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, 19e 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
MAITLAND CAPITAL LTD., ALLEN GROSSMAN,
HANOCH ULFAN, LEONARD WADDINGHAM,
RON GARNER, GORD VALDE, MARIANNE HYACINTHE,
DIANNA CASSIDY, RON CATONE, STEVEN LANYS, ROGER MCKENZIE,
TOM MEZINSKI, WILLIAM ROUSE and JASON SNOW**

REASONS AND DECISION ON SANCTIONS
**with respect to Leonard Waddingham, Ron Garner, Gord Valde and Dianna Cassidy
(Section 127 of the *Securities Act*)**

Sanctions Hearing:	September 2, 2011	
Reasons:	November 4, 2011	
Panel:	James E. A. Turner	– Vice-Chair
Counsel:	Derek J. Ferris	– For Staff of the Ontario Securities Commission
	Robert Harrison	– For Gord Valde
	Ron Garner	– For himself
	Dianna Cassidy	– For herself
	David Fogel	– For Leonard Waddingham

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REASONS AND DECISION ON SANCTIONS

I. BACKGROUND

[1] This was a hearing before the Ontario Securities Commission (the "**Commission**") to consider pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**") whether it is in the public interest to make an order imposing sanctions on Dianna Cassidy ("**Cassidy**"), Ron Garner ("**Garner**"), Leonard Waddingham ("**Waddingham**") and Gord Valde ("**Valde**") (collectively referred to as the "**Respondents**").

[2] Between November 2004 and November 2005 inclusive, Maitland Capital Ltd. ("**Maitland**") operated a boiler room from two locations in Toronto, Ontario and raised approximately $5.5 million through the sale of Maitland shares to approximately 1,200 investors across Canada and in other countries. Maitland hired salespersons to telephone investors and sell Maitland shares to them. The salespersons were paid a commission ranging from 17% to 20% of the amounts paid for the purchase of Maitland shares. The salespersons represented to investors that the Maitland shares would be listed on a stock exchange and the share price would increase as a result. All four of the Respondents admit to working as salespersons for Maitland.

[3] On January 24, 2006, the Commission ordered pursuant to subsection 127(5) of the Act that (i) all trading by Maitland and its officers, directors, employees and/or agents in securities of Maitland cease; (ii) the Respondents cease trading securities; and (iii) any exemptions in Ontario securities law not apply to the Respondents (the "**Temporary Order**").

The Section 122 Proceeding

[4] On May 19, 2006, the Commission authorized the commencement of a quasi-criminal proceeding under section 122 of the Act against Maitland, Allen Grossman ("**Grossman**"), who was the president and director of Maitland, and Hanoch Ulfan ("**Ulfan**"), who was the secretary-treasurer of Maitland (the "**Section 122 Proceeding**").

[5] On September 12, 2006, the Commission ordered that (i) the Temporary Order remain in effect until the conclusion of the hearing on the merits, (ii) proceedings against the remaining defendants be adjourned pending completion of the Section 122 Proceeding, and (iii) within four to eight weeks of judgement being rendered in the Section 122 Proceeding, a hearing be scheduled before the Commission in connection with the section 127 proceeding.

[6] On March 23, 2011, following a trial of the Section 122 Proceeding, Mr. Justice Sparrow found Maitland, Grossman and Ulfan guilty of breaches of subsections 25(1), 38(2), 38(3), 53(1), 122(1)(b) and 122(3) of the Act. On May 4, 2011, Justice Sparrow sentenced each of Grossman and Ulfan to 21 months in jail and two years of probation, and fined Maitland $1 million.

The Alberta Securities Commission Proceedings

[7] On November 8, 2005, the Alberta Securities Commission (the "**ASC**") issued a temporary cease trade order against Maitland, Grossman, Cassidy, Garner and others on the basis that ASC Staff had established a *prima facie* case that Maitland and the individual respondents breached Alberta securities law.

[8] By decision dated June 7, 2007, the ASC found that Maitland, Grossman, Garner, Cassidy and one other individual breached Alberta securities law. By decision dated November 6, 2007, the ASC imposed the following sanctions against Garner and Cassidy:

(a) Garner was ordered to cease trading in or purchasing securities for a period of five years;

(b) Cassidy was ordered to cease trading in or purchasing securities for a period of three years;

(c) Cassidy was ordered to pay an administrative penalty of $10,000 and costs in the amount of $3,000; and

(d) Garner was ordered to pay an administrative penalty of $15,000 and costs in the amount of $3,000.

[9] The Commission is entitled make reciprocal sanction orders against Garner and Cassidy pursuant to subsection 127(10) of the Act, based on the orders made by the ASC.

[10] On June 28, 2011, the Commission ordered the hearing on the merits in respect of Cassidy, Garner, Waddingham and Valde be adjourned to September 2, 2011 to consider whether agreed statements of fact and appropriate sanctions could be agreed to by Staff and the Respondents.

[11] These are my decisions and reasons with respect to the appropriate sanctions to be ordered against the Respondents. My sanctions order is attached as "Schedule A" to these reasons.

II. SANCTIONS REQUESTED BY STAFF

[12] Staff requests the following sanctions orders against the Respondents.

Cease trade and other prohibition orders

[13] Staff seeks an order:

(a) pursuant to clause 2 of subsection 127(1) of the Act, that each of the Respondents cease trading in securities for a period of three years, with a carve out for trading by each of the Respondents in their personal RRSP accounts after disgorgement is paid in full;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, that each of the Respondents be prohibited from acquiring any securities for a period of three years, with a carve out for

the acquisition of securities by each of the Respondents in their personal RRSP accounts after disgorgement is paid in full; and

(c) pursuant to clause 3 of subsection 127(1) of the Act, that any exemptions contained in Ontario securities law do not apply to each of the Respondents for a period of three years, subject to the carve out set out in subparagraphs (a) and (b) above.

Reprimand

[14] Staff seeks an order pursuant to clause 6 of subsection 127(1) of the Act reprimanding each of the Respondents.

Administrative Penalties

[15] Staff seeks an order pursuant to clause 9 of subsection 127(1) of the Act requiring Waddingham to pay an administrative penalty of $15,000 and Valde to pay an administrative penalty of $5,000.

[16] Administrative penalties are not being sought against Cassidy or Garner because administrative penalties have already been imposed on them by the ASC.

Disgorgement

[17] Staff seeks an order pursuant to clause 10 of subsection 127(1) of the Act requiring the Respondents to disgorge to the Commission all amounts obtained as a result of their non-compliance with Ontario securities law, such amounts to be allocated to or for the benefit of third parties pursuant to subsection 3.4(2)(b) of the Act. Staff requests the following disgorgement orders:

(a) Cassidy $10,000;

(b) Garner $27,791.25;

(c) Waddingham $32,857.59;

(d) Valde $12,307.50.

Those are the amounts that Staff submits were obtained by each Respondent as a result of their contraventions of the Act.

Permanent Telephone Solicitation Ban

[18] Staff also seeks an order pursuant to section 37 of the Act that each of the Respondents be prohibited permanently from calling or telephoning from a location within Ontario to any residence within or outside Ontario for the purpose of trading in any security or class of securities.

Staff's Submission

[19] Staff submits that the sanctions it is requesting are proportionate to each Respondent's conduct in this matter and will serve as a specific and general deterrent. An order removing the Respondents from the capital markets for a period of three years, requiring disgorgement of all funds obtained as sales commissions, and requiring two of the four Respondents to pay administrative penalties will signal both to the Respondents and to like-minded individuals that disregard for the rules governing the sale of securities to investors will result in significant consequences and sanctions.

Costs

[20] Staff is not seeking an order for investigation and hearing costs pursuant to section 127.1 of the Act because the Respondents consented to the agreed statement of facts filed in this proceeding.

III. THE SUBMISSIONS OF THE RESPONDENTS

Cassidy

[21] Cassidy made brief oral submissions to the Commission. Cassidy submits that the Commission should consider the following factors as mitigating in the circumstances:

(a) Cassidy made commissions of less than $10,000;

(b) Cassidy testified on behalf of Staff at the Section 122 Proceeding;

(c) Cassidy has not worked in the capital markets since ceasing to be a salesperson for Maitland and does not intend to do so in the future;

(d) the ASC imposed on Cassidy an administrative penalty of $10,000 and costs of $3,000. Cassidy also submits that she has paid $8,500 toward payment of those amounts as of July 2011; and

(e) Cassidy was deliberately misled by Grossman and Ulfan and believed that the representations she was making to investors were legitimate.

Garner

[22] Garner and his representative made brief submissions. Garner submits that the Commission should consider the following factors as mitigating in the circumstances:

(a) Garner is 66 years old;

(b) Garner is currently unemployed;

(c) the ASC imposed on Garner an administrative penalty of $15,000 and costs of $3,000;

(d) Garner has advised Staff that he has no plans to work in the capital markets in the future; and

(e) Garner was deliberately misled by Grossman and Ulfan and believed that the representations he was making to investors were legitimate.

Waddingham

[23] Waddingham and his counsel provided written submissions and made oral submissions. Waddingham submits that the Commission should consider the following factors as mitigating in the circumstances:

(a) Waddingham is 70 years old;

(b) Waddingham has limited income;

(c) Waddingham declared bankruptcy in April 2005 and was discharged in January 2006;

(d) the amounts that Waddingham obtained from his conduct in this matter went to his trustee in bankruptcy;

(e) Waddingham has assets of approximately $210,000, which represents all of the monies that Waddingham and his wife have to support them and to pay his wife's medical expenses;

(f) Waddingham worked as a Maitland salesperson from his home in Brockville and had limited interaction with Grossman and Ulfan;

(g) Waddingham conducted what he believed to be appropriate due diligence prior to and during the time he was selling Maitland shares to assure himself that Maitland was a legitimate company; and

(h) Waddingham was deliberately misled by Grossman and Ulfan and believed that the representations he was making to investors were legitimate.

Valde

[24] Counsel for Valde made brief submissions. Valde submits that the Commission should consider the following factors as mitigating in the circumstances:

(a) Valde is 69 years old;

(b) Valde has limited income;

(c) Valde has no intention of participating in the capital markets in the future;

(d) Valde testified on behalf of Staff in the Section 122 Proceeding; and

(e) Valde was deliberately misled by Grossman and Ulfan and believed that the representations he was making to investors were legitimate.

IV. SANCTIONS

(i) The Law on Sanctions

[25] The Commission's dual mandate is (a) to provide protection to investors from unfair, improper or fraudulent practices; and (b) to foster fair and efficient capital markets and confidence in capital markets (section 1.1 of the Act).

[26] The Commission's objective when imposing sanctions is not to punish past conduct, but rather to restrain future conduct that may be harmful to investors or Ontario's capital markets. This objective was described in *Re Mithras Management Ltd.* as follows:

> …[T]he role of this Commission is to protect the public interest by removing from the capital markets – wholly or partially, permanently or temporarily, as the circumstances may warrant – those whose conduct in the past leads us to conclude that their conduct in the future may well be detrimental to the integrity of those capital markets. We are not here to punish past conduct; that is the role of the courts, particularly under section 118 [now 122] of the Act. We are here to restrain, as best we can, future conduct that is likely to be prejudicial to the public interest in having capital markets that are both fair and efficient. In so doing we must, of necessity, look to past conduct as a guide to what we believe a person's future conduct might reasonably be expected to be; we are not prescient, after all.
>
> (*Re Mithras Management Ltd.* (1990), 13 OSCB 1600 at pp. 1610-1611)

[27] Further, the Supreme Court of Canada has recognized general deterrence as an additional factor that the Commission may consider when imposing sanctions. In *Cartaway Resources Corp.*, [2004] 1 S.C.R. 672 at para. 60 the Supreme Court stated that: "…it is reasonable to view general deterrence as an appropriate and perhaps necessary consideration in making orders that are both protective and preventative".

[28] The Commission must ensure that the sanctions imposed in each case are proportionate to the circumstances and the conduct of each respondent. The Commission has identified the following as some of the factors that a panel should consider when imposing sanctions:

(a) the seriousness of the conduct and the breaches of the Act;

(b) the harm suffered by investors;

(c) the respondent's experience in the marketplace;

(d) the level of a respondent's activity in the marketplace;

(e) whether or not the respondent expresses remorse and whether the respondent has recognised the seriousness of the improprieties;

(f) whether or not the sanctions imposed may serve to deter not only those involved in the matter being considered, but any like-minded people, from engaging in similar conduct;

(g) the size of any profit obtained or loss avoided from the illegal conduct;

(h) the financial resources of a respondent;

(i) the size of any financial sanction or voluntary payment;

(j) the effect any sanctions may have on the ability of a respondent to participate without check in the capital markets; and

(k) the reputation and prestige of the respondent.

(See *Re Belteco Holdings Inc.* (1998), 21 OSCB 7743 at p. 7746; and *Re M.C.J.C. Holdings Inc. and Michael Cowpland* (2002), 25 OSCB 1133 at para. 26)

[29] Ultimately, the sanctions I impose should protect investors and the Ontario capital markets by restricting the Respondents from participating in our markets in the future and by deterring them and others from becoming involved in investment schemes that defraud and harm investors.

(ii) Findings and Conclusions as to Sanctions

Specific Factors Applicable in this Matter

[30] There is no doubt that the Respondents' involvement in the sale of Maitland shares was very serious misconduct that perpetrated a fraud on investors. Whatever the personal circumstances of each Respondent may now be, the Commission must attempt to deter similar misconduct by the Respondents and others. I do not accept that the Respondents were completely misled by Grossman and Ulfan as to the propriety and legality of the sale of Maitland shares. There were circumstances that should have led the Respondents to question their activities as salespersons on behalf of Maitland. The Respondents must suffer the consequences of having participated in a fraud that seriously harmed investors.

[31] In considering the factors referred to in paragraph 28 of these reasons, I find the following factors and circumstances to be particularly relevant:

(a) Grossman and Ulfan orchestrated the fraudulent scheme and appear to be the directing minds of Maitland;

(b) the Respondents followed the instructions of Grossman and Ulfan in selling the Maitland shares and used scripts prepared by Grossman and Ulfan when communicating with potential investors over the telephone;

(c) the Respondents made prohibited representations to vulnerable and unsophisticated investors;

(d) all of the Respondents breached key provisions of the Act which are intended to protect investors from the very conduct that occurred here; the Respondents' actions caused serious financial harm to investors and to the integrity of Ontario's capital markets, and were clearly contrary to the public interest;

(e) Cassidy and Valde both testified on behalf of Staff in the Section 122 Proceeding;

(f) Cassidy and Garner have already been sanctioned by the ASC for their conduct as salespersons of Maitland;

(g) all of the Respondents reached an agreed statement of facts with Staff with respect to their involvement in the sale of Maitland shares;

(h) all of the Respondents cooperated with Staff;

(i) the age and limited income of Garner, Waddingham and Valde;

(j) the limited financial resources of the Respondents; and

(k) the Respondents have each expressed regret and remorse for their participation in the sale of Maitland shares.

Trading and Other Prohibitions

[32] One of the Commission's principal objectives in imposing sanctions is to restrain future conduct that could be harmful to investors or Ontario capital markets. In this case, I find that the public interest requires that I restrict the Respondents' future participation in Ontario markets.

[33] I have concluded that it is in the public interest to make the following orders, on the terms requested by Staff, against each of the Respondents:

(a) a cease trade order for a period of three years, with a carve out for trading by each of the Respondents in their personal RRSP accounts after the disgorgement order set out below is paid in full;

(b) a prohibition order on the acquisition of securities for a period of three years, with a carve out on the same terms as in subparagraph (a) above;

(c) a removal of exemptions order for a period of three years, with a carve out on the same terms as in subparagraph (a) above; and

(d) a reprimand.

Disgorgement

[34] Subsection 127(1)10 of the Act provides that a person or company that has not complied with Ontario securities law can be ordered to disgorge to the Commission "any amounts obtained" as a result of the non-compliance. The disgorgement remedy is intended to ensure that respondents do not retain any financial benefit from their breaches of the Act and to provide specific and general deterrence.

[35] In considering a disgorgement order, the Commission views the following factors to be relevant:

(a) whether the amount that a respondent obtained as a result of non-compliance with the Act is reasonably ascertainable;

(b) the seriousness of the misconduct and the breaches of the Act, and whether investors were seriously harmed;

(c) whether the individuals who suffered losses are likely to be able to obtain redress by other means; and

(d) the deterrent effect of a disgorgement order on the respondents and other market participants.

(*Re Limelight Entertainment Inc.* (2008) OSCB 12030 at para. 52 ("*Re Limelight*"))

[36] The disgorgement orders being sought by Staff in this proceeding are consistent with the disgorgement orders issued in *Re York Rio Resources Inc. and Adam Sherman* (2011), 34 OSCB 5261, *Re York Rio Resources Inc. and Peter Robinson* (2010), 33 OSCB 10434 and *Re Sabourin* (2010), 33 OSCB 5299 ("*Re Sabourin*") at para. 69. In each of those decisions, the salespersons were ordered to disgorge the entire amount of the commissions they earned.

[37] In *Re Sabourin*, the Commission stated:

> In our view, the disgorgement order is appropriate in these circumstances because it ensures that none of the respondents will benefit from their breaches of the Act and because such an order will deter them and others from similar conduct.

[38] In my view, a disgorgement order is appropriate in these circumstances because it ensures that none of the Respondents benefit from their breaches of the Act and because such an order will deter them and others from similar misconduct. In my view, it is appropriate that a disgorgement order in these circumstances relate to the full amount that each Respondent

received as sales commissions. The Respondents did not dispute the amounts that Staff submits were obtained by them as commissions.

[39] Accordingly, I will order that each of the Respondents disgorge the following amount:

(a) Cassidy $10,000;

(b) Garner $27,791.25;

(c) Waddingham $32,857.59;

(d) Valde $12,307.50.

Administrative Penalties

[40] Generally, I would impose an administrative penalty in addition to disgorgement. To require respondents only to pay back the amounts they illegally obtained is not generally sufficient deterrence. On balance, however, I have concluded not to impose administrative penalties on Waddingham and Valde. In each case, I have been influenced by the mitigating factors referred to in paragraphs 23 and 24 of these reasons, respectively. I find that imposing an administrative penalty on Waddingham or Valde as requested by Staff is not necessary in the circumstances as a matter of deterrence.

Telephone Solicitation Bans

[41] In *Re Limelight*, permanent bans were imposed prohibiting the respondents from calling a residence within or outside of Ontario for the purpose of trading in securities.

(*Re Limelight*, *supra*, at paras. 41-42)

[42] In my view, the same permanent prohibition should be imposed on each of the Respondents in light of their activities in this matter.

Allocation of Amounts for Benefit of Third Parties

[43] Disgorgement is not intended primarily as a means to compensate investors for their losses. However, subsection 3.4(2)(b) of the Act allows the Commission to order that amounts paid to the Commission in satisfaction of a disgorgement order or administrative penalty be allocated to or for the benefit of third parties.

[44] Any amounts paid to the Commission in compliance with my order for disgorgement shall be allocated to or for the benefit of third parties, including investors who lost money as a result of investing in the Maitland shares, in accordance with subsection 3.4(2)(b) of the Act. Such amounts are to be distributed to investors who lost money as a result of investing in the investment scheme on such basis, on such terms and to such investors as Staff in its discretion determines to be appropriate in the circumstances. A distribution to investors shall be made only if Staff is satisfied that doing so is reasonably practicable in the circumstances and only if Staff

concludes that there are sufficient funds available to justify doing so. If for any reason, Staff decides at any time or from time to time not to distribute any such amounts to investors, such amounts may, by further Commission order, be allocated to or for the benefit of other third parties. Any panel of the Commission may, on the application of Staff, make any order it considers expedient with respect to the matters addressed by this paragraph.

[45] The terms of paragraph 44 shall not give rise to or confer upon any person, including any investor (i) any legal right or entitlement to receive, or any interest in, amounts received by the Commission under my disgorgement order, or (ii) any right to receive notice of any application by Staff to the Commission made in connection with that paragraph or of any exercise by the Commission of any discretion granted to it under that paragraph.

V. CONCLUSION

[46] For the reasons set out above, I have concluded that the sanctions imposed are proportionate to the respective conduct and culpability of each of the Respondents in the circumstances and are in the public interest. I will issue a sanctions order in the form attached as Schedule "A" to these reasons.

Dated at Toronto, this 4th day of November, 2011.

"James E. A. Turner"

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James E. A. Turner

Schedule "A"

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TOM MEZINSKI, WILLIAM ROUSE and JASON SNOW

ORDER
with respect to Leonard Waddingham, Ron Garner, Gord Vale and Dianna Cassidy
(Section 127 of the *Securities Act*)

WHEREAS on January 24, 2006, the Commission ordered pursuant to subsection 127(5) of the Act that (i) all trading by Maitland Capital Ltd. ("Maitland") and its officers, directors, employees and/or agents in securities of Maitland cease; (ii) Allen Grossman ("Grossman"), Hanouch Ulfan ("Ulfan"), Leonard Waddingham ("Waddingham"), Ron Garner ("Garner"), Gord Valde ("Valde"), Marianne Hyacinthe, Dianna Cassidy ("Cassidy"), Ron Catone, Steven Lanys, Roger Mckenzie, Tom Mezinski, William Rouse and Jason Snow cease trading securities; and (iii) any exemptions in Ontario securities law not apply to the respondents (the "Temporary Order");

AND WHEREAS on May 19, 2006, the Commission authorized the commencement of a quasi-criminal proceeding under section 122 of the Act against Maitland, Grossman and Ulfan (the "Section 122 Proceeding");

AND WHEREAS on September 12, 2006, the Commission ordered that (i) the Temporary Order remain in effect until the conclusion of the hearing on the merits, (ii) proceedings against the remaining respondents be adjourned pending completion of the Section 122 Proceeding, and (iii) within four to eight weeks of judgement being rendered in the Section 122 Proceeding, a hearing be scheduled before the Commission in connection with the section 127 proceeding;

AND WHEREAS on May 4, 2011, the Section 122 Proceeding was concluded;

AND WHEREAS on June 28, 2011, the Commission ordered that the hearing on the merits in respect of Cassidy, Garner, Waddingham, and Valde (collectively, the "Respondents") be adjourned to September 2, 2011 to consider whether agreed statements of fact and appropriate sanctions could be agreed to by Staff and the Respondents;

AND WHEREAS on September 2, 2011, the Commission conducted a hearing with respect to the sanctions to be imposed on the Respondents;

AND WHEREAS as set out in the reasons of the Commission dated November 4, 2011, the Commission is satisfied that the Respondents participated as salespersons in a fraudulent investment scheme, have not complied with Ontario securities law and have acted contrary to the public interest;

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

IT IS HEREBY ORDERED THAT:

(a) pursuant to clause 2 of subsection 127(1) of the Act, each of the Respondents shall cease trading in any securities for a period of three years, with the exception that a Respondent shall be permitted to trade securities for the account of the Respondent's registered retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent and/or the spouse of the Respondent have sole legal and beneficial ownership, provided that:

(i) the securities traded are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange or NASDAQ (or their successor exchanges) or are issued by a mutual fund which is a reporting issuer;

(ii) the Respondent does not own legally or beneficially (in the aggregate, together with the Respondent's spouse) more than one percent of the outstanding securities of the class or series of the class in question;

(iii) the Respondent carries out any permitted trading through a registered dealer (who has been given a copy of this Order) and in accounts opened in the Respondent's name only, and the Respondent must close any accounts that are not in the Respondent's name only; and

(iv) no such trading shall be permitted unless and until the Respondent has paid in full the disgorgement order against the Respondent set out in subparagraph (e) of this Order;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by any of the Respondents is prohibited for a period of three years, subject to the same exception set out in subparagraph (a) of this Order;

(c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions in Ontario securities law do not apply to any of the Respondents for a period of three years, subject to the same exception set out in subparagraph (a) of this Order;

(d) pursuant to clause 6 of subsection 127(1) of the Act, each of Cassidy, Garner, Waddingham and Valde are reprimanded;

(e) pursuant to clause 10 of subsection 127(1) of the Act, the following amounts shall be disgorged by each of the Respondents, respectively:

(a) Cassidy $10,000;

(b) Garner $27,791.25;

(c) Waddingham $32,857.59; and

(d) Valde $12,307.50;

(f) pursuant to section 37 of the Act, each of the Respondents shall be prohibited permanently from calling or telephoning from a location in Ontario to any residence located in or out of Ontario for the purpose of trading in any security or in any class of securities; and

(g) the amounts set out in subparagraph (e) of this Order shall be allocated by the Commission to or for the benefit of third parties, including investors who lost money as a result of investing in the Maitland shares, as permitted under subsection 3.4(2)(b) of the Act.

DATED at Toronto, Ontario this 4th day of November, 2011.

"James E. A. Turner"

James E. A. Turner