

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

**AND**

**ROBERT PATRICK ZUK, DANE ALAN WALTON  
DEREK REID, IVAN DJORDJEVIC,  
and MATTHEW NOAH COLEMAN**

**ORDER**

**WHEREAS** on March 11, 2005 the Commission issued a Notice of Hearing pursuant to section 127 of the Securities Act (the "Act") in respect of trading in the shares of Visa Gold Explorations Inc.;

**AND WHEREAS** on March 11, 2005 Staff of the Commission filed a Statement of Allegations;

**AND WHEREAS** on September 25, 2006, Staff of the Commission filed an Amended Statement of Allegations;

**AND WHEREAS** on March 14, 2007, Staff of the Commission filed an Amended Amended Statement of Allegations dated March 7, 2007;

**AND WHEREAS** Matthew Noah Coleman entered into a settlement agreement dated March 15, 2007 (the "Settlement Agreement") in relation to the matters set out in the Amended Statement of Allegations;

**AND WHEREAS** the Commission issued a Notice of Hearing dated March 16, 2007 setting out that it proposed to consider the Settlement Agreement;

**UPON** reviewing the Settlement Agreement, the Notice of Hearing, the Amended Amended Statement of Allegations, and upon considering submissions from Matthew Noah Coleman 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, PURSUANT TO SECTIONS 127 AND 127.1 OF THE ACT, THAT:**

- (a) the Settlement Agreement is hereby approved;
- (b) the Respondent's registration will be terminated on the date of the Order and the Respondent undertakes not to reapply for registration for a period of 5 years from the date of the Order;
- (c) subject to (d) below, for a period of 2 years from the date of the Order approving this Settlement Agreement, the Respondent will be restricted to trading in securities in one RRSP account and one non-RRSP account wholly beneficially owned by the Respondent and held at a single full service registered dealer (which accounts the Respondent will identify in writing to the Director of Enforcement of the Ontario Securities Commission), if the securities:
  - 1. are debt instruments that cannot be converted (directly or indirectly) into shares;
  - 2. are listed on NASDAQ, New York Stock Exchange, Amex, Toronto Stock Exchange, TSX Venture Exchange, London Stock Exchange (excluding AIM) or the Frankfurt Stock Exchange (Prime Standard);
  - 3. are not exempt securities for purposes of the Ontario Securities Act, save and except for securities referred to in clauses 1 and 10 of subsection 35(2) of the Ontario Securities Act; or
  - 4. are securities in which the Respondent does not hold more than one (1) percent of the outstanding securities of the class or series of the class in question.
- (d) the Respondent may dispose of 75,000 shares of Champion Natural Health.com Inc. and 10,000 shares of Industrial Electric Services Inc., currently owned by him or his registered retirement savings plan, at any time during the term of the order, which trades may otherwise contravene paragraph (c) above;
- (e) subject to (c) above, that any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years from the date of the Order; and

- (f) that the Respondent will contribute to the Commission's costs of its investigation, in the amount of \$10,000.

Dated at Toronto, Ontario this 21<sup>st</sup> day of March, 2007

"Suresh Thakrar"  
Suresh Thakrar

"Carol Perry"  
Carol Perry