



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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20 Queen Street West  
Toronto ON M5H 3S8

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20, rue queen ouest  
Toronto ON M5H 3S8

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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  
MRS SCIENCES INC. (FORMERLY MORNINGSIDE CAPITAL CORP.), AMERICO  
DEROSA, RONALD SHERMAN, EDWARD EMMONS, IVAN CAVRIC AND  
PRIMEQUEST CAPITAL CORPORATION**

**ORDER**

**WHEREAS** on November 30, 2007, a Notice of Hearing was issued by the Ontario Securities Commission (the “Commission”) pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) with respect to a Statement of Allegations issued by Staff of the Ontario Securities Commission (“Staff”) on November 29, 2007, to consider whether MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons, Ivan Cavric and Primequest Capital Corporation (collectively, the “Respondents”) breached the Act and acted contrary to the public interest;

**AND WHEREAS** on March 25, 2006 an Amended Statement of Allegations was issued by Staff, and on April 14, 2009 an Amended Amended Statement of Allegations was issued by Staff;

**AND WHEREAS** the Commission conducted the hearing on the merits in this matter with respect to the Respondents on May 7, 8, 11, 13, June 10, 11, 12, 22, 26, September 3, 4, and October 7, 2009;

**AND WHEREAS** the Commission issued its Reasons and Decision on the merits in this matter on February 2, 2011 (the “Merits Decision”);

**AND WHEREAS** the Commission conducted a motion hearing on November 2, 2011 addressing the issue of the composition of the Sanctions and Costs Hearing Panel (the “Motion”);

**AND WHEREAS** the Commission issued its Reasons and Decision on the Motion on December 6, 2011 (the “Motion Decision”);

**AND WHEREAS** on January 3, 2012, the Respondents filed a Notice of Appeal with respect to the Motion Decision, and on February 24, 2012, the Respondents filed an Application to Divisional Court for Judicial Review of the Motion Decision;

**AND WHEREAS** on December 17, 2012, the Divisional Court heard the Application for Judicial Review and rendered its decision that the Application for Judicial Review is premature;

**AND WHEREAS** on September 5 and 13, 2013, confidential pre-hearing conferences were held before the Commission to discuss procedural issues and scheduling the Sanctions and Costs hearing;

**AND WHEREAS** on September 24, 2013, the Commission ordered that:

1. The confidential pre-hearing conference will continue on October 17, 2013 at 10:00 a.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties; and
2. The Sanctions and Costs hearing in this matter will commence on November 28, 2013 at 10:00 a.m. and, if necessary, continue on November 29, 2013 at 10:00 a.m.;

**AND WHEREAS** on October 17, 2013, a confidential pre-hearing conference was held before the Commission to discuss procedural issues;

**AND WHEREAS** on November 7, 2013, a confidential pre-hearing conference was held before the Commission to discuss procedural issues;

**AND WHEREAS** the Commission considers it in the public interest to make this order;

**IT IS ORDERED** that:

1. the confidential pre-hearing conference will continue on November 20, 2013 at 9:00 a.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties, if necessary; and
2. if the parties determine that such confidential pre-hearing conference is no longer necessary, the parties shall notify the Office of the Secretary by 4:30 p.m. on November 18, 2013 to vacate the November 20, 2013 confidential pre-hearing conference.

**DATED** at Toronto this 7<sup>th</sup> day of November, 2013.

*“Vern Krishna”*

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Vern Krishna, QC