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

- AND -

**IN THE MATTER OF NORMAND GAUTHIER,
GENTREE ASSET MANAGEMENT INC.,
R.E.A.L. GROUP FUND III (CANADA) LP, and
CANPRO INCOME FUND I, LP**

**ORDER
(Section 127)**

WHEREAS on August 15, 2011, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing for the Commission to consider whether, in the opinion of the Commission, it was in the public interest, pursuant to subsections 127(1), (4), (5), (6), (7) and (8) of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), for the Commission to issue a temporary order against the Respondents;

AND WHEREAS on August 17, 2011, on consent of Staff and the Respondents, the Commission ordered, pursuant to section 127 of the Act (the “Initial Temporary Order”) that:

- 1) pursuant to subsection 127(1)1 of the Act, the registration of Gentree Asset Management Inc. (“Gentree”) as a dealer in the category of exempt market dealer be suspended;
- 2) pursuant to subsection 127(1)2 of the Act, all trading in securities of Gentree, R.E.A.L. Group Fund III (Canada) LP (“R.E.A.L.”) and CanPro Income Fund I, LP (“CanPro”) cease;
- 3) pursuant to subsection 127(1)3 of the Act, all exemptions contained in Ontario securities law do not apply to the Respondents;
- 4) pursuant to subsection 127(2) of the Act, the following terms and conditions apply to the Respondents and any other related or connected issuers:

- i. Normand Gauthier (“Gauthier”) may not solicit, raise, or accept any funds or capital from investors;
- ii. No issuer or registrant related to or connected to Gauthier, including but not limited to Gentree, R.E.A.L. or CanPro may solicit, raise, or accept any funds or capital from investors;
- iii. Gauthier and Gentree may not perform any trades involving any related and/or connected issuer;
- iv. Gentree may not assume any new clients of any kind; and
- v. No issuer related to or connected to Gauthier may transfer any funds to Gauthier or any person or entity related to or connected to Gauthier;

AND WHEREAS on August 17, 2011, the Commission further ordered that:

- 1) the Initial Temporary Order shall remain in effect until such further order of the Commission; and
- 2) the hearing be adjourned to a date no later than August 29, 2011, such date to be agreed to by the parties and fixed by the Office of the Secretary for a hearing or for such other purposes as may be requested;

AND WHEREAS on August 29, 2011, on consent of Staff and the Respondents, the Commission ordered, pursuant to section 127 of the Act that:

- 1) the Initial Temporary Order shall remain in effect until such further order of the Commission; and
- 2) the hearing be adjourned to September 8, 2011 at 1:00 p.m. or to such other date or time to be agreed to by the parties and arranged through the Office of the Secretary for a hearing or for such other purposes as may be requested;

AND WHEREAS on September 8, 2011, Staff and the Respondents agreed in writing to adjourn this matter to September 15, 2011 at 10:00 a.m, and on consent of Staff and the Respondents, the Commission ordered, pursuant to section 127 of the Act that:

- 1) the Initial Temporary Order shall remain in effect until such further order of the Commission; and
- 2) the hearing be adjourned to September 15, 2011 at 10:00 a.m. or to such other date or time as may be agreed to by the parties and arranged through the Office of the Secretary for a hearing or for such other purposes as may be requested;

AND WHEREAS on September 15, 2011, Staff and counsel for the Respondents appeared before the Commission, and on consent of Staff and the Respondents, the Commission ordered, pursuant to section 127 of the Act that:

- 1) the Initial Temporary Order shall remain in effect until such further order of the Commission; and
- 2) the hearing be adjourned to September 26, 2011 at 10:00 a.m. or to such other date or time as may be agreed to by the parties and arranged through the Office of the Secretary for a hearing or for such other purposes as may be requested;

AND WHEREAS on September 23, 2011, Staff served the Respondents with the Affidavit of Kelly Everest (“Everest”), sworn September 23, 2011;

AND WHEREAS on September 26, 2011, a hearing with respect to the issuance of the temporary orders was held, and Staff and counsel for the Respondents appeared before the Commission and made submissions;

AND WHEREAS Counsel for the Respondents advised the Commission that the Respondents consent to an order suspending the registration of Gentree as an adviser in the category of portfolio manager and the continuation of the Initial Temporary Order;

AND WHEREAS the Commission, having considered the Affidavit of Everest and the submissions before it, is of the opinion that it is in the public interest to make this order;

IT IS HEREBY ORDERED, pursuant to section 127 of the Act that:

- 1) pursuant to subsection 127(1)1 of the Act, the registration of Gentree as an adviser in the category of portfolio manager be suspended until the conclusion of the hearing on the merits;
- 2) pursuant to subsection 127(1)2 of the Act, all trading in any securities by Gauthier, Gentree, R.E.A.L. and CanPro cease until the conclusion of the hearing on the merits; and
- 3) the Initial Temporary Order shall remain in effect until the conclusion of the hearing on the merits.

DATED at Toronto this 26th day of September, 2011.

“James E. A. Turner”

James E.A. Turner