



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e 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
STERLING GRACE & CO. LTD. and GRAZIANA CASALE
(Subsection 8(4) of the Act)**

ORDER

WHEREAS on November 18, 2013, a Deputy Director of the Compliance and Registrant Regulation branch of the Ontario Securities Commission (the “Commission”) issued a decision with respect to the registrations of Sterling Grace & Co. Ltd. (“Sterling Grace”) and Graziana Casale (“Casale”) that:

- (a) the registration of Sterling Grace be suspended permanently;
- (b) the registration of Casale as ultimate designated person and chief compliance officer be suspended permanently;
- (c) the registration of Casale as a dealing representative be suspended, and that she not be permitted to apply for reinstatement for a period of two years;
- (d) Casale successfully complete the *Conduct and Practices Handbook Course* before applying for reinstatement of registration;
- (e) Casale be subject to one year of strict supervision in the event her registration is reinstated;
and
- (f) Casale shall not be a permitted individual of a registered firm for a period of five years;
(*Re Sterling Grace & Co. Ltd. and Graziana Casale* (2013), 36 O.S.C.B. 11243 (the “Director’s Decision”))

WHEREAS Sterling Grace and Casale (together, the “Applicants”) requested a hearing and review of the Director’s Decision by the Commission pursuant to s.8(2) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) (the “Hearing and Review”) and pursuant to s.8(4) of the Act, the Applicants requested a stay of the Director’s Decision pending the disposition of the Hearing and Review (the “Stay Motion”);

WHEREAS on November 27, 2013, the Commission released its Reasons and Decision on the Stay Motion (the “Stay Decision”) and ordered at paragraph 34 of the Stay Decision that the Director’s Decision be stayed, subject to the following conditions:

1. The stay order shall continue in force until the parties have the opportunity at the Hearing and Review to address the issuance of a further stay order by the Panel presiding over the Hearing and Review, and in any event shall continue in force no later than February 20, 2014;
2. The Applicants shall post a link to the Director’s Decision on the Sterling Grace website forthwith; and
3. The Applicants shall provide a copy of the Director’s Decision to all new and existing clients;

(Re Sterling Grace & Co. Ltd. and Graziana Casale (2013), 36 O.S.C.B. 11637 (the “Stay Order”))

WHEREAS the Commission also directed at paragraph 35 of the Stay Decision that Sterling Grace may state on its website and when providing the Director’s Decision to clients that “The decision to suspend the registration of Sterling Grace and Casale was stayed pursuant to the decision of the Commission dated November 27, 2013. An application for a hearing and review of the Director’s Decision under section 8 of the Act has been requested and will be scheduled to be heard by a panel of the Commission in early 2014”;

WHEREAS the Hearing and Review was heard on February 19 and 20, 2014 and a decision of the panel of the Commission is pending;

WHEREAS on February 20, 2014, Staff of the Commission and the Applicants consented to an extension of the Stay Order until the determination of the Hearing and Review by the Commission;

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

IT IS HEREBY ORDERED THAT:

1. The Stay Order is extended until the determination of the Hearing and Review by the Commission; and
2. Sterling Grace may state on its website and when providing the Director's Decision to clients that "The decision to suspend the registration of Sterling Grace and Casale was stayed pursuant to a decision of the Commission dated November 27, 2013. An application for a hearing and review of the Director's Decision under section 8 of the Act has been made and a decision of a panel of the Commission is pending."

DATED at Toronto, this 20th day of February, 2014.

"Mary G. Condon"

"Judith N. Robertson"

"Deborah Leckman"

Mary G. Condon

Judith N. Robertson

Deborah Leckman