



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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Toronto ON M5H 3S8

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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 THE *COMMODITY FUTURES ACT*,
R.S.O. 1990, c. C.20, AS AMENDED**

- AND -

**IN THE MATTER OF AXCESS AUTOMATION LLC,
AXCESS FUND MANAGEMENT, LLC, AXCESS FUND, L.P.,
GORDON ALAN DRIVER, DAVID RUTLEDGE, 6845941 CANADA INC.
carrying on business as ANESIS INVESTMENTS, STEVEN M. TAYLOR,
BERKSHIRE MANAGEMENT SERVICES INC. carrying on business as
INTERNATIONAL COMMUNICATION STRATEGIES, 1303066 ONTARIO
LTD. carrying on business as ACG GRAPHIC COMMUNICATIONS,
MONTECASSINO MANAGEMENT CORPORATION,
REYNOLD MAINSE, WORLD CLASS COMMUNICATIONS INC.
and RONALD MAINSE**

**ORDER
(Sections 127 and 127.1 of the Act)**

WHEREAS on August 12, 2010, the Ontario Securities Commission (the “**Commission**”) issued a Notice of Hearing pursuant to, among other provisions, sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “**Act**”) in relation to a Statement of Allegations of the same date filed by Staff of the Commission (“**Staff**”) in respect of Access Automation LLC (“**Access Automation**”), Access Fund Management, LLC (“**Access Fund Management**”), Access Fund, L.P. (“**Access Fund**”), Gordon Alan Driver (“**Driver**”), David Rutledge (“**Rutledge**”), 6845941 Canada Inc. (“**6845941**”) carrying on business as Anesis Investments (“**Anesis**”), Steven M. Taylor (“**Taylor**”), Berkshire Management Services Inc. (“**Berkshire**”) carrying on business as International Communications Strategies (“**ICS**”), 1303066 Ontario Ltd.

(“1303066”) carrying on business as ACG Graphic Communications (“AGC”), Montecassino Management Corporation (“Montecassino”), Reynold Mainse (“Reynold”), World Class Communications Inc. (“WCC”) and Ronald Mainse (“Ronald”);

AND WHEREAS on August 13, 2010, the Commission approved the settlement agreements between Staff and Ronald and between Staff, Rutledge and 68459541;

AND WHEREAS a hearing on the merits in this matter was held before the Commission on April 11, 13, 14, 15, 19 and 20, 2011 and May 25, 2011 with respect to the remaining respondents (collectively, the “Respondents”);

AND WHEREAS on September 27, 2012, the Commission issued its Reasons and Decision on the merits in this matter (the “Merits Decision”);

AND WHEREAS the Commission is satisfied that the Respondents have not complied with Ontario securities law and have acted contrary to the public interest, as described in the Merits Decision;

AND WHEREAS on November 7, 2012, the Commission held a hearing with respect to the sanctions and costs to be imposed in this matter;

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

IT IS ORDERED THAT:

- (a) Pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Driver, Axxess Automation, Axxess Fund Management, Axxess Fund, Taylor, Berkshire, 1303066 and Montecassino shall cease permanently;
- (b) Pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Reynold and WCC shall cease for a period of 15 years, provided that Reynold is permitted to trade securities for the account of his RRSP, as defined in the *Income Tax Act*, R.S.C. 1985, c. 1, as amended,

once the administrative penalty and disgorgement order set out in paragraphs (r) and (u) below are paid in full;

- (c) Pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Driver, Axxess Automation, Axxess Fund Management, Axxess Fund, Taylor, Berkshire, 1303066 and Montecassino is prohibited permanently;
- (d) Pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Reynold and WCC is prohibited for a period of 15 years, provided that Reynold is permitted to acquire securities for the account for his RRSP once the administrative penalty and disgorgement order set out in paragraphs (r) and (u) below are paid in full;
- (e) Pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Driver, Axxess Automation, Axxess Fund Management, Axxess Fund, Taylor, Berkshire, 1303066 and Montecassino permanently;
- (f) Pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Reynold and WCC for a period of 15 years, except to the extent such exemption is necessary for trades undertaken in connection with the account of Reynold's RRSP once the administrative penalty and disgorgement order set out in paragraphs (r) and (u) below are paid in full;
- (g) Pursuant to clause 7 of subsection 127(1) of the Act, Driver, Taylor and Reynold resign any positions that they hold as a director or officer of an issuer;
- (h) Pursuant to clause 8 of subsection 127(1) of the Act, Driver and Taylor are prohibited permanently from becoming or acting as a director or officer of any issuer;

- (i) Pursuant to clause 8 of subsection 127(1) of the Act, Reynold is prohibited from becoming or acting as a director or officer of any issuer for a period of 15 years;
- (j) Pursuant to clause 8.2 of subsection 127(1) of the Act, Driver and Taylor are prohibited permanently from becoming or acting as a director or officer of a registrant;
- (k) Pursuant to clause 8.2 of subsection 127(1) of the Act, Reynold is prohibited from becoming or acting as a director or officer of a registrant for a period of 15 years;
- (l) Pursuant to clause 8.4 of subsection 127(1) of the Act, Driver and Taylor are prohibited permanently from becoming or acting as a director or officer of an investment fund manager;
- (m) Pursuant to clause 8.4 of subsection 127(1) of the Act, Reynold is prohibited from becoming or acting as a director or officer of an investment fund manager for a period of 15 years;
- (n) Pursuant to clause 8.5 of subsection 127(1) of the Act, Driver and Taylor are prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (o) Pursuant to clause 8.5 of subsection 127(1) of the Act, Reynold is prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter for a period of 15 years;
- (p) Pursuant to clause 9 of subsection 127(1) of the Act, Driver, Axxess Automation, Axxess Fund Management and Axxess Fund shall jointly and severally pay an administrative penalty in the amount of \$750,000, which is designated for allocation or use by the Commission pursuant to subsections 3.4(2)(b)(i) or (ii) of the Act;

- (q) Pursuant to clause 9 of subsection 127(1) of the Act, Taylor, Berkshire, 1303066 and Montecassino shall jointly and severally pay an administrative penalty in the amount of \$500,000, which is designated for allocation or use by the Commission pursuant to subsections 3.4(2)(b)(i) or (ii) of the Act;
- (r) Pursuant to clause 9 of subsection 127(1) of the Act, Reynold and WCC shall jointly and severally pay an administrative penalty in the amount of \$35,000, which is designated for allocation or use by the Commission pursuant to subsections 3.4(2)(b)(i) or (ii) of the Act;
- (s) Pursuant to clause 10 of subsection 127(1) of the Act, Driver, Axxess Automation, Axxess Fund Management, Axxess Fund shall jointly and severally disgorge to the Commission the amount of \$3,116,013.18, which is designated for allocation or use by the Commission pursuant to subsections 3.4(2)(b)(i) or (ii) of the Act;
- (t) Pursuant to clause 10 of subsection 127(1) of the Act, Taylor, Berkshire, 1303066, Montecassino, Driver, Axxess Automation, Axxess Fund Management and Axxess Fund shall jointly and severally disgorge to the Commission the amount of \$1,576,098.03, which is designated for allocation or use by the Commission pursuant to subsections 3.4(2)(b)(i) or (ii) of the Act;
- (u) Pursuant to clause 10 of subsection 127(1) of the Act, Reynold, WCC, Driver, Axxess Automation, Axxess Fund Management and Axxess Fund shall jointly and severally disgorge to the Commission the amount of \$210,219.50, which is designated for allocation or use by the Commission pursuant to subsections 3.4(2)(b)(i) or (ii) of the Act;
- (v) Pursuant to section 127.1 of the Act, Driver, Axxess Automation, Axxess Fund Management, Axxess Fund, Taylor, Berkshire, 1303066 and Montecassino shall jointly and severally pay costs in the amount of \$199,686.87;

(w) Pursuant to section 127.1 of the Act, Reynold, WCC, Driver, Axcass Automation, Axcass Fund Management, Axcass Fund, Taylor, Berkshire, 1303066 and Montecassino shall jointly and severally pay costs in the amount of \$2,500.

DATED at Toronto at this 12th day of March, 2013.

“Christopher Portner”

“Paulette L. Kennedy”

Christopher Portner

Paulette L. Kennedy