



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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

**- AND -**

**IN THE MATTER OF  
AMERON OIL AND GAS LTD., MX-IV LTD., GAYE KNOWLES, GIORGIO  
KNOWLES, ANTHONY HOWORTH, VADIM TSATSKIN, MARK GRINSHPUN,  
ODED PASTERNAK, and ALLAN WALKER**

**ORDER**

**(Subsections 127(7) and 127(8))**

**WHEREAS** on April 6, 2010, the Ontario Securities Commission (the “Commission”) issued a temporary cease trade order pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) ordering: that all trading in the securities of MX-IV Ltd. (“MX-IV”) shall cease; that Ameron Oil and Gas Ltd. (“Ameron”), MX-IV and their representatives cease trading in all securities; and that any exemptions contained in Ontario securities law do not apply to Ameron and MX-IV (the “Temporary Order”);

**AND WHEREAS** on April 6, 2010, the Commission ordered that the Temporary Order shall expire on the 15<sup>th</sup> day after its making unless extended by order of the Commission;

**AND WHEREAS** on April 8, 2010, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on April 20, 2010 at 2:00 p.m.;

**AND WHEREAS** on April 20, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest to extend the Temporary Order to October 14, 2010 and to adjourn the hearing to October 13, 2010 at 10:00 a.m.;

**AND WHEREAS** on October 13, 2010, the Commission ordered, pursuant to subsections 127(7) and (8) of the Act, that the Temporary Order be extended to February 9, 2011 and that the hearing be adjourned to February 8, 2011 at 2:30 p.m.;

**AND WHEREAS** on December 13, 2010, Staff of the Commission (“Staff”) issued a Statement of Allegations (the “Allegations”) against Ameron, MX-IV, Gaye Knowles, Giorgio Knowles, Anthony Howorth (“Howorth”), Vadim Tsatskin (“Tsatskin”), Mark Grinshpun (“Grinshpun”), Oded Pasternak (“Pasternak”), and Allan Walker (“Walker”) (collectively, the “Respondents”);

**AND WHEREAS** on December 13, 2010, the Secretary of the Commission issued a Notice of Hearing, pursuant to sections 37, 127 and 127.1 of the Act, to consider whether it is in the public interest to make certain orders against the Respondents by reason of the Allegations;

**AND WHEREAS** on December 20, 2010, the Commission ordered that the hearing be adjourned to February 8, 2011 at 2:30 p.m. for a confidential pre-hearing conference;

**AND WHEREAS** on February 8, 2011, Staff appeared and filed the Affidavit of Daniela De Chellis, sworn on January 27, 2011, evidencing service of the December 20, 2010 Order and notice of the hearing on the Respondents;

**AND WHEREAS** on February 8, 2011, none of the Respondents attended in person, but Staff advised the Commission that Cliff Lloyd (“Lloyd”), a lawyer licensed to practice law in the state of Massachusetts in the United States, had contacted Staff and advised that he had been retained as agent by Gaye Knowles, Giorgio Knowles and Howorth but would not be attending the hearing;

**AND WHEREAS** on February 8, 2011, the Commission was satisfied that Staff had served each of the Respondents with notice of the hearing;

**AND WHEREAS** on February 8, 2011, Staff made submissions to the Commission, including requesting that the matter be adjourned to March 10, 2011 at 12:00 p.m. for the purpose of conducting a confidential pre-hearing conference and that the Temporary Order be extended to March 11, 2011;

**AND WHEREAS** on February 8, 2011, Staff advised the Commission that Lloyd consented to the adjournment on behalf of Gaye Knowles, Giorgio Knowles and Howorth;

**AND WHEREAS** on February 8, 2011, Staff advised the Commission that Staff would contact the remaining Respondents to advise them of the March 10, 2011 pre-hearing conference, either directly or through their counsel, and that it would continue its efforts to determine the current representatives of Ameron and MX-IV;

**AND WHEREAS** on February 8, 2011, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest to make this order;

**IT IS HEREBY ORDERED** pursuant to subsections 127(7) and (8) of the Act that the Temporary Order is extended to March 11, 2011; and

**IT IS FURTHER ORDERED** that the hearing is adjourned to March 10, 2011 at 12:00 p.m. at which time a confidential pre-hearing conference will take place, or to such other date or time as agreed upon by the parties and fixed by the Secretary's Office.

**DATED** at Toronto this 8<sup>th</sup> day of February, 2011.

*"Mary G. Condon"*

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Mary G. Condon