



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990 c.S.5, as amended (the “Act”)**

- and -

**IN THE MATTER OF
DAVID CATHCART (“Cathcart”)**

**ORDER
(Sections 127 and 127.1)**

WHEREAS on July 11, 2005, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act in respect of Illidge and others;

AND WHEREAS Cathcart and Staff of the Commission entered into a settlement agreement dated February 25, 2009 (the “Settlement Agreement”) in which they agreed to a settlement of the proceeding subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement and the Statement of Allegations of Staff of the Commission, and upon hearing the submissions from Cathcart and from counsel for Staff of the Commission;

AND WHEREAS Cathcart has undertaken in writing to co-operate with Staff and has agreed to provide truthful testimony in this matter;

AND WHEREAS Cathcart has undertaken in writing that he will never apply for registration in any capacity under the Act;

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

IT IS HEREBY ORDERED THAT:

(1) the Settlement Agreement attached to this Order is hereby approved;

(2) under section 127 of the Act:

- a. The Respondent shall be banned from trading in or acquiring any securities for a period of 5 years with the exception that the Respondent will be permitted to trade

in securities in one RRSP account in his name and one non-RRSP account in his name, each account to be held at a full service dealer registered with the Commission (which accounts have been identified by the Respondent in writing for Staff of the Commission), if:

- (i) the securities are listed on the Toronto Stock Exchange, the TSX Venture Exchange, the New York Stock Exchange, NASDAQ or the Chicago Board Options Exchange; or
 - (ii) the securities are listed in section 35(2) clauses 1 and 2 of the Act; and
 - (iii) neither the Respondent nor any member of his family is an insider, partner or promoter of the issuer of the securities; and
 - (iv) the Respondent does not own directly or indirectly more than one percent of the outstanding securities of the issuer of the securities.
- b. Any exemptions contained in Ontario securities law shall not apply to the Respondent for a period of 5 years; and,
 - c. The Respondent shall be permanently banned from becoming or acting as an officer or director of any registrant or reporting issuer, and,
 - d. The Respondent shall be permanently banned from becoming or acting as a registrant.

DATED at Toronto, February 27th, 2009

“Wendell S. Wigle”

Wendell S. Wigle

“Margot C. Howard”

Margot C. Howard