



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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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 NEW FOUND FREEDOM FINANCIAL,
RON DEONARINE SINGH, WAYNE GERARD MARTINEZ, PAULINE LEVY,
DAVID WHIDDEN, PAUL SWABY AND ZOMPAS CONSULTING**

ORDER

WHEREAS on November 2, 2011, 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, as amended (the “Act”), in connection with the allegations set out in the Statement of Allegations filed by Staff of the Commission (“Staff”) on November 1, 2011;

AND WHEREAS Paul Swaby (“Swaby”) and Zompas Consulting (“Zompas”) entered into a settlement agreement with Staff dated July 23, 2012 (the “Settlement Agreement”) in relation to the matters set out in the Statement of Allegations;

AND WHEREAS on July 24, 2012, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations, and upon hearing submissions from Staff and counsel for Swaby and Zompas;

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

IT IS HEREBY ORDERED, PURSUANT TO SECTIONS 127(1) AND 127.1 OF THE ACT, THAT:

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Swaby and Zompas shall cease for a period of ten (10) years commencing from the date of this Order, with the exception that, once the entire amount of payments set out in paragraphs (i), (j) and (k) below are paid in full, Swaby shall be permitted to trade securities for the account of his registered retirement savings plan as defined in the *Income Tax Act*, 1985, c.1 as amended (the "*Income Tax Act*") solely through a registered dealer or, as appropriate, a registered dealer in a foreign jurisdiction (which dealer must be given a copy of this Order) in (a) any "exchange-traded security" or "foreign exchange-traded security" within the meaning of National Instrument 21-101 provided that he does not own beneficially or exercise control or direction over more than 5 percent of the voting or equity securities of the issuer(s) of any such securities, or (b) any security issued by a mutual fund that is a reporting issuer;
- (c) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Swaby and Zompas is prohibited for a period of ten (10) years commencing from the date of this Order, with the exception that Swaby shall be permitted to acquire securities for the account of his registered retirement savings plan as defined in the *Income Tax Act* once the entire amount of payments set out in paragraphs (i), (j) and (k) below are paid in full, in accordance with the exception requirements as set out in paragraph (b) above;

- (d) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Swaby and Zompas for a period of ten (10) years commencing from the date of this Order;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Swaby and Zompas are reprimanded;
- (f) pursuant to clause 7 of subsection 127(1) of the Act, Swaby shall resign any positions he holds as a director or officer of an issuer;
- (g) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Swaby is prohibited for a period of ten (10) years from the date of this Order from becoming or acting as a director or officer of an issuer, registrant or investment fund manager;
- (h) pursuant to clause 8.5 of subsection 127(1) of the Act, Swaby is prohibited for a period of ten (10) years from the date of this Order from becoming or acting as a registrant, investment fund manager or promoter;
- (i) pursuant to clause 9 of subsection 127(1) of the Act, Swaby and Zompas shall pay to the Commission an administrative penalty in the amount of \$7,500, on a joint and several basis, for their failure to comply with Ontario securities law, which is designated under subsection 3.4(2)(b) of the Act for allocation to or for the benefit of third parties;
- (j) pursuant to clause 10 of subsection 127(1) of the Act, Swaby and Zompas shall disgorge to the Commission the amount of \$7,500, on a joint and several basis, obtained as a result of their non-compliance with Ontario securities law, which is designated under subsection 3.4(2)(b) of the Act for allocation to or for the benefit of third parties;
- (k) pursuant to section 127.1 of the Act, Swaby and Zompas shall pay costs to the Commission in the amount of \$3,000, on a joint and several basis;

- (l) in regard to the payments set out in paragraphs (i), (j) and (k) above, Swaby shall make a payment of \$1,500 by certified cheque or bank draft on the date of this Order and shall pay at least \$200 every month thereafter until the amounts set out in paragraphs (i), (j) and (k) above are paid in full; and
- (m) until the entire amount of payments set out in paragraphs (i), (j) and (k) above are paid in full, the orders in paragraphs (b), (c), (d), (g) and (h) above shall continue in force without any limitation as to time period.

DATED at Toronto this 26th day of July, 2012

”Paulette L. Kennedy”

Paulette L. Kennedy