



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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**IN THE MATTER OF  
ESW CAPITAL, LLC**

-and-

**IN THE MATTER OF  
OPTIVA INC.**

Timothy Moseley, Vice-Chair and Chair of the Panel  
Wendy Berman, Vice-Chair  
Frances Kordyback, Commissioner

File No. 2020-26

August 21, 2020

**ORDER**

(Section 104 of the  
*Securities Act*, RSO 1990, c S.5)

WHEREAS on August 21, 2020, the Ontario Securities Commission held a hearing by videoconference in this application brought by ESW Capital, LLC (**ESW**) requesting an order granting exemptive relief from the requirement set forth in section 2.29.1(c) of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* (the **Application**), to hear motions brought by EdgePoint Investment Group Inc. (**EdgePoint**) and Maple Rock Capital Partners (**Maple Rock**) regarding requests for intervenor status;

ON READING the motion records and submissions filed and on hearing the submissions of the representatives for ESW, Optiva Inc. (**Optiva**), EdgePoint, Maple Rock and Staff of the Commission (**Staff**);

IT IS ORDERED THAT:

1. the hearing of the Application shall commence at 10:00 a.m. on September 10, 2020, by videoconference and continue on September 11, 2020, or such other dates and times as agreed to by the parties and set by the Office of the Secretary;
2. pursuant to Rule 21(4) of the Commission's *Rules of Procedure and Forms*, (2019) 42 OSCB 9714, each of EdgePoint and Maple Rock is granted full intervenor status in the Application, including the right to adduce evidence, cross-examine witnesses and make oral and written submissions;
3. all direct evidence in the Application shall be adduced by way of affidavit;
4. Optiva, EdgePoint and Maple Rock shall file and serve their respective responding affidavits, if any, by no later than August 25, 2020;
5. ESW shall file and serve reply affidavits, if any, by no later than August 28, 2020;

6. all parties who file affidavit evidence shall make their affiants available for cross-examination by any adverse party at the hearing of the Application;
7. ESW shall serve and file written submissions and a book of authorities by no later than August 31, 2020;
8. Optiva, EdgePoint and Maple Rock shall file and serve their respective responding written submissions and books of authorities by no later than September 3, 2020;
9. ESW shall file and serve reply written submissions and book of authorities, if any, by no later than September 4, 2020; and
10. Staff shall file and serve written submissions and a book of authorities by no later than September 8, 2020.

*"Timothy Moseley"*

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Timothy Moseley

*"Wendy Berman"*

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Wendy Berman

*"Frances Kordyback"*

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Frances Kordyback