



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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20 Queen Street West  
Toronto ON M5H 3S8

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20, rue queen ouest  
Toronto ON M5H 3S8

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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 MM CAFÉ FRANCHISE INC., DCL HEALTHCARE  
PROPERTIES INC., CULTURALITE MEDIA INC., CAFÉ ENTERPRISE TORONTO  
INC., TECHOCAN INTERNATIONAL CO. LTD., 1727350 ONTARIO LTD.,  
MARIANNE GODWIN, DAVE GARNET CRAIG, FRANK DELUCA, ELAINE  
CONCEPCION and HAIYAN (HELEN) GAO JORDAN**

**NOTICE OF HEARING**  
(Sections 127 and 127.1 of the *Securities Act*)

**TAKE NOTICE** that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), at the offices of the Commission located at 20 Queen Street West, 17th Floor, in the City of Toronto, commencing on April 21, 2016 at 9:00 a.m., or as soon thereafter as the hearing can be held.

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether, in the Commission’s opinion, it is in the public interest for the Commission to make the following orders:

- (i) that trading in securities of each of MM Café Franchise Inc. (“MMCF”), DCL Healthcare Properties Inc. (“DCL”), Culturalite Media Inc. (“Culturalite”) and Café Enterprise Toronto Inc. (“CET”), whether direct or indirect, cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of subsection 127(1) of the Act;

- (ii) that trading in any securities or derivatives by MMCF, DCL, Culturalite, CET, Techocan International Co. Ltd. (“Techocan”), 1727350 Ontario Ltd. (“1727350”), Marianne Godwin (“Godwin”), Dave Garnet Craig (“Craig”), Frank DeLuca (“DeLuca”), Elaine Concepcion (“Concepcion”) and Haiyan (Helen) Gao Jordan (“Jordan”) (collectively, the “Respondents”) cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of subsection 127(1) of the Act;
- (iii) that the acquisition of any securities by the Respondents is prohibited permanently or for such other period as is specified by the Commission, pursuant to paragraph 2.1 of subsection 127(1) of the Act;
- (iv) that any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such period as is specified by the Commission, pursuant to paragraph 3 of subsection 127(1) of the Act;
- (v) that each of the Respondents be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the Act;
- (vi) that each of Godwin, Craig, DeLuca, Concepcion and Jordan (collectively, the “Individual Respondents”) resign one or more positions that they hold as a director or officer of any issuer, registrant or investment fund manager, pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act;
- (vii) that each of the Individual Respondents be prohibited from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager permanently or for such other period as is specified by the Commission, pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act;
- (viii) that each of the Respondents be prohibited from becoming or acting as a registrant, an investment fund manager or a promoter permanently or for such other period as is

specified by the Commission, pursuant to paragraph 8.5 of subsection 127(1) of the Act;

- (ix) that each of the Respondents pay an administrative penalty of not more than \$1 million for each failure by the respective Respondent to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the Act;
- (x) that each of the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of subsection 127(1) of the Act;
- (xi) that the Respondents pay the costs of the investigation and the hearing, pursuant to section 127.1 of the Act; and
- (xii) such other order as the Commission considers appropriate in the public interest.

**BY REASON OF** the allegations as set out in the Statement of Allegations of Staff of the Commission dated March 23, 2016, and such further allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by a representative at the hearing;

**AND TAKE FURTHER NOTICE** that upon failure of any party to attend at the time and place stated above, the hearing may proceed in the absence of that party and such party is not entitled to any further notice of the proceeding;

**AND TAKE FURTHER NOTICE** that the Notice of Hearing is also available in French, participation may be in either French or English and participants must notify the Secretary's Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

**ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE** que l'avis d'audience est disponible en français, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

DATED at Toronto this 23<sup>rd</sup> day of March, 2016.

*“Josée Turcotte”*

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Josée Turcotte  
Secretary to the Commission