



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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

- AND -

**IN THE MATTER OF EMPIRE CONSULTING INC. and
DESMOND CHAMBERS**

**ORDER
(Sections 127(1) and 127.1 of the *Securities Act*)**

WHEREAS on May 26, 2011, the Ontario Securities Commission (the “**Commission**”) issued and filed a Notice of Hearing to consider the allegations made by Staff of the Commission (“**Staff**”) in the Statement of Allegations dated May 26, 2011;

AND WHEREAS on October 31, 2011, the Commission issued an Amended Statement of Allegations;

AND WHEREAS the hearing on the merits with respect to Staff’s allegations against the respondents, Empire Consulting Inc. (“**Empire**”) and Desmond Chambers (“**Chambers**”) (together, the “**Respondents**”) was conducted on January 26 and 27, 2012 and March 22, 2012 (the “**Merits Hearing**”);

AND WHEREAS the Respondents chose not to attend the Merits Hearing;

AND WHEREAS the Commission issued its Reasons for Decision on the merits on August 16, 2012, finding that the Respondents contravened subsections 25(1)(a) pre-September 28, 2009 and 25(1) post-September 28, 2009, 25(1)(c) pre-September 28, 2009 and 25(3) post-

September 28, 2009, 53(1), 126.1(b) and 129.2 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”);

AND WHEREAS the Commission conducted a sanctions and costs hearing in respect of the Respondents on October 10, 2012 (the “**Sanctions and Costs Hearing**”);

AND WHEREAS the Respondents chose not to attend the Sanctions and Costs Hearing;

AND WHEREAS, having considered the written and oral submissions of Staff, the Commission is of the opinion that it is in the public interest to make the following order:

IT IS ORDERED THAT:

1. Trading in any securities by the Respondents shall cease permanently pursuant to clause 2 of subsection 127(1) of the Act;
2. The acquisition of any securities by the Respondents is prohibited permanently pursuant to clause 2.1 of subsection 127(1) of the Act;
3. Any exemptions contained in Ontario securities law shall not apply to the Respondents permanently pursuant to clause 3 of subsection 127(1) of the Act;
4. The Respondents are reprimanded pursuant to clause 6 of subsection 127(1) of the Act;
5. Chambers shall resign any position that he holds as a director or officer of any issuer, registrant, or investment fund manager pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act;
6. Chambers is prohibited permanently from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act;
7. Chambers is prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter pursuant to clause 8.5 of subsection 127(1) of the Act;
8. Having determined that the Respondents have failed to comply with the securities laws of Ontario, the Respondents shall pay an administrative penalty of \$300,000 on a joint and several basis pursuant to clause 9 of subsection 127(1) of the Act;

9. Having determined that the Respondents have failed to comply with the securities laws of Ontario, the Respondents shall disgorge to the Commission on a joint and several basis the sum of \$859,555 obtained as a result of their non-compliance with the Act pursuant to clause 10 of subsection 127(1) of the Act;
10. All amounts received by the Commission in respect of the administrative penalty ordered in paragraph 8 above and the disgorgement amounts ordered in paragraph 9 above are to be allocated in accordance with subsection 3.4(2)(b) of the Act as the Commission in its absolute discretion shall decide; and
11. Having determined that the Respondents have failed to comply with the securities laws of Ontario, and that the Respondents have not acted in the public interest, the Respondents shall pay the costs of the Commission's investigation and hearing in the amount of \$235,502.15 on a joint and several basis pursuant to section 127.1 of the Act.

Dated at Toronto this 28th day of February, 2013.

“Edward P. Kerwin”

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