



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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

CP 55, 19^e étage
20, rue queen ouest
Toronto ON M5H 3S8

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

- AND -

**IN THE MATTER OF
FACTORCORP INC., FACTORCORP FINANCIAL INC. and
MARK IVAN TWERDUN**

**ORDER
(Section 127(1) of the *Securities Act*)**

WHEREAS by Order of the Superior Court of Justice dated October 17, 2007, KPMG Inc. (“KPMG”) was appointed Receiver and Manager (the “Receiver”) over the assets, undertakings and properties of FactorCorp Inc. (“FactorCorp”) and FactorCorp Financial Inc. (“FactorCorp Financial”) and by Order of the Superior Court of Justice dated October 30, 2007, the appointment of the Receiver was confirmed and extended until further Order of the Court. The Receiver was discharged by court order dated March 18, 2009;

AND WHEREAS by Order of the Superior Court of Justice dated March 25, 2008, FactorCorp and FactorCorp Financial were adjudged bankrupt effective as of December 4, 2007, a Bankruptcy Order was made against FactorCorp and FactorCorp Financial and KPMG was appointed Trustee of the Estates of FactorCorp and FactorCorp Financial (the “Trustee”);

AND WHEREAS on May 12, 2009, 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 (the “Act”), accompanied by a Statement of Allegations filed by Staff of the Commission (“Staff”) on the same date against FactorCorp, FactorCorp Financial, and Mark Twerdun (“Twerdun”);

AND WHEREAS on May 12, 2009, a temporary order was continued against Twerdun, as varied on October 26, 2007, until this proceeding is concluded and a decision of the Commission is rendered or until the Commission considers it appropriate;

AND WHEREAS Twerdun brought a motion for particulars by Notice of Motion dated September 25, 2009;

AND WHEREAS on October 5, 2009, Staff consented to an order that it provide a reply to the demand for particulars;

AND WHEREAS Staff provided a reply to the demand for particulars on November 2, 2009 with the agreement of Twerdun;

AND WHEREAS on December 16, 2009, the Commission ordered that a motion brought by Twerdun to address an issue in respect of the cooperation of witnesses be heard on February 4, 2010;

AND WHEREAS on February 4, 2010, Twerdun brought a motion for disclosure and to address an issue in respect of the cooperation of witnesses;

AND WHEREAS on February 4, 2010, Staff consented to provide a letter to potential witnesses clarifying their ability to cooperate with Twerdun in this matter if they so desired and to obtain documents from the Trustee;

AND WHEREAS on February 5, 2010, Staff provided to Twerdun a letter to potential witnesses clarifying their ability to cooperate with Twerdun in this matter if they so desired;

AND WHEREAS on May 6, 2010 and July 30, 2010, following receipt of certain documents from the Trustee, Staff provided disclosure to Twerdun of documents sought by him by motion on February 4, 2010;

AND WHEREAS on October 22, 2010, the Commission ordered that the hearing on the merits take place between September 12, 2011 and September 30, 2011, except for September 20, 2011;

AND WHEREAS Staff and the Respondents have agreed to re-schedule the hearing on the merits for three weeks in October 2011;

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

IT IS HEREBY ORDERED that the hearing dates scheduled from September 12 to 30, 2011 be vacated;

IT IS FURTHER ORDERED that the hearing on the merits shall commence on October 3, 2011 and continue to October 21, 2011 except for October 10 and 11, 2011.

DATED at Toronto, this 5th day of May 2011.

“Christopher Portner”

Christopher Portner