



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c S.5, AS AMENDED**

- AND -

**IN THE MATTER OF ISSAM EL-BOUJI, GLOBAL RESP CORPORATION, GLOBAL
GROWTH ASSETS INC., GLOBAL EDUCATIONAL TRUST FOUNDATION AND
MARGARET SINGH**

**ORDER
(Section 17)**

WHEREAS on January 10, 2013, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing (the “Notice of Hearing”) pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c S.5, as amended (the “Act”), accompanied by a Statement of Allegations dated the same date filed by Staff of the Commission (“Staff”), in respect of Issam El-Bouji, Global RESP Corporation, Global Growth Assets Inc., Global Educational Trust Foundation and Margaret Singh (collectively, the “Respondents”);

AND WHEREAS on February 27, 2013, Staff and counsel for the Respondents appeared before the Commission and made submissions, and Staff advised the Commission that it had completed the majority of its disclosure to the Respondents;

AND WHEREAS on April 1, 2013, Global RESP Corporation and Global Growth Assets Inc. (the “Applicants”) filed a Notice of Motion (the “Motion”) with the Commission for an order pursuant to section 17 of the Act authorizing disclosure to Deloitte LLP, the auditor of the Applicants, of any portions of the disclosure delivered to the Applicants by Staff in this proceeding which included both testimony and documentary evidence (the “Confidential Information”) that cannot be disclosed as a result of the application of section 16 of the Act or by reason of the implied undertaking to the Commission as to use of the Confidential Information; for greater certainty, Confidential Information excludes information and documents known to or in the possession of the Applicants other than by reason of the disclosure by Staff in connection with this proceeding and excludes other matters of public record;

AND WHEREAS the Motion was heard on May 15, 2013 at 11:00 a.m. (the “Motion Hearing”);

AND WHEREAS the Applicants, Staff and X filed written materials with the Commission in advance of the Motion Hearing;

AND WHEREAS on May 15, 2013, the Commission heard submissions from the Applicants, Staff, X and Y who were represented by counsel and Z who was unrepresented;

AND WHEREAS Staff, X, Y and Z opposed the Motion;

AND WHEREAS two other individuals who provided testimony or evidence also opposed the Motion;

AND WHEREAS the Commission considered all of the submissions and evidence submitted at the Motion Hearing and concluded that it was in the public interest to make an Order under section 17 of the Act and issued the Order dated May 21, 2013 (the “Order”);

AND WHEREAS the Applicants sought directions pursuant to section 4 of the Order;

AND WHEREAS the Applicants and Staff consent to the variation of the Order as reflected below and no one opposed the variation;

AND WHEREAS the Commission considers it to be in the public interest to make this Order;

IT IS HEREBY ORDERED pursuant to section 144 of the Act that:

1. Outside legal counsel to the Applicants shall be entitled to communicate orally to not more than five representatives of Deloitte, and their legal counsel, the general nature of the Confidential Information that is relevant to the allegations made in the Statement of Allegations in this matter (that communication is referred to in this Order as the “Communication”). The Communication shall not disclose the identity or title of any person or company that gave testimony or provided any documentary evidence included in the Confidential Information. For greater certainty, the Communication may summarize the substance of the Confidential Information but shall not include a detailed recitation of the evidence;
2. Except as expressly provided in paragraph 1 above:
 - (a) any portion of the Confidential Information that was compelled under the Act, including any record of the Communication prepared by Deloitte, shall continue to be subject to confidentiality in accordance with section 16 of the Act; and
 - (b) any portion of the Confidential Information that was not compelled under the Act, including any record of the Communication prepared by Deloitte, shall continue to be subject to the implied undertaking to the Commission as to use of the Confidential Information;
3. For greater certainty,
 - (a) the Communication shall be made only to representatives of Deloitte who need to receive the Communication in order for Deloitte to fulfill its professional responsibilities as the auditor of the Applicants and their affiliates;

- (b) any representative of Deloitte who receives the Communication shall maintain the strict confidentiality of the Communication and of any record thereof;
 - (c) the Communication and any record thereof shall not be referred to in any document prepared by Deloitte that is to be disclosed to any person or company other than Deloitte's legal counsel, the Applicants and their legal counsel, or that is to be made public, except with the Commission's prior approval;
 - (d) Deloitte shall not use the Communication other than to fulfill its professional responsibilities as the auditor of the Applicants and their affiliates and as expressly permitted by this Order; and
 - (e) any use or disclosure of the Communication or any record thereof, other than as expressly permitted by this Order, shall constitute a violation of this Order.
4. The Applicants, Staff or any person directly affected by this Order may apply to the Commission for directions as to the scope and application of this Order.

DATED at Toronto this 11th day of June, 2013.

"James E. A. Turner"

James E. A. Turner