



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
FACTORCORP INC., FACTORCORP FINANCIAL INC., AND
MARK TWERDUN**

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

WHEREAS on May 12, 2009, the Ontario Securities Commission (the “**Commission**”) issued a Notice of Hearing (the “**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 relation to a Statement of Allegations of the same date filed by Staff of the Commission (“**Staff**”), as amended by an Amended Statement of Allegations filed by Staff on October 13, 2011, in respect of FactorCorp Inc. (“**FCI**”), FactorCorp Financial Inc. (“**FFI**”) and Mark Twerdun (“**Twerdun**”) (collectively, the “**Respondents**”);

AND WHEREAS a hearing on the merits in this matter was held before the Commission on October 3, 5, 6, 7, 12, 13, 14 and 17, 2011 and November 24, 2011 (the “**Merits Hearing**”);

AND WHEREAS following the Merits Hearing, the Commission issued its Reasons and Decision with respect to the merits on February 22, 2013 (the “**Merits Decision**”);

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

AND WHEREAS on April 18, 2013 and May 22, 2013, the Commission held a hearing with respect to the sanctions and costs to be imposed in this matter (the “**Sanctions and Costs Hearing**”);

AND WHEREAS on September 30, 2013, the Commission released its Reasons and Decision on Sanctions and Costs in this matter;

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

IT IS ORDERED THAT:

1. Pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by FCI, FFI and Twerdun shall cease for a period of 10 years, which will commence on the date of this order, except that Twerdun is permitted to trade securities through a registrant for the account of his Registered Retirement Savings Plan, as defined in the *Income Tax Act*, R.S.C., 1985, c. 1 (5th Supp.), as amended, provided that the payments set out in paragraphs 5 and 6 below have been paid in full. If any amount remains unpaid, FCI, FFI and Twerdun shall cease trading in securities until the expiry of the aforementioned period of 10 years, without exception.
2. Pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to FCI, FFI and Twerdun for a period of 10 years, which will commence on the date of this order, except to the extent such exemption is necessary for trades permitted pursuant to paragraph 1 above.
3. Pursuant to paragraph 6 of subsection 127(1) of the Act, Twerdun is reprimanded.
4. Pursuant to paragraph 8 of subsection 127(1) of the Act, Twerdun is prohibited from becoming or acting as a director or officer of any issuer permanently.
5. Pursuant to paragraph 10 of subsection 127(1) of the Act, Twerdun shall disgorge to the Commission \$420,000 obtained as a result of his non-compliance with Ontario securities law, which shall be designated for allocation or for use by the Commission in accordance with subsections 3.4(2)(b)(i) or (ii) of the Act.

6. Pursuant to paragraph 9 of subsection 127(1) of the Act, Twerdun shall pay an administrative penalty in the amount of \$750,000, which shall be designated for allocation or for use by the Commission in accordance with subsections 3.4(2)(b)(i) or (ii) of the Act.

7. Pursuant to section 127.1 of the Act, Twerdun shall pay costs incurred by the Commission in the amount of \$251,145.37.

DATED at Toronto this 30th day of September, 2013.

“Christopher Portner”

Christopher Portner