribution of securities, the actions of the Respondents are contrary to sections 25, 38 and 53 of the *Securities Act*, R.S.O. 1990, c. S.5, (as amended) and contrary to the public interest.

Dated at Toronto, this 3rd day of November, 2010

1.4.7 Innovative Gifting Inc. et al.

FOR IMMEDIATE RELEASE  
November 4, 2010

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
INNOVATIVE GIFTING INC., TERENCE  
LUSHINGTON, Z2A CORP., AND  
CHRISTINE HEWITT

**TORONTO** – The Commission issued an Order in the above named matter which provides that the Temporary Order is extended as against IGI until December 7, 2010; and the hearing with respect to the Notice of Hearing dated March 2, 2010 and with respect to the Temporary Order is adjourned to December 6, 2010 at 10:00 a.m., at which time the confidential pre-hearing conference will be continued and dates will be fixed for the hearing on the merits in this matter.

A copy of the Order dated November 4, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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1.4.8 Global Consulting and Financial Services et al.

FOR IMMEDIATE RELEASE  
November 5, 2010

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
GLOBAL CONSULTING AND FINANCIAL  
SERVICES, CROWN CAPITAL MANAGEMENT  
CORPORATION, CANADIAN PRIVATE AUDIT  
SERVICE, EXECUTIVE ASSET MANAGEMENT,  
MICHAEL CHOMICA, PETER KUTI, JAN CHOMICA,  
AND LORNE BANKS

**TORONTO** – The Office of the Secretary issued a Notice of Hearing on November 4, 2010 setting the matter down to be heard on November 17, 2010 at 3:00 p.m. to consider whether it is in the public interest for the Commission:

- (1) to extend the Temporary Order pursuant to subsections 127(7) and (8) of the Act until the conclusion of the hearing, or until such further time as considered necessary by the Commission; and
- (2) to make such further orders as the Commission considers appropriate.

A copy of the Notice of Hearing dated November 4, 2010 and Temporary Order dated November 4, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.9 Global Energy Group, Ltd. et al.**

**FOR IMMEDIATE RELEASE  
November 5, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD., NEW GOLD  
LIMITED PARTNERSHIPS, CHRISTINA HARPER,  
VADIM TSATSKIN, MICHAEL SCHAUER, ELLIOT  
FEDER, ODED PASTERNAK, ALAN SILVERSTEIN,  
HERBERT GROBERMAN, ALLAN WALKER,  
PETER ROBINSON, VYACHESLAV BRIKMAN,  
NIKOLA BAJOVSKI, BRUCE COHEN AND  
ANDREW SHIFF**

**TORONTO** – Following a hearing held today, the Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Peter Robinson in the above named matter.

A copy of the Order dated November 5, 2010 and Settlement Agreement dated October 25, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.10 York Rio Resources Inc. et al.**

**FOR IMMEDIATE RELEASE  
November 5, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
YORK RIO RESOURCES INC., BRILLIANTE  
BRASILCAN RESOURCES CORP., VICTOR  
YORK, ROBERT RUNIC, GEORGE SCHWARTZ,  
PETER ROBINSON, ADAM SHERMAN, RYAN  
DEMCHUK, MATTHEW OLIVER, GORDON  
VALDE AND SCOTT BASSINGDALE**

**TORONTO** – Following a hearing held today, the Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Peter Robinson in the above named matter.

A copy of the Order dated November 5, 2010 and Settlement Agreement dated October 25, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.11 Uranium308 Resources Inc. et al.**

**FOR IMMEDIATE RELEASE  
November 5, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
URANIUM308 RESOURCES INC., MICHAEL  
FRIEDMAN, GEORGE SCHWARTZ, PETER  
ROBINSON, AND SHAFI KHAN**

**TORONTO** – Following a hearing held today, the Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Peter Robinson in the above named matter.

A copy of the Order dated November 5, 2010 and Settlement Agreement dated October 25, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.12 Peter Robinson and Platinum International Investments Inc.**

**FOR IMMEDIATE RELEASE  
November 5, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON AND PLATINUM  
INTERNATIONAL INVESTMENTS INC.**

**TORONTO** – Following a hearing held today, the Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Peter Robinson in the above named matter.

A copy of the Order dated November 5, 2010 and Settlement Agreement dated October 25, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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1.4.13 L. Jeffrey Pogachar et al.

FOR IMMEDIATE RELEASE  
November 8, 2010

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
L. JEFFREY POGACHAR, PAOLA LOMBARDI,  
ALAN S. PRICE, NEW LIFE CAPITAL CORP.,  
NEW LIFE CAPITAL INVESTMENTS INC.,  
NEW LIFE CAPITAL ADVANTAGE INC.,  
NEW LIFE CAPITAL STRATEGIES INC.,  
1660690 ONTARIO LTD., 2126375 ONTARIO INC.,  
2108375 ONTARIO INC., 2126533 ONTARIO INC.,  
2152042 ONTARIO INC., 2100228 ONTARIO INC. AND  
2173817 ONTARIO INC.

**TORONTO** – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Alan S. Price. The hearing will be held on November 10, 2010 at 9:00 a.m. in Hearing Room B on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated November 8, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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1.4.14 BMO Nesbitt Burns Inc.

FOR IMMEDIATE RELEASE  
November 8, 2010

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF \\  
BMO NESBITT BURNS INC.

**TORONTO** – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and BMO Nesbitt Burns Inc. The hearing will be held on November 10, 2010 at 2:00 p.m. in Hearing Room B on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated November 8, 2010 and the Statement of Allegations of Staff of the Ontario Securities Commission dated November 8, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.15 Juniper Fund Management Corporation et al.**

**FOR IMMEDIATE RELEASE  
November 9, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
THE JUNIPER FUND MANAGEMENT  
CORPORATION, JUNIPER INCOME FUND,  
JUNIPER EQUITY GROWTH FUND AND  
ROY BROWN (a.k.a. ROY BROWN-RODRIGUES)**

**TORONTO** – The Commission issued an Order in the above named matter which provides that (i) the hearing on the merits is adjourned; and (ii) the pre-hearing conference shall be continued on December 6, 2010 at 2:00 p.m. for the purpose of scheduling new dates for the hearing on the merits.

A copy of the Order dated November 5, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.16 Baffinland Iron Mines Corporation et al.**

**FOR IMMEDIATE RELEASE  
November 9, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
BAFFINLAND IRON MINES CORPORATION,  
IRON ORE HOLDINGS, LP AND ITS  
WHOLLY-OWNED SUBSIDIARY  
NUNAVUT IRON ORE ACQUISITION INC.**

**TORONTO** – On November 9, 2010, the Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* to consider an application by Nunavut Iron Ore Acquisition Inc., a wholly-owned subsidiary of Iron Ore Holdings, LP. The hearing is scheduled to commence on November 18, 2010 at 9:00 a.m.

A copy of the Notice of Hearing dated November 9, 2010 and the Application dated November 1, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.17 Global Partners Capital et al.**

**FOR IMMEDIATE RELEASE  
November 10, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL PARTNERS CAPITAL, ASIA PACIFIC  
ENERGY, INC., 1666475 ONTARIO INC. operating  
as "ASIAN PACIFIC ENERGY", ALEX PIDGEON,  
KIT CHING PAN also known as Christine Pan,  
HAU WAI CHEUNG, also known as Peter Cheung,  
Tony Cheung, Mike Davidson, or Peter McDonald,  
GURDIP SINGH GAHUNIA also known as Michael  
Gahunia or Shawn Miller, BASIL MARCELLINIUS  
TOUSSAINT also known as Peter Beckford, and  
RAFIQUE JIWANI also known as Ralph Jay**

**TORONTO** – The Commission issued an Order in the above named matter which provides that the hearing on sanctions and costs in this matter is adjourned to Wednesday, November 17, 2010 at 10:30 a.m. at the offices of the Commission on the 17th floor, 20 Queen Street West in Toronto.

A copy of the Order dated November 5, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.18 Global Energy Group, Ltd. and New Gold Limited Partnerships**

**FOR IMMEDIATE RELEASE  
November 10, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD. AND  
NEW GOLD LIMITED PARTNERSHIPS**

**TORONTO** – The Commission issued an Order in the above named matter which provides that, pursuant to subsection 127(7) and 127(8) of the Act, the Temporary Order is extended to December 8, 2010 and the hearing in this matter is adjourned to December 7, 2010 at 2:30 p.m. or on such other date as provided by the Secretary's Office and agreed to by the parties.

A copy of the Order dated November 8, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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1.4.19 Christina Harper et al.

FOR IMMEDIATE RELEASE  
November 10, 2010

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
CHRISTINA HARPER, HOWARD RASH, MICHAEL  
SCHAUMER, ELLIOT FEDER, VADIM TSATSKIN,  
ODED PASTERNAK, ALAN SILVERSTEIN,  
HERBERT GROBERMAN, ALLAN WALKER, PETER  
ROBINSON, VYACHESLAV BRIKMAN, NIKOLA  
BAJOVSKI, BRUCE COHEN AND ANDREW SHIFF

**TORONTO** – The Commission issued an Order in the above named matter which provides that pursuant to subsections 127(7) and 127(8) of the Act, the Temporary Order, as amended on September 1, 2010, is extended to December 8, 2010 and the hearing in this matter is adjourned to December 7, 2010 at 2:30 p.m.

A copy of the Order dated November 8, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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1.4.20 Global Energy Group, Ltd. et al.

FOR IMMEDIATE RELEASE  
November 10, 2010

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD., NEW GOLD  
LIMITED PARTNERSHIPS, CHRISTINA HARPER,  
VADIM TSATSKIN, MICHAEL SCHAUMER,  
ELLIOT FEDER, ODED PASTERNAK, ALAN  
SILVERSTEIN, HERBERT GROBERMAN, ALLAN  
WALKER, PETER ROBINSON, VYACHESLAV  
BRIKMAN, NIKOLA BAJOVSKI, BRUCE COHEN  
AND ANDREW SHIFF

**TORONTO** – The Commission issued an Order in the above named matter upon hearing the submissions of Staff, Schaumer, Shiff, Silverstein, and counsel for Pasternak, Walker and Brikman, that the hearing be adjourned to December 7, 2010 at 2:30 p.m. to continue the pre-hearing conference.

A copy of the Order dated November 8, 2010 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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1.4.21 L. Jeffrey Pogachar et al.

**FOR IMMEDIATE RELEASE**  
**November 10, 2010**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
L. JEFFREY POGACHAR, PAOLA LOMBARDI,  
ALAN S. PRICE, NEW LIFE CAPITAL CORP.,  
NEW LIFE CAPITAL INVESTMENTS INC.,  
NEW LIFE CAPITAL ADVANTAGE INC.,  
NEW LIFE CAPITAL STRATEGIES INC.,  
1660690 ONTARIO LTD., 2126375 ONTARIO INC.,  
2108375 ONTARIO INC., 2126533 ONTARIO INC.,  
2152042 ONTARIO INC., 2100228 ONTARIO INC. AND  
2173817 ONTARIO INC.**

**TORONTO** – Following a hearing held today, the Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and Alan S. Price.

A copy of the Order dated November 10, 2010 and Settlement Agreement dated October 29, 2010 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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## Chapter 2

# Decisions, Orders and Rulings

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### 2.1 Decisions

#### 2.1.1 Thompson Creek Metals Company Inc. et al.

##### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 51-102 Continuous Disclosure Obligations – Issuer wants relief from all the continuous disclosure requirements in NI 51-102 – Issuer is a wholly owned subsidiary of a parent reporting issuer – Subsidiary's only outstanding securities are warrants entitling the holder to acquire a combination of cash and common shares of the parent – Warrants do not qualify as "designated exchangeable securities" under section 13.3 of NI 51-102 – Requested relief granted on terms substantially similar to section 13.3 of NI 51-102 – National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings – Issuer wants relief from the requirements in Parts 4 and 5 of NI 52-109 to file annual and interim certificates – Issuer exempted from filing interim and annual financial statements – National Instrument 55-104 Insider Reporting Requirements and Exemptions – Issuer wants relief from the requirements to file insider reports for its insiders – Issuer is an exchangeable security issuer that cannot rely on the exemption in NI 51-102 because it does not comply with all of the conditions for continuous disclosure relief in NI 51-102 – Insiders of Issuer cannot rely on the insider reporting exemptions in NI 51-102 – Relief granted – National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) – Issuer wants relief from the requirement to file an insider profile for its insiders – Issuer is an exchangeable security issuer that cannot rely on the exemption in NI 51-102 because it does not comply with all of the conditions for continuous disclosure relief in NI 51-102 – Insiders of Issuer cannot rely on the insider reporting exemptions in NI 51-102 – Relief granted.

##### Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 107.

National Instrument 51-102 Continuous Disclosure Obligations, s. 13.1.

National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, s. 4.5.

National Instrument 55-104 Insider Reporting Requirements and Exemptions, s. 10.1.

National Instrument 55-102 System for Electronic Disclosure by Insiders, ss. 2.1, 6.1.

November 3, 2010

IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
BRITISH COLUMBIA AND ONTARIO  
(the Jurisdictions)

AND

IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF  
THOMPSON CREEK METALS COMPANY INC.  
(Thompson Creek), TERRANE METALS CORP.  
(Terrane), 0888046 B.C. LTD., A WHOLLY-OWNED  
SUBSIDIARY OF THOMPSON CREEK (TCM Subco),  
AND THE CONTINUING CORPORATION FORMED  
AS A RESULT OF THE AMALGAMATION OF TCM  
SUBCO AND TERRANE (Amalco, and together with  
Thompson Creek, Terrane and TCM Subco,  
the Filers)

DECISION

## Background

- 1 The securities regulatory authority in each of the Jurisdictions (Decision Maker) has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the Legislation) that:
1. the requirements of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) (the Continuous Disclosure Requirements) do not apply to Amalco;
  2. the requirements of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109) (the Certification Requirements) do not apply to Amalco; and
  3. the insider reporting requirements under the Legislation and the requirement to file an insider profile under National Instrument 55-102 – *System for Electronic Disclosure by Insiders* (together, the Insider Reporting Requirements) do not apply to any insider of Amalco.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application;
- (b) the Filers have provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador; and
- (c) the decision is the decision of the principal regulator and evidences that decision of the securities regulatory authority or regulator in Ontario.

## Interpretation

- 2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

## Representations

- 3 This decision is based on the following facts represented by the Filers:
1. Terrane
    - (a) Terrane continued its jurisdiction of incorporation into British Columbia on May 2, 2006;
    - (b) the authorized capital of Terrane consists of: (i) an unlimited number of common shares (Terrane Common Shares); and (ii) an unlimited number of Preferred shares issuable in series, of which only the Series A Preferred shares have been designated;
    - (c) as of October 19, 2010, the date immediately preceding the Arrangement, there were outstanding: (i) 460,413,900 Terrane Common Shares; (ii) options to purchase an aggregate of 11,997,600 Terrane Common Shares (Terrane Options); (iii) warrants to purchase Terrane Common Shares at a price of \$0.85, pursuant to the Common Share Purchase Warrant Indenture between Terrane and Pacific Corporation Trust Company, dated June 21, 2007 (2007 Warrants); (iv) warrants to purchase Terrane Common Shares at a price of \$1.50, pursuant to the Common Share Purchase Warrant Indenture between Terrane and Computershare Trust Company of Canada, dated April 16, 2010 (2010 Warrants); and (v) warrants to purchase Terrane Common Shares at a price of \$1.50, pursuant to a warrant certificate issued by Terrane to Goldcorp Canada Ltd. dated April 15, 2010 (Goldcorp Warrants and together with the 2007 Warrants and the 2010 Warrants, the Terrane Warrants);
    - (d) the 2007 Warrants and the 2010 Warrants (collectively the Trading Warrants) are listed on the TSX Venture Exchange (TSX-V), under the symbols "TRX.WT" and "TRX.WT.A" respectively; and
    - (e) Terrane is a "reporting issuer" in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador;

2. Thompson Creek
  - (a) Thompson Creek continued its jurisdiction of incorporation into British Columbia on July 29, 2008;
  - (b) the authorized capital of Thompson Creek consists of: (i) an unlimited number of common shares (TCM Shares); and (ii) an unlimited number of preferred shares issuable in series; as of October 19, 2010, the date immediately preceding the Arrangement, there were outstanding 139,894,094 TCM Shares and no preferred shares;
  - (c) Thompson Creek is a "reporting issuer" in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador; and
  - (d) the TCM Shares are listed on the Toronto Stock Exchange (TSX) and the New York Stock Exchange under the symbols "TCM" and "TC" respectively;
3. Thompson Creek entered into a definitive agreement (the Arrangement Agreement) with Terrane on July 15, 2010, which provided the terms and conditions under which Thompson Creek would acquire all of the issued and outstanding Terrane Common Shares;
4. the acquisition was implemented by way of a court-approved plan of arrangement under British Columbia law (the Arrangement); under the Arrangement: (i) holders of Terrane Common Shares (Terrane Securityholders) received C\$0.90 in cash and 0.052 of a TCM Share (the Arrangement Consideration) per Terrane Security; (ii) the outstanding Terrane Options were deemed exercised on a cashless basis for the same consideration; and (iii) Terrane became a wholly-owned subsidiary of Thompson Creek;
5. on August 23, 2010, Terrane made an application to the Supreme Court of British Columbia (Court) for an interim order requesting that certain requirements and procedures be specified for a special meeting of the Terrane Securityholders and holders of Terrane Options (Optionholders) for the purpose of approving the Arrangement (Terrane Meeting);
6. on September 26, 2010, Terrane Securityholders and Optionholders approved the Arrangement with an affirmative vote of 99.34% of the votes validly cast at the Terrane Meeting;
7. on September 27, 2010, Terrane received final approval of the Court for the Arrangement;
8. the Arrangement was completed on October 20, 2010;
9. under the Arrangement, in addition to other matters, the following occurred:
  - (a) each outstanding Terrane Option was deemed exercised on a cashless basis for the Arrangement Consideration;
  - (b) Thompson Creek acquired all of the issued and outstanding Terrane Common Shares in exchange for the payment to Terrane Securityholders of the Arrangement Consideration; and
  - (c) Thompson Creek transferred all of the Terrane Common Shares held by it to TCM Subco in exchange for common shares of TCM Subco, following which, TCM Subco and Terrane amalgamated to form Amalco which will continue as one corporation under the *Business Corporations Act* (British Columbia);
10. on completion of the Arrangement and the associated amalgamation of Terrane and TCM Subco to form Amalco, Amalco became a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador as a result of one or both of Thompson Creek and Terrane having been, for a period of at least twelve months prior to the Arrangement, a reporting issuer in such jurisdictions;
11. each holder of a Terrane Warrant outstanding immediately before completion of the Arrangement, became entitled to receive upon the subsequent exercise of such holder's Terrane Warrant in accordance with its terms, in lieu of each Terrane Common Share to which such holder was entitled, the Arrangement Consideration;

## Decisions, Orders and Rulings

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12. on October 22, 2010, the TSX approved the listing of an additional 27,582,508 TCM Shares issued as a result of the Arrangement (including those TCM Shares to be issued on the exercise of Terrane Warrants);
13. on October 20, 2010, Terrane Common Shares were delisted from the TSX-V;
14. in connection with the Arrangement, Terrane mailed to the Terrane Securityholders and Optionholders a management information circular (Circular) containing prospectus-level disclosure of the business and affairs of each of Terrane and Thompson Creek and information on the Arrangement; the Circular included disclosure that Thompson Creek, on behalf of Amalco, had applied for certain exemptive relief, including relief from the Continuous Disclosure Requirements;
15. Terrane provided the holders of all Terrane Warrants with prior notice of the Arrangement, including a statement that a copy of the Circular would be available for review on SEDAR;
16. as a result of the Arrangement, the only securities of Amalco that are held publicly are the Trading Warrants; the Trading Warrants are, in accordance with their terms, exercisable for the Arrangement Consideration;
17. as required by the terms of warrant indentures governing the Trading Warrants, Amalco and Thompson Creek have entered into supplemental indentures providing: (i) that the holder of each Trading Warrant then outstanding will have the right (until the expiry of such Trading Warrant) to exercise their Trading Warrant only for the Arrangement Consideration; and (ii) for the setting off of the exercise price payable on the exercise of such Trading Warrant against the cash portion of the Arrangement Consideration;
18. Amalco cannot rely on the exemption available in s. 13.3 of NI 51-102 for issuers of exchangeable securities because the Terrane Warrants are not "designated exchangeable securities" as defined in NI 51-102; none of the holders of the Terrane Warrants will have voting rights in respect of Thompson Creek, in their capacity as warrantholders;
19. the terms of the indentures governing the Trading Warrants include a covenant that Terrane use its commercial best efforts to maintain its status as a "reporting issuer" (or the equivalent thereof) not in default of the requirements of applicable securities laws in each of the provinces of Canada, except Quebec;
20. neither the warrant indentures or the supplemental indentures governing the Trading Warrants require Terrane or any successor to deliver to holders of Trading Warrants any continuous disclosure materials of Terrane or any successor;
21. each of the Filers is not in default of any requirement under securities legislation in the jurisdictions in which it is a reporting issuer;
22. Amalco has no intention of accessing the capital markets in the future by issuing any further securities to the public and has no intention of issuing any securities to the public other than those that are outstanding on completion of the Arrangement; and
23. it is information relating to Thompson Creek, and not to Amalco, that is of primary importance to holders of Terrane Warrants as each of these securities is exercisable into TCM Shares, along with the cash portion of the Arrangement Consideration; in addition, as Amalco is a wholly-owned subsidiary of Thompson Creek, Thompson Creek will consolidate Terrane with Thompson Creek for the purposes of financial statement reporting; as such, the disclosure required by the Continuous Disclosure Requirements and the Insider Reporting Requirements would not be meaningful or of any significant benefit to the holders of the Terrane Warrants and would impose a significant cost on Amalco.

## Decision

4. Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.
  1. The decision of the Decision Makers under the Legislation is that the Continuous Disclosure Requirements do not apply to Amalco provided that:
    - (a) Thompson Creek is the beneficial owner of all of the issued and outstanding voting securities of Amalco;

- (b) Thompson Creek is a reporting issuer in a designated Canadian jurisdiction (as defined in NI 51-102) and has filed all documents it is required to file under NI 51-102;
  - (c) Amalco does not issue any securities, and does not have any securities outstanding other than:
    - (i) the Terrane Warrants;
    - (ii) securities issued to and held by Thompson Creek or an affiliate of Thompson Creek;
    - (iii) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or
    - (iv) securities issued under exemptions from the registration requirement and prospectus requirement in National Instrument 45-106 *Prospectus and Registration Exemptions*;
  - (d) Amalco files in electronic format:
    - (i) if Thompson Creek is a reporting issuer in the local jurisdiction, a notice indicating that it is relying on the continuous disclosure documents filed by Thompson Creek and setting out where those documents can be found in electronic format; or
    - (ii) copies of all documents Thompson Creek is required to file under securities legislation, other than in connection with a distribution, at the same time as the filing by Thompson Creek of those documents with a securities regulatory authority or regulator;
  - (e) Thompson Creek concurrently sends to all holders of Terrane Warrants all disclosure materials that would be required to be sent to holders of similar warrants of Thompson Creek in the manner and at the time required by securities legislation;
  - (f) Thompson Creek complies with securities legislation in respect of making public disclosure of material information on a timely basis;
  - (g) Thompson Creek immediately issues in Canada and files any news release that discloses a material change in its affairs; and
  - (h) Amalco issues in Canada a news release and files a material change report in accordance with Part 7 of NI 51-102 for all material changes in respect of the affairs of Amalco that are not also material changes in the affairs of Thompson.
2. The further decision of the Decision Makers under the Legislation is that the Certification Requirements do not apply to Amalco provided that:
- (a) Amalco is not required to, and does not, file its own Interim Filings and Annual Filings (as those terms are defined under NI 52-109);
  - (b) Amalco files in electronic format under its SEDAR profile either: (i) copies of Thompson Creek' annual certificates and interim certificates at the same time as Thompson Creek is required under NI 52-109 to file such documents; or (ii) a notice indicating that it is relying on Thompson Creek's annual certificates and interim certificates and setting out where those documents can be found for viewing on SEDAR; and
  - (c) Amalco is exempt from or otherwise not subject to the Continuous Disclosure Requirements and Amalco and Thompson Creek are in compliance with the conditions set out in paragraph 1 above.
3. The further decision of the Decision Makers under the Legislation is that the Insider Reporting Requirements do not apply to any insider of Amalco in respect of securities of Amalco provided that:
- (a) if the insider is not Thompson Creek;

- (i) the insider does not receive, in the ordinary course, information as to material facts of material changes concerning Amalco before the material facts or material changes are generally disclosed;
- (ii) the insider is not an insider of Thompson Creek in any capacity other than by virtue of being an insider of Amalco;
- (b) Thompson Creek is the beneficial owner of all of the issued and outstanding voting securities of Amalco;
- (c) if the insider is Thompson Creek, the insider does not beneficially own any Terrane Warrants other than securities acquired through the exercise of the Terrane Warrants and not subsequently traded by the insider;
- (d) Thompson Creek is a reporting issuer in a designated Canadian jurisdiction;
- (e) Amalco has not issued any securities, and does not have any securities outstanding, other than:
  - (i) the Terrane Warrants;
  - (ii) securities issued to and held by Thompson Creek or an affiliate of Thompson Creek;
  - (iii) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or
  - (iv) securities issued under exemptions from the registration requirement and prospectus requirement in Section 2.35 of NI 45-106; and
- (f) Amalco is exempt from or otherwise not subject to the Continuous Disclosure Requirements and Terrane and Thompson Creek are in compliance with the conditions set out in paragraph 1 above.

“Martin Eady, CA”  
Director, Corporate Finance  
British Columbia Securities Commission

**2.1.2 Gryphon Investment Counsel Inc. and Gryphon Balanced Fund**

**Headnote**

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from the Act to permit top fund to invest in a bottom fund in a fund-on-fund structure – bottom fund managed by an associate of the manager of the top fund – relief subject to standard conditions for fund-on-fund-structures.

**Applicable Legislative Provisions**

Securities Act (Ontario), ss. 111(2)(b), 111(3), 113.

**October 29, 2010**

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO  
(the Jurisdiction)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
GRYPHON INVESTMENT COUNSEL INC.  
(the Filer)**

**AND**

**GRYPHON BALANCED FUND  
(the Fund)**

**DECISION**

**Background**

The principal regulator in the Jurisdiction has received an application from the Filer, on its behalf and on behalf of the Fund, for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Fund and the Filer from the restrictions in the Legislation which prohibit the following:

- (a) a mutual fund from knowingly making an investment in a person or company in which the mutual fund, alone or together with one or more related mutual funds, is a substantial security holder; and
- (b) a mutual fund, its management company or its distribution company from knowingly holding an investment described in paragraph (a) above

(collectively, the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Alberta, Saskatchewan, New Brunswick, Nova Scotia and Newfoundland and Labrador.

**Interpretation**

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

**Representations**

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation incorporated under the laws of Canada and has its head office in Toronto, Ontario. The Filer is the manager and portfolio manager of the Fund. The Filer is registered as an adviser in all provinces of Canada.
2. The Fund is an open-end mutual fund established under the laws of Ontario and is a mutual fund as defined under securities legislation in Ontario and Alberta.
3. The Fund is not a reporting issuer in any province or territory of Canada.
4. The Filer provides discretionary portfolio management services to clients pursuant to investment management agreements between the clients and the Filer. The Filer has full discretion and authority to provide portfolio management services to clients, including investing clients in mutual or pooled funds for which the Filer or any of its affiliates or associates is the portfolio manager and for changing those funds as the Filer determines in accordance with the mandate of the clients. Units of the Fund are offered for sale only on a private placement basis pursuant to available prospectus exemptions in each of the provinces of Canada.
5. Investment in the Fund is limited to discretionary clients of the Filer.
6. Gryphon International Investment Corporation (**Gryphon International**), an associate of the Filer, acts as manager and portfolio manager of Gryphon Europac Fund (the **Underlying Fund**).
7. The Underlying Fund is an open-end mutual fund established under the laws of Ontario and is a

- mutual fund as defined under Ontario securities legislation.
8. The Underlying Fund is not a reporting issuer in any province or territory of Canada.
  9. Gryphon International also provides discretionary portfolio management services to clients pursuant to investment management agreements with its clients. In the case of the Fund, units of the Underlying Fund are sold on an exempt basis to the Fund without entering into an investment management agreement with the Fund or the Filer.
  10. Neither the Fund nor the Underlying Fund has an offering memorandum (or other similar document). If the Fund or the Underlying Fund has an offering memorandum (or other similar document) in the future, the Fund unitholders may obtain a copy of the Fund's or Underlying Fund's disclosure documents free of charge upon request to the Filer.
  11. The Fund unitholders are provided with a copy of the Underlying Fund's annual or semi-annual financial statements free of charge.
  12. The actual weighting of the investment by the Fund in the Underlying Fund will be reviewed on a regular basis and adjusted to ensure that the investment weightings continue to be appropriate for the Fund's investment policy.
  13. The Filer will actively manage the Fund's investments in the Underlying Fund with discretion to buy and sell units of the Underlying Fund, selected in accordance with the Fund's investment objective, as well as alter its holdings in the Underlying Fund.
  14. Through investing in the Underlying Fund, the Fund will achieve greater diversification at a lower cost than investing directly in the securities held by the Underlying Fund. This investment structure will also allow investors with smaller investments to have access to a larger variety of investments than would otherwise be available.
  15. Investment by the Fund in the Underlying Fund will increase the asset base of the Underlying Fund, enabling the Underlying Fund to further diversify its portfolio to the benefit of all its investors. The larger asset base will also benefit investors in the Underlying Fund through achieving favourable pricing and transaction costs on portfolio trades, increased access to investments where there is a minimum subscription or purchase amount and economies of scale through greater administrative efficiency.
  16. No sales fees or redemption fees will be payable in connection with the purchases or redemptions by the Fund of units of the Underlying Fund.
  17. No management or other fee will be payable by the Fund that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service.
  18. Where a matter relating to the Underlying Fund requires a vote of unitholders of the Underlying Fund, the Filer will not cause the units of the Underlying Fund held by the Fund to be voted at such meeting.
  19. There are no duplication of management fees since no management fees are payable by the Fund in respect of its investment in the Underlying Fund.
  20. The valuation frequency of the Fund and the Underlying Fund is daily.
  21. The amounts invested from time to time in the Underlying Fund by the Fund may exceed 20% of the outstanding voting securities of the Underlying Fund. Accordingly, the Fund could become a substantial security holder of the Underlying Fund. In the absence of this Decision, the Fund would be prohibited from knowingly making and holding an investment in the Underlying Fund if the Fund, alone or together with one or more related mutual funds, would be a substantial security holder of the Underlying Fund.
  22. An investment by the Fund in units of the Underlying Fund will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund.
  23. The Filer is not a reporting issuer in any jurisdiction and is not in default of securities legislation in any province or territory of Canada. The Fund and the Underlying Fund are not in default of securities legislation in any province or territory of Canada.

**Decision**

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

- (a) units of the Fund are sold in each of the provinces of Canada solely pursuant to exemptions in accordance with National Instrument 45-106 *Prospectus and Registration Exemptions*;

- (b) the investment by the Fund in the Underlying Fund is compatible with the fundamental investment objective of the Fund;
- (c) no management or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service;
- (d) no sales or redemption fees are payable by the Fund in relation to its purchases or redemptions of the units of the Underlying Fund;
- (e) the Filer does not vote the units of the Underlying Fund that are held by the Fund; and
- (f) if an offering memorandum (or other similar document) is made available from the Fund, such offering memorandum (or other similar document) of the Fund will disclose:
  - (i) that the Fund may purchase units of the Underlying Fund;
  - (ii) the fact that the Fund is managed by the Filer and the Underlying Fund is managed by an associate of the Filer; and
  - (iii) the approximate or maximum percentage of net assets of the Fund that is dedicated to investment in units of the Underlying Fund.

“Mary G. Condon”  
Commissioner  
Ontario Securities Commission

“Paulette L. Kennedy”  
Commissioner  
Ontario Securities Commission

### 2.1.3 Gaz Métro Limited Partnership – s. 1(10)(b)

#### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer under applicable securities laws – requested relief granted.

#### Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(b).

Montréal, November 3, 2010

Gaz Métro Limited Partnership  
C/o: Osler, Hoskin & Harcourt  
1000 De La Gauchetière Street West  
Suite 2100  
Montréal, Québec H3B 4W5

Attention: Mrs. Josée Kouri

**Re: Gaz Métro Limited Partnership (the “Applicant”) – Application for a decision under the securities legislation of Québec, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, North West Territories, Yukon and Nunavut (the “Jurisdictions”) that the Applicant is not a reporting issuer**

Dear Madam:

The Applicant has applied to the local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions for a decision under the securities legislation (the “Legislation”) of the Jurisdictions that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

- (a) the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the Jurisdictions in Canada and fewer than 51 security holders in total in Canada;
- (b) no securities of the Applicant are traded on a marketplace as defined in *Regulation 21-101 respecting Marketplace Operation*;
- (c) the Applicant is applying for a decision that it is not a reporting issuer in all of the Jurisdictions in Canada in which it is currently a reporting issuer; and
- (d) the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer;

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant's status as a reporting issuer is revoked.

"Alida Gualtieri"  
Manager, Continuous Disclosure  
Autorité des marchés financiers

## 2.1.4 AlphaPro Management Inc. et al.

### Headnote

NP 11-203 – Process for Exemptive Relief Application in Multiple Jurisdictions – Relief granted from seed capital requirements for commodity pools in NI 81-104 – Manager permitted to redeem \$50,000 seed capital investment in each Pool provided that each Pool has received subscriptions from investors other than the Manager totalling at least \$5.0 million and provided the Manager maintains \$100,000 working capital as required for investment fund manager under National Instrument 31-103 – Registration Requirements and Exemptions – National Instrument 81-104 – Commodity Pools, section 3.2(2)(a).

### Applicable Legislative Provisions

National Instrument 81-104 – Commodity Pools, ss. 3.2(2)(a), 10.1.  
National Instrument 31-103 – Registration Requirements and Exemptions.

October 21, 2010

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO  
(The Jurisdiction)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
ALPHAPRO MANAGEMENT INC.  
(the Filer)**

**AND**

**IN THE MATTER OF  
HORIZONS ALPHAPRO GARTMAN ETF,  
HORIZONS ALPHAPRO SEASONAL ROTATION  
ETF, HORIZONS ALPHAPRO S&P/TSX 60 130/30™  
ETF (the Existing ETFs)**

**DECISION**

### Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Existing ETFs, and such other exchange-traded funds (each a **Future ETF**, and collectively with the Existing ETFs, the **Pools**) that the Filer or an affiliate of the Filer may establish in the future, for a decision under the securities legislation of the Jurisdiction (the **Legislation**) for exemptive relief from Section 3.2(2)(a) of National Instrument 81-104 –

*Commodity Pools (NI 81-104)* to permit a commodity pool to redeem the required initial investment of \$50,000 (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

**Interpretation**

Terms defined in National Instrument 14-101 – *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

**Basket** means in relation to a particular Pool, a group of securities that may be determined by the Filer, or an affiliate of the Filer from time to time for the purpose of subscription orders, exchanges or redemptions or for other purposes.

**Dealers** means registered dealers (that may or may not be Designated Brokers) that have entered into dealer agreements with the manager of a Pool, on behalf of the Pool, pursuant to which the Dealer may subscribe for and purchase Units from the Pools, and **Dealer** means any one of them.

**Designated Brokers** means registered brokers and dealers that enter into agreements with the Pools to perform certain duties in relation to the Pools, and **Designated Broker** means any one of them.

**JovInvestment** means JovInvestment Management Inc., the investment manager of the Existing ETFs.

**NI 31-103** means National Instrument 31-103 – *Registration Requirements and Exemptions*.

**NI 81-102** means National Instrument 81-102 – *Mutual Funds*.

**Pools** means the Existing ETFs and any Future ETFs.

**Prescribed Number of Units** means, in relation to a Pool, the number of units of the Pool determined by the Filer (or an affiliate of the Filer) from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

**Units** means the units of a Pool, and **Unit** means one of them;

**Unitholder** means holder of Units of a Pool.

**Representations**

This decision is based on the following facts represented by the Filer

1. Each Pool is, or will be, a mutual fund trust governed by the laws of Ontario and a reporting issuer under the laws of some or all of the provinces and territories of Canada.
2. Each Pool is, or will be, a commodity pool as such term is defined in section 1.1 of NI 81-104, in that each Pool has adopted or will adopt fundamental investment objectives that permit that Pool to use or invest in specified derivatives in a manner that is not permitted under NI 81-102.
3. Each Pool is, or will be, subject to NI 81-102, subject to any exemptions therefrom that may be granted by securities regulatory authorities and subject to the exemptions relating to commodity pools, as such exemptions are outlined in NI 81-104.
4. Each Pool will be, and will generally be described as, an exchange-traded fund.
5. Units of each Pool are or will be listed on the Toronto Stock Exchange (**TSX**). Units of a Pool will not be sold to investors until the TSX has approved the listing of Units of the Pool.
6. The Filer is a corporation incorporated under the laws of Canada, and the Filer, or an affiliate of the Filer acts, or will act as, the trustee and manager of each Pool.
7. JovInvestment, a corporation incorporated under the laws of Ontario, acts, or will act as, the investment manager of the Existing ETFs. It is anticipated that JovInvestment will also act as the investment manager of each Future ETF. JovInvestment is registered as a portfolio manager and exempt market dealer under the *Securities Act* (Ontario) and as a commodity trading manager under the *Commodity Futures Act* (Ontario).
8. Units may be subscribed for or purchased directly from the Pools by Dealers or Designated Brokers and orders may be placed for Units in the Prescribed Number of Units (or an integral multiple thereof).
9. The Pools have or will appoint Designated Brokers to perform certain functions, which include standing in the market with a bid and ask price for Units of each Pool for the purpose of maintaining liquidity for Units.
10. Each Dealer or Designated Broker that subscribes for Units of a Pool will deliver, in respect of each Prescribed Number of Units to be issued, a Basket

- and/or cash in an amount sufficient so that the value of the Basket or cash delivered is equal to the net asset value (**NAV**) of the Units next determined following the receipt of the subscription order.
11. The NAV per Unit of a Pool will be calculated and published on the website of the Filer, or an affiliate of the Filer.
  12. Neither the Dealers nor the Designated Brokers will receive any fees or commissions in connection with the issuance of Units to them. An affiliate of the Filer may, at its discretion, charge a redemption charge on the issuance of Units to the Designated Brokers or Dealers.
  13. Except as described in paragraphs 8 through 10 above, Units may not be purchased directly from the Pools. Investors are generally expected to purchase Units through the facilities of the TSX.
  14. Unitholders that wish to dispose of their Units may generally do so by selling their Units on the TSX, through a registered broker or dealer, subject only to customary brokerage commissions. A Unitholder that holds a Prescribed Number of Units or an integral multiple thereof of a Pool may exchange such Units with the Pool for Baskets and/or cash. Unitholders may also redeem their Units directly from a Pool for cash at a redemption price equal to 95% of the closing price of the Units on the TSX on the date of redemption.
3. the manager of the applicable Pool will at all times comply with the applicable requirements of registration as an investment fund manager under National Instrument 31-103 – *Registration Requirements and Exemptions*; and
  4. the basis on which the Seed Investor may redeem any of its initial investment of \$50,000 in a Pool will be disclosed in any future prospectus of the Pool.

“Darren McKall”  
Assistant Manager, Investment Funds Branch  
Ontario Securities Commission

### Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

1. the manager, portfolio adviser, promoter or sponsor of the applicable Pool (the “**Seed Investor**”) may not redeem any of its initial investment of \$50,000 in that Pool until \$5.0 million has been received by the Pool from persons or companies other than the persons and companies referred to in Section 3.2(1)(a) of NI 81-104;
2. if, after the Seed Investor redeems its initial investment of \$50,000 in a Pool in accordance with condition 1 above, the value of the Units subscribed for by investors other than the persons and companies referred to in paragraph 3.2(1)(a) of NI 81-104 drops below \$5.0 million for more than 30 consecutive days, the Seed Investor will, unless the Pool is in the process of being dissolved or terminated, reinvest \$50,000 in the Pool and maintain that investment until condition 1 is again satisfied.

2.1.5 First Defined Portfolio Management Co. et al.

Headnote

NP 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions – approval granted for indirect change of control of mutual fund manager under s. 5.5(2) of NI 81-012 and approval for abridgement of the related 60 day notice requirement to 7 days under s. 5.8(1)(a) of NI 81-102 – abridgement requested as a result of the manager being given late notice by its’ ultimate parent of the proposed indirect change of control – minimal impact on the Filer and Funds – approval conditional on at least 7 days notice to securityholders and no changes being made to the management and administration of the Funds for at least 60 days after notice delivered.

Applicable Legislative Provisions

NI 81-102, ss. 5.5(2), 5.8(1)(a), 19.1.

October 1, 2010

IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO  
(THE “JURISDICTION”)

AND

IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF  
FIRST DEFINED PORTFOLIO MANAGEMENT CO.  
 (“FDPM” OR THE “MANAGER”)

AND

THE FUNDS LISTED IN SCHEDULE A

DECISION

Background

The principal regulator in the Jurisdiction has received an application from First Defined Portfolio Management Co. (the “**Manager**”) for a decision under the securities legislation of the Jurisdiction (the “**Legislation**”) for

- (a) approval pursuant to subsection 5.5(2) of National Instrument 81-102 – *Mutual Funds* (“**NI 81-102**”) of a change of control of the Manager (the “**Change of Control**”); and
- (b) an abridgement of the 60-day securityholder notice requirement in subsection 5.8(1)(a) of NI 81-102 to 7 days (the “**Notice Requirement**”).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Manager has provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* (“**MI 11-102**”) is intended to be relied upon in each province and territory of Canada other than Ontario.

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions* and MI 11-102 have the same meaning in this decision unless they are otherwise defined in this decision.

Representations

The decision is based on the following facts represented by the Manager:

1. The Manager is a corporation incorporated under the *Companies Act* (Nova Scotia) and has its head office in Toronto, Ontario.
2. The Manager is the investment fund manager of the Funds.
3. The Manager is registered in Ontario as a mutual fund dealer and has applied to be registered as an investment fund manager in accordance with National Instrument 31-103 – *Registration Requirements and Exemptions*.
4. The Funds are reporting issuers in all of the provinces and territories of Canada and distribute their securities pursuant to a simplified prospectus pursuant to applicable securities legislation.
5. First Trust Advisors, L.P. (“**First Trust Advisors**”), an affiliate of the Manager, is the investment advisor of the Funds.
6. Neither the Manager nor any of the Funds is in default of applicable securities legislation in any province or territory of Canada.
7. The indirect parent of the Manager is considering a transaction (the “**Transaction**”) whereby the ultimate beneficial shareholder of the Manager, the Robert Donald Van Kampen family, will sell its holdings to Mr. James Bowen, an executive officer of First Trust Advisors. The Transaction is effectively a management buy-out. Mr. Bowen currently is the Senior Vice President of an indirect parent of the Manager, The Charger Corporation, and was vested by the Vendor with significant independent authority to operate First Trust Advisors and the Manager in the past. Following the Transaction, while Mr. Bowen would become the new ultimate (indirect) parent of the Manager,

there would be no change in the immediate legal parent of the Manager. The only change to the organization after the completion of the Transaction would be the ultimate shareholder.

8. The Transaction is expected to close on or about October 7, 2010 or such later date upon which all conditions precedent have been satisfied, but no later than October 15, 2010.

9. The stock purchase agreement regarding the Change of Control was entered into on August 24, 2010, in response to a sudden willingness of the Robert Donald Van Kampen family and Mr. James Bowen (collectively, the "**Parties**"), and resulting opportunity for the Parties, to enter into the Transaction. Each of the Parties is located in the U.S. In the U.S., this type of transaction is not subject to regulatory approval, but rather approval of the shareholders can be sought post-closing. Under the circumstances, the Parties to the Transaction did not have an opportunity to consult with the Manager regarding the Transaction or the proposed closing date given the timing of events that preceded the Parties' agreement. As a result, the Manager was not able to submit the application requesting the approval of the Change of Control sufficiently in advance of the proposed closing date of the Transaction. The Manager filed the application in respect of the Change of Control as soon as possible after receiving the necessary information regarding the proposed Transaction.

10. In respect of the impact of the Change of Control on the management and administration of the Funds:

(a) the Change of Control is not expected to have any material impact on the Funds or on the securityholders of the Funds as there are no current plans to change, as a result of the Change of Control, the current directors and officers of the Manager or the portfolio advisor of the Funds and the Manager represents that no changes to the management and administration of the Funds will be initiated by it for at least 60 days following September 30, 2010;

(b) although the current members of the Funds' independent review committee (the "**IRC**") will automatically cease to be members of the IRC by operation of section 3.10(1)(c) of National Instrument 81-107 – *Independent Review Committee for Investment Funds* upon the closing of the Change of Control, the Manager intends to reappoint them immediately after the closing of the Transaction;

(c) the investment objectives and strategies of the Funds and the management fees and operating expenses of the Funds will not change as a result of the Transaction; and

(d) the proposed Transaction is not expected to impact the financial stability of the Manager.

**Decision**

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that

(a) the Change of Control is approved pursuant to subsection 5.5(2) of NI 81-102; and

(b) the period prescribed by paragraph 5.8(1)(a) of the Legislation is abridged to 7 days provided that the Filer does not initiate any changes to the Funds for at least 60 days following the date of the notice.

"Darren McCall"  
Assistant Manager, Investment Funds Branch  
Ontario Securities Commission

**SCHEDULE A**

**Funds**

First Trust Raymond James Canadian Focus Picks Portfolio  
RBC Dominion Securities Canadian Focus List Portfolio  
RBC Dominion Securities U.S. Focus List Portfolio  
ScotiaMcLeod Canadian Core Portfolio  
TD Canadian Quantitative Research Portfolio  
Veritas Canadian Select Portfolio  
First Trust Global Capital Strength Portfolio

**2.1.6 Spider Resources Inc. – s. 1(10)**

**Headnote**

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer deemed to no longer be a reporting issuer under securities legislation.

**Applicable Legislative Provisions**

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10).

November 9, 2010

Spider Resources Inc.  
50 Richmond Street East, Suite 101  
Toronto, Ontario  
M5C 1N7

Dear Sirs/Mesdames:

**Re: Spider Resources Inc. (the Applicant) – application for a decision under the securities legislation of Ontario, Alberta and Quebec (the Jurisdictions) that the Applicant is not a reporting issuer**

The Applicant has applied to the local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions for a decision under the securities legislation (the Legislation) of the Jurisdictions that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

- (a) the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada;
- (b) no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- (c) the Applicant is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- (d) the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is not a reporting issuer.

“Jo-Anne Matear”  
Assistant Manager, Corporate Finance  
Ontario Securities Commission

## 2.1.7 Dividend Select 15 Corp.

### Headnote

NP 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemptive relief granted to an exchange traded fund from certain mutual fund requirements and restrictions on: organizational costs, calculation and payment of redemptions, preparation of compliance reports, and date of record for payment of distributions – One-time offering of securities – investors expected to buy and sell units through the TSX – National Instrument 81-102 – Mutual Funds.

### Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 3.3, 10.3, 10.4(1), 12.1(1), 14.1, 19.1.

October 27, 2010

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
THE PROVINCE OF ONTARIO  
(the Jurisdiction)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
DIVIDEND SELECT 15 CORP.  
(the Filer)**

**DECISION**

### Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption from the following requirements of National Instrument 81-102 – *Mutual Funds* (**NI 81-102**):

- (a) section 3.3, which prohibits a mutual fund or its securityholders from bearing any of the costs of the incorporation, formation or initial organization of the mutual fund, or of the preparation and filing of any of the preliminary simplified prospectus, preliminary annual information form, initial simplified prospectus or annual information form;
- (b) section 10.3, which requires that the redemption price of a security of a mutual fund to which a redemption order pertains be the net asset value of a security of that class, or series of that class, next determined after the receipt by the mutual fund of the order;

- (c) subsection 10.4(1), which requires that a mutual fund pay the redemption price for securities that are the subject of a redemption order within three business days after the date of calculation of the net asset value per security used in establishing the redemption price;
- (d) subsection 12.1(1), which requires that a mutual fund that does not have a principal distributor complete and file a compliance report, and accompanying letter of the auditors of the mutual fund, in the form and within the time period mandated by subsection 12.1(1); and
- (e) section 14.1, which requires that the record date for determining the right of securityholders of a mutual fund to receive a dividend or distribution by the mutual fund be calculated in accordance with section 14.1.

(the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

### Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

### Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is an investment fund established under the laws of Ontario. The Filer's investment fund manager and portfolio advisor is Quadravest Capital Management Inc. (the **Investment Manager**), whose head office is located in Toronto, Ontario. At the time of this application, the Filer is not in default of securities legislation in any of the jurisdictions of Canada.
2. The Filer will make an offering (the **Offering**) to the public, on a best efforts basis, of equity shares (the **Shares**) at a price of \$10.00 per Share in each of the provinces of Canada. A preliminary prospectus dated September 17, 2010 (the **Preliminary Prospectus**) in respect of the Offering has been filed with the securities

regulatory authorities in each of the provinces of Canada under SEDAR Project No. 1636538. The Ontario Securities Commission is the principal regulator with respect to the Preliminary Prospectus.

3. The Filer's investment objectives are to provide holders of the Shares of the Filer (the **Shareholders**) with: (i) monthly cash distributions, initially targeted to be \$0.0583 per Share to yield 7.00% per annum on the original issue price of \$10.00 per Share; plus (ii) the opportunity for capital appreciation by investing in a portfolio (the **Portfolio**) of 15 high quality Canadian companies (the **Portfolio Companies**) listed on the Toronto Stock Exchange (**TSX**) whose shares offer investors an attractive dividend yield, and which have shown solid earnings growth and have a history of capital appreciation.
4. The Offering of Shares by the Filer is a one-time offering and the Filer will not continuously distribute Shares.
5. The Shares are expected to be listed and posted for trading on the TSX, and an application for conditional listing approval has been made by the Filer to the TSX.
6. The Shares will be redeemable monthly at a redemption price equal to the lesser of (i) 95% of the weighted average trading price of the Shares on the principal exchange or market on which the Shares are quoted for trading (expected to be the TSX) for the 10 business days immediately preceding the applicable monthly retraction date, (ii) 100% of the closing market price of a Share on the applicable monthly retraction date, and (iii) 95% of the net asset value of a Share on the last business day of the month; less in each case any costs associated with the redemption including commissions and other such costs, if any, related to the liquidation of any portion of the Portfolio required to fund such retraction; and on an annual basis at a redemption price based on the net asset value per Share.
7. The Filer is a mutual fund within the meaning of Canadian securities legislation, by virtue of offering monthly retractions of the Shares at a price which, in certain circumstances, is based on the net asset value per Share. Although the Filer will thus become subject to the provisions of NI 81-102 upon the filing of a final prospectus (the **Prospectus**), it is intended that a certain aspect of its operations not be conducted in accordance with NI 81-102.
8. The initial costs of formation and organization of the Filer, including the preparation and filing of the Preliminary Prospectus and final prospectus (the **Expenses of the Offering**) will be borne by the Filer (to a maximum of 1.5% of the gross proceeds of the Offering) rather than the promoter or manager of the Filer. The estimated costs of organization will be fully disclosed in the Prospectus.
9. The Preliminary Prospectus contemplates that the redemption price for the Shares will be determined as of a specified valuation date, being the last business day of the month (the **Valuation Date**). As requests for redemptions may be made at any time during the month and are subject to a cut-off date (20 business days prior to the Valuation Date), and as the net asset value of the Shares is also calculated on or about the 15th day of each month, redemptions received during the first 15 days of a month will not be implemented at a price equal to the net asset value next determined after receipt of the redemption request.
10. The redemption procedures described in the Preliminary Prospectus provide that Shareholders will receive payment within 15 business days following the Valuation Date (the **Redemption Payment Date**).
11. In addition, because the Shares are issued in non-certified form to CDS Clearing and Depository Services Inc. (**CDS**), upon receipt of a redemption request from a client, an investment advisor must send a redemption request to CDS. CDS aggregates all redemption requests received during the month and must ensure the information is submitted to the registrar and transfer agent for the Filer (the **Registrar and Transfer Agent**). The Registrar and Transfer Agent then informs the Investment Manager of the amount owing under these requests and this is submitted to the Filer's custodian. The custodian then provides appropriate funds to the Registrar and Transfer Agent (requiring a sale of a portion of securities of the Portfolio Companies by the Investment Manager) who provides it to CDS for distribution to CDS participants, who in turn distribute the redemption proceeds to their clients.
12. As the mechanics for a redemption request of Shares of the Filer are more complicated than the redemption mechanics for units of a conventional mutual fund which are not handled through CDS, the requests may take more time to process than for a conventional mutual fund.
13. The Filer expects to distribute monthly cash distributions to Shareholders. The record date for Shareholders entitled to receive such dividends will be established in accordance with the requirements of the TSX from time to time.

**Decision**

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted as follows:

- (a) section 3.3 – to permit the Filer to bear the Expenses of the Offering as described in paragraph 9 above;
- (b) section 10.3 – to permit the Filer to calculate the redemption price for the Shares in the manner described in the Preliminary Prospectus and on the applicable Valuation Date;
- (c) subsection 10.4(1) – to permit the Filer to pay the redemption price for the Shares on the Redemption Payment Date;
- (d) subsection 12.1(1) – to relieve the Filer from the requirements to file the prescribed compliance reports; and
- (e) section 14.1 – to relieve the Filer from the requirements relating to the record date for the payment of dividends or other distributions, provided that it complies with the applicable requirements of the TSX.

“Darren McKall”  
Assistant Manager, Investment Funds Branch  
Ontario Securities Commission

**2.1.8 Titan Funds Incorporated et al.**

**Headnote**

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – approval granted for change of manager of certain mutual funds – approval of the fund’s unitholders at special meeting of unitholders – change of manager is not detrimental to unitholders or the public interest.

**Applicable Legislative Provisions**

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(a), 5.7, 19.1.

**Citation:** Titan Funds Incorporated, Re, 2010 ABASC 506

**November 1, 2010**

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ALBERTA AND ONTARIO  
(the Jurisdictions)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
TITAN FUNDS INCORPORATED  
(Filer)**

**AND**

**IN THE MATTER OF  
TITAN MONEY MARKET FUND,  
TITAN BALANCED INCOME PORTFOLIO,  
TITAN BALANCED PORTFOLIO,  
TITAN BALANCED GROWTH PORTFOLIO AND  
TITAN GROWTH PORTFOLIO  
(each, a Fund and collectively, the Funds)**

**DECISION**

**Background**

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer on behalf of itself, ECI Investments Ltd. (**ECI**), Investment Planning Counsel Inc. (**IPC**) and their respective affiliates and associates (collectively, the **Applicants**) in connection with a proposed transaction (the **Proposed Transaction**) pursuant to which 1832802 Ontario Inc. (the **Purchaser**), a subsidiary of IPC, will combine with Titan pursuant to a court-approved plan of arrangement to form a corporation that will also be known as “Titan Funds Incorporated” (**Titan Amalco**) for a decision (**Decision**) under the securities legislation of the

## Decisions, Orders and Rulings

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Jurisdictions (the **Legislation**) for approval of a change of manager of the Funds from the Filer to Titan Amalco in accordance with Section 5.5(1)(a) of National Instrument 81-102 *Mutual Funds* (**NI 81-102**) (the **Approval Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for the Application;
- (b) the Filer has provided notice that Section 4.7 of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland & Labrador, Northwest Territories, Yukon and Nunavut (the **Passport Jurisdictions**); and
- (c) the Decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

### Interpretation

Terms defined in National Instrument 14-101 *Definitions*, NI 81-102 and MI 11-102 have the same meanings in this Decision unless otherwise defined.

### Representations

This Decision is based on the following facts represented by the Applicants:

#### *Proposed Transaction*

1. The Filer, ECI, the Purchaser, IPC and Interborder Holdings Ltd. have entered into a transaction agreement dated September 10, 2010 concerning the Proposed Transaction (the **Transaction Agreement**). The Proposed Transaction will be implemented as a plan of arrangement pursuant to the *Business Corporations Act* (Ontario) (the **OBCA**) and will therefore be subject to court and Filer shareholder approval. In addition to such approvals, given the structure of the Proposed Transaction and the proposed changes to Titan Amalco described below, completion of the Proposed Transaction will be considered to result in a change of the manager of the Funds rather than a change in control for purposes of NI 81-102. Accordingly, the change of manager for each Fund is also subject to the approval of at least a majority of the votes cast by unitholders of the relevant Fund at meetings that will be held on or about October 29, 2010. The notices of meeting and management information circular in respect of the special meetings have been mailed to the unitholders of the Funds, and copies thereof have been filed on SEDAR in accordance with applicable securities legislation.
2. The material steps that will be taken to complete the Proposed Transaction will comprise the following:
  - (a) all of the Class "A" voting shares in the capital of the Filer will be transferred by ECI to the Purchaser in exchange for cash consideration;
  - (b) all warrants held by the Filer shareholders will be cancelled for no consideration;
  - (c) the Class "B" non-voting shares in the capital of the Filer will be either transferred to the Purchaser for cash consideration or converted to redeemable preferred shares of Titan Amalco, which preferred shares will be redeemed for cash at the closing of the Proposed Transaction; and
  - (d) the Purchaser and Filer will amalgamate to form Titan Amalco and will continue as one corporation under the OBCA, and, in connection with the amalgamation, *inter alia*:
    - (i) Titan Amalco will possess all of the property, rights, privileges and franchises and will be subject to all liabilities, including civil, criminal and quasi criminal and all contracts and debts of each of the Filer and the Purchaser;
    - (ii) the name of Titan Amalco will be "Titan Funds Incorporated";
    - (iii) it is currently anticipated that the registered and head office of Titan Amalco will be located in the City of Mississauga in the Province of Ontario; and
    - (iv) the initial directors of Titan Amalco will be Murray D. Kilfoyle, Stephen J. Meehan, Christopher S. Reynolds, Murray J. Taylor and Gregory D. Tretiak.
3. Upon completion of the Proposed Transaction, Titan Amalco will be the successor corporation to the Filer, with certain changes in its capital structure, shareholder base, management and business operations. IPC Portfolio Services Inc., an indirect subsidiary of IPC, will own all of the issued and outstanding shares of Titan Amalco. In addition, it is anticipated that, in the months following the Proposed Transaction, Titan Amalco may combine its business with Counsel Portfolio Services Inc., an indirect subsidiary of IPC

(**Counsel**), after which the combined entity would act as manager of the Funds.

*Filer and the Funds*

4. The Filer was incorporated under the OBCA on April 10, 2007 and is the current manager of the Funds. The Filer's head office is located at #2300, 605 – 5th Avenue SW, Calgary, Alberta T2P 3H5. At present, all of the issued and outstanding Class “A” voting shares of Filer are owned by ECI. The Filer has applied to become registered as an investment fund manager in the Province of Alberta.
5. The Funds are reporting issuers in each of the provinces and territories of Canada other than Quebec, and units of the Funds are qualified for continuous distribution in each of the provinces and territories of Canada other than Quebec, Newfoundland, Prince Edward Island and Nova Scotia pursuant to a simplified prospectus dated June 10, 2010, as amended, and an annual information form dated June 10, 2010, as amended.
6. Neither the Filer nor any of the Funds is in default of the securities legislation of any province or territory of Canada.

*IPC, Counsel and the Purchaser*

7. IPC was incorporated under the *Canada Business Corporations Act* on February 10, 2004 for the purposes of acquiring IPC Financial Network Inc. and its subsidiaries, which included IPC Investment Corporation (**IPCIC**). Since its inception, the principal business of IPC has been that of an investment holding company which, through its subsidiaries, provides integrated wealth management services. Upon the completion of the Transaction, Titan Amalco will become an indirect subsidiary of IPC.
8. IPC is a majority-owned subsidiary of IGM Financial Inc. (**IGM**). IGM was incorporated under the *Canada Business Corporations Act* on August 3, 1978. IGM is a diversified financial services company and is one of Canada's largest mutual fund manufacturers, managing over \$118.6 billion in assets on behalf of clients as of August 31, 2010. Its business is carried out through its operating subsidiaries.
9. Counsel is a direct subsidiary of IPC Portfolio Services Inc., which is an indirect subsidiary of IPC. Counsel was formed to support the partnership between financial advisors and their clients by providing comprehensive, objective portfolio solutions, and exclusively utilizing the strength and expertise of third party managers. Its assets under management were \$2.28 billion as of August 31, 2010. Counsel is registered with the

Ontario Securities Commission as a portfolio manager and has applied for registration as an investment fund manager in Ontario.

10. The Purchaser was incorporated under the OBCA on September 2, 2010 for the purposes of the Proposed Transaction and has carried on no other material business since it was incorporated.
11. None of IPC, Counsel or the Purchaser is in default of the securities legislation of any province or territory of Canada.
12. The name and municipality of residence of each individual who will be a director and executive officer of Titan Amalco, as well as each individual's proposed position within Titan Amalco, is as follows:

<u>Name and Municipality of Residence</u>	<u>Proposed Position</u>
Murray D. Kilfoyle Winnipeg, Manitoba	Director
Stephen J. Meehan Mississauga, Ontario	Director, Chief Executive Officer and Ultimate Designated Person
Christopher S. Reynolds Toronto, Ontario	Director and President
Murray J. Taylor Winnipeg, Manitoba	Director and Chairman
Gregory D. Tretiak Winnipeg, Manitoba	Director
Frank Gawlina Burlington, Ontario	Chief Financial Officer
Timothy J. Pryor Toronto, Ontario	Secretary
Richard Kenney Milton, Ontario	Chief Compliance Officer

*Change of Manager*

13. As a result of the Proposed Transaction, there will be a change of manager of the Funds, thereby requiring the approval of the regulators in the Passport Jurisdictions pursuant to subsection 5.5(1)(a) of NI 81-102 and the approval of unitholders of each of the Funds. As such, unitholders will have the opportunity to consider and, if thought advisable, approve the change of manager.
14. There will be no changes to the fundamental investment objectives relating to each of the Funds as a result of the Proposed Transaction.

15. IPC and its affiliates represent an established, full-service, multi-product investment firm, with assets under management of over \$118.6 billion as of August 31, 2010. IPC and its subsidiaries have a sophisticated and experienced management team, and unitholders will benefit from their expertise in fund management and distribution.
16. The Applicants do not foresee that the completion of the Proposed Transaction will give rise to any material conflicts of interest or have negative consequences on the ability of Titan Amalco to satisfy its obligations to the Funds.
17. The Applicants believe that the Proposed Transaction, including the resulting change of the manager of the Funds, will not be prejudicial to the interests of the Funds, their unitholders or the public in general, while allowing the Applicants to meet their bona fide commercial objectives.

**Decision**

Each of the Decision Makers is satisfied that the Decision meets the test set out in the Legislation for the Decision Maker to make the Decision.

The Decision of the Decision Makers under the Legislation is that the Approval Sought is granted.

“Blaine Young”  
Associate Director, Corporate Finance

**2.2 Orders**

**2.2.1 Chartcandle Investments Corporation et al. – ss. 127, 127.1**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
CHARTCANDLE INVESTMENTS CORPORATION,  
CCI FINANCIAL, LLC, CHARTCANDLE INC.,  
PSST GLOBAL CORPORATION,  
STEPHEN MICHAEL CHESNOWITZ and  
CHARLES PAULY**

**ORDER  
(Sections 127 and 127.1 of the Act)**

**WHEREAS** the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing and a Statement of Allegations dated February 17, 2010 pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”);

**AND WHEREAS** the Commission held a hearing on September 27, 2010, which Staff attended and none of the Respondents attended and Staff requested that the hearing be conducted in writing and the Commission agreed;

**AND WHEREAS** the Commission issued its Reasons and Decision for the Hearing on the Merits on October 14, 2010;

**AND WHEREAS** the Commission held a sanctions hearing on October 22, 2010, which Staff attended and none of the respondents attended;

**AND WHEREAS** the Commission is of the opinion that it is in the public interest to make the following orders;

**IT IS ORDERED THAT:**

1. With respect to Chartcandle Investments Corporation, CCI Financial, LLC, Chartcandle Inc. and PSST Global Corporation (collectively, the “Corporate Respondents”):
  - (a) pursuant to clause 2 of subsection 127(1) of the Act, each of the Corporate Respondents shall cease trading in securities permanently;
  - (b) pursuant to clause 2.1 of subsection 127(1) of the Act, acquisition of any securities by each of the Corporate Respondents is prohibited permanently;
  - (c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in

- Ontario securities law do not apply to each of the Corporate Respondents permanently;
- (d) pursuant to clause 10 of subsection 127(1) of the Act, the Corporate Respondents are jointly and severally liable, together with Stephen Michael Chesnowitz ("Chesnowitz"), to disgorge to the Commission \$2,500,000 obtained as a result of their non-compliance with Ontario securities law, to be allocated to or for the benefit of third parties pursuant to subsection 3.4(2)(b) of the Act; and
- (e) pursuant to section 127.1 of the Act, the Corporate Respondents shall, jointly and severally together with Chesnowitz, pay \$25,000 representing a portion of the costs incurred in the investigation and hearing of this matter.

2. With respect to Chesnowitz:

- (a) pursuant to clause 2 of subsection 127(1) of the Act, Chesnowitz shall cease trading in securities permanently;
- (b) pursuant to clause 2.1 of subsection 127(1) of the Act, acquisition of any securities by Chesnowitz is prohibited permanently;
- (c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Chesnowitz permanently;
- (d) pursuant to clause 6 of subsection 127(1) of the Act, Chesnowitz is reprimanded;
- (e) pursuant to clause 7 of subsection 127(1) of the Act, Chesnowitz shall resign all positions he holds as a director or officer of an issuer;
- (f) pursuant to clause 8 of subsection 127(1) of the Act, Chesnowitz is permanently prohibited from becoming or acting as a director or officer of any issuer;
- (g) pursuant to clause 8.2 of subsection 127(1) of the Act, Chesnowitz is permanently prohibited from becoming or acting as a director or officer of a registrant;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Chesnowitz is required to pay an administrative penalty of \$250,000, to be allocated to or for the benefit of third parties pursuant to subsection 3.4(2)(b) of the Act;

- (i) pursuant to clause 10 of subsection 127(1) of the Act, Chesnowitz is liable, jointly and severally with the Corporate Respondents, to disgorge to the Commission \$2,500,000 obtained as a result of his non-compliance with Ontario securities law, to be allocated to or for the benefit of third parties pursuant to subsection 3.4(2)(b) of the Act; and
- (j) pursuant to section 127.1 of the Act, Chesnowitz shall, jointly and severally with the Corporate Respondents, pay \$25,000 representing a portion of the costs incurred in the investigation and hearing of this matter.

**DATED** at Toronto this 22nd day of October, 2010.

"James D. Carnwath"

"Patrick J. Lesage"

2.2.2 Innovative Gifting Inc. et al. – s. 127

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
INNOVATIVE GIFTING INC., TERENCE  
LUSHINGTON, Z2A CORP., AND  
CHRISTINE HEWITT**

**ORDER  
(Section 127)**

**WHEREAS** on February 20, 2009, the Ontario Securities Commission (the “Commission”) issued a temporary cease trade order pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) ordering, *inter alia*, that all trading in securities by Innovative Gifting Inc. (“IGI”) shall cease (the “Temporary Order”);

**AND WHEREAS** on February 20, 2009, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

**AND WHEREAS** on February 23, 2009, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on March 6, 2009 at 10:00 a.m.;

**AND WHEREAS** the Notice of Hearing set out that the Hearing was to consider, *inter alia*, whether, in the opinion of the Commission, it was in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Temporary Order until the conclusion of the hearing, or until such further time as considered necessary by the Commission;

**AND WHEREAS** on March 6, July 10, November 30, 2009 and on February 3, 2010, hearings were held before the Commission and the Commission ordered that the Temporary Order be extended;

**AND WHEREAS** on February 3, 2010, the Commission ordered that the Temporary Order be extended until March 8, 2010 and the hearing with respect to the matter be adjourned to March 5, 2010;

**AND WHEREAS** on March 2, 2010, the Commission issued a Notice of Hearing to consider, *inter alia*, whether to make orders, pursuant to sections 127 and 127.1 of the Act, against IGI, Terence Lushington (“Lushington”), Z2A Corp. (“Z2A”) and Christine Hewitt (“Hewitt”) (collectively the “Respondents”);

**AND WHEREAS** on March 2, 2010, Staff of the Commission issued a Statement of Allegations against the Respondents;

**AND WHEREAS** Staff served the Respondents with the Notice of Hearing dated March 2, 2010 and Staff’s Statement of Allegations dated March 2, 2010. Service by Staff was evidenced by the Affidavit of Service of Joanne Wadden, sworn on March 4, 2010, which was filed with the Commission;

**AND WHEREAS** on March 5, 2010, the Commission ordered that the Temporary Order be extended until April 13, 2010 and the hearing with respect to the matter be adjourned to April 12, 2010;

**AND WHEREAS** on April 12, 2010, counsel for Staff, counsel for IGI and Lushington, and counsel for Z2A and Hewitt appeared before the Commission and made submissions;

**AND WHEREAS** on April 12, 2010, counsel for Staff requested an extension of the Temporary Order as against IGI;

**AND WHEREAS** on April 12, 2010, counsel for IGI and Lushington consented to the extension of the Temporary Order as against IGI;

**AND WHEREAS** on April 12, 2010, counsel for Staff provided counsel for the Respondents with Staff’s initial disclosure in this matter;

**AND WHEREAS** on April 13, 2010, the Commission issued an order that: (1) the Temporary Order is extended as against IGI until July 22, 2010; and (2) the hearing with respect to the Notice of Hearing dated March 2, 2010 and with respect to the Temporary Order is adjourned to July 21, 2010 at 10:00 a.m., at which time a pre-hearing conference will be held;

**AND WHEREAS** on July 21, 2010, a pre-hearing conference was commenced and counsel for Staff, counsel for IGI and Lushington, and counsel for Z2A and Hewitt appeared before the Commission and made submissions;

**AND WHEREAS** on July 21, 2010, counsel for Staff requested an extension of the Temporary Order as against IGI and counsel for IGI and Lushington consented to the extension of the Temporary Order as against IGI;

**AND WHEREAS** on July 21, 2010, the Commission issued an order that: (1) the Temporary Order be extended as against IGI until September 10, 2010; and (2) the hearing with respect to the Notice of Hearing dated March 2, 2010 and with respect to the Temporary Order be adjourned to September 9, 2010 at 10:00 a.m., at which time the pre-hearing conference will be continued;

**AND WHEREAS** on September 9, 2010, the pre-hearing conference was continued and counsel for Staff and counsel for IGI and Lushington appeared before the Commission and made submissions. Counsel for Z2A and Hewitt did not attend but counsel for Staff advised the Commission of counsel’s submissions;

**AND WHEREAS** on September 9, 2010, all counsel submitted that the hearing be adjourned and counsel for Staff requested an extension of the Temporary Order as against IGI, and counsel for IGI and Lushington consented to the extension of the Temporary Order as against IGI;

**AND WHEREAS** on September 9, 2010, the Commission was of the opinion that it was in the public interest to order that the Temporary Order be extended as against IGI until November 5, 2010 and that the hearing with respect to the Notice of Hearing dated March 2, 2010 and with respect to the Temporary Order be adjourned to November 4, 2010 at 3:00 p.m., at which time the confidential pre-hearing conference will be continued and dates will be fixed for the hearing on the merits in this matter;

**AND WHEREAS** on November 3, 2010, all parties requested, in writing, that the pre-hearing conference scheduled for November 4, 2010 be adjourned to 10 a.m. on December 6th, 2010 and at that time dates will be fixed for the hearing on the merits in this matter;

**AND WHEREAS** on November 3, 2010, counsel for IGI advised, in writing, that IGI consented to the extension of the Temporary Order as against IGI until after the new date set for the continuing pre-hearing conference;

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

**IT IS ORDERED** that the Temporary Order is extended as against IGI until December 7th, 2010; and

**IT IS FURTHER ORDERED** that the hearing with respect to the Notice of Hearing dated March 2, 2010 and with respect to the Temporary Order be adjourned to December 6th, 2010 at 10:00 a.m., at which time the confidential pre-hearing conference will be continued and dates will be fixed for the hearing on the merits in this matter.

**DATED** at Toronto this 4th day of November, 2010.

“James Turner”

## 2.2.3 Riva Gold Corporation – s. 1(11)(b)

### Headnote

Subsection 1(11)(b) – Order that the issuer is a reporting issuer for the purposes of Ontario securities law – Issuer already a reporting issuer in Alberta and British Columbia – Issuer's securities listed for trading on the TSX Venture Exchange – Continuous disclosure requirements in Alberta and British Columbia substantially the same as those in Ontario – Issuer has a significant connection to Ontario.

### Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(11)(b).

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, CHAPTER S.5, AS AMENDED  
(the Act)**

**AND**

**IN THE MATTER OF  
RIVA GOLD CORPORATION**

**ORDER  
(clause 1(11)(b))**

**UPON** the application of Riva Gold Corporation (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to clause 1(11)(b) of the Act that, for the purposes of Ontario securities law, the Applicant is a reporting issuer in Ontario;

**AND UPON** considering the application and the recommendation of the staff of the Commission;

**AND UPON** the Applicant representing to the Commission as follows:

1. The Applicant was incorporated under the *Business Corporations Act* (British Columbia) on March 31, 2010 with its registered and records office at Suite 2610-1066 West Hastings Street, Vancouver, British Columbia V6E 3X1.
2. The authorized share capital of the Applicant consists of an unlimited number of common shares (the **Common Shares**) of which a total of 39,599,286 are issued and outstanding as of the date hereof.
3. As a result of a statutory plan of arrangement under the *Business Corporations Act* (British Columbia), the Applicant became a reporting issuer in British Columbia under the *Securities Act* (British Columbia) (the **BC Act**) and Alberta under the *Securities Act* (Alberta) (the **Alberta Act**) on July 19, 2010.

4. The Applicant is not currently a reporting issuer or equivalent in any jurisdiction in Canada other than British Columbia and Alberta.
5. The Applicant is not on the lists of defaulting reporting issuers maintained pursuant to the BC Act and Alberta Act and, to the best of its knowledge, is not in default of any requirement of either the BC Act or Alberta Act or the rules and regulations made thereunder.
6. The continuous disclosure document requirements of the BC Act and Alberta Act are substantially the same as the continuous disclosure requirements under the Act.
7. The continuous disclosure materials filed by the Applicant under the BC Act and Alberta Act are available on the System for Electronic Document Analysis and Retrieval.
8. The Applicant's Common Shares are listed and posted for trading on the TSX Venture Exchange (the **Exchange**) under the trading symbol "RIV".
9. The Applicant is not in default of any of the rules, regulations or policies of the Exchange.
10. Pursuant to the policies of the Exchange, a listed issuer, which is not otherwise a reporting issuer in Ontario, must assess whether it has a "significant connection to Ontario" (as defined in the policies of the Exchange) and, upon becoming aware that it has a significant connection to Ontario, promptly make a *bona fide* application to the Commission to be deemed a reporting issuer in Ontario.
11. The Applicant has determined that it has a "significant connection to Ontario" (as defined in Exchange policies) because approximately 36% of the Applicant's Common Shares are held by persons resident in Ontario.
12. Neither the Applicant nor any of its officers, directors, nor, to the knowledge of the Applicant or its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, has:
- (a) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;
  - (b) entered into a settlement agreement with a Canadian securities regulatory authority; or
  - (c) been the subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.
13. Neither the Applicant nor any of its officers, directors, nor, to the knowledge of the Applicant or its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, is or has been subject to:
- (a) any known ongoing or concluded investigations by:
    - (i) a Canadian securities regulatory authority; or
    - (ii) a court or regulatory body, other than a Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or
  - (b) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
14. Other than set forth below in paragraph 15 of this Order, neither any of the officers or directors of the Applicant, nor, to the knowledge of the Applicant or its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, is or has been at the time of such event an officer or director of any other issuer which is or has been subject to:
- (a) any cease trade order or similar order, or order that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; or
  - (b) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
15. The statement in paragraph 14 is qualified by the following disclosure:
- (a) Donald B. Clark and Purni Parikh are directors of the Applicant. On October 30, 2007, Wildcat Silver Corporation (**Wildcat**) requested and received notice from the British Columbia Securities Commission of the issuance of a management cease trade order (the **MCTO**) in connection with the late filing of its annual audited consolidated financial statements for the fiscal year

ending June 30, 2007. Wildcat's failure to make the filing within the required time frame was due to the need to clarify potential foreign tax obligations relating to an acquisition it made. The required filing was made on January 7, 2008 and the MCTO was revoked on January 8, 2008. Donald B. Clark and Purni Parikh were a director and the Corporate Secretary, respectively, of Wildcat at the time the MCTO was issued; and

- (b) Richard W. Warke and Donald B. Clark are, respectively, a director and officer and a director of the Applicant. On October 23, 2002, a cease trade order (CTO) was issued against Cybercom Systems Inc. (Cybercom) due to failure to file comparative annual financial statements and quarterly report for the period ended January 31, 2002. Cybercom's failure to file the above resulted from its inability to pay filing fees associated with such filing due to a lack of funding. Cybercom is currently inactive and remains under the CTO. Richard W. Warke and Donald B. Clark are currently, and were at the time the CTO was issued, directors of Cybercom.

**AND UPON** the Commission being satisfied that granting this Order would not be prejudicial to the public interest;

**IT IS ORDERED** pursuant to clause 1(11)(b) of the Act that the Applicant is a reporting issuer for the purposes of Ontario securities law.

**DATED** this 3rd day of November, 2010.

"Michael Brown"  
]Assistant Manager, Corporate Finance Branch  
Ontario Securities Commission

## 2.2.4 Queenston Manor Limited Partnership – s. 1(10)

### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer deemed to no longer be a reporting issuer under securities legislation.

### Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10).

November 5, 2010

Queenston Manor Limited Partnership  
430 Regional Road #8, RR 1  
Uxbridge, Ontario, L9P 1R1

Dear Sirs/Mesdames:

**Re: Queenston Manor Limited Partnership (the Applicant) – Application for an order under clause 1(10)(b) of the Securities Act (Ontario) that the Applicant is not a reporting issuer**

The Applicant has applied to the Ontario Securities Commission for an order under clause 1(10)(b) of the Act that the Applicant is not a reporting issuer.

As the Applicant has represented to the Commission that:

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in Ontario and less than 51 security holders in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- the Applicant is not in default of any of its obligations under the Act as a reporting issuer; and
- the Applicant will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the Director granting the relief requested.

The Director is satisfied that it would not be prejudicial to the public interest to grant the requested relief and orders that the Applicant is not a reporting issuer.

"Jo-Anne Matear"  
Assistant Manager, Corporate Finance  
Ontario Securities Commission

**2.2.5 Global Consulting and Financial Services et al.  
– ss 127(1), 127(5)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL CONSULTING AND FINANCIAL  
SERVICES, CROWN CAPITAL MANAGEMENT  
CORPORATION, CANADIAN PRIVATE AUDIT  
SERVICE, EXECUTIVE ASSET MANAGEMENT,  
MICHAEL CHOMICA, PETER KUTI, JAN CHOMICA,  
AND LORNE BANKS**

**TEMPORARY ORDER  
Sections 127(1) & 127(5)**

**WHEREAS** it appears to the Ontario Securities Commission (the “Commission”) that:

1. Global Consulting and Financial Services (“Global”) is a sole proprietorship registered by Jan Chomica in the Province of Ontario;
  2. Crown Capital Management Corporation (“Crown”) is an Ontario corporation that was incorporated in 1992;
  3. Peter Kuti (“Kuti”) is listed in Ontario corporate records as the sole registered Director of Crown commencing April 30, 2010. Kuti is also listed as the President and Secretary of Crown;
  4. Michael Chomica was the sole Director of Crown until April 30, 2010;
  5. In 1999, Michael Chomica set up a bank account in Ontario for Crown and held himself out as the President and Owner of Crown;
  6. Canadian Private Audit Service (“CPAS”) is not incorporated in Ontario and there are no records of CPAS being a registered business in Ontario;
  7. Executive Asset Management (“EAM”) is not incorporated in Ontario and there are no records of EAM being a registered business in Ontario;
  8. Global, Crown, CPAS, and EAM appear to be involved in a fraudulent advance fee scheme in relation to securities whereby Global, Crown, CPAS, EAM and their representatives, in concert with other persons, entities, and/or companies, defraud residents of Canada, the United Kingdom, and the United States (the “Investors”);
  9. Some of the Investors have been contacted by individuals claiming to be employees of the United States Securities and Exchange Commission (the “SEC”) and representatives or employees of the Commission;
10. Staff have determined that the names used for the purported employees of the SEC and the Commission are false and there are no such employees at either organization;
  11. The fraudulent SEC and Commission representatives directed the Investors to pay the advance fees to Global bank accounts situated in Toronto;
  12. Individuals claiming to be representatives of CPAS and EAM also contacted Investors in connection with these advance fee schemes. These representatives also directed that funds be deposited into Global bank accounts situated in Toronto;
  13. Fraudulently obtained funds were also directed to a bank account in Hong Kong in the name of Belmont Group Limited;
  14. Michael Chomica and Banks are residents of Toronto and appear to have been contacting the Investors from a premise located in Toronto;
  15. Global, Crown, CPAS, EAM, Jan Chomica, Michael Chomica, Kuti and Banks are not registered in any capacity with the Commission;
  16. Global, Crown, CPAS, and EAM and their representatives and related entities appear to be targeting some of the Investors who previously purchased the following securities: Remington Ventures Inc., Pan Gen Global PLC, New Hudson Television Corporation, Cancer Detection Corporation, Avitech Life Sciences Inc., VLF Royal Petroleum Inc., Dixon, Perot and Champion Inc., Wildwood Management Limited and Royal Petroleum Inc.;
  17. Staff are conducting an investigation into the trading of securities, and it appears that Global, Crown, CPAS, EAM, Jan Chomica, Michael Chomica, Kuti, and Banks may have engaged in the following conduct:
    - (a.) trading in securities without registration, contrary to section 25 of the Act;
    - (b.) being directors or officers of a company or of a person other than an individual who authorizes, permits or acquiesces in the commission of violations of Ontario Securities Laws contrary to section 122(3) or 129.2 of the Act; and
    - (c.) engaging or participating in acts or a course of conduct relating to securities that they knew or ought to have known perpetrated a fraud on any person or

company contrary to section 126.1 of the Act.

**AND WHEREAS** the Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest as set out in s. 127(5) of the Act;

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

**AND WHEREAS** by Commission order made November 1, 2010, pursuant to section 3.5(3) of the Act, each of James E. A. Turner, Kevin J. Kelly, Carol S. Perry, Patrick J. LeSage, James D. Carnwath and Mary G. Condon, acting alone, is authorized to make orders under section 127 of the Act;

**IT IS ORDERED**, pursuant to clause 2 of subsection 127(1) of the Act, that Global, Crown, CPAS, EAM, Jan Chomica, Michael Chomica, Kuti and Banks cease trading in all securities; and

**IT IS FURTHER ORDERED** pursuant to clause 3 of subsection 127(1) of the Act that any exemptions contained in Ontario securities law do not apply to Global, Crown, CPAS, EAM, Jan Chomica, Michael Chomica, Kuti and Banks;

**IT IS FURTHER ORDERED** pursuant to subsection 127(6) of the Act that this order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission.

Dated at Toronto this 4th day of November, 2010

“Carol S. Perry”

**2.2.6 Peter Robinson – ss. 37, 127(1)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON**

**ORDER  
(Sections 37 and 127(1))**

**WHEREAS** on November 3, 2010, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) in respect of Peter Robinson (“Robinson”);

**AND WHEREAS** Robinson entered into a Settlement Agreement with Staff of the Commission dated October 22 and 25, 2010 (the “Settlement Agreement”) in which Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, dated June 8, 2010, in the matter of Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Vadim Tsatskin, Michael Schaumer, Elliot Feder, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff, subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Robinson is prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his

- registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Robinson permanently;
  - (e) pursuant to clause 6 of subsection 127(1) of the Act, Robinson is reprimanded;
  - (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
  - (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
  - (h) pursuant to clause 9 of subsection 127(1) of the Act, Robinson shall pay an administrative penalty of \$4,400 for his failure to comply with Ontario securities law. The \$4,400 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing New Gold Limited Partnership securities, in accordance with s. 3.4(2) of the Act;
  - (i) pursuant to clause 10 of subsection 127(1) of the Act, Robinson shall disgorge to the Commission \$22,000 obtained as a result of their non-compliance with Ontario securities law. The \$22,000 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing New Gold Limited Partnership securities, in accordance with s. 3.4(2) of the Act; and
  - (j) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of security.

**DATED AT TORONTO** this 5th day of November, 2010.

“James D. Carnwath”

**2.2.7 Peter Robinson – ss. 37, 127(1)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON**

**ORDER  
(Sections 37 and 127(1))**

**WHEREAS** on November 3, 2010, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) in respect of Peter Robinson (“Robinson”);

**AND WHEREAS** Robinson entered into a Settlement Agreement with Staff of the Commission dated October 22 and 25, 2010 (the “Settlement Agreement”) in which Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, dated March 2, 2010, in the matter of York Rio Resources Inc., Brillante Brasilcan Resources Corp., Victor York, Robert Runic, George Schwartz, Peter Robinson, Adam Sherman, Ryan Demchuk, Matthew Oliver, Gordon Valde and Scott Bassingdale, subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Robinson is prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));

- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Robinson permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Robinson is reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Robinson shall pay an administrative penalty of \$90,000 for his failure to comply with Ontario securities law. The \$90,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing York Rio Resources Inc. securities, in accordance with s. 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Robinson shall disgorge to the Commission \$454,000 obtained as a result of their non-compliance with Ontario securities law. The \$454,000 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing York Rio Resources Inc. securities, in accordance with s. 3.4(2) of the Act;
- (j) pursuant to section 127.1 of the Act, Robinson shall pay \$25,000 to the Commission to pay the costs of the investigation of this matter; and
- (k) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of security.

**DATED AT TORONTO** this 5th day of November, 2010.

“James D. Carnwath”

**2.2.8 Peter Robinson – ss. 37, 127(1), 127.1**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON**

**ORDER  
(Sections 37, 127(1) and 127.1)**

**WHEREAS** on November 3, 2010, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) in respect of Peter Robinson (“Robinson”);

**AND WHEREAS** Robinson entered into a Settlement Agreement with Staff of the Commission dated October 22 and 25, 2010 (the “Settlement Agreement”) in which Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, dated March 2, 2010, in the matter of Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan, subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Robinson is prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));

- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Robinson permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Robinson is reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Robinson shall pay an administrative penalty of \$300,000 for his failure to comply with Ontario securities law. The \$300,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing U308 Inc. securities, in accordance with s. 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Robinson shall disgorge to the Commission \$934,890 obtained as a result of their non-compliance with Ontario securities law. The \$934,890 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing U308 Inc. securities, in accordance with s. 3.4(2) of the Act;
- (j) pursuant to section 127.1 of the Act, Robinson shall pay \$50,000 to the Commission to pay the costs of the investigation of this matter; and
- (k) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of security.

**DATED AT TORONTO** this 5th day of November, 2010.

“James D. Carnwath”

**2.2.9 Peter Robinson and Platinum International Investments Inc. – ss. 37, 127(1)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON AND PLATINUM  
INTERNATIONAL INVESTMENTS INC.**

**ORDER  
(Sections 37 and 127(1))**

**WHEREAS** on November 3, 2010, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 37 and 127 of the Securities Act, R.S.O. 1990, c. S.5, as amended (the “Act”) in respect of Platinum International Investments Inc. (“Platinum”) and Peter Robinson (“Robinson”);

**AND WHEREAS** Platinum and Robinson entered into a Settlement Agreement with Staff of the Commission dated October 22 and 25, 2010 (the “Settlement Agreement”) in which Platinum and Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, dated December 18, 2009, in the matter of Peter Robinson and Platinum International Investments Inc., subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Platinum and Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Platinum and Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Platinum and Robinson are prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement

savings plan (as defined in the *Income Tax Act* (Canada));

Ontario for the purpose of trading in any security or in any class of security.

- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Platinum and Robinson permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Platinum and Robinson are reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Platinum and Robinson are prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Platinum and Robinson shall each pay an administrative penalty of \$40,000 for their failure to comply with Ontario securities law. The \$40,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of the investment schemes operated by Platinum and Robinson, in accordance with s. 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Platinum and Robinson shall jointly and severally disgorge to the Commission \$113,893.90 obtained as a result of their non-compliance with Ontario securities law. The \$113,893.90 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of the investment schemes operated by Platinum and Robinson, in accordance with s. 3.4(2) of the Act;
- (j) pursuant to section 127.1 of the Act, Platinum and Robinson shall each pay \$5,000 to the Commission to pay the costs of the investigation of this matter; and
- (k) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside

**DATED AT TORONTO** this 5th day of November, 2010.

“James D. Carnwath”

**2.2.10 Juniper Fund Management Corporation et al. –  
s. 127**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
THE JUNIPER FUND MANAGEMENT  
CORPORATION, JUNIPER INCOME FUND,  
JUNIPER EQUITY GROWTH FUND AND  
ROY BROWN (a.k.a. ROY BROWN-RODRIGUES)**

**ORDER  
(Section 127 of the Securities Act)**

**WHEREAS** on March 8, 2006, the Ontario Securities Commission (the "Commission") ordered pursuant to subsection 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that all trading in the securities of the Juniper Income Fund ("JIF") and the Juniper Equity Growth Fund ("JEGF") collectively (the "Funds") shall cease forthwith for a period of 15 days from the date thereof (the "Temporary Order");

**AND WHEREAS** pursuant to subsections 127(1) and 127(5) of the Act, a hearing was scheduled for March 23, 2006 at 10:00 a.m. (the "Hearing");

**AND WHEREAS** the Respondents were served with the Temporary Order, the Notice of Hearing dated March 21, 2006, the Statement of Allegations dated March 21, 2006 and the Affidavit of Trevor Walz sworn March 17, 2006;

**AND WHEREAS** on March 23, 2006, the Commission ordered: (i) an extension of the Temporary Order to May 4, 2006; and (ii) an adjournment of the Hearing to May 4, 2006;

**AND WHEREAS** Staff have advised that the Commission issued two Directions dated May 4, 2006 under subsection 126(1) of the Act freezing bank accounts of The Juniper Fund Management Corporation ("JFM"), the Funds and Roy Brown without notice to any of the Respondents;

**AND WHEREAS** on May 4, 2006, the Commission ordered: (i) the Hearing adjourned to May 23, 2006; (ii) the Temporary Order extended to May 23, 2006; (iii) JFM not to be paid any monthly management fees; (iv) JFM's requests for funds to pay expenses incurred by the Funds to continue to be subject to approval by NBCN Inc. ("NBCN"); (v) weekly lists of expenses by the Funds to continue to be provided to and reviewed by Staff; and (vi) neither JFM nor Roy Brown to deal in any way with the assets or investments of the Funds;

**AND WHEREAS** Staff have advised that on May 11, 2006 and June 30, 2006, the Ontario Superior Court of Justice (the "Superior Court") ordered that the two

Directions dated May 4, 2006 freezing bank accounts of JFM, the Funds and Roy Brown be extended with the exception of the personal accounts and one JFM account as defined in the Superior Court orders dated May 11, 2006 and June 30, 2006;

**AND WHEREAS** the two Directions expired on September 30, 2006;

**AND WHEREAS** on May 18, 2006, the Superior Court issued an *ex parte* order appointing Grant Thornton Limited as receiver (the "Receiver") over the assets, undertakings and properties of JFM and the Funds;

**AND WHEREAS** on May 18, 2006, the Commission granted leave to McMillan Binch Mendelsohn LLP to withdraw as counsel for the Respondents;

**AND WHEREAS** on May 23, 2006, the Commission ordered: (i) the Hearing adjourned to September 21, 2006; and (ii) the Temporary Order extended to September 21, 2006;

**AND WHEREAS** on June 2, 2006, the Superior Court confirmed and extended the Receivership Order and approved the conduct of the Receiver and its counsel as set out in the First Report of the Receiver dated May 30, 2006;

**AND WHEREAS** on September 21, 2006, the Commission ordered: (i) the Hearing adjourned to November 8, 2006; and (ii) the Temporary Order extended to November 8, 2006;

**AND WHEREAS** NBCN and National Bank Financial Ltd. ("NBFL") have brought a motion for intervenor status in these proceedings (the "Intervenor Motion");

**AND WHEREAS** on November 7, 2006, the Commission adjourned the Hearing and the Intervenor Motion to December 13, 2006 and extended the Temporary Order to December 13, 2006;

**AND WHEREAS** on November 17, 2006, the Superior Court ordered, *inter alia*, that: (i) the Receiver is authorized to call a meeting of unitholders of the Funds; and (ii) the conduct of the Receiver and its counsel, as described in the Second and Third Reports of the Receiver, is approved without prejudice to the right of NBFL and NBCN to dispute the Receiver's conclusion that NBFL and NBCN hold no units in the JEGF;

**AND WHEREAS** by letter dated December 6, 2006, counsel for NBCN and NBFL advised that they intended to withdraw the Intervenor Motion;

**AND WHEREAS** on December 13, 2006, the Commission ordered: (i) an extension of the Temporary Order to March 2, 2007; and (ii) an adjournment of the Hearing to March 2, 2007;

**AND WHEREAS** on December 13, 2006, counsel for the Receiver advised that the Receiver will shortly be sending out an update letter to all unitholders explaining the steps taken by the Receiver and the status of the ongoing receivership;

**AND WHEREAS** on December 13, 2006 Staff advised that Staff's investigation and the investigation by the Receiver are both ongoing and there was a reasonable prospect that Staff's investigation would be completed by March 2007;

**AND WHEREAS** on December 13, 2006, counsel for the Receiver and Staff of the Commission consented to: (i) an adjournment of the Hearing to March 2, 2007; and (ii) an extension of the Temporary Order to March 2, 2007 and counsel for Roy Brown did not consent to the adjournment or the extension of the Temporary Order and requested the earliest possible return date;

**AND WHEREAS** on December 13, 2006, counsel for Roy Brown and Staff of the Commission scheduled a tentative pre-hearing conference with a Commissioner on February 27, 2007 at 11:00 a.m.;

**AND WHEREAS** on March 2, 2007, Staff advised that Staff's investigation and the investigation by the Receiver are both ongoing and that there is a reasonable prospect that Staff's investigation will be completed by April 2007;

**AND WHEREAS** on March 2, 2007, Staff advised that the tentative pre-hearing conference scheduled for February 27, 2007 did not proceed as Staff's investigation was ongoing;

**AND WHEREAS** on March 2, 2007, Staff advised that thirteen volumes of initial Staff disclosure were sent to counsel for Roy Brown on February 23, 2007;

**AND WHEREAS** on March 2, 2007, counsel for the Receiver provided an update of the ongoing receivership and advised that an update letter had been sent to all unitholders;

**AND WHEREAS** on March 2, 2007, Staff of the Commission requested and counsel for the Receiver consented to: (i) an adjournment of the Hearing to May 22, 2007; and (ii) an extension of the Temporary Order to May 22, 2007 and counsel for Roy Brown did not consent to the adjournment and extension of the Temporary Order;

**AND WHEREAS** on March 2, 2007, the Commission ordered: (i) an extension of the Temporary Order to May 22, 2007; and (ii) an adjournment of the Hearing to May 22, 2007;

**AND WHEREAS** the First, Second, Third and Fourth Reports of the Receiver have been filed with the Commission;

**AND WHEREAS** on May 22, 2007, based on Staff's submissions, the panel expected that Staff would

conclude their investigation, amend their Statement of Allegations, provide additional disclosure to the Respondents and have attended at a pre-hearing conference in order to set a date for a hearing on the merits, all by mid-July 2007;

**AND WHEREAS** on May 22, 2007, Staff of the Commission requested and the Commission ordered: (i) an adjournment of the Hearing to July 17, 2007; and (ii) an extension of the Temporary Order to July 17, 2007, **and whereas** counsel for Roy Brown did not consent and counsel for the Receiver did consent to the adjournment and extension of the Temporary Order;

**AND WHEREAS** Staff of the Commission provided fifteen volumes of disclosure to counsel for Roy Brown on June 14 and 21, 2007 and the remaining five volumes of disclosure on July 9, 2007;

**AND WHEREAS** Staff of the Commission amended the Statement of Allegations on July 5, 2007;

**AND WHEREAS** a pre-hearing conference was held on July 20, 2007 and a second pre-hearing conference is scheduled for September 18, 2007;

**AND WHEREAS** on July 17, 2007, Staff of the Commission requested and counsel for the Receiver consented to and counsel to Roy Brown neither consented to nor opposed and the Commission ordered: (i) an adjournment of the Hearing to September 4, 2007; and (ii) an extension of the Temporary Order to September 4, 2007;

**AND WHEREAS** the parties were provided and agreed at the last pre-hearing conference to tentative hearing dates of April 7 to 11, 2008 and April 14 to 18, 2008;

**AND WHEREAS** on September 4, 2007, the Commission ordered: (i) the Hearing to commence on April 7, 2008 and continue for nine days; and (ii) an extension of the Temporary Order until the conclusion of the Hearing;

**AND WHEREAS** on November 14, 2007, the Superior Court ordered, *inter alia*, that : (i) the activities and conduct of the Receiver as described in the Fifth Report of the Receiver are hereby approved; (ii) the claims process defined in the Fifth Report of the Receiver is hereby approved; and (iii) the JEGF unitholder registry is amended as described in the Fifth Report of the Receiver;

**AND WHEREAS** on November 15, 2007, the Receiver held separate unitholder meetings for the Funds to obtain direction on how the receivership should proceed;

**AND WHEREAS** JEGF unitholders voted 99.65% in favour of liquidating the investments held by JEGF and completing a redemption of all JEGF units;

**AND WHEREAS** JIF unitholders voted 100% in favour of liquidating the investments held by JIF and completing a redemption of all JIF units;

**AND WHEREAS** on January 14, 2008, the Superior Court ordered, *inter alia*, that : (i) the distribution process to JEGF and JIF unitholders as proposed by the Receiver was approved; (ii) the JEGF unitholder registry as prepared by the Receiver was complete and final; and (iii) the JIF unitholder registry as prepared by the Receiver was complete and final (the "Distribution Approval Order");

**AND WHEREAS** on February 22, 2008, the Commission revoked the Temporary Order pursuant to section 144 of the Act to permit the Receiver to complete a distribution of redemption proceeds to JEGF unitholders and JIF unitholders, in accordance with the Distribution Approval Order;

**AND WHEREAS** on March 13, 2008, the Commission granted leave for the withdrawal of Brown's counsel of record;

**AND WHEREAS** on March 26, 2008, Brown brought a motion to adjourn the Hearing on the basis that he is no longer represented by counsel and he needed additional time to prepare for the Hearing;

**AND WHEREAS** on March 31, 2008, Brown requested an adjournment and advised that: (1) he is no longer represented by counsel; (2) he has not yet seen Staff's disclosure volumes which were served on his former counsel; and (3) he requires additional time to prepare for the Hearing;

**AND WHEREAS** Staff opposed the adjournment request on the basis that the dates have been scheduled since September 4, 2007, witnesses have been summonsed and Staff are ready to proceed;

**AND WHEREAS** on March 31, 2008, the Commission ordered that: (i) the Hearing scheduled to commence on April 7, 2008 is adjourned; (ii) the Hearing will commence on June 16, 2008, or such other date as is agreed by the parties and determined by the Office of the Secretary;

**AND WHEREAS** on June 4, 2008, Staff brought a motion to adjourn the Hearing as Staff were not available on June 16, 2008;

**AND WHEREAS** Staff, Brown and counsel for the Receiver consented to the Hearing being adjourned to a date to be set by a pre-hearing conference commissioner or agreed to among the parties;

**AND WHEREAS** the Office of the Secretary tentatively scheduled the Hearing for June 15 to 19, 2009 but Brown was not available on those dates, and a second pre-hearing conference had not been confirmed prior to these dates being scheduled;

**AND WHEREAS** Staff requested by letter to the Secretary's office dated December 23, 2009 that a pre-hearing conference in this matter be scheduled;

**AND WHEREAS** a pre-hearing conference was held on March 2, 2010 at which a further pre-hearing conference was scheduled for April 30, 2010 at 9:30 a.m.;

**AND WHEREAS** a pre-hearing conference was held on April 30, 2010 at which the parties agreed to hearing dates of November 15 to 18, November 24 to 26, November 29 and 30 and December 1 and 2, 2010 a to a second pre-hearing conference on June 16, 2010;

**AND WHEREAS** a pre-hearing conference was held on June 16, 2010 at which Staff and Roy Brown provided an update on their preparations for the hearing scheduled to commence on November 15, 2010 and Staff agreed to complete Staff's productions and interview and deliver witness statements for two potential Staff witnesses prior to the next pre-hearing conference;

**AND WHEREAS** Brown has provided Staff with some of the documents on which he intends to rely;

**AND WHEREAS** the parties have agreed to continue their discussions on the outstanding issues;

**AND WHEREAS** pre-hearing conferences were held on October 1, 2010, October 20, 2010 and November 1, 2010;

**AND WHEREAS** the Commission advised the parties during the pre-hearing conference on November 1, 2010 that because of the inability to provide a hearing panel, the Commission is not available for the hearing on the merits scheduled to commence on November 15, 2010 and continue on November 16, 17, 24, 25, 26 and 29, 30 and December 1 and 2, 2010;

**AND WHEREAS** the parties have agreed to continue the ongoing pre-hearing conference on December 6, 2010 at 2:00 p.m.

**IT IS ORDERED THAT**

- (i) the hearing on the merits is adjourned; and
- (ii) the pre-hearing conference shall be continued on December 6, 2010 at 2:00 p.m. for the purpose of scheduling new dates for the hearing on the merits.

**DATED** at Toronto this 5th day of November, 2010

"Patrick J. Lesage"

2.2.11 Global Partners Capital et al.

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL PARTNERS CAPITAL, ASIA PACIFIC  
ENERGY, INC., 1666475 ONTARIO INC. operating  
as "ASIAN PACIFIC ENERGY", ALEX PIDGEON,  
KIT CHING PAN also known as Christine Pan,  
HAU WAI CHEUNG, also known as Peter Cheung,  
Tony Cheung, Mike Davidson, or Peter McDonald,  
GURDIP SINGH GAHUNIA also known as Michael  
Gahunia or Shawn Miller, BASIL MARCELLINIUS  
TOUSSAINT also known as Peter Beckford, and  
RAFIQUE JIWANI also known as Ralph Jay**

**ORDER**

**WHEREAS** on May 25, 28 and 29, 2009 and June 1 and 2, 2009, the Commission held a hearing in this matter to consider the allegations as set out in Staff's Statement of Allegations dated September 11, 2008;

**AND WHEREAS** the Commission issued its Reasons and Decision in this matter on August 31, 2010;

**AND WHEREAS** the Commission found that Global Partners Capital; Asia Pacific Energy, Inc.; 1666475 Ontario Inc. operating as "Asian Pacific Energy"; Alex Pidgeon; Kit Ching Pan also known as Christine Pan; Hau Wai Cheung also known as Peter Cheung, Tony Cheung, Mike Davidson, or Peter McDonald; Gurdip Singh Gahunia also known as Michael Gahunia or Shawn Miller ("Gahunia"); Basil Marcellinius Toussaint also known as Peter Beckford; and Rafique Jiwani also known as Ralph Jay (collectively, the "Respondents") breached Ontario securities laws and acted contrary to the public interest;

**AND WHEREAS** a hearing to consider sanctions and costs was scheduled for November 5, 2010 at 10:00 a.m.;

**AND WHEREAS** Staff of the Commission ("Staff") served the Respondents with Staff's Written Submissions on Sanctions and accompanying materials;

**AND WHEREAS** on November 5, 2010, Staff and counsel for Mr. Gahunia attended before the Commission and no one appeared on behalf of the other Respondents;

**AND WHEREAS** counsel for Mr. Gahunia brought a motion to have the hearing adjourned on the basis that counsel was only recently retained by Mr. Gahunia;

**AND WHEREAS** Staff opposed the request for an adjournment;

**AND WHEREAS** the Commission was of the opinion that it was in the public interest to make this order;

**IT IS HEREBY ORDERED THAT** the hearing on sanctions and costs in this matter is adjourned to Wednesday, November 17, 2010 at 10:30 a.m. at the offices of the Commission on the 17th floor, 20 Queen Street West in Toronto.

**DATED** at Toronto this 5th day of November, 2010.

"Paulette L. Kennedy"

"James D. Carnwath"

"Sinan Akdeniz"

**2.2.12 Global Energy Group, Ltd. and New Gold Limited Partnerships – ss. 127(7), 127(8)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD. AND  
NEW GOLD LIMITED PARTNERSHIPS**

**ORDER  
(Subsections 127(7) and 127(8))**

**WHEREAS** on July 10, 2008, the Ontario Securities Commission (the "Commission") issued a Temporary Order, pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), that all trading by Global Energy Group, Ltd. ("Global Energy") and the New Gold Limited Partnerships (the "New Gold Partnerships") and their officers, directors, employees and/or agents in securities of the New Gold Partnerships shall cease (the "Temporary Order");

**AND WHEREAS** on July 10, 2008, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

**AND WHEREAS** on July 15, 2008, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, such hearing to be held on July 23, 2008 at 11:00 a.m.;

**AND WHEREAS** the Notice of Hearing sets out that the hearing is to consider, inter alia, whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Temporary Order until such time as considered necessary by the Commission;

**AND WHEREAS** a hearing was held on July 23, 2008 at 11:00 a.m. where Staff and counsel for Global Energy appeared but no counsel appeared for the New Gold Partnerships;

**AND WHEREAS** on July 23, 2008, the Temporary Order was continued until August 6, 2008 and the hearing in this matter was adjourned until August 5, 2008 at 3:00 p.m. on consent of Staff and counsel for Global Energy;

**AND WHEREAS** a hearing was held on August 5, 2008 at 3:00 p.m. where Staff and counsel for Global Energy appeared but no counsel appeared for the New Gold Partnerships;

**AND WHEREAS** on August 5, 2008, the Temporary Order was continued until December 4, 2008 and the hearing in this matter was adjourned until December 3, 2008 at 10:00 a.m. on consent of Staff and counsel for Global Energy;

**AND WHEREAS** on December 3, 2008, on the basis of the record for the written hearing and on consent of Staff and counsel for Global Energy, a Panel of the Commission ordered that the Temporary Order be extended until June 11, 2009 and that the hearing in this matter be adjourned to June 10, 2009, at 10:00 a.m.;

**AND WHEREAS** on June 10, 2009, Staff advised the Commission that Victor Tsatskin, a.k.a. Vadim Tsatskin ("Tsatskin"), an agent of Global Energy, would not be attending the hearing and was not opposed to Staff's request for the extension of the Temporary Order and no counsel has communicated with Staff on behalf of New Gold Partnerships;

**AND WHEREAS** on June 10, 2009, on hearing the submissions of Staff, a Panel of the Commission ordered that the Temporary Order be extended until October 9, 2009 and that the hearing in this matter be adjourned to October 8, 2009, at 10:00 a.m.;

**AND WHEREAS** on October 8, 2009, on hearing the submissions of Staff, a Panel of the Commission ordered that the Temporary Order be extended until March 11, 2010 and that the hearing in this matter be adjourned to March 10, 2010, at 10:00 a.m.;

**AND WHEREAS** on March 10, 2010, on hearing the submissions of Staff, a Panel of the Commission ordered that the Temporary Order be extended until July 12, 2010 and that the hearing in this matter be adjourned to July 9, 2010, at 11:30 a.m.;

**AND WHEREAS** on July 9, 2010, on hearing the submissions of Staff, a Panel of the Commission ordered that the Temporary Order be extended until September 1, 2010 and that the hearing in this matter be adjourned to September 1, 2010, at 1:00 p.m.;

**AND WHEREAS** on September 1, 2010, on hearing the submissions of Staff, a Panel of the Commission ordered that the Temporary Order be extended until November 9, 2010, and that the hearing in this matter be adjourned to November 8, 2010 at 10:00 a.m.

**AND WHEREAS** on November 8, 2010, counsel for Staff appeared and made submissions before the Commission and no person appeared on behalf of Global Energy or the New Gold Partnerships;

**AND WHEREAS** pursuant to subsections 127(7) and 127(8) of the Act, satisfactory information has not been provided to the Commission by any of the Respondents;

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

**IT IS HEREBY ORDERED**, pursuant to subsection 127(7) and 127(8) of the Act, that the Temporary Order is extended to December 8, 2010 and that the hearing in this matter is adjourned to December 7,

2010 at 2:30 p.m. or on such other date as provided by the Secretary's Office and agreed to by the parties.

**DATED** at Toronto this 8th day of November 2010

"Mary G. Condon"

**2.2.13 Christina Harper et al. – ss. 127(7), 127(8)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
CHRISTINA HARPER, HOWARD RASH, MICHAEL  
SCHAUMER, ELLIOT FEDER, VADIM TSATSKIN,  
ODED PASTERNAK, ALAN SILVERSTEIN,  
HERBERT GROBERMAN, ALLAN WALKER, PETER  
ROBINSON, VYACHESLAV BRIKMAN, NIKOLA  
BAJOVSKI, BRUCE COHEN AND ANDREW SHIFF**

**ORDER  
(Subsections 127(7) and 127(8))**

**WHEREAS** on April 7, 2010, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering the following (the "Temporary Order"):

- i) Christina Harper ("Harper"), Howard Rash ("Rash"), Michael Schaumer ("Schaumer"), Elliot Feder ("Feder"), Vadim Tsatskin ("Tsatskin"), Oded Pasternak ("Pasternak"), Alan Silverstein ("Silverstein"), Herbert Groberman ("Groberman"), Allan Walker ("Walker"), Peter Robinson ("Robinson"), Vyacheslav Brikman ("Brikman"), Nikola Bajovski ("Bajovski"), Bruce Cohen ("Cohen") and Andrew Shiff ("Shiff") (collectively, the "Respondents") shall cease trading in all securities; and
- ii) that any exemptions contained in Ontario securities law do not apply to the Respondents.

**AND WHEREAS**, on April 7, 2010, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

**AND WHEREAS** on April 14, 2010, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on April 20, 2010 at 3:00 p.m.;

**AND WHEREAS** the Notice of Hearing set out that the Hearing is to consider, amongst other things, whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127 (7) and (8) of the Act, to extend the Temporary Order until the conclusion of the hearing, or until such further time as considered necessary by the Commission;

**AND WHEREAS** on April 20, 2010, a hearing was held before the Commission and none of the Respondents appeared before the Commission to oppose Staff of the Commission's ("Staff") request for the extension of the Temporary Order;

**AND WHEREAS** on April 20, 2010, the Commission was satisfied that Staff had served or made reasonable attempts to serve each of the Respondents with copies of the Temporary Order, the Notice of Hearing, and the Evidence Brief of Staff as evidenced by the Affidavit of Kathleen McMillan, sworn on April 20, 2010, and filed with the Commission;

**AND WHEREAS** on April 20, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that: in the absence of a continuing cease-trade order, the length of time required to conclude a hearing could be prejudicial to the public interest; and, it was in the public interest to extend the Temporary Order;

**AND WHEREAS** on April 20, 2010, pursuant to subsections 127 (7) and (8) of the Act, the Temporary Order was extended to June 15, 2010 and the hearing in this matter was adjourned to June 14, 2010, at 10:00 a.m.;

**AND WHEREAS** on June 14, 2010, a hearing was held before the Commission and the Commission ordered that the Temporary Order was extended and the hearing was adjourned to September 1, 2010, at 1:00 p.m.;

**AND WHEREAS** on September 1, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that: in the absence of a continuing cease-trade order, the length of time required to conclude a hearing could be prejudicial to the public interest;

**AND WHEREAS** on September 1, 2010, pursuant to subsections 127(7) and 127(8) of the Act, the Temporary Order was extended to November 9, 2010 and the hearing in this matter was adjourned to November 8, 2010 at 10:00 a.m.;

**AND WHEREAS** on September 1, 2010, it was further ordered pursuant to subsections 127(1) and (2) of the Act that, notwithstanding the Temporary Order, Feder is permitted to trade securities in an account in his own name or in an account of his registered retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which he has the sole legal and beneficial ownership, provided that:

- (i) the securities traded are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange or NASDAQ (or their successor exchanges) which is a reporting issuer; and
- (ii) he carries out any permitted trading through a dealer registered with the Commission (which dealer must be given

a copy of this order) and through accounts opened in his name only.

**AND WHEREAS** on November 8, 2010, Staff, Schaumer, Shiff, Silverstein, counsel for Rash, and counsel for Pasternak, Walker and Brikman, attended the hearing; and whereas Harper and Groberman had each advised Staff that they would not be attending the hearing;

**AND WHEREAS** on November 8, 2010, counsel for Feder removed himself from the record due to a conflict of interest, and new counsel for Feder advised the Commission that he will need to satisfy himself that he is able to represent Feder, and will advise Staff accordingly as soon as possible;

**AND WHEREAS** on November 8, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest to make this order;

**IT IS ORDERED THAT** pursuant to subsections 127(7) and 127(8) of the Act, the Temporary Order, as amended on September 1, 2010, is extended to December 8, 2010 and the hearing in this matter is adjourned to December 7, 2010 at 2:30 p.m.

**DATED** at Toronto this 8th day of November, 2010.

"Mary G. Condon"

**2.2.14 Global Energy Group, Ltd. et al. – s. 127**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD., NEW GOLD  
LIMITED PARTNERSHIPS, CHRISTINA HARPER,  
VADIM TSATSKIN, MICHAEL SCHAUMER,  
ELLIOT FEDER, ODED PASTERNAK, ALAN  
SILVERSTEIN, HERBERT GROBERMAN, ALLAN  
WALKER, PETER ROBINSON, VYACHESLAV  
BRIKMAN, NIKOLA BAJOVSKI, BRUCE COHEN  
AND ANDREW SHIFF**

**ORDER  
(Section 127 of the Securities Act)**

**WHEREAS** on June 8, 2010, the Commission issued a Notice of Hearing pursuant to sections 37, 127 and 127.1 of the Act accompanied by a Statement of Allegations dated June 8, 2010, issued by Staff of the Commission (“Staff”) with respect to Global Energy Group, Ltd. (“Global Energy”), New Gold Limited Partnerships, (“New Gold”), Christina Harper (“Harper”), Michael Schaumer (“Schaumer”), Elliot Feder (“Feder”), Vadim Tsatskin (“Tsatskin”), Oded Pasternak (“Pasternak”), Alan Silverstein (“Silverstein”), Herbert Groberman (“Groberman”), Allan Walker (“Walker”), Peter Robinson (“Robinson”), Vyacheslav Brikman (“Brikman”), Nikola Bajovski (“Bajovski”), Bruce Cohen (“Cohen”) and Andrew Shiff (“Shiff”) (collectively, the “Respondents”);

**AND WHEREAS** the Notice of Hearing stated that a hearing would be held at the offices of the Commission on June 14, 2010;

**AND WHEREAS** on June 14, 2010, Staff confirmed that the Commission had received the affidavit of Kathleen McMillan sworn June 11, 2010 which indicated that service of the Notice of Hearing and Statement of Allegations was attempted on all Respondents personally, electronically, through their counsel or at their last known address;

**AND WHEREAS** on June 14, 2010, Staff, Schaumer, Silverstein, Brikman, Shiff, counsel for Feder and an agent for counsel for Robinson attended the hearing;

**AND WHEREAS** on June 14, 2010, Staff informed the Commission that they had received messages from Harper and Groberman that they would not be attending the hearing;

**AND WHEREAS** on June 14, 2010, Staff informed the Commission that they had received a message from Tsatskin stating that his lawyer would be unable to appear at the hearing;

**AND WHEREAS** on June 14, 2010, Staff informed the Commission they had received a message from counsel for Pasternak, Walker and Brikman that he would not be attending the hearing;

**AND WHEREAS** on June 14, 2010, upon hearing submissions from Staff and counsel for Feder, the hearing was adjourned to September 1, 2010;

**AND WHEREAS** on September 1, 2010, a hearing was held before the Commission, and Staff, Shiff, counsel for Feder, counsel for Robinson and counsel for Pasternak, Walker and Brikman attended the hearing;

**AND WHEREAS** on September 1, 2010, upon hearing the submissions of Staff, Shiff, counsel for Feder, counsel for Robinson and counsel for Pasternak, Walker and Brikman, it was ordered that the hearing be adjourned to November 8, 2010, at 10:00 a.m. for a pre-hearing conference;

**AND WHEREAS** on November 5, 2010, a settlement agreement between Staff and Robinson was approved by the Commission;

**AND WHEREAS** on November 8, 2010, Staff confirmed that the Commission had received the affidavit of Charlene Rochman sworn November 8, 2010, which indicated that service of Staff’s Pre-Hearing Conference Submissions was attempted on all Respondents, except for Bajovski or Cohen, personally, electronically, through their counsel or at their last known address;

**AND WHEREAS** Staff have no current effective address for service for Bajovski or Cohen;

**AND WHEREAS** on November 8, 2010, Staff, Schaumer, Shiff, Silverstein, and counsel for Pasternak, Walker and Brikman, attended the hearing; and whereas Harper and Groberman had each advised Staff that they would not be attending the hearing;

**AND WHEREAS** on November 8, 2010, counsel for Feder removed himself from the record due to a conflict of interest, and new counsel for Feder advised the Commission that he will need to satisfy himself that he is able to represent Feder, and he will advise Staff accordingly as soon as possible;

**IT IS HEREBY ORDERED**, upon hearing the submissions of Staff, Schaumer, Shiff, Silverstein, and counsel for Pasternak, Walker and Brikman, that the hearing be adjourned to December 7, 2010 at 2:30 p.m. to continue the pre-hearing conference.

**DATED** at Toronto this 8th day of November, 2010.

“Mary G. Condon”

2.2.15 L. Jeffrey Pogachar et al. – ss. 127(1), 127.1

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
L. JEFFREY POGACHAR, PAOLA LOMBARDI,  
ALAN S. PRICE, NEW LIFE CAPITAL CORP.,  
NEW LIFE CAPITAL INVESTMENTS INC.,  
NEW LIFE CAPITAL ADVANTAGE INC.,  
NEW LIFE CAPITAL STRATEGIES INC.,  
1660690 ONTARIO LTD., 2126375 ONTARIO INC.,  
2108375 ONTARIO INC., 2126533 ONTARIO INC.,  
2152042 ONTARIO INC., 2100228 ONTARIO INC. AND  
2173817 ONTARIO INC.**

**ORDER  
(Sections 127(1) and 127.1)**

**WHEREAS** on November 8, 2010, 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") to consider whether to approve a settlement agreement (the "Settlement Agreement") entered into between Alan S. Price ("Price") and Staff of the Commission ("Staff") dated October 29, 2010.

**AND WHEREAS** Price and Staff entered into the Settlement Agreement dated October 29, 2010 in which they agreed to a settlement of the proceeding commenced by the Amended Notice of Hearing dated June 30, 2010, in respect of L. Jeffrey Pogachar, Paola Lombardi, Alan S. Price, New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc. and 2173817 Ontario Inc., subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Amended Notice of Hearing and the Amended Statement of Allegations of Staff dated June 23, 2010, and upon hearing submissions from counsel for Staff and from the Respondent, Price;

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

**IT IS ORDERED THAT:**

1. the Settlement Agreement is approved;
2. pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Price for three years;
3. pursuant to clause 8 of subsection 127(1) of the Act, Price is prohibited from

becoming or acting as a director or officer of any issuer permanently;

4. pursuant to clause 8.5 of subsection 127(1) of the Act, Price is prohibited from the date of this Order from becoming or acting as a registrant;

5. pursuant to section 127.1 of the Act, Price shall pay \$1,500 to the Commission toward the costs of the investigation in this matter.

**DATED** at Toronto this 10th day of November, 2010.

"James D. Carnwath"

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## Chapter 3

# Reasons: Decisions, Orders and Rulings

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### 3.1 OSC Decisions, Orders and Rulings

#### 3.1.1 Global Energy Group, Ltd. et al.

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD., NEW GOLD  
LIMITED PARTNERSHIPS, CHRISTINA HARPER,  
VADIM TSATSKIN, MICHAEL SCHAUMER, ELLIOT  
FEDER, ODED PASTERNAK, ALAN SILVERSTEIN,  
HERBERT GROBERMAN, ALLAN WALKER,  
PETER ROBINSON, VYACHESLAV BRIKMAN,  
NIKOLA BAJOVSKI, BRUCE COHEN AND  
ANDREW SHIFF

SETTLEMENT AGREEMENT  
BETWEEN STAFF AND PETER ROBINSON

#### PART I – INTRODUCTION

1. By Notice of Hearing dated June 8, 2010, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing, commencing on June 14, 2010, pursuant to sections 37, 127, and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), to consider whether it is in the public interest to make orders, as specified therein, against Global Energy Group, Ltd. (“Global Energy”) and New Gold Limited Partnerships (“New Gold”), Christina Harper (“Harper”), Vadim Tsatskin (“Tsatskin”), Michael Schaumer (“Schaumer”), Elliot Feder (“Feder”), Oded Pasternak (“Pasternak”), Alan Silverstein (“Silverstein”), Herbert Groberman (“Groberman”), Allan Walker (“Walker”), Peter Robinson (“Robinson”), Vyacheslav Brikman (“Brikman”), Nikola Bajovski (“Bajovski”), Bruce Cohen (“Cohen”) and Andrew Shiff (“Shiff”), (collectively the “Respondents”). The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission dated June 8, 2010.

2. The Commission will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 37 and 127 of the Act, it is in the public interest for the Commission to approve this Settlement Agreement and to make certain orders in respect of Robinson.

#### PART II – JOINT SETTLEMENT RECOMMENDATION

3. Staff agree to recommend settlement of the proceeding initiated by the Notice of Hearing dated June 8, 2010 against Robinson (the “Proceeding”) in accordance with the terms and conditions set out below. Robinson consents to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

#### PART III – AGREED FACTS

##### Background Regarding Global Energy

4. Global Energy and New Gold have never been registered with the Commission in any capacity.

5. Global Energy was purportedly based in and operated from the Bahamas. The partnerships underlying the securities of New Gold were purportedly registered in Kentucky and/or the Bahamas.

6. The primary business of Global Energy was selling the securities of New Gold through its salespersons operating from offices in the Toronto area (the “Ontario Offices”).

7. The other operating office of Global Energy was located in Lexington, Kentucky and operated by a lawyer named Bryan Coffman.
8. The Ontario Offices traded securities, consisting of units of series of New Gold limited partnerships, to members of the public by Global Energy and persons related to Global Energy.
9. Members of the public could buy either full units of New Gold for \$49,000 as well as quarter-units and half-units from salespersons affiliated with Global Energy.
10. New Gold has never filed a prospectus with the Commission with respect to the units of New Gold.
11. The trading of the securities of New Gold occurred during the period from approximately June of 2007 up to and including June 25, 2008 (the "Material Time"). Tsatskin and Harper supervised and directed the sale of the New Gold securities by Robinson and persons affiliated with Global Energy from the Ontario Offices.
12. Approximately \$14.75 million (U.S.) was raised from the sale of the securities of New Gold to approximately 200 investors as a result of the activities salespersons, representatives or agents of Global Energy.
13. The sale of the New Gold securities has also been the subject of an investigation by the United States Attorney General and securities regulatory authorities in the State of Kentucky.

#### **Trading in New Gold Securities by Robinson**

14. From approximately June of 2007 up to approximately September of 2007, Robinson, a resident of Ontario, sold securities of New Gold from the Ontario Offices under the direction and supervision of Harper. Robinson has known Harper for approximately 15 years.
15. Robinson was provided a script by Harper about the securities of New Gold to assist him in his sales of these securities to members of the public.
16. Robinson then telephoned potential investors across Canada for the purpose of selling New Gold securities. Using scripts and other information supplied by Harper, Robinson told these investors and potential investors that New Gold was an oil investment and that it consisted of ownership of oil wells located in Kentucky. He also informed investors that they could expect a return or "payback" on their investment within ten to fourteen months. Brochures about New Gold, provided by Harper, were also forwarded to persons that Robinson contacted.
17. Some of the persons Robinson contacted were members of the public to whom Robinson had previously sold securities, including persons who had purchased securities of York Rio Resources Inc. Robinson had access to a database containing approximately 600 potential investors.
18. There was a verbal agreement between Harper and Robinson whereby Robinson would be paid a commission of 20 percent of the gross proceeds of his sales of New Gold securities.
19. Robinson also acted as an "opener" for Harper. After he sold New Gold securities to certain investors, Harper would then attempt to sell more securities of New Gold to these same investors. This process is also known as "loading". If Harper was successful in selling more securities, she would receive a 10 per cent commission from the sale as the "loader" or "senior" and Robinson, as the "opener" would receive a 10 per cent commission.
20. Harper kept the records of Robinson's sales of New Gold securities. Upon verifying the sale of these New Gold securities by Robinson, Harper would then send further information by fax or email to these investors. Harper would also direct these investors in New Gold to send their funds for the purchase of these securities by a bank draft or a wire transfer to addresses in Kentucky.
21. Harper would arrange for Robinson to be paid his commissions from an account in the name of GVC Marketing Inc. ("GVC"). GVC is a company controlled by Tsatskin.
22. Robinson met Tsatskin a number of times at the Ontario Offices and elsewhere and knew him as "Victor".
23. During the Material Time, Robinson sold a total of \$73,500 worth of securities in New Gold to investors in Canada. Two investors bought half-units and two investors bought quarter-units of New Gold for a total of 1.5 units of New Gold. Robinson also received commissions in relation to secondary sales of New Gold securities made by Harper.
24. Robinson received a total of approximately \$22,000 in commissions in relation to the sale of New Gold securities.

25. Robinson ceased selling securities of New Gold after a dispute with Harper over commissions related to sales of New Gold securities.

26. Robinson was not registered with the Commission in any capacity during the Material Time.

#### **PART IV – CONDUCT CONTRARY TO THE PUBLIC INTEREST**

27. By engaging in the conduct described above, Robinson admits and acknowledges that he contravened Ontario securities law during the Material Time in the following ways:

- (a) During the Material Time, Robinson traded in securities without being registered to trade in securities, contrary to section 25(1)(a) of the Act and contrary to the public interest; and
- (b) During the Material Time, Robinson traded in securities of New Gold when a preliminary prospectus and a prospectus had not been filed and receipts had not been issued for them by the Director, contrary to section 53(1) of the Act and contrary to the public interest;

28. Robinson admits and acknowledges that he acted contrary to the public interest by contravening Ontario securities law as set out in sub-paragraphs 27 (a) and (b).

#### **PART V – TERMS OF SETTLEMENT**

29. Robinson agrees to the terms of settlement listed below.

30. The Commission will make an order, pursuant to sections 37 and 127(1) of the Act, that:

- (a) the Settlement Agreement is approved;
- (b) trading in any securities by Robinson cease permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) the acquisition of any securities by Robinson is prohibited permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (d) any exemptions contained in Ontario securities law do not apply to Robinson permanently from the date of the approval of the Settlement Agreement;
- (e) Robinson is reprimanded;
- (f) Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter; and,
- (h) Robinson shall disgorge to the Commission \$22,000 obtained as a result of his non-compliance with Ontario securities law. The \$22,000 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing New Gold securities, in accordance with s. 3.4(2) of the Act;
- (i) Robinson shall pay an administrative penalty of \$4,400 for his failure to comply with Ontario securities law. The \$4,400 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing New Gold securities, in accordance with s. 3.4(2) of the Act; and
- (j) Robinson cease permanently, from the date of the approval of the Settlement Agreement, to telephone from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or any class of securities.

31. Robinson undertakes to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in sub-paragraphs 30. (a) to (j) above.

**PART VI – STAFF COMMITMENT**

32. If this Settlement Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against Robinson in relation to the facts set out in Part III herein, subject to the provisions of paragraph 33 below.

33. If this Settlement Agreement is approved by the Commission, and at any subsequent time Robinson fails to honour the terms of the Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against Robinson based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement.

**PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT**

34. Approval of this Settlement Agreement will be sought at a hearing of the Commission scheduled on a date to be determined by the Secretary to the Commission, or such other date as may be agreed to by Staff and Robinson for the scheduling of the hearing to consider the Settlement Agreement.

35. Staff and Robinson agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding Robinson's conduct in this matter, unless the parties agree that further facts should be submitted at the settlement hearing.

36. If this Settlement Agreement is approved by the Commission, Robinson agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

37. If this Settlement Agreement is approved by the Commission, neither party will make any public statement that is inconsistent with this Settlement Agreement or inconsistent with any additional agreed facts submitted at the settlement hearing.

38. Whether or not this Settlement Agreement is approved by the Commission, Robinson agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

**PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT**

39. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule "A" is not made by the Commission:

- (a) this Settlement Agreement and its terms, including all settlement negotiations between Staff and Robinson leading up to its presentation at the settlement hearing, shall be without prejudice to Staff and Robinson; and
- (b) Staff and Robinson shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations in the Notice of Hearing and Statement of Allegations of Staff, unaffected by the Settlement Agreement or the settlement discussions/negotiations.

40. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of Robinson and Staff or as may be required by law.

**PART IX. – EXECUTION OF SETTLEMENT AGREEMENT**

41. This Settlement Agreement may be signed in one or more counterparts which together will constitute a binding agreement

42. A facsimile copy of any signature will be as effective as an original signature.

Dated this 22nd day of October, 2010.

Signed in the presence of:

**“Melanie Webb”**

Witness:

Dated this 22nd day of October, 2010

**“Peter Robinson”**

**Peter Robinson**

**“Tom Atkinson”**

**STAFF OF THE ONTARIO SECURITIES COMMISSION**

**per Tom Atkinson**

Director, Enforcement Branch

Dated this 25th day of October, 2010

**SCHEDULE "A"**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON**

**ORDER  
(Sections 37 and 127(1))**

**WHEREAS** on \_\_\_\_\_, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in respect of Peter Robinson ("Robinson");

**AND WHEREAS** Robinson entered into a Settlement Agreement with Staff of the Commission dated \_\_\_\_\_, 2010 (the "Settlement Agreement") in which Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act (Canada)*);
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Robinson is prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act (Canada)*);
- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Robinson permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Robinson is reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Robinson shall pay an administrative penalty of \$4,400 for his failure to comply with Ontario securities law. The \$4,400 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing New Gold Limited Partnership securities, in accordance with s. 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Robinson shall disgorge to the Commission \$22,000 obtained as a result of their non-compliance with Ontario securities law. The \$22,000 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing New Gold Limited Partnership securities, in accordance with s. 3.4(2) of the Act; and

- (j) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of security.

**DATED AT TORONTO** this      day of      , 2010.

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3.1.2 York Rio Resources Inc. et al.

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
YORK RIO RESOURCES INC., BRILLIANTE  
BRASILCAN RESOURCES CORP., VICTOR  
YORK, ROBERT RUNIC, GEORGE SCHWARTZ,  
PETER ROBINSON, ADAM SHERMAN, RYAN  
DEMCHUK, MATTHEW OLIVER, GORDON  
VALDE AND SCOTT BASSINGDALE

SETTLEMENT AGREEMENT  
BETWEEN STAFF AND PETER ROBINSON

PART I – INTRODUCTION

1. By Notice of Hearing dated March 2, 2010, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing, commencing on March 3, 2010, pursuant to sections 37, 127, and 127.1 of the Securities Act, R.S.O. 1990, c. S.5, as amended (the “Act”), to consider whether it is in the public interest to make orders, as specified therein, against York Rio Resources Inc. (“York Rio”), Brilliante Brasilcan Resources Corp. (“Brilliante”), Victor York (“York”), Robert Runic (“Runic”), George Schwartz (“Schwartz”), Peter Robinson (“Robinson”), Adam Sherman (“Sherman”), Ryan Demchuk (“Demchuk”), Matthew Oliver (“Oliver”), Gordon Valde (“Valde”) and Scott Bassingdale (“Bassingdale”), (collectively the “Respondents”). The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission dated March 2nd, 2010.

2. The Commission will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 37, 127 and 127.1 of the Act, it is in the public interest for the Commission to approve this Settlement Agreement and to make certain orders in respect of Robinson.

PART II – JOINT SETTLEMENT RECOMMENDATION

3. Staff agree to recommend settlement of the proceeding initiated by the Notice of Hearing dated March 2, 2010 against Robinson (the “Proceeding”) in accordance with the terms and conditions set out below. Robinson consents to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

PART III – AGREED FACTS

**Background Regarding York Rio**

4. York Rio was incorporated in Ontario on May 10, 2004. It was also incorporated in Nevada in May of 2006. York Rio has never filed a prospectus with the Commission and has never been registered with the Commission in any capacity.

5. Between and including May 10, 2004 and October 21, 2008 (the “Material Time”), York Rio was trading in securities by selling securities in itself to investors in Ontario and elsewhere in Canada.

6. During the Material Time, York was the sole registered director of York Rio. York was not registered in any capacity with the Commission. In March of 2005, Schwartz was hired by York to supervise and direct the sale of York Rio securities from boiler rooms in the Toronto area. Schwartz hired Robinson in 2005 to sell York Rio securities to members of the public.

7. Robinson first worked with Schwartz at a business called Alliance Exploration and subsequently at Euston Capital (“Euston”). On July 29, 2009, Euston and Schwartz were sanctioned by the Commission in relation to illegal distributions of securities.

8. Both Robinson and Schwartz stopped selling shares in York Rio when Runic began operating the sales operations of York Rio in the summer of 2007 and Schwartz ceased his supervisory role.

9. Robinson sold York Rio securities directly to members of the public from approximately March of 2006 until approximately June of 2007. During this period, Robinson misrepresented himself to investors at various times as the “Vice-President Investor Relations” of York Rio.

10. Robinson was not registered with the Commission in any capacity during the Material Time.

11. During the Material Time, Robinson was a resident of Ontario and was a salesperson of York Rio securities.

**Trading in Securities of York Rio by Robinson and Others**

12. Robinson initially sold York Rio securities from offices on Eglinton Avenue East in Toronto (the “Eglinton Office”) and subsequently from offices at Sheppard Avenue East in Toronto (the “Sheppard Office”). Both the Eglinton Office and the Sheppard Office were rented by Schwartz.

13. Salespersons were provided with scripts about York Rio to assist them in their sales to members of the public. Schwartz acted in this supervisory and directing role until August of 2007. During this period, approximately \$3.9 million in York Rio securities were sold to members of the public.

14. During the Material Time, Robinson telephoned potential investors across Canada for the purpose of selling York Rio securities to those persons. Robinson also corresponded with investors by e-mail and provided investors and potential investors with subscription agreements in relation to the sale of York Rio securities.

15. Under the supervision of Schwartz and York, Robinson provided information about York Rio to members of the public, including persons that invested in York Rio, that was false, inaccurate and misleading, including, but not limited to, the following:

- (a) that York Rio owned or held interests in certain mining properties in Brazil;
- (b) that these York Rio mining properties in Brazil were currently producing diamonds;
- (c) the nature and extent of the mining assets owned by York Rio;
- (d) that York Rio was going to go public; and
- (e) that numerous significant companies has approached York Rio with a view to taking over York Rio.

These and other false, inaccurate, misleading representations and omissions were made with the intention of effecting trades in York Rio securities.

16. For his sales activities at York Rio, Robinson was paid by Schwartz through an account controlled by Schwartz in the name of Debrebud Capital Corp. (“Debrebud”). While Schwartz supervised the sales activities of York Rio, Debrebud received about 70% of the proceeds from the sale of York Rio. These funds were then used to pay the salespersons such as Robinson.

17. Under an agreement with Schwartz, Robinson was paid a commission of 20 percent of the gross proceeds of his sales of York Rio securities.

18. From March 2005 to March 2007, Robinson was paid approximately \$454,000 by Debrebud in relation to his sale of York Rio securities to persons in Canada. A portion of these funds were then repaid by Robinson to Schwartz in cash and also to persons employed to solicit York Rio investors. Robinson kept approximately \$250,000 for his own use.

19. Along with York, Robinson met personally with D.E., one of the investors in York Rio, at a restaurant in Toronto. D.E. invested at least \$250,000 in York Rio. At this meeting, York and Robinson reassured D.E. his investment in York Rio was about become very valuable. Robinson never disclosed to D.E. that he received a 20 percent commission from D.E.’s investment in York Rio.

20. Robinson participated in acts, solicitations, conduct, or negotiations directly or indirectly in furtherance of the fraudulent sale or disposition of York Rio securities for valuable consideration, in circumstances where there were no exemptions available to Robinson under the Act.

21. There were no accurate and complete records kept by York Rio as to exactly which salesperson made which sale of York Rio securities and how much each salesperson was compensated as commission per sale.

#### PART IV – CONDUCT CONTRARY TO THE PUBLIC INTEREST

22. By engaging in the conduct described above, Robinson admits and acknowledges that he contravened Ontario securities law during the Material Time in the following ways:

- (a) During the Material Time, Robinson engaged or participated in acts, practices or courses of conduct relating to securities of York Rio that the Robinson knew or reasonably ought to have known perpetrated a fraud on persons or companies, contrary to section 126.1(b) of the Act and contrary to the public interest;
- (b) During the Material Time, Robinson traded in securities without being registered to trade in securities, contrary to section 25(1)(a) of the Act and contrary to the public interest;
- (c) During the Material Time, Robinson made representations without the written permission of the Director, with the intention of effecting a trade in securities of York Rio, that such security would be listed on a stock exchange or quoted on any quotation and trade reporting system, contrary to section 38(3) of the Act and contrary to the public interest; and
- (d) During the Material Time, Robinson traded in securities of York Rio when a preliminary prospectus and a prospectus had not been filed and receipts had not been issued for them by the Director, contrary to section 53(1) of the Act and contrary to the public interest.

23. Robinson admits and acknowledges that he acted contrary to the public interest by contravening Ontario securities law as set out in sub-paragraphs 22. (a),(b),(c), and (d).

#### PART V – TERMS OF SETTLEMENT

24. Robinson agrees to the terms of settlement listed below.

25. The Commission will make an order, pursuant to sections 37 and s. 127(1) of the Act, that:

- (a) the Settlement Agreement is approved;
- (b) trading in any securities by Robinson cease permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) the acquisition of any securities by Robinson is prohibited permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (d) any exemptions contained in Ontario securities law do not apply to Robinson permanently from the date of the approval of the Settlement Agreement;
- (e) Robinson is reprimanded;
- (f) Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter; and,
- (h) Robinson shall disgorge to the Commission \$454,000 obtained as a result of his non-compliance with Ontario securities law. The \$454,000 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing York Rio securities, in accordance with s. 3.4(2) of the Act;
- (i) Robinson shall pay an administrative penalty of \$90,000 for his failure to comply with Ontario securities law. The \$90,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing York Rio securities, in accordance with s. 3.4(2) of the Act;
- (j) Robinson shall pay \$25,000 for the costs of the investigation of this matter; and

- (k) Robinson cease permanently, from the date of the approval of the Settlement Agreement, to telephone from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or any class of securities.

26. Robinson undertakes to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in sub-paragraphs 25. (a) to (k) above.

#### **PART VI – STAFF COMMITMENT**

27. If this Settlement Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against Robinson in relation to the facts set out in Part III herein, subject to the provisions of paragraph 28 below.

28. If this Settlement Agreement is approved by the Commission, and at any subsequent time Robinson fails to honour the terms of the Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against Robinson based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement.

#### **PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT**

29. Approval of this Settlement Agreement will be sought at a hearing of the Commission scheduled on a date to be determined by the Secretary to the Commission, or such other date as may be agreed to by Staff and Robinson for the scheduling of the hearing to consider the Settlement Agreement.

30. Staff and Robinson agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding Robinson's conduct in this matter, unless the parties agree that further facts should be submitted at the settlement hearing.

31. If this Settlement Agreement is approved by the Commission, Robinson agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

32. If this Settlement Agreement is approved by the Commission, neither party will make any public statement that is inconsistent with this Settlement Agreement or inconsistent with any additional agreed facts submitted at the settlement hearing.

33. Whether or not this Settlement Agreement is approved by the Commission, Robinson agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

#### **PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT**

34. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule "A" is not made by the Commission:

- (a) this Settlement Agreement and its terms, including all settlement negotiations between Staff and Robinson leading up to its presentation at the settlement hearing, shall be without prejudice to Staff and Robinson; and
- (b) Staff and Robinson shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations in the Notice of Hearing and Statement of Allegations of Staff, unaffected by the Settlement Agreement or the settlement discussions/negotiations.

35. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of Robinson and Staff or as may be required by law.

#### **PART IX. – EXECUTION OF SETTLEMENT AGREEMENT**

36. This Settlement Agreement may be signed in one or more counterparts which together will constitute a binding agreement

37. A facsimile copy of any signature will be as effective as an original signature.

Dated this 22nd day of October, 2010.

Signed in the presence of:

**“Melanie Webb”**  
\_\_\_\_\_  
Witness

**“Peter Robinson”**  
\_\_\_\_\_  
Peter Robinson

Dated this 22nd day of October, 2010

**STAFF OF THE ONTARIO SECURITIES COMMISSION**

**“Tom Atkinson”**  
\_\_\_\_\_  
Tom Atkinson  
Director, Enforcement Branch

Dated this 25th day of October, 2010

**SCHEDULE "A"**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON**

**ORDER  
(Sections 37 and 127(1))**

**WHEREAS** on \_\_\_\_\_, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in respect of Peter Robinson ("Robinson");

**AND WHEREAS** Robinson entered into a Settlement Agreement with Staff of the Commission dated \_\_\_\_\_, 2010 (the "Settlement Agreement") in which Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act (Canada)*);
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Robinson is prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act (Canada)*);
- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Robinson permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Robinson is reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Robinson shall pay an administrative penalty of \$90,000 for his failure to comply with Ontario securities law. The \$90,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing York Rio Resources Inc. securities, in accordance with s. 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Robinson shall disgorge to the Commission \$454,000 obtained as a result of their non-compliance with Ontario securities law. The \$454,000 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing York Rio Resources Inc. securities, in accordance with s. 3.4(2) of the Act;

**Reasons: Decisions, Orders and Rulings**

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- (j) pursuant to section 127.1 of the Act, Robinson shall pay \$25,000 to the Commission to pay the costs of the investigation of this matter; and
- (k) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of security.

**DATED AT TORONTO** this        day of        , 2010.

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3.1.3 Uranium308 Resources Inc. et al.

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
URANIUM308 RESOURCES INC., MICHAEL  
FRIEDMAN, GEORGE SCHWARTZ, PETER  
ROBINSON, AND SHAFI KHAN

SETTLEMENT AGREEMENT  
BETWEEN STAFF AND PETER ROBINSON

**PART I – INTRODUCTION**

1. By Notice of Hearing dated March 2, 2010, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing, commencing on March 5, 2010, pursuant to sections 37, 127, and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), to consider whether it is in the public interest to make orders, as specified therein, against Uranium308 Resources Inc. (“U308 Inc.”), Michael Friedman (“Friedman”), George Schwartz (“Schwartz”), Peter Robinson (“Robinson”), and Shafi Khan (“Khan”) (collectively the “Respondents”). The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission dated March 2nd, 2010.

2. The Commission will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 37, 127 and 127.1 of the Act, it is in the public interest for the Commission to approve this Settlement Agreement and to make certain orders in respect of Robinson.

**PART II – JOINT SETTLEMENT RECOMMENDATION**

3. Staff agree to recommend settlement of the proceeding initiated by the Notice of Hearing dated March 2, 2010 against Robinson (the “Proceeding”) in accordance with the terms and conditions set out below. Robinson consents to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

**PART III – AGREED FACTS**

**Background**

4. Before becoming involved in U308 Inc., Robinson worked as a salesperson for York Rio Resources Inc. (“York Rio”). Schwartz was one of the directing minds of York Rio. York Rio was selling securities to investors across Canada in contravention of Ontario securities laws. Friedman was also involved in the operations of York Rio. In 2007, Schwartz was involved in a dispute with another directing mind of York Rio, Victor York, so Friedman and Schwartz left York Rio and started up the company that would become U308 Inc.

5. Uranium Synergies Inc. (“Synergies”) was incorporated in Ontario in April, 2007. Friedman was the first and only registered director of Synergies at the time of incorporation. On June 7, 2007, the corporate name of Synergies was changed to Uranium308 Resources Inc. (“U308 Inc.”).

6. Throughout the time period between and including July 1, 2007 and December 31, 2008 (the “Material Time”), Friedman was the sole registered Director of U308 Inc. and the President of U308 Inc. Friedman is a resident of Ontario.

7. During the Material Time, Schwartz was a resident of Ontario and was a directing mind of U308 Inc.

8. U308 Inc. has never filed a prospectus or a preliminary prospectus with the Commission.

9. U308 Inc. has never been registered with the Commission.

10. Robinson was not registered with the Commission in any capacity during the Material Time.

11. During the Material Time, Robinson was a resident of Ontario and was a salesperson of U308 Inc. securities.

12. During the Material Time, Khan was a resident of Ontario and was a salesperson of U308 Inc. securities.

**Trading in Securities of U308 Inc.**

13. The Respondents traded in securities of U308 Inc. during the Material Time.
14. The Respondents traded in securities of U308 Inc. from offices in the Toronto area.
15. Robinson initially sold U308 Inc. securities from the U308 Inc. offices on Sheppard Avenue East in Toronto (the "Sheppard Office"). 2096516 Ontario Inc. ("2096516") is an Ontario numbered company owned by Robinson. 2096516 entered into the lease agreement for the Sheppard Office.
16. Robinson later sold U308 Inc. securities from an office, also rented by Robinson, on Elm Street in Toronto (the "Elm Office"). Schwartz and Friedman wanted to open this second U308 Inc. sales office.
17. The U308 Inc. website and investor relations documents showed two addresses for U308 Inc. that differed from the actual office address. The publicly disclosed addresses were only virtual offices.
18. During the Material Time, residents of various Canadian provinces received unsolicited phone calls from salespersons, agents and representatives of U308 Inc. and were solicited to purchase securities of U308 Inc.
19. During the Material Time, Robinson telephoned potential investors across Canada for the purpose of selling U308 Inc. securities to those persons. Robinson also corresponded with investors by e-mail and provided investors and potential investors with subscription agreements in relation to the sale of U308 Inc. securities.
20. Robinson used a false name when he communicated with potential purchasers and purchasers of U308 Inc. securities. Robinson would tell people over the phone that his name was Alan Barnard. Robinson would also sign e-mails using the false name Alan Barnard. Other salespeople were also using false names when communicating with potential investors and investors. Khan used the false name Ken Shaw when dealing with U308 Inc. investors. Khan also sometimes used the alias of Joe London when speaking with potential investors and investors.
21. During the Material Time, \$2,380,390 was received from at least 107 individuals and companies (collectively the "Investors") that purchased securities of U308 Inc. as a result of being solicited to do so by Robinson, Khan and other salespersons of U308 Inc.
22. Robinson told potential investors that U308 Inc. would be going public in the future and they would receive securities of the public company. U308 Inc. never went public. Robinson also told potential investors that U308 Inc. owned certain properties in Zambia and New Mexico.
23. Robinson sold at least \$757,500 worth of U308 Inc. securities to investors and several of these investors purchased U308 Inc. securities on more than one occasion.
24. Robinson and Khan were each paid commissions of anywhere from 20 to 60 percent of the gross proceeds of their sales of U308 Inc. securities.
25. Robinson met personally with two of the U308 Inc. Investors: J.V. and H.W. Schwartz, Friedman, and Khan were also at the meeting with J.V. The purpose of the meeting was to encourage J.V. to invest in U308 Inc. J.V. later invested \$250,000 through the J.V. Family Trust. Ultimately, the J.V. Family Trust invested through Khan and Khan was using the alias Ken Shaw in his dealings with J.V.
26. Robinson and Khan attended the meeting with H.W. This meeting took place in Toronto after H.W. had already invested in U308 Inc. H.W. gave a statement to Staff and advised Staff that he met with Ken Shaw and Alan Barnard.
27. Robinson and Khan often worked as a team in selling U308 Inc. securities to Investors and when dealing with Investors after the Investors had purchased U308 Inc. securities.
28. Investors have not been contacted by anyone from U308 Inc. since December 2008 and the securities of U308 Inc. that they own have no determinable value. Accordingly, the funds provided by the Investors have been irrevocably lost.
29. Robinson participated in acts, solicitations, conduct, or negotiations directly or indirectly in furtherance of the sale or disposition of securities for valuable consideration, in circumstances where there were no exemptions available to Robinson under the Act.

### **Fraudulent Conduct**

30. During the Material Time, Robinson provided information to the Investors that was false, inaccurate and misleading, including, but not limited to, the following:

- that his name was Alan Barnard;
- that Khan's name was Ken Shaw;
- that the office address of U308 Inc. was at 251 Consumers Road, Suite 1200, Toronto which, in fact, was merely a virtual office. As set out above, U308 Inc. was actually operating entirely out of the Sheppard Office and the Elm Office;
- that U308 Inc. owned certain properties in Zambia and New Mexico, U.S.A.; and
- that the net proceeds of the sale of U308 Inc. securities was to be used for the exploration and development of the Zambian and New Mexico properties.

31. The U308 Inc. website address was [www.uranium308resources.com](http://www.uranium308resources.com) (the "U308 Website") and it contained numerous pieces of false, inaccurate and misleading information.

32. The U308 Website claimed that U308 Inc.'s "Zambian holding is a 40% interest in the uranium assets of a 570-sq. km. Property in northwest Zambia in an area known as the Luswishi Dome." U308 Inc. never actually obtained the ownership stake claimed in the Zambian property. The agreement by which U308 Inc. was to acquire this ownership stake was never completed as U308 Inc. did not honour certain terms of the agreement. Moreover, the party that was to vend this ownership stake to U308 Inc. provided a formal Notice of Termination to U308 Inc. as early as February 6, 2008. The U308 Website continued, after that point in time, to assert that U308 Inc. owned the Zambian property as set out above. No steps were taken to advise investors or potential investors of the termination of the contract or even the existence of a dispute with respect to the contract.

33. Robinson knew when he started working as a salesperson for U308 Inc. that the company did not own a property in Zambia. He did see a contract relating to the possible purchase of a property in Zambia. However, Robinson took no steps to confirm that a Zambian property was actually acquired by U308 Inc. when providing investors with false information that U308 Inc. owned this property in Zambia.

34. During the Material Time, Robinson sent potential investors and investors a copy of a prospecting licence issued by the Zambian government. This prospecting licence contained certain conditions, one of which was that a mine be operational within three months of the licence. Robinson never knew if this condition and other conditions in the prospecting licence were ever met by U308 Inc.

35. The U308 Website also contained the following statement,

"The New Mexico interest consists of a 50% concession in mining claims and leases of lands totaling approximately 3,000 acres near Grants, New Mexico."

This statement was completely false as it describes a property, known as F-33, that U308 Inc. never had any ownership interest in. The F-33 property, described on the U308 Website, was actually acquired in November of 2007 by a company completely unrelated to U308 Inc.

36. One of the scripts that Robinson used in his telephone solicitations to potential investors included a claim that U308 Inc. owned mineral rights in a 23 square-kilometre concession in Ghana. Robinson had no knowledge of whether this was true. In fact, U308 Inc. did not own such a property.

37. Robinson knew that there were no geologists or engineers working out of the Sheppard Office or the Elm Office.

38. Robinson never took any steps to verify any of the statements that he was making to potential investors and to the Investors. These false, inaccurate and misleading representations were made with the intention of effecting trades in U308 Inc. securities.

39. As set out above, salespeople used false names when communicating with investors and potential investors in U308 Inc. As previously set out, Robinson used the false name "Alan Barnard" when dealing with Investors. Khan used the false names "Ken Shaw" and "Joe London".

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**Reasons: Decisions, Orders and Rulings**

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40. Robinson and Khan worked closely together in selling U308 Inc. shares from the U308 Inc. offices at 500 Sheppard Avenue and 49 Elm Street, Toronto, Ontario.

41. Khan would ask Robinson to call disgruntled investors back when these people sometimes left telephone messages or sent e-mails to U308 Inc.

42. The U308 Inc. salespeople completed a document called a "Contact Report" to track the sales to investors. Staff seized numerous of these Contact Reports during the execution of search warrants at the Sheppard Office and the Elm Office. The Contact Reports seized show some of the sales that Robinson was involved in and that Khan would sometimes request assistance from Robinson in dealing with U308 Inc. investors who were calling to complain. On one of the Contact Reports a typed note in the History section states, "Called left another message – gave to Alan Barnard". On the same Contact Report there is a handwritten note that says, "Peter Please call left message today".

**The Robinson Investors**

43. As set out above, Robinson was involved in the solicitation and/or sale of at least \$757,500 worth of U308 Inc. securities to the following people and companies:

**Investors**

4-Sep-07	Investor - K. M. M. (Alberta)	5,000.00
30-Oct-07	Investor - D & K G. (Alberta)	2,500.00
2-Nov-07	Investor - J & M K. (Alberta)	25,000.00
7-Nov-07	Investor - J.V. Family Trust (Saskatchewan)	250,000.00
15-Nov-07	Investor - K. M. M. (Alberta)	5,000.00
15-Nov-07	Investor - K. M. M. (Alberta)	25,000.00
3-Dec-07	Investor - K. M. M. (Alberta)	27,500.00
6-Dec-07	Investor - P. K. (Alberta)	5,000.00
11-Dec-07	Investor - L. M. (Alberta) - \$20,000	20,000.00
12-Dec-07	Investor - D. C. (Alberta) - \$10,000 and G. M. (Ontario) - \$10,000	20,000.00
21-Dec-07	Investor - D & J C. (Alberta) - \$20,000 and G & R M. (Ontario) - \$20,000	40,000.00
31-Dec-07	Investor - K. M. M. (Alberta)	10,000.00
8-Jan-08	Investor - P. K. (Alberta) - \$50,000 and PLC Co. Inc. (Alberta) - \$10,000	60,000.00
14-Jan-08	Investor - G. M. (Ontario) - \$10,000	10,000.00
18-Jan-08	Investor - K. M. M. (Alberta)	50,000.00
13-Feb-08	Investor - D & K G. (Alberta)	15,000.00
29-Feb-08	Investor - D & K G. (Alberta)	15,000.00
7-Mar-08	Investor - D & K G. (Alberta)	7,500.00
13-Mar-08	Investor - RI Ltd. (Alberta)	5,000.00
24-Apr-08	Investor - M & D J. (British Columbia)	10,000.00
9-May-08	Investor - Alberta Ltd.	25,000.00

**Investors**

16-May-08	Investor - Alberta Ltd.	25,000.00
4-Jun-08	Investor - P. K. (Alberta)	50,000.00
6-Aug-08	Investor - D. F. (Alberta)	50,000.00

**Total funds Solicited by Robinson from Investors** **\$757,500.00**

44. Robinson and Khan worked together in some instances and Khan sold at least \$1,114,000 worth of U308 Inc. securities to investors across Canada.

45. There were no accurate and complete records kept by U308 Inc. as to exactly which salesperson made which sale of U308 Inc. securities and how much each salesperson was compensated as commission per sale. Accordingly, it is possible that Robinson sold more securities than the list set out above. Robinson is not even aware of how many shares of the U308 Inc. securities he sold during the Material Time.

46. During the Material Time, Robinson received compensation for his sales of U308 Inc. shares, by way of commission payments, of at least \$934,890. These are the payments made to Robinson or his company that were traced by Staff. These payments can be broken down as follows:

- \$214,779.76 was paid directly to Robinson from U308 Inc. as commission payments for sales of U308 Inc. securities;
- Robinson was the sole registered Director and owner of a company called Platinum International Investments Inc. ("Platinum"). During the Material Time, Platinum had no legitimate operations whatsoever. \$61,500 was paid to Platinum during the Material Time;
- Robinson was the sole registered Director and owner of a company called 1751564 Ontario Inc. ("1751564"). 1751564 had no operations whatsoever. U308 Inc. paid \$512,360 to 1751564 during the Material Time. These payments were commission payments for sales of U308 Inc. shares by Robinson; and
- Robinson was the sole registered Director and owner of a company called 2096516 Ontario Inc. ("2096516"), which received \$146,250 from U308 Inc. as compensation for Robinson's sales of U308 Inc. securities.

47. During a compelled examination by Staff, Robinson claimed that he paid hundreds of thousands of dollars to Khan in cash payments and by bank draft. Robinson stated that these funds came from bank accounts of 1751564 Ontario Inc. and were paid as compensation for sales of U308 Inc. securities made by Khan. Staff are not able to verify Robinson's claims at this time.

**PART IV – CONDUCT CONTRARY TO THE PUBLIC INTEREST**

48. By engaging in the conduct described above, Robinson admits and acknowledges that he contravened Ontario securities law during the Material Time in the following ways:

- (a) During the Material Time, Robinson engaged or participated in acts, practices or courses of conduct relating to securities of U308 Inc. that the Robinson knew or reasonably ought to have known perpetrated a fraud on persons or companies, contrary to section 126.1(b) of the Act and contrary to the public interest;
- (b) During the Material Time, Robinson traded in securities without being registered to trade in securities, contrary to section 25(1)(a) of the Act and contrary to the public interest;
- (c) During the Material Time, Robinson made representations without the written permission of the Director, with the intention of effecting a trade in securities of U308 Inc., that such security would be listed on a stock exchange or quoted on any quotation and trade reporting system, contrary to section 38(3) of the Act and contrary to the public interest; and

- (d) During the Material Time, Robinson traded in securities of U308 Inc. when a preliminary prospectus and a prospectus had not been filed and receipts had not been issued for them by the Director, contrary to section 53(1) of the Act and contrary to the public interest.

49. Robinson admits and acknowledges that he acted contrary to the public interest by contravening Ontario securities law as set out in sub-paragraphs 48. (a),(b),(c), and (d).

#### **PART V – TERMS OF SETTLEMENT**

50. Robinson agrees to the terms of settlement listed below.

51. The Commission will make an order, pursuant to sections 37, 127(1) and 127.1 of the Act, that:

- (a) the Settlement Agreement is approved;
- (b) trading in any securities by Robinson cease permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the Income Tax Act (Canada));
- (c) the acquisition of any securities by Robinson is prohibited permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the Income Tax Act (Canada));
- (d) any exemptions contained in Ontario securities law do not apply to Robinson permanently from the date of the approval of the Settlement Agreement;
- (e) Robinson is reprimanded;
- (f) Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter; and,
- (h) Robinson shall disgorge to the Commission \$934,890 obtained as a result of his non-compliance with Ontario securities law. The \$934,890 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing U308 Inc. securities, in accordance with s. 3.4(2) of the Act;
- (i) Robinson shall pay an administrative penalty of \$300,000 for his failure to comply with Ontario securities law. The \$300,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing U308 Inc. securities, in accordance with s. 3.4(2) of the Act;
- (j) Robinson shall pay \$50,000 for the costs of the investigation of this matter; and
- (k) Robinson cease permanently, from the date of the approval of the Settlement Agreement, to telephone from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or any class of securities.

52. Robinson undertakes to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in sub-paragraphs 51. (a) to (k) above.

#### **PART VI – STAFF COMMITMENT**

53. If this Settlement Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against Robinson in relation to the facts set out in Part III herein, subject to the provisions of paragraph 54, below.

54. If this Settlement Agreement is approved by the Commission, and at any subsequent time Robinson fails to honour the terms of the Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against Robinson based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement.

**PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT**

55. Approval of this Settlement Agreement will be sought at a hearing of the Commission scheduled on a date to be determined by the Secretary to the Commission, or such other date as may be agreed to by Staff and Robinson for the scheduling of the hearing to consider the Settlement Agreement.

56. Staff and Robinson agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding Robinson's conduct in this matter, unless the parties agree that further facts should be submitted at the settlement hearing.

57. If this Settlement Agreement is approved by the Commission, Robinson agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

58. If this Settlement Agreement is approved by the Commission, neither party will make any public statement that is inconsistent with this Settlement Agreement or inconsistent with any additional agreed facts submitted at the settlement hearing.

59. Whether or not this Settlement Agreement is approved by the Commission, Robinson agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

**PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT**

60. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule "A" is not made by the Commission:

- (a) this Settlement Agreement and its terms, including all settlement negotiations between Staff and Robinson leading up to its presentation at the settlement hearing, shall be without prejudice to Staff and Robinson; and
- (b) Staff and Robinson shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations in the Notice of Hearing and Statement of Allegations of Staff, unaffected by the Settlement Agreement or the settlement discussions/negotiations.

61. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of Robinson and Staff or as may be required by law.

**PART IX. – EXECUTION OF SETTLEMENT AGREEMENT**

62. This Settlement Agreement may be signed in one or more counterparts which together will constitute a binding agreement

63. A facsimile copy of any signature will be as effective as an original signature.

Dated this 22nd day of October, 2010.

Signed in the presence of:

**"Melanie Webb"**  
\_\_\_\_\_  
Witness

**"Peter Robinson"**  
\_\_\_\_\_  
Peter Robinson

Dated this 22nd day of October, 2010

**"Tom Atkinson"**  
\_\_\_\_\_  
STAFF OF THE ONTARIO SECURITIES COMMISSION

per Tom Atkinson  
Director, Enforcement Branch

Dated this 25th day of October, 2010

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON**

**ORDER  
(Sections 37 and 127(1))**

**WHEREAS** on \_\_\_\_\_, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in respect of Peter Robinson ("Robinson");

**AND WHEREAS** Robinson entered into a Settlement Agreement with Staff of the Commission dated \_\_\_\_\_, 2010 (the "Settlement Agreement") in which Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Robinson is prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Robinson permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Robinson is reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Robinson shall pay an administrative penalty of \$300,000 for his failure to comply with Ontario securities law. The \$300,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing U308 Inc. securities, in accordance with s. 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Robinson shall disgorge to the Commission \$934,890 obtained as a result of their non-compliance with Ontario securities law. The \$934,890 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing U308 Inc. securities, in accordance with s. 3.4(2) of the Act;
- (j) pursuant to section 127.1 of the Act, Robinson shall pay \$50,000 to the Commission to pay the costs of the investigation of this matter; and

**Reasons: Decisions, Orders and Rulings**

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- (k) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of security.

**DATED AT TORONTO** this            day of            , 2010.

\_\_\_\_\_

\_\_\_\_\_

**3.1.4 Peter Robinson and Platinum International Investments Inc.**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON AND  
PLATINUM INTERNATIONAL INVESTMENTS INC.**

**SETTLEMENT AGREEMENT  
BETWEEN STAFF, PLATINUM INTERNATIONAL  
INVESTMENTS INC. AND PETER ROBINSON**

**PART I – INTRODUCTION**

1. By Notice of Hearing dated December 18, 2009, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing, commencing on January 11, 2010, pursuant to sections 37, 127, and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), to consider whether it is in the public interest to make orders, as specified therein, against Platinum International Investments Inc. (“Platinum”) and Peter Robinson (“Robinson”) (collectively the “Respondents”). The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission dated December 17, 2009.

2. The Commission will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 37, 127 and 127.1 of the Act, it is in the public interest for the Commission to approve this Settlement Agreement and to make certain orders in respect of Platinum and Robinson.

**PART II – JOINT SETTLEMENT RECOMMENDATION**

3. Staff agree to recommend settlement of the proceeding initiated by the Notice of Hearing dated December 18, 2009 against Platinum and Robinson (the “Proceeding”) in accordance with the terms and conditions set out below. Platinum and Robinson consent to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

**PART III – AGREED FACTS**

**Background**

4. Platinum International Investments Inc. (“Platinum”) is an Ontario corporation that was incorporated on June 12, 2007 with a registered address of 4325 Steeles Avenue West, Suite 215, Toronto, Ontario.

5. Peter Robinson (“Robinson”) is the sole Director of Platinum.

**Trading in Securities by Platinum and Robinson**

6. Platinum and Robinson traded in securities between and including July 1, 2009 and December 17, 2009 (the “Material Time”). The trading took place from premises in Ontario.

7. Throughout the Material Time, the Respondents were not registered in any capacity with the Ontario Securities Commission (the “Commission”).

8. Residents of the United Kingdom (the “U.K. Residents”) received unsolicited phone calls from representatives of Platinum and were told that Platinum could sell securities held by the U.K. Residents on behalf of the U.K. Residents. David O’Brien (“O’Brien”) was one of the individuals making telephone calls to the U.K. Residents. Robinson was aware of this activity.

9. Representatives of Platinum, including O’Brien, used aliases when speaking with the U.K. Residents. Robinson was aware of this activity.

10. The representatives of Platinum told the U.K. Residents that they would be able to obtain significant amounts of money for the U.K. Residents when Platinum arranged for the sale of the securities in question. Robinson was aware of this activity.

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**Reasons: Decisions, Orders and Rulings**

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11. The U.K. Residents were then told that they would have to pay “performance bonds” and “non-resident taxes” to Platinum before Platinum could complete the sale of the securities.

12. The U.K. Residents were given instructions to send their funds for the “performance bonds” and the “non-resident taxes” to a bank account held in the name of Platinum and located in Toronto at the Royal Bank of Canada (the “Platinum RBC Account”).

13. The U.K. Residents sent their “performance bond” and “non-resident tax” funds via wire transfer to the Platinum RBC Account.

14. The U.K. Residents were subsequently approached and advised they would have to pay further fees so that the transactions could proceed. When the U.K. Residents refused to send further funds to the Platinum RBC Account they stopped receiving communications from representatives of Platinum.

15. None of the transactions for which the U.K. Residents wired funds to the Platinum RBC Accounts have been completed. At least one of the U.K. Residents has been unable to contact Platinum since the Material Time.

16. Between July 9, 2009 and August 25, 2009 the U.K. Residents sent \$113,893.90 to the Platinum RBC Accounts, as follows:

<b>Cash Inflows:</b>	(CDN\$)
Peter Munday	24,607.56
Sheila Rosher	69,218.45
Anthony Ford	7,427.06
Alethea Balderstone (for Geoffrey Branfield)	12,640.83
<i>Total</i>	<u>\$113,893.90</u>

17. During the same period of time all of the U.K. Investor funds were removed from the account, as follows:

<b>Cash Outflows:</b>	
Payments to David O'Brien Professional Legal Corp.	93,620.19
Cash Withdrawals & Payments to Robinson	25,595.50
Other	<u>4,600.00</u>
<i>Total</i>	<u>123,815.69</u>

18. During the Material Time, Robinson made numerous cash withdrawals from the Platinum RBC Account.

19. Payments were made to the David O'Brien Professional Legal Corp. as a result of O'Brien's involvement in the fraudulent activity being perpetrated by Robinson and Platinum. As set out above, O'Brien was also involved in contacting the U.K. residents. Robinson paid a portion of the cash withdrawals that he obtained to O'Brien.

20. The Respondents participated in acts, solicitations, conduct, or negotiations directly or indirectly in furtherance of the sale or disposition of securities for valuable consideration, in circumstances where there were no exemptions available to the Respondents under the Securities Act, R.S.O. 1990, c. S. 5, as amended (the “Act”).

**Fraudulent Conduct**

21. During the Material Time, the Respondents and other employees, representatives or agents of Platinum provided information to the U.K. Residents that was false, inaccurate and misleading, including, but not limited to, the following:

- (a.) that Platinum could sell securities held by the U.K. Residents for significant premiums over the current market value of the securities;

- (b.) that Platinum had received funds from the purported purchasers of the securities held by the U.K. Residents and that these funds were being held under "escrow conditions";
- (c.) that within seven business days of the U.K. Residents providing a "performance bond" they would receive all of the funds for the sale of the securities of their securities;
- (d.) that certain U.K. Residents were offered a five percent discount on a "non-resident tax" because the U.K. Residents were over sixty-five years old; and
- (e.) one of the U.K. Residents was provided with an address that did not correspond with Platinum's registered address and was, in fact, a United Parcel Service store;
- (f.) Robinson and other representatives of Platinum used aliases when dealing with the U.K. Residents; and
- (g.) telephone numbers provided to the U.K. Residents were registered as cellular phones from addresses in the State of Florida, United States.

22. The false, inaccurate and misleading representations were made with the purported intention of effecting trades in the securities belonging to the U.K. Residents.

23. Once funds were wire transferred from the U.K. Residents to the Platinum RBC Account the funds were almost immediately withdrawn as cash or cheques, which were primarily payable to Robinson, his other companies, or David O'Brien Professional Legal Corp.

24. The Respondents and other employees, representatives or agents of Platinum engaged in a course of conduct relating to securities that they knew or reasonably ought to have known would result in a fraud on persons.

#### **Robinson's Breach of a Commission Order**

25. Throughout the Material Time, Robinson was prohibited from trading in securities by the Commission as a result of a temporary cease trade order issued by the Commission on February 20, 2009 (the "Temporary Order"). The Temporary Order was issued in relation to the matter of Uranium308 Resources Inc. et. al. The Temporary Order was extended on March 6, 2009 and July 10, 2009 and was in effect throughout the Material Time.

#### **PART IV – CONDUCT CONTRARY TO THE PUBLIC INTEREST**

26. By engaging in the conduct described above, Platinum admits and acknowledges that the company contravened Ontario securities law during the Material Time in the following ways:

- (a.) During the Material Time, Platinum engaged or participated in acts, practices or courses of conduct relating to securities that Platinum knew or reasonably ought to have known perpetrated a fraud on persons or companies, contrary to section 126.1(b) of the Act and contrary to the public interest; and
- (b.) During the Material Time, Platinum traded in securities without being registered to trade in securities, contrary to section 25(1)(a) of the Act and contrary to the public interest.

27. By engaging in the conduct described above, Robinson admits and acknowledges that he contravened Ontario securities law during the Material Time in the following ways:

- (a.) During the Material Time, Robinson engaged or participated in acts, practices or courses of conduct relating to securities that Robinson knew or reasonably ought to have known perpetrated a fraud on persons or companies, contrary to section 126.1(b) of the Act and contrary to the public interest;
- (b.) During the Material Time, Robinson traded in securities without being registered to trade in securities, contrary to section 25(1)(a) of the Act and contrary to the public interest;
- (c.) During the Material Time, Robinson, being a director or officer of Platinum, did authorize, permit or acquiesce in the commission of the violations of sections 25 and 126.1 of the Act, as set out above, by Platinum or by the employees, agents or representatives of Platinum, contrary to section 129.2 of the Act and contrary to the public interest; and
- (d.) During the Material Time, Robinson violated Ontario securities laws by breaching the Temporary Order, contrary to section 122(1)(c) of the Act and contrary to the public interest.

28. Platinum and Robinson admit and acknowledge that they acted contrary to the public interest by contravening Ontario securities law as set out in paragraphs 26 and 27.

#### **PART V – TERMS OF SETTLEMENT**

29. Platinum and Robinson agree to the terms of settlement listed below.

30. The Commission will make an order, pursuant to sections 37, 127(1), and 127.1 of the Act, that:

- (a) the Settlement Agreement is approved;
- (b) trading in any securities by Platinum and Robinson cease permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) the acquisition of any securities by Platinum and Robinson is prohibited permanently from the date of the approval of the Settlement Agreement, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (d) any exemptions contained in Ontario securities law do not apply to Platinum and Robinson permanently from the date of the approval of the Settlement Agreement;
- (e) Platinum and Robinson are reprimanded;
- (f) Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) Platinum and Robinson are prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter; and,
- (h) Platinum and Robinson shall disgorge, on a joint and several basis, to the Commission \$113,893.90 obtained as a result of their non-compliance with Ontario securities law. The \$113,893.90 disgorged shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of the investment schemes operated by Platinum and Robinson, in accordance with s. 3.4(2) of the Act;
- (i) Platinum and Robinson shall each pay an administrative penalty of \$40,000 for their failure to comply with Ontario securities law. The \$40,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of the investment schemes operated by Platinum and Robinson, in accordance with s. 3.4(2) of the Act;
- (j) Platinum and Robinson shall each pay \$5,000 for the costs of the investigation of this matter; and
- (k) Robinson cease permanently, from the date of the approval of the Settlement Agreement, to telephone from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or any class of securities.

31. Platinum and Robinson undertake to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in paragraph 30 above.

#### **PART VI – STAFF COMMITMENT**

32. If this Settlement Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against Platinum and/or Robinson in relation to the facts set out in Part III herein, subject to the provisions of paragraph 33, below.

33. If this Settlement Agreement is approved by the Commission, and at any subsequent time Platinum or Robinson fail to honour the terms of the Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against Platinum or Robinson based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement.

**PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT**

34. Approval of this Settlement Agreement will be sought at a hearing of the Commission scheduled on a date to be determined by the Secretary to the Commission, or such other date as may be agreed to by Staff, Platinum and Robinson for the scheduling of the hearing to consider the Settlement Agreement.

35. Staff, Platinum and Robinson agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding Platinum and Robinson’s conduct in this matter, unless the parties agree that further facts should be submitted at the settlement hearing.

36. If this Settlement Agreement is approved by the Commission, Platinum and Robinson agree to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

37. If this Settlement Agreement is approved by the Commission, none of the parties will make any public statement that is inconsistent with this Settlement Agreement or inconsistent with any additional agreed facts submitted at the settlement hearing.

38. Whether or not this Settlement Agreement is approved by the Commission, Platinum and Robinson agree that they will not, in any proceeding, refer to or rely upon this Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission’s jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

**PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT**

39. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule "A" is not made by the Commission:

- (a.) this Settlement Agreement and its terms, including all settlement negotiations between Staff, Platinum and Robinson leading up to its presentation at the settlement hearing, shall be without prejudice to Staff, Platinum and Robinson; and
- (b.) Staff, Platinum and Robinson shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations in the Notice of Hearing and Statement of Allegations of Staff, unaffected by the Settlement Agreement or the settlement discussions/negotiations.

40. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of Platinum, Robinson and Staff or as may be required by law.

**PART IX. – EXECUTION OF SETTLEMENT AGREEMENT**

41. This Settlement Agreement may be signed in one or more counterparts which together will constitute a binding agreement.

42. A facsimile copy of any signature will be as effective as an original signature.

Dated this 22nd day of October, 2010.

Signed in the presence of:

**“Melanie Webb”**  
\_\_\_\_\_  
Witness

**“Peter Robinson”**  
\_\_\_\_\_  
Peter Robinson

Dated this 22nd day of October, 2010

**“Melanie Webb”**  
\_\_\_\_\_  
Witness

**“Peter Robinson”**  
\_\_\_\_\_  
Platinum International Investments Inc.  
per Peter Robinson, Director

Dated this 22nd day of October, 2010

**“Tom Atkinson”**

**STAFF OF THE ONTARIO SECURITIES COMMISSION**

**per Tom Atkinson**

Director, Enforcement Branch

Dated this 25th day of October, 2010

**SCHEDULE "A"**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER ROBINSON AND PLATINUM  
INTERNATIONAL INVESTMENTS INC.**

**ORDER  
(Sections 37 and 127(1))**

**WHEREAS** on \_\_\_\_\_, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in respect of Platinum International Investments Inc. ("Platinum") and Peter Robinson ("Robinson");

**AND WHEREAS** Platinum and Robinson entered into a Settlement Agreement with Staff of the Commission dated \_\_\_\_\_, 2010 (the "Settlement Agreement") in which Platinum and Robinson agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Platinum and Robinson and from Staff of the Commission;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Platinum and Robinson cease permanently, with the exception that Robinson is permitted to trade in securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (c) pursuant to clause 2.1 of section 127(1) of the Act, Platinum and Robinson are prohibited permanently from the acquisition of any securities, with the exception that Robinson is permitted to acquire securities in mutual funds through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada));
- (d) pursuant to clause 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Platinum and Robinson permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Platinum and Robinson are reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Robinson is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Platinum and Robinson are prohibited permanently from the date of this Order from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Platinum and Robinson shall each pay an administrative penalty of \$40,000 for their failure to comply with Ontario securities law. The \$40,000 administrative penalty shall be for allocation to or for the benefit of third parties, including investors who lost money as a result of the investment schemes operated by Platinum and Robinson, in accordance with s. 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Platinum and Robinson shall jointly and severally disgorge to the Commission \$113,893.90 obtained as a result of their non-compliance with Ontario securities law. The \$113,893.90 disgorged shall be for allocation to or for the benefit of third parties, including investors

**Reasons: Decisions, Orders and Rulings**

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who lost money as a result of the investment schemes operated by Platinum and Robinson, in accordance with s. 3.4(2) of the Act;

- (j) pursuant to section 127.1 of the Act, Platinum and Robinson shall each pay \$5,000 to the Commission to pay the costs of the investigation of this matter; and
- (k) pursuant to section 37(1) of the Act of the Act, Robinson shall be prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of security.

**DATED AT TORONTO** this                      day of                      , 2010.

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3.1.5 Ittihad Securities Inc. – s. 31

**IN THE MATTER OF  
STAFF'S RECOMMENDATION  
TO SUSPEND THE REGISTRATION OF ITTIHAD SECURITIES INC.**

**OPPORTUNITY TO BE HEARD BY THE DIRECTOR  
Section 31 of the Securities Act**

**Date of decision:** November 9, 2010

**Director:** Marianne Bridge, FCA

**Written materials submitted by:** Mark Skuce, Legal Counsel for the Staff of the Ontario Securities Commission (OSC)

M. Firaaz Azeez, Chief Compliance Officer (CCO) of Ittihad Securities Inc. (Ittihad), on behalf of Ittihad

**Overview**

1. By letter dated September 14, 2010, staff advised the CCO of Ittihad that it had recommended that Ittihad's registration as an exempt market dealer (EMD) be suspended.
2. Staff based its recommendation on Ittihad's failure to:
  - a. comply since March 28, 2010 with the bonding or insurance requirements set out in sections 12.3 of National Instrument 31-103 *Registration Requirements and Exemptions* (NI 31-103),
  - b. designate an Ultimate Designated Person (UDP) and CCO by December 28, 2009 as required by sections 16.8 and 16.9 of NI 31-103,
  - c. comply with section 4.3 of OSC Rule 13-502 *Fees* (OSC Rule 13-502) because of its failure to pay a late fee of \$4,100 payable on February 24, 2010,
  - d. demonstrate that the individual designated as its CCO has met the proficiency requirements for a CCO set out in section 3.10 of NI 31-103, and
  - e. submit a completed Form 33-109F6 *Firm Registration* as required under section 6.1 of National Instrument 33-109 *Registration Information* (NI 33-109).

**Suspension of registration and meanings of suitable and objectionable**

3. The purposes of the *Securities Act* (Ontario) (Act), which are set out at section 1.1, are to provide protection to investors from unfair, improper or fraudulent practices, and to foster fair and efficient capital markets and confidence in capital markets.
4. Section 28 of the Act provides that the Director may suspend the registration of a company at any time during the period of its registration if it appears to the Director that (i) the company is not suitable for registration or has failed to comply with Ontario securities law, or (ii) the registration is otherwise objectionable.
5. A registrant is in a position to provide valuable services to the public. A registrant also has a corresponding capacity to do material harm to investors and to the public at large. Determining whether an applicant should be registered is thus an important component of the OSC's public interest mandate. As well, as noted in numerous prior decisions, registration is a privilege, not a right.
6. The OSC has, over time, articulated three fundamental criteria for determining suitability for registration – integrity (which includes honesty and good faith, particularly in dealings with clients, and compliance with Ontario securities law), proficiency, and solvency. These three fundamental criteria have been codified in subsection 27(2) of the Act, which provides that in determining whether a person is suitable for registration, the Director shall consider whether the

person has satisfied the requirements prescribed in the regulations relating to proficiency, solvency and integrity, and such other factors as the Director considers relevant.

7. The determination of whether an applicant's registration may be otherwise objectionable goes beyond the three suitability criteria above. Prior OSC decisions have held that registration is "otherwise objectionable" if it is determined, with reference to the purposes of the Act, that it is not in the public interest for the person or company to be registered. For example, see *Mithras Management Ltd., Re* (1990), 13 O.S.C.B. 1600.

#### **Staff's arguments for suspension**

##### ***Failure to maintain the required bonding or insurance***

8. Pursuant to sections 12.3 and 16.13 of NI 31-103, as of March 28, 2010, Ittihad was required to maintain bonding or insurance with the prescribed coverage types and limits. The bonding or insurance requirement is a component of Part 12 of NI 31-103, which relates to a registrant's financial condition. As stated above, the solvency of a registrant is one of the three fundamental criteria for suitability of registration.
9. Staff advised Ittihad on several occasions that its failure to maintain the necessary bonding or insurance was a violation of NI 31-103 and that staff would recommend to the Director that regulatory action be taken unless the firm complied.

##### ***Failure to designate a UPD and CCO by the prescribe deadline***

10. In accordance with sections 16.8 and 16.9 of NI 31-103, Ittihad had until December 28, 2009 to designate its UDP and CCO. However, Ittihad did not file its Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* to advise Staff that it had designated Mr. Azeez for these positions until February 24, 2010.

##### ***Failure to pay late fee***

11. As set out above, Ittihad did not file its application to seek registration for Mr. Azeez as its UDP and CCO until February 24, 2010. Section 4.3 of OSC Rule 13-502 sets out the prescribed late fees. In this case the late fee was \$4,100. An invoice was sent to Ittihad on March 10, 2010. On August 20, 2010, staff advised Mr. Azeez that payment of the late fee (together with evidence of insurance or bonding) was required by September 13, 2010 or Staff would recommend suspension of Ittihad's registration. To date, the late fee has not been paid.

##### ***Failure to designate a CCO with requisite proficiency***

12. Section 3.10 of NI 31-103 states that an EMD must not designate an individual as its CCO unless that person has met certain proficiency requirements, which at a minimum includes passing the "PDO exam", and either the "Canadian Securities Course Exam" or the "Exempt Market Products Exam" (as those terms are defined in NI 31-103).
13. The proficiency requirement is an important one. The Notice that accompanied the publication of NI 31-103 states at page 9 that "Proficiency requirements are meant to ensure that registered individuals have a sufficient level of knowledge before providing dealing or advising services to clients, or compliance functions for their firms". To date, Ittihad has not submitted an update to item 8 of Form 33-109F4 demonstrating that its CCO, Mr. Azeez, has met the proficiency requirements set out in section 3.10 of NI 31-103.

##### ***Failure to submit a completed Form 33-109F6***

14. Section 6.1 of NI 33-109 states that "A registered firm that was registered before September 28, 2009 must submit a completed Form 33-109F6 to the regulator on or before September 30, 2010". Ittihad was required to submit a completed Form 33-109F6, but has failed to do so.

##### ***Ittihad's registration should be suspended***

15. Staff submits that Ittihad has not demonstrated sufficient compliance with Ontario securities law to maintain the privilege of registration. The Act permits the Director to suspend a company's registration where the company has failed to comply with Ontario securities law. Ittihad has not only failed to comply with Ontario securities law, it has failed to bring itself into compliance despite being given multiple opportunities to do so by Staff. For these reasons, Staff recommended that the registration of Ittihad as an EMD be suspended.

### Ittihad's arguments

16. Ittihad argued that the previous management of Ittihad made significant staff reductions in December 2008. As a result, the operations of Ittihad came to a halt in early 2009. As well, the parent company of Ittihad withdrew its commitment to financially support Ittihad's operations. These changes led to Ittihad being unable to obtain bonding or insurance. As well, funds were not available for the CCO to obtain the required proficiency. "[Ittihad] in its current form cannot operate as an exempt market dealer without the financial backing of [its parent company] and in the event its license is suspended then the firm will simply remain as such unless/until [the parent company] renews its commitment."

### Director's Decision

17. My decision is that the registration of Ittihad should be suspended. Registration is a privilege, not a right. Section 28 of the Act provides, in part, that the Director may suspend the registration of a company if it appears to the Director that the company is not suitable for registration or has failed to comply with Ontario securities law. In my view, Ittihad has demonstrated on multiple occasions that it is unwilling or unable to comply with Ontario securities law. In addition, Ittihad has not demonstrated that it has the required proficiency or solvency to permit it to remain as a registrant in Ontario's capital markets.

"Marriane Bridge, FCA"  
Deputy Director, Compliance  
Ontario Securities Commission

November 9, 2010

3.1.6 L. Jeffrey Pogachar et al.

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
L. JEFFREY POGACHAR, PAOLA LOMBARDI,  
ALAN S. PRICE, NEW LIFE CAPITAL CORP.,  
NEW LIFE CAPITAL INVESTMENTS INC.,  
NEW LIFE CAPITAL ADVANTAGE INC.,  
NEW LIFE CAPITAL STRATEGIES INC.,  
1660690 ONTARIO LTD., 2126375 ONTARIO INC.,  
2108375 ONTARIO INC., 2126533 ONTARIO INC.,  
2152042 ONTARIO INC., 2100228 ONTARIO INC. AND  
2173817 ONTARIO INC.

SETTLEMENT AGREEMENT BETWEEN  
STAFF OF THE COMMISSION AND ALAN S. PRICE

**PART I – INTRODUCTION**

1. The Ontario Securities Commission (the “Commission”) will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S-5, as amended (the “Act”), it is in the public interest for the Commission to make certain orders in respect of Alan S. Price (“Price” or “the Respondent”).

**PART II – JOINT SETTLEMENT RECOMMENDATION**

2. Staff of the Commission (“Staff”) agree to recommend settlement of the proceeding commenced by Amended Notice of Hearing dated June 30, 2010 (the “Proceeding”) against Price according to the terms and conditions set out in Part VI of this Settlement Agreement. Price agrees to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

**PART III – AGREED FACTS**

3. Price admits the facts set out in this Settlement Agreement solely for the purposes of this Settlement Agreement. This Settlement Agreement and the facts and admissions set out in it are without prejudice to Price in any proceeding including, without limitation, any civil, administrative, quasi-criminal or criminal actions or proceedings that may be brought by any person or agency, whether or not this Settlement Agreement is approved by the Commission. Without limiting the generality of the foregoing, Price expressly denies that this Settlement Agreement is intended to be an admission of civil or criminal liability.

**Price and New Life**

4. Price is a lawyer. He practises in the area of civil litigation and has been a member of the Law Society of Upper Canada since 1967. Price is not and never has been registered with the Commission in any capacity.

5. In about 2005, Price was approached by L. Jeffrey Pogachar (“Pogachar”). He asked Price to refer him to a law firm that could act as corporate counsel for the New Life companies. Price referred him to a law firm (the “Law Firm”) which was retained to act as counsel. Pogachar asked Price if he would become a director of New Life. Price agreed to this request and was a director of New Life Capital Investments Inc. (“NLCI”) from December 22, 2005 until he resigned on November 27, 2008.

6. Pogachar and his wife, Paola Lombardi (“Lombardi”), created the New Life companies to carry on business in the life settlements industry. The life settlements industry involves the purchase of life insurance policies from policy holders. Upon the purchase of the policy, the purchaser becomes entitled to the benefits paid under the policy as well as being responsible for the payment of premiums. The purchaser’s profit equals the amount of the benefit paid under the policy upon the death of the insured less the amount paid for the life settlement including the amount paid in premiums.

7. In addition to NLCI, the New Life companies consist of New Life Capital Corp. (“NLCC”), New Life Capital Advantage Inc. (“NLCA”), (and its private Ontario subsidiaries: 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042

Ontario Inc., 2100228 Ontario Inc. and 2173817 Ontario Inc. (the "Numbered Companies"), New Life Capital Strategies Inc. ("NLCS"), and 1660690 Ontario Ltd. ("1660690").

8. Pogachar and Lombardi divided responsibility for New Life's business among the various corporate entities: NLCC was a holding company which owned the other corporate entities and was registered as a limited market dealer on July 30, 2007; NLCI sold shares of its own issue and held a pool of life settlements; NLCA and the Numbered Companies sold shares of the Numbered Companies and each Numbered Company held an interest in one or more specific life settlements; NLCS "sourced" or found life settlements for investment; and 1660690 served an administrative purpose in connection with NLCI's life settlements.

9. NLCI was incorporated in Ontario on December 22, 2005. NLCI is not and never has been registered with the Commission in any capacity. In addition to Price, the only other directors of NLCI were Pogachar and Lombardi.

10. In February 2006, NLCI began issuing its class A common shares to investors by way of an Offering Memorandum. It continued selling shares until August 8, 2008. Its business activities consisted of raising capital and investing in life settlements sold by US residents. NLCI raised more than \$21 million from over 600 investors in Canada.

11. The directors of all the other New Life companies were exclusively Pogachar and Lombardi.

12. By Order of the Ontario Superior Court of Justice dated December 17, 2008, KPMG Inc. was appointed Receiver and Manager for the New Life companies. New Life has not operated as a going concern since that date.

#### **Failure to identify lack of controls**

13. Pogachar and Lombardi held sole signing authority over the bank accounts of the New Life companies. Most of the money in these accounts derived from the sale of shares of NLCI to investors. Pogachar and Lombardi used a significant portion of the money in these bank accounts for their own personal purposes.

14. In February and March, 2008, the Compliance Branch of the Commission carried out a review of the books and records of NLCC. During the course of the compliance review, it was revealed that Pogachar and Lombardi had used funds that derived from the sale of shares in NLCI to make payments totalling CAD 1.1 million on their personal RBC credit cards held by Pogachar and Lombardi. These payments included expenses purportedly incurred for business but also included personal expenses.

15. Price believed that Pogachar and Lombardi were not taking a salary from the business. When it was revealed that they may have used investor funds to pay personal expenses on their Visa bills, Price believed, based on written communication he received from the Law Firm, that the personal expenses would be accounted for by shareholder loans and employment agreements between NLCI and Pogachar and Lombardi.

16. It was also revealed that Pogachar and Lombardi had used approximately CAD 1.1 million and USD 43,500 derived from NLCI for personal purposes. Some of these funds were accounted for as shareholder loans.

17. Further investigation by Staff and KPMG revealed in July 2009 that between October 2007 and July 2008, Pogachar and Lombardi caused over CAD 2.1 million and USD 4.9 million to be transferred derived from NLCI accounts in Toronto to accounts controlled by them in the Bahamas where the funds were used for their personal purposes.

18. NLCI raised over \$21 million from investors between February 2006 and August 2008. Pogachar and Lombardi held sole signing authority over the NLCI accounts which held these funds raised from investors.

19. Price failed to question the absence of any internal controls governing payments from the NLCI accounts.

#### **Trading Without Registration**

20. NLCI, of which Price was a director, sold shares of its own issue until August 6, 2008 when the Commission made an order that it cease trading. It marketed its shares publicly and sold them to investors in Ontario and elsewhere in Canada. More than 600 investors purchased shares pursuant to NLCI's Offering Memorandum since 2006.

21. In selling its shares directly to investors, NLCI engaged in the business of trading in securities as principal and acted as a market intermediary. As such, NLCI was required to be registered to trade in securities. Although NLCC was registered with the Commission as a limited market dealer, it did not carry out the duties of a limited market dealer respecting the sale of shares of NLCI.

22. As NLCI was not registered under the Act to trade in securities, it, therefore, carried on trading in breach of the Act.

23. As a director of NCLI, Price relied on legal advice from the Law Firm retained to advise New Life in respect of registration issues. Based on the legal advice provided by the Law Firm, Price believed that NCLI was not required to register with the Commission as NLCC was registered as a limited market dealer. Price failed, however, to make any enquiries about whether NLCC was carrying out the duties of a limited market dealer respecting the sale of shares of NCLI.

**PART IV – CONDUCT CONTRARY TO THE PUBLIC INTEREST**

24. By engaging in this conduct, Price acted contrary to the public interest and in a manner harmful to the integrity of the Ontario capital markets.

**PART V – RESPONDENT'S POSITION**

25. Price requests that the settlement hearing panel consider the following mitigating circumstance:

- (a) Price did not benefit from his role in NCLI. He did not receive any financial compensation other than a nominal fee to attend a directors' meeting and review related documents and did not receive a salary or any other remuneration or benefits in connection with his role.

**PART VI – TERMS OF SETTLEMENT**

26. The Respondent agrees to the terms of settlement listed below.

27. The Commission will make an order pursuant to section 127(1) and section 127.1 of the Act that:

- (a) the settlement agreement is approved;
- (b) the Respondent is prohibited from being registered under the Act;
- (c) any exemptions contained in Ontario securities law do not apply to the Respondent for a period of three years commencing on the date of the Commission's order;
- (d) the Respondent is prohibited from becoming or acting as a director or officer of any issuer permanently; and
- (e) the Respondent pay the costs of the Commission's investigation in the amount of \$1,500.

28. The Respondent agrees to personally make any payments ordered above by certified cheque when the Commission approves this Settlement Agreement. The Respondent will not be reimbursed for, or receive a contribution toward, this payment from any other person or company.

29. The Respondent undertakes to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in sub-paragraphs 27(b) to (d) above. These prohibitions may be modified to reflect the provisions of the relevant provincial or territorial securities law.

**PART VII – STAFF COMMITMENT**

30. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding under Ontario securities law in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 37 below.

31. If the Commission approves this Settlement Agreement and the Respondent fails to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against the Respondent. These proceedings may be based on, but are not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement.

**PART VIII – PROCEDURE FOR APPROVAL OF SETTLEMENT**

32. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for November 10, 2010 at 9:00 a.m. or on another date agreed to by Staff and the Respondent, according to the procedures set out in this Settlement Agreement and the Commission's Rules of Practice.

33. Staff and the Respondent agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on the Respondent's conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.

34. If the Commission approves this Settlement Agreement, the Respondent agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

35. If the Commission approves this Settlement Agreement, neither party will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.

36. Whether or not the Commission approves this Settlement Agreement, the Respondent will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

**PART IX – DISCLOSURE OF SETTLEMENT AGREEMENT**

37. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:

- a. this Settlement Agreement and all discussions and negotiations between Staff and the Respondent before the settlement hearing takes place will be without prejudice to Staff and the Respondent; and
- b. Staff and the Respondent will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this agreement.

38. Both parties will keep the terms of the Settlement Agreement confidential until the Commission approves the Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does not approve the Settlement Agreement, both parties must continue to keep the terms of the Settlement Agreement confidential, unless they agree in writing not to do so or are required by law to disclose the terms.

**PART X – EXECUTION OF SETTLEMENT AGREEMENT**

39. The parties may sign separate copies of this agreement. Together, these signed copies will form a binding agreement.

40. A fax copy of any signature will be treated as an original signature.

Dated this 29th day of October, 2010.

“Alan Price”  
\_\_\_\_\_  
Alan S. Price

“Janet Temple”  
\_\_\_\_\_  
Witness

“Tom Atkinson”  
\_\_\_\_\_  
Director, Enforcement Branch

## Chapter 4

# Cease Trading Orders

### 4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Breaking Point Developments Inc.	05 Nov 10	17 Nov 10		
Azabache Energy Inc.	10 Nov 10	22 Nov 10		

### 4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS FOR THIS WEEK.

### 4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS FOR THIS WEEK.

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# Chapter 5

## Rules and Policies

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### 5.1.1 CSA Notice of Amendments to NP 41-201 *Income Trusts and Other Indirect Offerings*

#### CSA NOTICE OF AMENDMENTS TO NATIONAL POLICY 41-201 *INCOME TRUSTS AND OTHER INDIRECT OFFERINGS*

##### Introduction

We, the Canadian Securities Administrators (the CSA or we), are implementing amendments to National Policy 41-201 *Income Trusts and Other Indirect Offerings* (NP 41-201).

This notice forms part of a series of notices which address changes to securities legislation arising from the upcoming changeover to International Financial Reporting Standards (IFRS).

##### Background

NP 41-201 provides guidance about how our securities regulatory framework applies to income trusts and other indirect offering structures.

NP 41-201 refers to and relies on references to Canadian generally accepted accounting principles (Canadian GAAP), which are established by the Canadian Accounting Standards Board (AcSB). In February 2006, the AcSB published a strategic plan to transition, over a period of five years, Canadian GAAP for public enterprises to IFRS, as adopted by the International Accounting Standards Board (IASB). In March 2008, the timing of the transition was confirmed. IFRS will apply to most Canadian publicly accountable enterprises for financial years beginning on or after January 1, 2011.

The AcSB has incorporated IFRS into the Handbook of the Canadian Institute of Chartered Accountants (the Handbook) as Canadian GAAP for most publicly accountable enterprises. As a result, the Handbook contains two sets of standards for public companies:

- Part I of the Handbook – Canadian GAAP for publicly accountable enterprises that applies for financial years beginning on or after January 1, 2011, and
- Part V of the Handbook - Canadian GAAP for public enterprises that is the pre-changeover accounting standards (current Canadian GAAP).

Consistent with these changes, the CSA repealed and replaced National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (to be renamed *Acceptable Accounting Principles and Auditing Standards*) (NI 52-107). The new version of NI 52-107 will require domestic issuers to comply with IFRS for financial years beginning on or after January 1, 2011 and will set out the accounting principles and auditing standards that apply to financial statements filed in a jurisdiction. The implementation of the new version of NI 52-107 was described in a separate notice published on October 1, 2010 and is subject to Ministerial approval requirements described in Appendix J of that notice.

The amendments do not reflect the impact of exposure drafts or discussion papers from the IASB prior to their adoption into IFRS. The CSA is implementing amendments to National Instrument 14-101 *Definitions* to include a definition of IFRS that incorporates amendments made to IFRS from time to time.

NP 41-201 provides guidance on measures of cash available for distribution. This guidance is updated to reflect changes to CSA Staff Notice 52-306 *Non-GAAP Financial Measures and Additional GAAP Measures* (Staff Notice 52-306). Staff Notice 52-306 is being published concurrently with this publication.

##### Substance and Purpose of the Amendments

The primary purpose of the amendments to NP 41-201 is to accommodate the transition to IFRS and the new version of NI 52-107 and to reflect changes to Staff Notice 52-306. The amendments replace current Canadian GAAP terms and phrases with IFRS terms and phrases and reflect changes to Staff Notice 52-306.

## **Implementation**

The amendments will come into effect on January 1, 2011, but only apply for periods relating to financial years beginning on or after January 1, 2011.

## **Questions**

Please refer your questions to any of:

Sylvie Anctil-Bavas  
Chef comptable  
Autorité des marchés financiers  
Phone : (514) 395-0337 ext. 4291  
E-mail : sylvie.anctil-bavas@lautorite.qc.ca

Louis Auger  
Analyste en valeurs mobilières  
Autorité des marchés financiers  
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## Rules and Policies

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Director, Regulatory Affairs and Chief Financial Officer  
New Brunswick Securities Commission  
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**November 9, 2010**

## Appendix A

Amendments to  
National Policy 41-201 *Income Trusts and Other Indirect Offerings*

1. **National Policy 41-201 *Income Trusts and Other Indirect Offerings* is amended by this Instrument.**
2. **The first paragraph of section 2.1 is amended**
  - (a) **by deleting** “non-GAAP” **wherever it occurs,**
  - (b) **by replacing** “measure that generally refers” **with** “term used to refer”,
  - (c) **by deleting** “this” **before** “net cash”,
  - (d) **by deleting** “the guidance about”, **and**
  - (e) **by replacing** “also applies to” **with** “includes all”.
3. **Section 2.5 is amended**
  - (a) **in the title, by replacing** “do we expect about non-GAAP financial measures such as” **with** “should be provided for”,
  - (b) **by replacing the first and the second paragraphs with the following:**

“As required by the accounting principles an issuer uses to prepare its financial statements (the issuer’s GAAP), an income trust must disclose the cash distributed to unitholders in its financial statements. Income trusts may also disclose distributable cash. Income trusts generally include disclosure about historical distributable cash in continuous disclosure documents and estimated distributable cash in their prospectuses. We have concluded that distributable cash is a cash flow measure, not an income measure. To ensure readers understand the composition and relevance of distributable cash, income trusts should reconcile distributable cash to cash flows from operating activities. In determining cash flows from operating activities, income trusts should include borrowing costs and changes during the period in non-cash working capital balances.”,
  - (c) **in the third paragraph,**
    - (i) **by replacing** “Issuers should define any non-GAAP financial measure and explain its relevance to ensure it does not mislead investors. Issuers presenting non-GAAP financial measures should present those measures on a consistent basis from period to period. Specifically, in respect of distributable cash” **with** “Specifically”,
    - (ii) **in subparagraph (i), by adding** “the issuer’s” **before** “GAAP”, **and**
    - (iii) **in subparagraph (iv), by adding** “, or in the case of content on a website, in a manner that meets this objective (for example, by providing a link to the reconciliation) ” **after** “document”.
4. **Section 2.6 is amended**
  - (a) **by replacing the title with the following:**

“What format of distributable cash reconciliation should be used?”,
  - (b) **in the first paragraph,**
    - (i) **by adding** “to cash flows from operating activities” **after** “cash”,
    - (ii) **by replacing** “the use of non-GAAP income measures in the reconciliation of distributable cash. For example, it is inappropriate to include non-GAAP measures such as EBITDA, Adjusted EBITDA, and Pro Forma Net Income in the distributable cash reconciliation” **with** “reconciling cash flows from operating activities to a subtotal that is not a minimum line item in the financial statements required by the issuer’s GAAP (for example, profit or loss is a minimum line item).”,

- (c) *in the second paragraph,*
  - (i) *in subparagraph (b), by replacing “charge” with “loss”, and*
  - (ii) *in subparagraph (c), by replacing “asset retirement obligations” with “decommissioning, restoration and similar liabilities”.*

5. **Section 2.8 is amended**

- (a) *by replacing the first paragraph with the following:*

“When estimated distributable cash information contained in a prospectus includes forward-looking adjustments that are based on significant assumptions and those adjustments materially affect estimated distributable cash, the quantitative reconciliation discussed in section 2.5 should begin with cash flows from operating activities derived from future-oriented financial information (FOFI) that complies with sections 4A and 4B of National Instrument 51-102 *Continuous Disclosure Obligations*. The FOFI should reflect these forward-looking adjustments and the FOFI should be included in the prospectus.”

- (b) *in the second paragraph,*

- (i) *by replacing “A S.4250 forecast” with “FOFI”,*
- (ii) *in subparagraph (i), by*
  - (A) *replacing “to incorporate these” with “include financial information from the acquired entity’s”, and*
  - (B) *replacing “into pro forma financial statements of the issuer” with “in the issuer’s pro forma financial statements”.*

6. **Section 3.1 is amended by replacing “charges” with “expense”.**

7. **Section 6.1 is amended**

- (a) *in the first paragraph, by adding “financial reports” after “interim”, and*
- (b) *in clause (A) of the third paragraph, by replacing “interim financial statements” with “interim financial reports”.*

8. **Section 6.2 is amended**

- (a) *in the second paragraph,*
  - (i) *by replacing “purchase” with “acquisition”,*
  - (ii) *in the first bullet, by replacing “revenues/sales” with “revenue”,*
  - (iii) *in the fifth bullet, by replacing “net income” with “profit or loss”, and*
- (b) *in the third paragraph, by replacing “complete financial statements with comparative figures that also reflect” with “comparative information for”.*

9. **Section 6.3 is replaced with the following:**

**“6.3 Recognition of intangible assets**

An issuer’s GAAP requires the appropriate recognition of intangible assets acquired in business combinations. In addition, an issuer’s GAAP generally requires that intangible assets acquired be measured at their acquisition date fair value. To assist investors in understanding the valuation process of the intangible assets, income trusts should provide in the offering document a description of the method(s) used to value the intangible assets.”

10. **Section 6.5.2 is amended**
- (a) **in the first paragraph,**
    - (i) **by replacing** “non-operating cash flows” **wherever it occurs with** “sources other than cash flows from operating activities”,
    - (ii) **by adding** “In determining cash flows from operating activities, the issuer should include borrowing costs.” **at the end of the paragraph,**
  - (b) **in the table in the second paragraph,**
    - (i) **in row B., by replacing** “Net Income (loss)” **with** “Profit or loss”,
    - (ii) **in row E., by replacing** “net income” **with** “profit or loss”,
  - (c) **in footnote\* of the table in the second paragraph, by adding** “and includes borrowing cost” **after** “balances”,
  - (d) **in the third paragraph, by replacing** “net income (loss)” **with** “profit or loss”,
  - (e) **in the fourth paragraph,**
    - (i) **by replacing** “net income (loss)” **with** “profit or loss”,
    - (ii) **by replacing** “results of operations” **with** “financial performance”,
    - (iii) **in subparagraph (v),**
      - (A) **by replacing** “net income” **with** “profit or loss”,
      - (B) **by replacing** “operations” **with** “operating activities”,
    - (iv) **by adding the following after subparagraph (vi):**

“In determining cash flows from operating activities, the issuer should include borrowing costs.”, **and**
  - (f) **in the fifth paragraph, by replacing** “cash flow statement” **with** “statement of cash flows”.
11. **This Instrument only applies to periods relating to financial years beginning on or after January 1, 2011.**
12. **This Instrument becomes effective on January 1, 2011.**

## Chapter 7

# Insider Reporting

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This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see [www.carswell.com](http://www.carswell.com)).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website ([www.sedi.ca](http://www.sedi.ca)).



## Chapter 8

# Notice of Exempt Financings

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### REPORTS OF TRADES SUBMITTED ON FORMS 45-106F1 AND 45-501F1

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
09/27/2010 to 09/29/2010	21	3P International Energy Corp. - Units	4,758,225.00	20,035,000.00
09/23/2010	8	Aldershot Resources Ltd. - Units	420,000.00	8,400,000.00
09/13/2010	66	AM Gold Inc. - Units	1,897,099.80	6,323,660.00
09/01/2010	22	Augen Gold Corp. - Units	766,100.00	4,180,000.00
10/13/2010	43	AzTech Minerals, Inc. - Receipts	3,024,045.00	3,015,000.00
03/05/2010 to 06/14/2010	27	BCT Structures Inc. - Common Shares	3,402,000.00	17,010,000.00
10/14/2010 to 10/20/2020	4	Bending Lake Iron Group Limited - Flow-Through Shares	375,000.00	234,375.00
10/06/2010	5	BR Capital Limited Partnership - Limited Partnership Units	300,000.00	30.00
07/29/2010	15	Bradmer Pharmaceuticals Inc. - Common Shares	499,999.97	5,263,151.00
10/15/2010	10	BTI Systems Inc. - Debentures	5,061,498.64	10.00
09/16/2010 to 09/23/2010	42	Canadian International Minerals Inc. - Common Shares	574,560.00	6,412,000.00
08/25/2010	178	Canadian International Oil Corp. - Units	225,000,000.00	150,000,000.00
10/08/2010	1	CareVest Capital First Mortgage Investment Corp. - Preferred Shares	165,121.00	165,121.00
09/16/2010 to 09/30/2010	10	CommunityLend Inc. - Loan Agreements	34,500.00	0.00
10/15/2010	10	Contact Exploration Inc. - Units	4,520,000.00	22,600,000.00
10/04/2010	3	Conway Resources Inc. - Flow-Through Shares	658,750.00	11,250,000.00
09/30/2010	228	Corsa Capital Ltd. - Receipts	69,443,910.00	154,319,800.00
09/27/2010 to 09/30/2010	14	Cowichan District Financial Centre Limited Partnership - Units	692,500.00	692,500.00
03/25/2010	1	Credit Suisse AG - Notes	4,073,512.80	4,000,000.00
09/27/2010	28	Everett Resources Ltd. - Units	412,500.00	7,500,000.00
10/01/2010	1	Festival Hydro Inc. - Debenture	308,000.00	1.00
09/15/2010	14	IAMGOLD Corporation - Flow-Through Shares	10,000,017.84	403,064.00
09/27/2010 to 09/30/2010	32	IGW Real Estate Investment Trust - Units	1,373,974.69	1,371,757.00

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No. of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No. of Securities Distributed</b>
09/30/2010	1	Inflexion 2010 Buyout Fund Limited Partnership - Capital Commitment	15,525,783.00	1.00
10/13/2010	4	Invesco Mortgage Capital Inc. - Common Shares	18,156,250.00	875,000.00
03/22/2010	14	Life Sciences Institute Inc. - Units	304,250.00	4,335,000.00
08/30/2010	26	Logan Copper Inc. - Common Shares	311,900.00	4,256,429.00
09/24/2010	22	Longreach Oil and Gas Ventures Limited - Units	3,500,277.00	1,166,759.00
10/07/2010	1	Lord lansdowne Inc. - Units	500,002.00	200.00
10/07/2010	44	Lysander Minerals Corporation - Units	11,507,459.25	54,797,425.00
09/16/2010	93	Mineral Mountain Resources Ltd. - Units	1,750,000.00	7,000,000.00
10/20/2010	1	Miocene Metals Limited - Flow-Through Units	100,000.00	400,000.00
09/29/2010	4	NovaDx Ventures Corp. - Units	182,000.00	1,040,000.00
09/27/2010 to 10/06/2010	41	Oremex Resources Inc. - Units	1,949,809.95	21,664,555.00
10/07/2010	18	Osisko Mining Corporation - Common Shares	15,122,222.50	864,127.00
10/12/2010	22	PMI Gold Corporation - Common Shares	5,000,000.04	27,777,778.00
10/08/2010	3	Prophecy Resource Corp. - Common Shares	2,218,400.00	3,760,000.00
08/23/2010	36	Ressources Minieres Pro-Or Inc. - Units	750,000.00	250.00
09/17/2010	238	Sagres Energy Inc. - Units	8,000,000.05	22,857,143.00
10/07/2010	5	SKIL Ports & Logistics Limited - Common Shares	1,539,000.00	30,400,000.00
10/01/2010	1	SNS Precious Metals Inc. - Common Shares	60,000.00	600,000.00
07/28/2010 to 08/04/2010	37	St Andrew Goldfields Ltd - Units	28,937,500.00	16,050,000.00
10/04/2010	1	Stoneridge, Inc. - Note	1,023,400.00	1.00
10/06/2010 to 10/14/2010	66	Takara Resources Inc. - Units	2,499,502.00	11,902,818.00
09/30/2010	5	Tartisan Resources Corp. - Common Shares	78,000.00	520,000.00
10/15/2010	21	Teras Resources Inc. - Units	1,700,000.00	5,666,667.00
09/22/2010	11	The Governor and Company of the Bank of Ireland - Notes	145,172,000.00	11.00
09/01/2010	8	Trevali Resources Corp. - Units	3,761,251.20	3,582,144.00
10/19/2010	8	Zaio Corporation - Debentures	750,000.00	750.00

## Chapter 11

# IPOs, New Issues and Secondary Financings

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**Issuer Name:**

49 North 2010 Resource Flow-Through Limited Partnership  
Principal Regulator - Saskatchewan

**Type and Date:**

Preliminary Long Form Prospectus dated November 3, 2010

NP 11-202 Receipt dated November 4, 2010

**Offering Price and Description:**

\$3,000,000.00 (MAXIMUM OFFERING) - A MAXIMUM OF 300,000 LIMITED PARTNERSHIP UNITS; \$1,000,000.00 (MINIMUM OFFERING) A MINIMUM OF 100,000 LIMITED PARTNERSHIP UNITS PRICE PER UNIT: \$10.00  
MINIMUM SUBSCRIPTION: \$2,000 (200 Units)

**Underwriter(s) or Distributor(s):**

MGI Securities Inc.

**Promoter(s):**

49 North 2010 Resource Fund Inc.

Tom MacNeill

**Project #1653450**

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**Issuer Name:**

Helix BioPharma Corp.

**Type and Date:**

Preliminary Base Shelf Prospectus dated November 8, 2010

Received on November 9, 2010

**Offering Price and Description:**

USD \$75,000,000.00:

Common Shares

Preferred Shares

Warrants

Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #1655888**

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**Issuer Name:**

Auriga Gold Corp.

Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated November 4, 2010

NP 11-202 Receipt dated November 4, 2010

**Offering Price and Description:**

\$5,350,762.00 - 17,412,140 Subscription Receipts

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Richard Sutcliffe

**Project #1654018**

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**Issuer Name:**

Australian Banc Capital Securities Trust

Principal Regulator - Ontario

**Type and Date:**

Amended and Restated Preliminary Long Form Prospectus dated November 4, 2010

NP 11-202 Receipt dated November 4, 2010

**Offering Price and Description:**

Maximum \$\* Class A Units and/or Class F Units;  
(Maximum \* Class A Units and/or Class F Units) Price:  
\$10.00 per Class A Unit and Class F Unit

**Underwriter(s) or Distributor(s):**

BMO Nesbitt Burns Inc.

HSBC Securities (Canada) Inc.

CIBC World Markets Inc.

RBC Dominion Securities Inc.

National Bank Financial Inc.

Scotia Capital Inc.

TD Securities Inc.

GMP Securities L.P.

Macquarie Capital Markets Canada Ltd.

Raymond James Ltd.

Canaccord Genuity Corp.

Desjardins Securities Inc.

Dundee Securities Corporation

Mackie Research Capital Corporation

Wellington West Capital Markets Inc.

**Promoter(s):**

Connor, Clark & Lunn Capital Markets Inc.

**Project #1651054**

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**Issuer Name:**

BNS Split Corp. II

Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated November 5, 2010

NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

Warrants to Subscribe for up to \* Capital Shares and \*  
Series 1 Preferred Shares at a Subscription Price of \$ \*

**Underwriter(s) or Distributor(s):**

Scotia Capital Inc.

**Promoter(s):**

Scotia Managed Companies Administration Inc.

**Project #1654930**

**Issuer Name:**

BTB Real Estate Investment Trust  
Principal Regulator - Quebec

**Type and Date:**

Preliminary Short Form Prospectus dated November 5, 2010

NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$10,552,500.00 - 15,750,000 Units Price: \$0.67 per Unit

**Underwriter(s) or Distributor(s):**

National Bank Financial Inc.  
Dundee Securities Corporation  
Canaccord Genuity Corp.  
HSBC Securities (Canada) Inc.

**Promoter(s):**

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**Project #1654831**

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**Issuer Name:**

Blind Creek Resources Ltd.  
Principal Regulator - British Columbia

**Type and Date:**

Amended and Restated Preliminary Long Form Prospectus dated November 9, 2010

NP 11-202 Receipt dated November 9, 2010

**Offering Price and Description:**

\$5,683,000.00 - 11,366,000 COMMON SHARES AND 5,683,000 SHARE PURCHASE WARRANTS ISSUABLE UPON THE

EXERCISE OR DEEMED EXERCISE OF 11,366,000 PREVIOUSLY ISSUED SPECIAL WARRANTS

**Underwriter(s) or Distributor(s):**

D & D Securities Company

**Promoter(s):**

J. Frank Callaghan

**Project #1651637**

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**Issuer Name:**

Crocodile Gold Corp.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated November 8, 2010

NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

\$28,000,000.00 - 20,000,000 Common Shares Price: \$1.40 per Offered Share

**Underwriter(s) or Distributor(s):**

GMP Securities L.P.  
Cormark Securities Inc.  
Macquarie Capital Markets Canada Ltd.  
Raymond James Ltd.  
TD Securities Inc.  
Fraser Mackenzie Limited  
NCP Northland Capital Partners Inc.  
Union Securities Ltd.

**Promoter(s):**

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**Project #1655482**

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**Issuer Name:**

Del Toro Silver Corp.  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary Long Form Non-Offering Prospectus dated November 5, 2010

NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

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**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Mark McLeary

**Project #1655128**

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**Issuer Name:**

MagIndustries Corp.  
Principal Regulator - Ontario

**Type and Date:**

Amended and Restated Preliminary Short Form Prospectus dated November 9, 2010

NP 11-202 Receipt dated November 9, 2010

**Offering Price and Description:**

\$10,020,000.00 - 33,400,000 Common Shares Price: \$0.30 per Share

**Underwriter(s) or Distributor(s):**

Cormark Securities Inc.  
BMO Nesbitt Burns Inc.

**Promoter(s):**

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**Project #1655369**

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**Issuer Name:**

Montero Mining and Exploration Ltd.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Long Form Prospectus dated November 8, 2010

NP 11-202 Receipt dated November 9, 2010

**Offering Price and Description:**

\$4,000,000.00 - 8,000,000 Units at \$0.50 per Unit

**Underwriter(s) or Distributor(s):**

Byron Securities Limited  
Haywood Securities Inc.

**Promoter(s):**

Antony Harwood

**Project #1656007**

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**Issuer Name:**

General Motors Company  
Principal Regulator - Ontario

**Type and Date:**

Amended and Restated Preliminary MJDS Prospectus dated November 3, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

US\$ \* - 365,000,000 SHARES OF COMMON STOCK  
Price: US\$ \* per Share

**Underwriter(s) or Distributor(s):**

Morgan Stanley Canada Limited  
J.P. Morgan Securities Canada Inc.  
Merrill Lynch Canada Inc.  
Citigroup Global Markets Canada Inc.  
Barclays Capital Canada Inc.  
Credit Suisse Securities (Canada), Inc.  
Deutsche Bank Securities Limited  
Glodman Sachs Canada Inc.  
RBC Dominion Securities Inc.  
CIBC World Markets Inc.  
Scotia Capital Inc.

**Promoter(s):**

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**Project #1621247**

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**Issuer Name:**

General Motors Company  
Principal Regulator - Ontario

**Type and Date:**

Amended and Restated Preliminary MJDS Prospectus dated November 3, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

US\$ \* - 60,000,000 SHARES OF \* % SERIES B  
MANDATORY CONVERTIBLE JUNIOR PREFERRED  
STOCK

Price: US\$ \* per Share

**Underwriter(s) or Distributor(s):**

Morgan Stanley Canada Limited  
J.P. Morgan Securities Canada Inc.  
Glodman Sachs Canada Inc.  
Merrill Lynch Canada Inc.  
Barclays Capital Canada Inc.  
Citigroup Global Markets Canada Inc.  
Credit Suisse Securities (Canada), Inc.  
Deutsche Bank Securities Limited  
RBC Dominion Securities Inc.  
CIBC World Markets Inc.  
Scotia Capital Inc.

**Promoter(s):**

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**Project #1621248**

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**Issuer Name:**

Golden Moor Inc.  
Principal Regulator - Ontario

**Type and Date:**

Amended and Restated Preliminary Long Form dated November 4, 2010  
NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$400,000.00 - Minimum 4,000,000 Common Shares;  
\$1,000,000.00 - Maximum 10,000,000 Common Shares  
Price: \$0.10 per Share

**Underwriter(s) or Distributor(s):**

JITNEYTRADE INC.

**Promoter(s):**

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**Project #1606577**

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**Issuer Name:**

IMRIS Inc.  
Principal Regulator - Manitoba

**Type and Date:**

Preliminary Short Form PREP Prospectus dated November 5, 2010  
NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

US\$ \* - 13,700,000 Common Shares Price: US\$ \* per  
Common Share

**Underwriter(s) or Distributor(s):**

Canaccord Genuity Corp.  
GMP Securities L.P.  
RBC Dominion Securities Inc.  
Paradigm Capital Inc.  
Versant Partners Inc.

**Promoter(s):**

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**Project #1655035**

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**Issuer Name:**

Indigo Sky Capital Corp.  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary CPC Prospectus dated November 2, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

\$500,000.00 - 2,000,000 COMMON SHARES PRICE:  
\$0.25 per Common Share

**Underwriter(s) or Distributor(s):**

Canaccord Genuity Corp.

**Promoter(s):**

John Oness

**Project #1652910**

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**Issuer Name:**

Kallisto Energy Corp.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated November 5, 2010

NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$6,000,001.02 - 7,594,938 Units Price: \$0.79 per Unit

**Underwriter(s) or Distributor(s):**

Acumen Capital Finance Partners Limited  
Canaccord Genuity Corp.  
Clarus Securities Inc.

**Promoter(s):**

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**Project #1654926**

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**Issuer Name:**

Karnalyte Resources Inc.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Long Form Prospectus dated November 2, 2010

NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

\$ \* - \* Common Shares Price: \$ \* PER COMMON SHARE

**Underwriter(s) or Distributor(s):**

BMO Nesbitt Burns Inc.  
Dundee Securities Corporation  
CIBC World Markets Inc.  
Scotia Capital Inc.  
Canaccord Genuity Corp.  
Wellington West Capital Markets Inc.

**Promoter(s):**

Robin L. Phinney

**Project #1652858**

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**Issuer Name:**

MagIndustries Corp.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated November 8, 2010

NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

\$10,000,000.00 - \* Common Shares Price: \$ \* per Share

**Underwriter(s) or Distributor(s):**

Cormark Securities Inc.  
BMO Capital Markets Corp.

**Promoter(s):**

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**Project #1655369**

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**Issuer Name:**

OceanaGold Corporation  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated November 3, 2010

NP 11-202 Receipt dated November 4, 2010

**Offering Price and Description:**

\$42,081,760.00 -12,023,360 Common Shares to be issued upon exercise of 12,023,360 previously issued Special Warrants at a price of Cdn\$3.50 per Special Warrant

**Underwriter(s) or Distributor(s):**

Macquarie Capital Markets Canada Ltd.  
Citigroup Global Markets Canada Inc.  
GMP Securities L.P.  
Cormark Securities Inc.  
BMO Nesbitt Burns Inc.  
Raymond James Ltd.  
NCP Northland Capital Partners Inc.

**Promoter(s):**

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**Project #1653676**

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**Issuer Name:**

Pembina Pipeline Corporation  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Base Shelf Prospectus dated November 5, 2010

NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$1,000,000,000.00:

Common Shares

Debt Securities

Warrants

Subscription Receipts

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

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**Project #1654919**

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**Issuer Name:**

Pretium Resources Inc.  
Principal Regulator - British Columbia

**Type and Date:**

Amended and Restated Preliminary Long Form Prospectus dated November 4, 2010  
NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$\* - \* Common Shares Price: \$\* per Common Share

**Underwriter(s) or Distributor(s):**

CIBC World Markets Inc.  
Citigroup Global Markets Canada Inc.  
UBS Securities Canada Inc.  
BMO Nesbitt Burns Inc.  
Credit Suisse Securities (Canada), Inc.  
GMP Securities L.P.  
Salman Partners Inc.

**Promoter(s):**

Robert Quartermain

**Project #1650710**

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**Issuer Name:**

Security Devices International Inc.

**Type and Date:**

Preliminary Long Form Non-Offering Prospectus dated November 4, 2010  
Received on November 5, 2010

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

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**Promoter(s):**

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**Project #1654154**

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**Issuer Name:**

SHAW COMMUNICATIONS INC.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Base Shelf Prospectus dated November 5, 2010  
NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$4 Billion:

Debt Securities  
Class B Non-Voting Participating Shares  
Class 1 Preferred Shares  
Class 2 Preferred Shares  
Warrants  
Share Purchase Contracts  
Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

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**Project #1654999**

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**Issuer Name:**

TransForce Inc.  
Principal Regulator - Quebec

**Type and Date:**

Preliminary Short Form Prospectus dated November 4, 2010  
NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$125,000,000.00 - 125,000 6% Convertible Unsecured Subordinated Debentures Price: \$1,000 per Debenture

**Underwriter(s) or Distributor(s):**

National Bank Financial Inc.  
RBC Dominion Securities Inc.  
BMO Nesbitt Burns Inc.  
CIBC World Markets Inc.  
Desjardins Securities Inc.  
Scotia Capital Inc.  
Cormark Securities Inc.

**Promoter(s):**

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**Project #1654715**

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**Issuer Name:**

Zenyatta Ventures Ltd.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Long Form Prospectus dated November 5, 2010  
NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

Minimum Public Offering of \* Shares at \$\* per Share for Gross Proceeds of \$8,000,000  
Maximum Public Offering of \* Shares at \$\* per Share for Gross Proceeds of \$10,000,000

**Underwriter(s) or Distributor(s):**

Jennings Capital Inc.  
GMP Securities L.P.

**Promoter(s):**

Aubrey Eveleigh

**Project #1655036**

---

**Issuer Name:**

AGF Emerging Markets Balanced Fund  
AGF Emerging Markets Bond Fund  
Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectuses dated November 2, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

Mutual Fund Series, Series F, Series G, Series H and Series O Securities @ Net Asset Value

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #1643684**

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**Issuer Name:**

Angle Energy Inc.  
Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated November 3, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

\$25,004,400.00 - 2,488,000 Flow-Through Common  
Shares Price: \$10.05 per Flow-Through Common Share

**Underwriter(s) or Distributor(s):**

National Bank Financial Inc.  
FirstEnergy Capital Corp.  
Cormark Securities Inc.  
Dundee Securities Corporation  
Macquarie Capital Markets Canada Ltd.  
Peters & Co. Limited  
CIBC World Markets Inc.

**Promoter(s):**

-

**Project #1649638**

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**Issuer Name:**

Atacama Pacific Gold Corporation  
Principal Regulator - Ontario

**Type and Date:**

Final Long Form Prospectus dated October 29, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

\$28,875,000.00 - 10,500,000 Common Shares Price: \$2.75  
per Offered Share

**Underwriter(s) or Distributor(s):**

Canaccord Genuity Corp.  
GMP Securities L.P.  
RBC Dominion Securities Inc.

**Promoter(s):**

Carl Hansen  
Albrecht Schneider

**Project #1640889**

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**Issuer Name:**

Colossus Minerals Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated November 8, 2010  
NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

\$60,225,000.00 - 7,300,000 Common Shares Price: \$8.25  
per Common Share

**Underwriter(s) or Distributor(s):**

GMP Securities L.P.  
Dundee Securities Corporation  
Canaccord Genuity Corp.  
Clarus Securities Inc.  
TD Securities Inc.  
Macquarie Capital Markets Canada Ltd.

**Promoter(s):**

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**Project #1650419**

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**Issuer Name:**

First Nickel Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated November 5, 2010  
NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

\$20,000,000.00 (Minimum Offering); \$25,000,000.00  
(Maximum Offering) A Minimum of 166,666,666 Units and a  
Maximum of 208,333,333 Units

**Underwriter(s) or Distributor(s):**

Paradigm Capital Inc.  
Raymond James Ltd.

**Promoter(s):**

-

**Project #1646757**

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**Issuer Name:**

Frontier Rare Earths Limited  
Principal Regulator - Ontario

**Type and Date:**

Final Long Form Prospectus dated November 8, 2010  
NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

C\$60,010,000.00 - 17,650,000 Units Price: C\$3.40 per Unit

**Underwriter(s) or Distributor(s):**

CIBC World Markets Inc.  
Canaccord Genuity Corp.  
Cormark Securities Inc.  
Byron Securities Limited  
National Bank Financial Inc.

**Promoter(s):**

-

**Project #1641728**

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**Issuer Name:**

Gatorz Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Long Form Prospectus dated November 1, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

Up to C\$8,000,000.00 - 10,000,000 Common Shares  
C\$0.80 per Common Share (On a Post-Consolidation  
Basis)

**Underwriter(s) or Distributor(s):**

Octagon Capital Corporation

**Promoter(s):**

-

**Project #1613155**

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**Issuer Name:**

Hartford Growth Portfolio  
(Series A, Series B, Series F, Series T(A) and Series T(B) Units)  
Hartford Balanced Growth Portfolio  
(Series A, Series B, Series F, Series T(A) and Series T(B) Units)  
Hartford Balanced Portfolio  
(Series A, Series B, Series F, Series T(A) and Series T(B) Units)  
Hartford Conservative Portfolio  
(Series A, Series B, Series F, Series T(A) and Series T(B) Units)  
Hartford Capital Appreciation Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford Global Leaders Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford International Equity Fund  
(Series A, Series B, Series F, Series I, Series T(A) and Series T(B) Units)  
Hartford U.S. Dividend Growth Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford Canadian Dividend Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford Canadian Dividend Growth Fund  
(Series A, Series B, Series D, Series F and Series I Units)  
Hartford Canadian Stock Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford Canadian Value Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford Canadian Balanced Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford Global Balanced Fund  
(Series A, Series B, Series D, Series F, Series I, Series T(A) Series T(B) Units)  
Hartford Canadian Bond Fund  
(Series A, Series B, Series D, Series F and Series I Units)  
Hartford Global High Income Fund  
(Series A, Series B, Series F and Series I Units)  
Hartford Canadian Money Market Fund  
(Series A, Series B and Series D Units, and DCA Series A, DCA Series B, DCA Series D and DCA Series F issuable in versions (currently only Twelve Month Version 2 and Six Month Version 5 of each DCA Series available))  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated October 27, 2010 to the Simplified Prospectuses and Annual Information Forms dated May 14, 2010

NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Hartford Investments Canada Corp.

**Project #1559761**

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**Issuer Name:**

INV Metals Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated November 3, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

\$13,052,500.00 - 11,350,000 Common Shares Per Offered Share @ \$1.15

**Underwriter(s) or Distributor(s):**

Raymond James Ltd.  
GMP Securities L.P.  
Dundee Securities Corporation

**Promoter(s):**

-

**Project #1649463**

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**Issuer Name:**

Sprott Multi-Manager Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated October 19, 2010 to the Simplified Prospectus and Annual Information Form dated January 26, 2010

NP 11-202 Receipt dated November 9, 2010

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Sprott Asset Management GP Inc.

**Project #1526042**

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**Issuer Name:**

Lago Dourado Minerals Ltd.  
Principal Regulator - Ontario

**Type and Date:**

Final Long Form Prospectus dated November 8, 2010  
NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

Up to \$8,200,000.00 - 16,400,000 Common Shares - Price: \$0.50 per Common Share

**Underwriter(s) or Distributor(s):**

Jennings Capital Inc.  
Raymond James Ltd.

**Promoter(s):**

Gungnir Resources Inc.

**Project #1642433**

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**Issuer Name:**

Leo Acquisitions Corp.  
Principal Regulator - Ontario

**Type and Date:**

Final CPC Prospectus dated November 4, 2010  
NP 11-202 Receipt dated November 9, 2010

**Offering Price and Description:**

Minimum Offering: \$200,000.00 or 2,000,000 Common Shares; Maximum Offering: \$800,000.00 or 8,000,000 Common Shares

Price: \$0.10 per Common Share

**Underwriter(s) or Distributor(s):**

Union Securities Ltd.

**Promoter(s):**

-

**Project #1629905**

**Issuer Name:**

Rainbow Resources Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Long Form Prospectus dated November 5, 2010  
NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$1,000,000.00 (Minimum) - 3,333,333 Flow-Through Units and 3,333,333 Units; and \$1,500,000.00 (Maximum) 5,000,000 Flow-Through Units and 5,000,000 Units Price per Unit: \$0.15 Price per Flow-Through Unit: \$0.15

**Underwriter(s) or Distributor(s):**

Northern Securities Inc.

**Promoter(s):**

Brian Murray

**Project #1643420**

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**Issuer Name:**

Parex Resources Inc.  
Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated November 5, 2010  
NP 11-202 Receipt dated November 5, 2010

**Offering Price and Description:**

\$67,570,000.00 - 11,650,000 Common Shares Price: \$5.80 per Common Share

**Underwriter(s) or Distributor(s):**

FirstEnergy Capital Corp.

Scotia Capital Inc.

Haywood Securities Inc.

Raymond James Ltd.

TD Securities Inc.

Peters & Co. Limited

Wellington West Capital Markets Inc.

**Promoter(s):**

-

**Project #1649541**

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**Issuer Name:**

Titan Medical Inc.  
Principal Regulator - Ontario

**Type and Date:**

Amended and Restated Short Form Base Shelf Prospectus dated November 1, 2010 (the amended prospectus) amending and restating the Short Form Base Shelf Prospectus dated July 23, 2010

NP 11-202 Receipt dated November 8, 2010

**Offering Price and Description:**

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**Underwriter(s) or Distributor(s):**

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**Promoter(s):**

-

**Project #1603960**

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**Issuer Name:**

Pinecrest Energy Inc.  
Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated November 3, 2010  
NP 11-202 Receipt dated November 3, 2010

**Offering Price and Description:**

\$75,020,000.00 - 48,400,000 Common Shares Price: \$1.55 per Common Share

**Underwriter(s) or Distributor(s):**

Canaccord Genuity Corp.

Cormark Securities Inc.

GMP Securities L.P.

Peters & Co. Limited

Paradigm Capital Inc.

**Promoter(s):**

-

**Project #1650338**

## Chapter 12

# Registrations

### 12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: David Fox Capital Consulting To: Fox Collins Securities Inc.	Exempt Market Dealer	November 1, 2010
Consent to Suspension (Pending Surrender)	Aquilo Partners, Inc.	Exempt Market Dealer	November 2, 2010
Consent to Suspension	Signature Capital Securities LLC	Exempt Market Dealer	November 2, 2010
New Registration	Marathon Capital Markets, LLC	Exempt Market Dealer	November 3, 2010
Change in Registration Category	RCM Partners Inc.	From: Portfolio Manager and Exempt Market Dealer To: Portfolio Manager, Exempt Market Dealer and Investment Fund Manager	November 3, 2010
Voluntary Surrender of Registration	Finch Asset Management Inc.	Portfolio Manager and Exempt Market Dealer	November 3, 2010
Change of Category	Sprucegrove Investment Management Ltd./ Gestion De Placements Sprucegrove	From: Exempt Market Dealer and Portfolio Manager To: Portfolio Manager and Investment Fund Manager	November 3, 2010

**Registrations**

Type	Company	Category of Registration	Effective Date
Change in Registration Category	Montrusco Bolton Investments Inc.	From: Exempt Market Dealer, Portfolio Manager and Commodity Trading Manager To: Exempt Market Dealer, Portfolio Manager, Commodity Trading Manager and Investment Fund Manager	November 5, 2010
Change in Registration Category	Newhaven Asset Management Inc.	From: Portfolio Manager To: Portfolio Manager and Investment Fund Manager	November 5, 2010
Consent to Suspension	Panfin Equicap Ltd	Exempt Market Dealer	November 5, 2010
Consent to Suspension	Murray & Company Investment Services Ltd.	Exempt Market Dealer	November 5, 2010
Change in Registration Category	CIBC Asset Management Inc./Gestion D'Actifs CIBC Inc.	From : Portfolio Manager, Commodity Trading Manager To: Portfolio Manager, Commodity Trading Manager and Investment Fund Manager	November 8, 2010
Change in Registration Category	Agilith Capital Inc.	From: Exempt Market Dealer, Portfolio Manager, Commodity Trading Manager and Investment Fund Manager To: Exempt Market Dealer, Portfolio Manager and Investment Fund Manager	November 8, 2010
Change in Registration Category	MCLEAN BUDDEN LIMITED/MCLEAN BUDDEN LIMITEE	From: Mutual Fund Dealer, Exempt Market Dealer and Portfolio Manager To: Mutual Fund Dealer, Exempt Market Dealer, Portfolio Manager and Investment Fund Manager	November 8, 2010

**Registrations**

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<b>Type</b>	<b>Company</b>	<b>Category of Registration</b>	<b>Effective Date</b>
Consent to Suspension (s.30 of the Act – Surrender of Registration)	Arrowhead Road Capital Corp.	Portfolio Manager	November 8, 2010
New Registration	GMG Private Counsel Inc.	Portfolio Manager	November 9, 2010
New Registration	Yorkville Asset Management Inc.	Exempt Market Dealer, Portfolio Manager and Investment Fund Manager	November 9, 2010

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