

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

AND

W. JEFFERSON T. BANFIELD

**ORDER
(Sections 127 and 127.1)**

WHEREAS on July 14, 2004, the Commission issued a Notice of Hearing (the “Notice of Hearing”) pursuant to sections 127 and 127.1 of the Act in respect of W. Jefferson T. Banfield (“Banfield”);

AND WHEREAS the respondent Banfield entered into a settlement agreement dated July 13, 2004 (the “Settlement Agreement”), in which the respondent agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission; and wherein Banfield provided to the Commission a written undertaking in respect of the settlement of this proceeding, attached hereto as Schedule “B” to this Order;

AND UPON reviewing the Settlement Agreement and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from the respondent 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 HERBY ORDERED THAT:

1. the Settlement Agreement dated July 13, 2004, attached to this order as Schedule “1”, is hereby approved;
2. that pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Banfield cease for a period of two years from the date of this Order;
3. that pursuant to clause 6 of subsection 127(1) of the Act, Banfield is reprimanded by the Commission;
4. that Banfield make a settlement payment in the amount of \$150,000 by certified cheque to the Ontario Securities Commission for allocation to or for the benefit of such third parties as may be approved by the Minister under s.3.4(2) of the Act;
5. that pursuant to section 127.1 of the Act, Banfield makes a payment by certified cheque to the Commission in the amount of \$50,000 in respect of a portion of the costs of the investigation and proceeding in relation to this matter.

DATED at Toronto this 19th day of August, 2004

“Susan Wolburgh Jenah”
Susan Wolburgh Jenah

“Suresh Thakrar”
Suresh Thakrar