



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
BERYL HENDERSON**

ORDER

WHEREAS on March 30, 2012, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) in relation to a Statement of Allegations filed by Staff of the Commission (“Staff”) on March 30, 2012 with respect to Beryl Henderson (“Henderson”);

AND WHEREAS in related criminal proceedings, Henderson pled guilty to four counts of fraud over \$5,000 contrary to subsection 380(1)(a) of the *Criminal Code*, R.S.C. 1985, c. C-46, as amended, and was sentenced on May 30, 2013 to a conditional sentence of 12 months’ house arrest, three years’ probation and an order that she make full restitution for all victims in the amount of \$474,000;

AND WHEREAS Henderson has provided partial restitution to investors, totalling \$205,751.73;

AND WHEREAS Henderson entered into a Settlement Agreement dated August 23, 2013, (the “Settlement Agreement”) in relation to the matters set out in the Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated September 13, 2013, setting out that it proposed to consider the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations, and upon considering submissions from Henderson through her counsel and from Staff of the Commission;

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

IT IS HEREBY ORDERED THAT:

- (a) The settlement agreement is approved.
- (b) Pursuant to clause 2 and 2.1 of subsection 127(1) of the Act, that the acquisition of and trading in any securities by Henderson shall cease permanently, with the exception that once Henderson has fully satisfied the court order that she make full restitution in the amount of \$474,000.00 to all victims, she shall be permitted to acquire and trade securities for the account of her registered retirement savings plans as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the "*Income Tax Act*"), solely through a registered dealer or, as appropriate, a registered dealer in a foreign jurisdiction, (such dealer must in any event 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 she 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 3 of subsection 127(1) of the Act that any exemptions contained in Ontario securities law shall not apply permanently to Henderson.
- (d) Pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act that Henderson shall immediately resign from any position she holds as a director or officer of any issuer, registrant or investment fund manager.
- (e) Pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act that Henderson shall be prohibited permanently from becoming or acting as a director or officer of any issuer, registrant or investment fund manager.
- (f) Pursuant to clause 8.5 of subsection 127(1) of the Act that Henderson shall be prohibited permanently from becoming or acting as a registrant, an investment fund manager or as a promoter.

DATED at Toronto, Ontario this 18th day of September, 2013.

“James E. A. Turner”

James E. A. Turner