



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

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

- AND -

**IN THE MATTER OF
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, EARL SWITENKY,
MICHELLE DICKERSON, DEREK DUPONT,
BARTOSZ EKIERT, ROSS MACFARLANE, BRIAN NERDAHL,
HUGO PITTOORS and LARRY TRAVIS**

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

WHEREAS the proceeding in this matter was commenced by an Amended Statement of Allegations and Amended Notice of Hearing dated May 22, 2008;

AND WHEREAS following a hearing on the merits, the Ontario Securities Commission (the "Commission") issued its Reasons for Decision on January 13, 2011;

AND WHEREAS no findings were made against Canavista Corporate Services Inc., Canavista Financial Center Inc., Paul Lloyd, Jean Breau, Derek Grigor or Bartosz Ekiert;

AND WHEREAS we are of the opinion that it is in the public interest to make the following orders against Borealis International Inc. ("Borealis"), Synergy Group (2000) Inc.

(“Synergy”), Integrated Business Concepts Inc. (“IBC”), Shane Smith (“Smith”), Andrew Lloyd (“Lloyd”), Vince Villanti (“Villanti”), Larry Haliday (“Haliday”), Joy Statham (“Statham”), David Prentice (“Prentice”), Len Zielke (“Zielke”), John Stephan (“Stephan”), Ray Murphy (“Murphy”), Alexander Poole (“Poole”), Michelle Dickerson (“Dickerson”), Derek Dupont (“Dupont”), Ross Macfarlane (“Macfarlane”), Brian Nerdahl (“Nerdahl”), Hugo Pittoors (“Pittoors”) and Larry Travis (“Travis”) pursuant to sections 127(1) and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5 (the “Act”);

IT IS ORDERED THAT:

1. With respect to Smith, Prentice and Synergy:

- (a) Smith, Prentice and Synergy are prohibited from trading in securities permanently, pursuant to clause 2 of subsection 127(1) of the Act;
- (b) Smith, Prentice and Synergy are prohibited from acquiring securities permanently, pursuant to clause 2.1 of subsection 127(1) of the Act;
- (c) exemptions in Ontario securities law (as defined in the Act) do not apply to Smith, Prentice and Synergy permanently, pursuant to clause 3 of subsection 127(1) of the Act;
- (d) Smith, Prentice and Synergy are reprimanded pursuant to clause 6 of subsection 127(1) of the Act;
- (e) Smith and Prentice are ordered to resign any positions they hold as directors or officers of any issuer, pursuant to clause 7 of subsection 127(1) of the Act;
- (f) Smith and Prentice are prohibited permanently from becoming or acting as a director or officer of any issuer, pursuant to clause 8 of subsection 127(1) of the Act;
- (g) each of Smith, Prentice and Synergy shall pay an administrative penalty of \$550,000 to be allocated to or for the benefit of third parties, pursuant to subsection 3.4(2)(b) of the Act for his or its non-compliance with Ontario securities law, pursuant to clause 9 of subsection 127(1) of the Act;

- (h) Smith, Prentice and Synergy shall pay costs of \$115,000, on a joint and several basis, pursuant to section 127.1 of the Act; and
- (i) as a term and condition of the sanctions referred to at paragraphs 1. (a) and (b) of this Order, upon payment of their respective administrative penalties and costs amounts as set out in paragraphs 1. (g) and (h) of this Order, Smith and Prentice shall be entitled to trade in and acquire securities for the account of their respective registered retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which they and/or their respective spouses have 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) or are issued by a mutual fund that is a reporting issuer;
 - (ii) they do not own legally or beneficially (in the aggregate, together with their respective spouses) more than one percent of the outstanding securities of the class or series of the class in question; and
 - (iii) they carry out any permitted trading through a registered dealer and through trading accounts opened in their respective names only.

2. With respect to Villanti, Haliday, IBC and Borealis:

- (a) Villanti is prohibited from trading in securities for a period of 5 years, pursuant to clause 2 of subsection 127(1) of the Act, with the exception that he is permitted to trade securities for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada)) in which he and/or his spouse have 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) or are issued by a mutual fund that is a reporting issuer;

- (ii) he does not own legally or beneficially (in the aggregate, together with his spouse) more than one percent of the outstanding securities of the class or series of the class in question; and
 - (iii) he carries out any permitted trading through a registered dealer and through trading accounts opened in his name only;
- (b) Villanti is prohibited from acquiring securities for a period of 5 years, pursuant to clause 2.1 of subsection 127(1) of the Act, except to allow the trading in securities permitted by and in accordance with paragraph 2. (a) of this Order;
- (c) exemptions in Ontario securities law (as defined in the Act) do not apply to Villanti for a period of 5 years, pursuant to clause 3 of subsection 127(1) of the Act;
- (d) Haliday is prohibited from trading in securities for a period of 4 years, pursuant to clause 2 of subsection 127(1) of the Act, with the exception that he is permitted to trade securities for the account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada)) in which he and/or his spouse have 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) or are issued by a mutual fund that is a reporting issuer;
 - (ii) he does not own legally or beneficially (in the aggregate, together with his spouse) more than one percent of the outstanding securities of the class or series of the class in question; and
 - (iii) he carries out any permitted trading through a registered dealer and through trading accounts opened in his name only;
- (e) Haliday is prohibited from acquiring securities for a period of 4 years, pursuant to clause 2.1 of subsection 127(1) of the Act, except to allow the trading in securities permitted by and in accordance with paragraph 2. (d) of this Order;

- (f) exemptions in Ontario securities law (as defined in the Act) do not apply to Haliday for a period of 4 years, pursuant to clause 3 of subsection 127(1) of the Act;
- (g) IBC and Borealis are prohibited from trading in securities for a period of 5 years, pursuant to clause 2 of subsection 127(1) of the Act;
- (h) IBC and Borealis are prohibited from acquiring securities for a period of 5 years, pursuant to clause 2.1 of subsection 127(1) of the Act;
- (i) exemptions in Ontario securities law (as defined in the Act) do not apply to IBC and Borealis for a period of 5 years, pursuant to clause 3 of subsection 127(1) of the Act;
- (j) Villanti, Haliday, IBC and Borealis are reprimanded, pursuant to clause 6 of subsection 127(1) of the Act;
- (k) Villanti and Haliday are ordered to resign any positions they hold as directors or officers of any issuer, pursuant to clause 7 of subsection 127(1) of the Act;
- (l) Villanti is prohibited for a period of 5 years from becoming or acting as a director or officer of any issuer, pursuant to clause 8 of subsection 127(1) of the Act;
- (m) Haliday is prohibited for a period of 4 years from becoming or acting as a director or officer of any issuer, pursuant to clause 8 of subsection 127(1) of the Act; and
- (n) Villanti, Haliday, IBC and Borealis shall pay costs of \$60,000, on a joint and several basis, pursuant to section 127.1 of the Act;

3. With respect to Lloyd:

- (a) Lloyd is prohibited from trading in securities permanently, pursuant to clause 2 of subsection 127(1) of the Act;
- (b) Lloyd is prohibited from acquiring securities permanently, pursuant to clause 2.1 of subsection 127(1) of the Act;

- (c) exemptions in Ontario securities law (as defined in the Act) do not apply to Lloyd permanently, pursuant to clause 3 of subsection 127(1) of the Act;
- (d) Lloyd reprimanded pursuant to clause 6 of subsection 127(1) of the Act;
- (e) Lloyd is ordered to resign any positions he holds as a director or officer of any issuer, pursuant to clause 7 of subsection 127(1) of the Act;
- (f) Lloyd is prohibited permanently from becoming or acting as a director or officer of any issuer, pursuant to clause 8 of subsection 127(1) of the Act;
- (g) Lloyd shall pay an administrative penalty of \$300,000 to be allocated to or for the benefit of third parties, pursuant to subsection 3.4(2)(b) of the Act for his non-compliance with Ontario securities law, pursuant to clause 9 of subsection 127(1) of the Act;
- (h) Lloyd shall pay costs of \$5,000 pursuant to section 127.1 of the Act; and
- (i) as a term and condition of the sanctions referred to at paragraphs 3. (a) and (b) of this Order, upon payment of the administrative penalties and costs amount set out in paragraphs 3. (g) and (h) of this Order, Lloyd shall be entitled to trade in and acquire securities for the account his registered retirement savings plan (as defined in the *Income Tax Act* (Canada)) in which he and/or his spouse have 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) or are issued by a mutual fund that is a reporting issuer;
 - (ii) he does not own legally or beneficially (in the aggregate, together with his spouse) more than one percent of the outstanding securities of the class or series of the class in question; and
 - (iii) he carries out any permitted trading through a registered dealer and through trading accounts opened in his name only.

4. With respect to Stephan and Murphy:

- (a) Stephan and Murphy are prohibited from trading in securities for a period of 4 years, pursuant to clause 2 of subsection 127(1) of the Act, with the exception that they are permitted to trade securities for the account of their respective registered retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which they and/or their respective spouses have 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) or are issued by a mutual fund that is a reporting issuer;
 - (ii) they do not own legally or beneficially (in the aggregate, together with their respective spouses) more than one percent of the outstanding securities of the class or series of the class in question; and
 - (iii) they carry out any permitted trading through a registered dealer and through trading accounts opened in their respective names only;
- (b) Stephan and Murphy are prohibited from acquiring securities for a period of 4 years, pursuant to clause 2.1 of subsection 127(1) of the Act, except to allow the trading in securities permitted by and in accordance with paragraph 4. (a) of this Order;
- (c) exemptions in Ontario securities law (as defined in the Act) do not apply to Stephan and Murphy for a period of 4 years, pursuant to clause 3 of subsection 127(1) of the Act;
- (d) Stephan and Murphy are reprimanded, pursuant to clause 6 of subsection 127(1) of the Act;
- (e) Stephan and Murphy are ordered to resign any positions they hold as directors or officers of any issuer, pursuant to clause 7 of subsection 127(1) of the Act;

- (f) Stephan and Murphy are prohibited for a period of 4 years from becoming or acting as a director or officer of any issuer, pursuant to clause 8 of subsection 127(1) of the Act;
- (g) Stephan shall pay an administrative penalty of \$25,000 to be allocated to or for the benefit of third parties, pursuant to subsection 3.4(2)(b) of the Act for his non-compliance with Ontario securities law, pursuant to clause 9 of subsection 127(1) of the Act; and
- (h) Murphy shall pay an administrative penalty of \$15,000 to be allocated to or for the benefit of third parties, pursuant to subsection 3.4(2)(b) of the Act for his non-compliance with Ontario securities law, pursuant to clause 9 of subsection 127(1) of the Act;

5. With respect to Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis:

- (a) Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis are prohibited from trading in securities for a period of 2 years, pursuant to clause 2 of subsection 127(1) of the Act, with the exception that they are permitted to trade securities for the account of their respective registered retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which they and/or their respective spouses have 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) or are issued by a mutual fund that is a reporting issuer;
 - (ii) they do not own legally or beneficially (in the aggregate, together with their respective spouses) more than one percent of the outstanding securities of the class or series of the class in question; and
 - (iii) they carry out any permitted trading through a registered dealer and through trading accounts opened in their respective names only;

- (b) Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis are prohibited from acquiring securities for a period of 2 years, pursuant to clause 2.1 of subsection 127(1) of the Act, except to allow the trading in securities permitted by and in accordance with paragraph 5. (a) of this Order;
- (c) exemptions in Ontario securities law (as defined in the Act) do not apply to Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis for a period of 2 years, pursuant to clause 3 of subsection 127(1) of the Act;
- (d) Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis are reprimanded, pursuant to clause 6 of subsection 127(1) of the Act;
- (e) Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis are ordered to resign any positions they hold as directors or officers of any issuer, pursuant to clause 7 of subsection 127(1) of the Act;
- (f) Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis are prohibited for a period of 2 years from becoming or acting as a director or officer of any issuer, pursuant to clause 8 of subsection 127(1) of the Act; and
- (g) each of Statham, Zielke, Dickerson, Dupont, Poole, Macfarlane, Nerdahl, Pittoors and Travis shall pay an administrative penalty of \$2,500 to be allocated to or for the benefit of third parties, pursuant to subsection 3.4(2)(b) of the Act for his or her non-compliance with Ontario securities law, pursuant to clause 9 of subsection 127(1) of the Act.

Dated at Toronto this 29th day of April, 2011.

“Patrick J. LeSage”

“Paulette L. Kennedy”

Patrick J. LeSage

Paulette L. Kennedy