



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
SANDY WINICK, ANDREA LEE MCCARTHY,
KOLT CURRY, LAURA MATEYAK, GREGORY J. CURRY,
AMERICAN HERITAGE STOCK TRANSFER INC.,
AMERICAN HERITAGE STOCK TRANSFER, INC.,
BFM INDUSTRIES INC., LIQUID GOLD INTERNATIONAL CORP.
(aka LIQUID GOLD INTERNATIONAL INC.),
and NANOTECH INDUSTRIES INC.**

ORDER

WHEREAS on January 27, 2012, 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”) (the “Notice of Hearing”) in connection with a Statement of Allegations filed by Staff of the Commission (“Staff”) on January 27, 2012, to consider whether it is in the public interest to make certain orders against Sandy Winick (“Winick”), Andrea Lee McCarthy (“McCarthy”), Kolt Curry, Laura Mateyak (“Mateyak”), Gregory J. Curry (“Greg Curry”), American Heritage Stock Transfer Inc. (“AHST Ontario”), American Heritage Stock Transfer, Inc. (“AHST Nevada”), BFM Industries Inc. (“BFM”), Liquid Gold International Corp. (aka Liquid Gold International Inc.) (“Liquid Gold”), and Nanotech Industries Inc. (“Nanotech”) (collectively, the “Respondents”);

AND WHEREAS on February 16, 2012, a first appearance hearing was held and the matter was adjourned to a pre-hearing conference on March 23, 2012;

AND WHEREAS on March 23, 2012, it was ordered that the hearing on the merits in this matter shall commence on November 12, 2012, and continue until November 21, 2012, except that the hearing will not sit on November 20, 2012 (the “Hearing on the Merits”);

AND WHEREAS Winick, Greg Curry and Nanotech have never participated in this hearing, although properly served with the Notice of Hearing and Staff's Statement of Allegations;

AND WHEREAS on October 17, 2012, the Commission ordered, pursuant to Rule 11.5 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 (the "*Rules of Procedure*"), that the Hearing on the Merits shall proceed as a written hearing, in accordance with the following schedule:

1. Staff shall file evidentiary briefs in the form of affidavits, as well as written submissions on the relevant facts and law, with the Secretary's Office no later than November 30, 2012;
2. The Respondents shall file any responding materials by January 11, 2013;
3. Staff shall file any reply submissions or evidence by January 25, 2013; and
4. Staff and any participating Respondents will attend at a date appointed by the panel after January 25, 2013, to answer questions, make submissions or make any necessary witnesses available for cross-examination;

AND WHEREAS on January 11, 2013, Staff filed a motion pursuant to Rule 3 of the *Rules of Procedure* seeking to sever the proceeding as against the respondents McCarthy, Liquid Gold and BFM (the "Motion");

AND WHEREAS on January 15, 2013, Staff and counsel for McCarthy, BFM and Liquid Gold appeared and consented to the Motion;

AND WHEREAS on January 15, 2013, counsel for Kolt Curry, Mateyak and AHST Ontario appeared and took no position on the Motion, but sought an extension of the October 17, 2012 order;

AND WHEREAS on January 15, 2013, the other respondents did not appear or provide submissions;

AND WHEREAS on January 21, 2013, the Commission ordered that the application to sever is granted and the matter, as against McCarthy, BFM and Liquid Gold, is adjourned to a date to be fixed by the office of the Secretary of the Commission in consultation with counsel;

AND WHEREAS on January 21, 2013, it was further ordered that a hearing shall take place on April 4, 2013 at 10:00 a.m., to provide counsel for Kolt Curry, Mateyak and AHST Ontario and the remaining parties an opportunity to make submissions as to how the matter should proceed;

AND WHEREAS on March 1, 2013, counsel for Kolt Curry, Mateyak and AHST Ontario filed a motion in writing requesting an order to vary the Commission's order of October 17, 2012;

AND WHEREAS on March 6, 2013, Staff consented to the form of the order as attached to the Motion Record filed by counsel for Kolt Curry, Mateyak and AHST Ontario;

AND WHEREAS on March 7, 2013, the Commission ordered that, pursuant to Rules 3.3 and 11 of the *Rules of Procedure*, the Commission's order of October 17, 2012 is varied to permit:

- a. the Respondents to file any responding materials by no later than March 8, 2013;
and
- b. Staff to file any reply materials by no later than March 29, 2013;

AND WHEREAS on April 4, 2013, Staff appeared and counsel for Kolt Curry, Mateyak and AHST Ontario appeared and made submissions, the other respondents did not appear or provide submissions, and all parties requested that the written hearing be converted to an oral Hearing on the Merits;

AND WHEREAS on April 12, 2013, the Commission ordered that:

1. on consent of the parties, the written hearing is converted to an oral Hearing on the Merits to be heard on May 15th and 16th, 2013, pursuant to Rule 11.5 of the *Rules of Procedure*;
2. the affidavits filed by Staff and counsel for Kolt Curry, Mateyak and AHST Ontario in the written hearing will stand for the evidence in-chief on the Hearing on the Merits;
3. the Hearing on the Merits will start with cross-examinations by counsel for the respondents on the affidavits filed by Staff, followed by re-examinations, if appropriate

and Staff may then cross examine Kolt Curry and Mateyak on their affidavits, followed by re-examinations, if appropriate;

4. Staff shall have until May 23rd, 2013 to file supplemental written submissions, if any;
5. the respondents shall have until May 27th, 2013 to file supplemental written submissions, if any; and
6. oral submissions for the Hearing on the Merits shall be heard on May 30th, 2013 at 10:00 a.m.

AND WHEREAS on May 15th, 2013, Staff appeared and counsel for Kolt Curry, Mateyak and AHST Ontario appeared and advised the panel that an Agreed Statement of Facts (the “Agreed Facts”) had been reached for Kolt Curry, Mateyak, AHST Ontario and AHST Nevada (the “Curry Respondents”);

AND WHEREAS AHST Nevada was represented by Kolt Curry and counsel for Kolt Curry spoke on behalf of AHST Nevada;

AND WHEREAS the other respondents did not appear or provide submissions;

AND WHEREAS Staff, counsel for Kolt Curry, Mateyak and AHST Ontario jointly requested that the evidence on the Hearing on the Merits scheduled for May 15th and 16th, 2013, as against the Curry Respondents, consist of the Agreed Facts as filed, and that the Hearing on the Merits as it relates to the Curry Respondents be severed from the remaining Respondents;

AND WHEREAS on reading the Agreed Facts the panel found that:

1. From May of 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada traded and engaged in or held themselves out as engaging in the business of trading in securities without being registered to do so in circumstances in which no exemption was available, contrary to s. 25(1)(a) of the Act, as that section existed at the time the conduct commenced, and contrary to s. 25(1) of the Act, as subsequently amended on September 28, 2009;
2. From May of 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada distributed securities of Nanotech without a preliminary prospectus and

prospectus having been filed and receipts having been issued for them by the Director and without an exemption from the prospectus requirement contrary to section 53(1) of the Act;

3. From September 28, 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada made statements that a reasonable investor would consider relevant in deciding whether to enter into or maintain a trading or advising relationship with Kolt Curry, AHST Ontario or AHST Nevada that were untrue or omitted information necessary to prevent the statements from being false or misleading in the circumstances in which they were made, contrary to section 44(2) of the Act;
4. Mateyak, being a director and officer of AHST Ontario, did authorize, permit or acquiesce in the commission of the violations of sections 25, 53 and 44(2) of the Act, as set out above, by the AHST Companies or by the employees, agents or representatives of the AHST Companies, contrary to section 129.2 of the Act and contrary to the public interest;
5. Kolt Curry, being a directing mind and de facto director and officer of AHST Ontario, and a director and officer of AHST Nevada, did authorize, permit or acquiesce in the commission of the violations of sections 25, 53 and 44(2) of the Act, as set out above, by the AHST Companies or by the employees, agents or representatives of the AHST Companies, contrary to section 129.2 of the Act and contrary to the public interest; and,
6. The conduct of Kolt Curry, Mateyak, AHST Ontario and AHST Nevada contravened Ontario securities law and is contrary to the public interest.

IT IS HEREBY ORDERED

- (1) that the hearing as against the Curry Respondents is severed from the main proceeding in this matter; and,

(2) that a Sanctions Hearing for the Curry Respondents shall take place on August 27, 2013 at 2:30 p.m.

DATED at Toronto this 16th day of May, 2013.

“James D. Carnwath”

James D. Carnwath