

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

AND

**IN THE MATTER OF
ANDREW STUART NETHERWOOD RANKIN**

**O R D E R
(Sections 127 and 127.1)**

WHEREAS on December 20, 2005, the Ontario Securities Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act* (the “*Act*”), accompanied by Staff’s Statement of Allegations, in respect of the Respondent, Andrew Stuart Netherwood Rankin (“Rankin”);

AND WHEREAS the Respondent entered into a settlement agreement dated February 19, 2008 (the “Settlement Agreement”), in which the Respondent agreed to a settlement of the proceeding commenced by the Notice of Hearing dated December 20, 2005, subject to the approval of the Commission;

AND WHEREAS on February 19, 2008, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Act* announcing that it proposed to consider whether the Settlement Agreement entered into by Staff of the Commission and Andrew Rankin is in the public interest;

AND UPON reviewing the Settlement Agreement and Staff’s Statement of Allegations, and upon hearing submissions from counsel for Staff and the Respondent;

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 19, 2008, attached to this Order as Schedule "1", is hereby approved;
2. Rankin is permanently restricted from registration under Ontario securities law;
3. Rankin is permanently prohibited from becoming a director or officer of any registrant;
4. Rankin is permanently prohibited from becoming a director or officer of any reporting issuer;
5. Rankin shall resign all positions that he holds as director or officer of a reporting issuer;
6. Rankin cease trading in any securities and that Rankin be prohibited from acquiring any securities for a period of 10 years from the date of the approval of the within settlement agreement, except that Rankin is permitted to trade only in mutual funds and exchange traded funds through a registered dealer in one locked-in retirement account held in his name only, the particulars of which are to be provided forthwith to staff of the Ontario Securities Commission, and in one registered education savings plan, the particulars of which have been provided to Staff, held at E-Trade Canada; and
7. Rankin pay costs of the investigation in the amount of \$250,000 immediately.

DATED at Toronto this "21st" day of February, 2008.

"James E. A. Turner"

James E. A. Turner

"David L. Knight"

David L. Knight