



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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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
IRWIN BOOCK, STANTON DEFREITAS, JASON WONG,
SAUDIA ALLIE, ALENA DUBINSKY, ALEX KHODJIAINTS
SELECT AMERICAN TRANSFER CO.,
LEASESMART, INC., ADVANCED GROWING SYSTEMS, INC.,
INTERNATIONAL ENERGY LTD., NUTRIONE CORPORATION,
POCKETOP CORPORATION, ASIA TELECOM LTD.,
PHARM CONTROL LTD., CAMBRIDGE RESOURCES CORPORATION,
COMPUSHARE TRANSFER CORPORATION,
FEDERATED PURCHASER, INC., TCC INDUSTRIES, INC., FIRST NATIONAL
ENTERTAINMENT CORPORATION, WGI HOLDINGS, INC.
and ENERBRITE TECHNOLOGIES GROUP**

**ORDER
(Section 127 and 127.1)**

WHEREAS on October 16, 2008, the Ontario Securities Commission (the "Commission") commenced the within proceeding by issuing a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act");

AND WHEREAS on October 14, 2009, Staff of the Commission ("Staff") brought a disclosure motion (the "Motion") regarding the Respondent, Irwin Boock ("Boock");

AND WHEREAS the Motion was heard by the Commission on October 21, 2009, November 2 and 20, 2009 and January 8, 2010;

AND WHEREAS on December 10, 2009, the Commission ordered that the hearing on the merits of this matter (the "Merits Hearing") shall commence on February 1, 2010;

AND WHEREAS on January 29, 2010, the Commission ordered that the Merits Hearing be adjourned sine die pending the release of the Commission's decision on the Motion;

AND WHEREAS on February 9, 2010, the Commission issued a decision on the Motion (the "Disclosure Decision");

AND WHEREAS Boock commenced an Application for Judicial Review before the Superior Court of Justice (Divisional Court) of the Disclosure Decision (“JR Application”);

AND WHEREAS counsel for Boock advised the Commission at an attendance on February 24, 2010 that the Divisional Court had advised that it was expected that the JR Application could be heard in advance of the dates scheduled for the commencement of a hearing into the merits of this matter;

AND WHEREAS on February 24, 2010, the Commission made an order that:

- a) the Disclosure Decision be stayed on an interim basis until the earlier of the date of a decision on the merits in the JR Application or September 13, 2010, or until such further date as ordered by the Commission;
- b) the parties shall attend at the offices of the Commission on September 13, 2010 at 9:00 a.m. to advise the Commission of the status of the determination of the JR Application (the “Status Hearing”); and
- c) the Merits Hearing shall commence on October 18, 2010 and, excluding October 26, 2010, shall continue for three weeks until November 5, 2010 and thereafter on such dates as may be determined by the parties and the Office of the Secretary;

AND WHEREAS Boock is no longer represented by counsel and is currently acting in person;

AND WHEREAS on June 18, 2010, pursuant to Staff’s request for an earlier Status Hearing, Staff, Boock, counsel to Stanton DeFreitas (“DeFreitas”), and counsel to Jason Wong (“Wong”) attended before the Commission;

AND WHEREAS on June 18, 2010 Boock and Staff provided the Commission with a status update with respect to the JR Application and the Commission made an order adjourning the Status Hearing until June 29, 2010 to give Boock an opportunity to take steps toward perfecting the JR Application;

AND WHEREAS on June 29, 2010, Staff, Boock, counsel to DeFreitas and counsel to Wong attended before the Commission;

AND WHEREAS on June 29, 2010, upon hearing submissions from Staff and Boock, the Commission adjourned the Status Hearing until Thursday, July 15, 2010 at 10:00 a.m. to give Boock an opportunity to take further steps toward perfecting the JR Application;

AND WHEREAS on July 15, 2010, the Commission was advised that the JR Application had been perfected and that a hearing date of October 27, 2010 had been set by the Superior Court of Justice (Divisional Court) for the hearing of the JR Application;

AND WHEREAS on July 15, 2010, the Commission made an order that:

- a) the dates for the Merits Hearing, previously set to commence on October 18, 2010, shall be vacated;
- b) the Status Hearing currently scheduled for September 13, 2010 shall be vacated;
- c) the Status Hearing shall be adjourned until November 29, 2010 at 9:30 a.m. at the offices of the Commission; and

- d) the Disclosure Decision shall be stayed on an interim basis until the earlier of the date of a decision on the merits in the JR Application or November 29, 2010, or until such further date as ordered by the Commission

AND WHEREAS on October 27, 2010, the JR Application was heard by the Superior Court of Justice (Divisional Court);

AND WHEREAS on that same date, the Superior Court of Justice (Divisional Court) dismissed the JR Application (the "JR Decision");

AND WHEREAS on November 29, 2010, the Commission held a Status Hearing in this matter, and Staff, Boock and counsel for Wong attended;

AND WHEREAS Boock advised that he intends to retain counsel for purposes of the Merits Hearing;

AND WHEREAS Staff submitted that the appeal period in respect of the JR Decision had expired;

AND WHEREAS Staff advised and Boock has confirmed that he had not taken steps in respect of an appeal of the JR Decision;

AND WHEREAS Boock advised that he consents to the release of the material that is subject to the Disclosure Decision;

AND WHEREAS Staff advised that it was seeking to schedule dates for the Merits Hearing and requested that the Status Hearing be adjourned to January 27, 2011 to give the parties an opportunity to agree upon such dates;

AND WHEREAS Staff advised that it would renew its efforts to contact all of the Respondents in respect of setting a date for the Merits Hearing, including those Respondents who have not participated to date in this proceeding;

AND WHEREAS on November 29, 2010, the Commission ordered that:

- a) the Stay shall lapse as of that date;
- b) the Status Hearing shall be adjourned until January 27, 2011 at 2 p.m. at the offices of the Commission, or such other date as may be agreed upon by the parties and fixed by the Office of the Secretary; and
- c) the Status Hearing may be conducted in writing in advance of January 27, 2011, by way of a draft consent order filed with the Commission setting dates for the Merits Hearing, provided that matters that might otherwise be subject to the Status Hearing do not require an attendance before the Commission;

AND WHEREAS on January 27, 2011, the Commission held a Status Hearing in this matter attended by Staff, counsel for Wong and counsel for DeFreitas;

AND WHEREAS Boock advised Staff in advance of the Status Hearing that he would not be attending but that he intends to retain counsel in this matter in the next 30 days;

AND WHEREAS counsel to Pharm Control Ltd. advised Staff in advance of the Status Hearing that Pharm Control Ltd. would not be in attendance at the Status Hearing;

AND WHEREAS no other Respondents attended or otherwise responded to notice of the Status Hearing;

AND WHEREAS Staff confirmed to the Commission that it took steps to serve all of the Respondents with notice of the Status Hearing at the last known address(es) for each;

AND WHEREAS Staff recently obtained and disclosed new evidence in this matter;

AND WHEREAS Staff requested that the Commission convene a pre-hearing conference for the parties to give consideration to the evidentiary and other hearing related issues in this matter;

AND WHEREAS on January 27, 2011, the Commission ordered that a pre-hearing conference be held on Thursday, March 3, 2011 at 10:00 a.m.;

AND WHEREAS on March 1, 2011, the Commission ordered that a pre-hearing conference be adjourned to Tuesday, April 19, 2011 at 10:00 a.m.;

AND WHEREAS on April 19, 2011, counsel for DeFreitas, counsel for Wong and Staff attended for the purpose of having a pre-hearing conference but Boock was unable to attend;

AND WHEREAS on April 19, 2011, counsel for DeFreitas, counsel for Wong and Staff requested that the pre-hearing conference be adjourned to Tuesday, May 24, 2011 at 3:30 p.m.;

AND WHEREAS on April 19, 2011, the Commission ordered that a pre-hearing conference be held on Tuesday, May 24, 2011 at 3:30 p.m.;

AND WHEREAS on May 24, 2011, counsel for DeFreitas, counsel for Wong and Staff attended for the purpose of having a pre-hearing conference but Boock was unable to attend;

AND WHEREAS on May 24, 2011, it was ordered that the hearing on the merits shall commence on February 1, 2012 at 10:00 a.m., and shall continue on February 2, 3, 6, 7, 8, 9, 10, 13, 15, 16, 17, 21, 22, and 23, 2012;

AND WHEREAS on May 24, 2011, it was further ordered that the parties attend before the Commission on October 5, 2011 at 10:00 a.m. for a status hearing;

AND WHEREAS on October 5, 2011, the Commission held a status hearing in this matter attended by Staff and counsel for DeFreitas;

AND WHEREAS Boock advised Staff in advance of the status hearing that he would not be attending;

AND WHEREAS counsel to Wong advised Staff in advance of the status hearing that he would not be attending;

AND WHEREAS on October 5, 2011, Staff requested that another status hearing be scheduled for December 5, 2011 and counsel for DeFreitas consented to scheduling another status hearing;

AND WHEREAS on December 5, 2011, a status hearing was held;

AND WHEREAS on February 1, 2012, Boock brought a motion to adjourn the hearing on the merits for 30 days on the grounds that Staff made late disclosure of evidence and a witness list;

AND WHEREAS on the same date the respondent, Alex Khodjaiants, advised the panel of the proper spelling of his name (improperly spelled in the title of proceeding) (hereinafter, “Khodjaiants”);

AND WHEREAS counsel for Khodjaiants brought a motion to adjourn the hearing on the merits until May 2012 to permit Khodjaiants to retain him for representation at the hearing on the merits;

AND WHEREAS the Commission heard submissions from Boock, counsel for Khodjaiants, and Staff and reviewed the chronology of events filed by Staff;

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 title of proceeding be amended to change “Alex Khodjaiants” to “Alex Khodjaiants”;

AND IT IS FURTHER ORDERED that the hearing on the merits, previously set to commence on February 1, 2012, is adjourned until February 8, 2012;

AND IT IS FURTHER ORDERED that the hearing dates of February 3, 6, 7 and 13, 2012 are vacated;

AND IT IS FURTHER ORDERED that the hearing on the merits shall commence on February 8, 2012 at 1:00 p.m. and continue as follows:

- February 8, 2012 – 1:00 p.m. to 5.30 p.m.
- February 9, 2012 – 9:00 a.m. to 12:00 p.m. and 3:15 p.m. to 5:30 p.m.
- February 10, 15, 16, 17, 2012 – 10:00 a.m. to 4:30 a.m.
- February 21, 2012 – 11:00 a.m. to 5.30 p.m.
- February 22, 23, 27, 29, and March 2, 5, 6, and 23, 2012 – 10:00 a.m. to 4:30 p.m.

at the offices of the Commission, 20 Queen Street West, 17th floor, Toronto.

Dated at Toronto, this 3rd day of February, 2012.

“Vern Krishna”