

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

- and-

IN THE MATTER OF CHRISTOPHER FREEMAN

**O R D E R
(Section 127.1)**

WHEREAS on August 8, 2005, the Ontario Securities Commission (the “Commission”) issued a 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 relation to the Statement of Allegations dated August 8, 2005.

AND WHEREAS the hearing of this matter was scheduled to proceed on October 12, 2005 and was adjourned to March 2 and 3, 2006, by order of the Commission dated October 7, 2006.

AND WHEREAS the commencement of the hearing of this matter was further adjourned to March 3, 2006;

AND WHEREAS the Respondent, Christopher Freeman (“Freeman”), entered into a Settlement Agreement with Staff of the Commission dated March 2, 2006 (the “Settlement Agreement”) in which he agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

AND WHEREAS the Commission issued a Notice of Hearing dated March 2, 2006 setting down the hearing to consider the settlement;

AND WHEREAS in addition to the terms of the order below, Freeman has undertaken the following:

- (a) Freeman shall file insider reports regarding the transactions referred to in paragraph 9 of the Settlement Agreement within 10 days of the hearing which shall contain all of the applicable information required by Form 55-102F2 - *Insider Report* under National Instrument 55-102 - *System for Electronic Disclosure by Insiders (SEDI)* and which shall contain the name of the person or company that owned the securities over which Freeman had control or direction in the field provided for “registered holder”;
- (b) Freeman shall pay any late fees attributable to the filings in (a) as required by OSC Rule 13-502 – *Fees*;
- (c) Except as set out in (d) below, Freeman shall transfer any remaining shares of Interquest presently registered to him, in trust, to a non-insider trustee or to the beneficial owner directly within 10 days of this Settlement Agreement and Freeman shall file any related insider reports regarding the transfers within 10 days from the date of the transfer;
- (d) With respect to a share certificate issued in June 1998 representing 582,000 shares of Interquest and a share certificate issued in June 1996 representing 10,000 shares of Interquest, both of which are registered to Freeman in trust, Freeman shall transfer such shares to a non-insider trustee or to the beneficial owner directly within 30 days of this Settlement Agreement and shall file the related insider reports regarding the transfer within 10 days from the date of the transfer. In the event Freeman is unable to affect such transfer he shall file an insider report in respect of such shares in accordance with (a) above;
- (e) Freeman shall not act as a trustee for securities of a reporting issuer in Ontario in circumstances where he is an insider of the issuer unless an insider report is filed by Freeman in respect of the transaction; and

(f) Freeman shall disclose and verify the names of any beneficial owners of securities held in trust by Freeman in an investment account in Ontario maintained by him.

AND UPON reviewing the Settlement Agreement and the Notice of Hearing and Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Freeman and from 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 HEREBY ORDERED THAT pursuant to section 127.1 of the Act, Freeman pay \$7,000.00 in costs.

Dated at Toronto this 3rd day of March, 2006

“Susan Wolburgh Jenah”

Susan Wolburgh Jenah

“Carol Perry”

Carol S. Perry