

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

- AND -

**IN THE MATTER OF
OFFSHORE MARKETING ALLIANCE and
WARREN ENGLISH**

**ORDER
(Section 127 and 127.1)**

WHEREAS on December 20, 2002 the Ontario Securities Commission (the “Commission”) issued an Amended Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990 c.S.5, as amended (the “Act”) in respect of Offshore Marketing Alliance and Warren English;

AND WHEREAS Offshore Marketing Alliance and English entered into a settlement agreement with Staff of the Commission dated February 13, 2003 (the “Settlement Agreement”) in which they agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement and the Amended Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Offshore Marketing Alliance and English and from counsel for Staff of the Commission;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS ORDERED THAT:

- (1) the Settlement Agreement dated February 13, 2003 attached to this Order is hereby approved;
- (2) pursuant to clause 2 of subsection 127(1) of the Act, English is hereby prohibited from trading in securities for a period of 10 years from the date of this Order, with the exception that he is permitted to trade in securities held in a Registered Retirement Savings Plan in his name;
- (3) pursuant to clause 6 of subsection 127(1) of the Act, English is hereby reprimanded by the Commission;
- (4) pursuant to clause 7 of subsection 127(1) of the Act, English is hereby required to resign all positions that he currently holds as officer or director of any issuer;
- (5) pursuant to clause 8 of subsection 127(1) of the Act, English is hereby prohibited from becoming or acting as an officer or director of any issuer for a period of 15 years from the date of this Order;
- (6) pursuant to subsection 127.1(1)(b) of the Act, English will make a payment to the Commission in the amount of \$10,000.00 in respect of a portion of the costs of Staff's investigation of this matter;
- (7) pursuant to clause 2 of subsection 127(1) of the Act, Offshore Marketing Alliance is hereby permanently prohibited from trading in securities; and

- (8) pursuant to clause 6 of subsection 127(1) of the Act, Offshore Marketing Alliance is hereby reprimanded by the Commission.

DATED at Toronto this 17th day of February, 2003

“Robert Davis”

Robert W. Davis

“Robert Shirriff”

Robert L. Shirriff