



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
GLOBAL RESP CORPORATION AND
GLOBAL GROWTH ASSETS INC.**

**ORDER
(Subsection 127(1))**

WHEREAS on July 26, 2012, the Ontario Securities Commission (“the “Commission”) ordered pursuant to subsections 127(1) and (5) that the terms and conditions (“Terms and Conditions”) set out in schedules “A” and “B” of the Commission order be imposed on Global RESP Corporation (“Global RESP”) and Global Growth Assets Inc. (“GGAI”) (the “Temporary Order”);

AND WHEREAS on August 10, 2012, the Commission extended the Temporary Order against Global RESP and GGAI until such further Order of the Commission and adjourned the hearing until November 8, 2012;

AND WHEREAS the Terms and Conditions required Global RESP and GGAI to retain a consultant (the “Consultant”) to prepare and assist them in implementing plans to strengthen their compliance systems and require Global RESP to retain a monitor (the “Monitor”) to contact all new clients as defined and set out in the Terms and Conditions (“New Clients”);

AND WHEREAS Global RESP retained Sutton Boyce Gilkes Regulatory Consulting Group Inc. as its Consultant and Monitor;

AND WHEREAS on November 2, 2012, the Commission heard Global RESP’s motion to vary the Terms and Conditions imposed on Global RESP on July 26, 2012;

AND WHEREAS on November 7, 2012, the Commission ordered: (i) paragraphs 5, 6 and 7 of the Terms and Conditions deleted and replaced with new terms; (ii) the hearing be adjourned to December 13, 2012 at 10:00 a.m.; and (iii) the appearance date on November 8, 2012 be vacated;

AND WHEREAS on December 13, 2012, Staff filed the Affidavit of Lina Creta sworn December 13, 2012 and counsel for the Respondents filed the Affidavit of Clarke Tedesco sworn December 12, 2012 and the Commission adjourned the Hearing to January 14, 2013 at 9:00 a.m.;

AND WHEREAS on January 14, 2013, Staff filed the Affidavit of Lina Creta sworn January 11, 2013 and counsel for the Respondents filed the affidavits of Clarke Tedesco sworn January 11 and 14, 2013;

AND WHEREAS on January 22, 2013, the Commission ordered that the hearing be adjourned to February 6, 2013;

AND WHEREAS on February 6, 2013, Staff filed the Affidavit of Lina Creta sworn February 6, 2013 and counsel for the Respondents filed the affidavits of Clarke Tedesco sworn February 4 and 6, 2013;

AND WHEREAS on February 13, 2013, the Commission ordered that the hearing be adjourned to February 25, 2013 for the purpose of allowing the parties to make submissions on: (i) whether it is appropriate for the Commission to approve the plan submitted by the Consultant; and (ii) if it is appropriate, for the Commission to approve any terms of the plan not agreed to by Staff and the Commission ordered that the hearing on February 25, 2013 only proceed if the plan to be submitted by the Consultant had not been approved by Staff;

AND WHEREAS on February 22, 2013, Staff of the Commission approved the plans submitted by the Consultant for Global RESP and GGAI (the "Consultant Plans") subject to an amendment being made to the Global RESP plan, which amendment was subsequently made on February 22, 2013;

AND WHEREAS on October 22, 2013, the Respondents brought a motion seeking to remove the Terms and Conditions and filed the affidavits of Natalia Vandervoort sworn October 22, 2013 and November 8, 2013 and Staff filed the Affidavit of Lina Creta sworn November 19, 2013 updating the Commission on Staff's dealings with the Monitor and the Consultant;

AND WHEREAS the Consultant provided a letter to Staff stating that the Consultant saw no reason for continuing the role of the Monitor;

AND WHEREAS on November 20, 2013, the Commission ordered that:

1. For all New Clients who invested on or before November 20, 2013, paragraphs 4, 5.1, 5.2, 5.3, 6.1, 6.2, 7 and 8 of the Terms and Conditions, as amended by the Commission Order dated November 7, 2012 continued to apply;
2. For all New Clients who invested after November 20, 2013, the role and activities of the Monitor as set out in paragraphs 4, 5.2, 5.3, 6.2 and 8 of the Terms and Conditions, as amended by the Commission Order dated November 7, 2012, and the activity of Global RESP as set out in paragraph 7 of the Terms and Conditions, as amended by the Commission Order dated November 7, 2012 were suspended;
3. Further to paragraph 9 of the Terms and Conditions, the resumption of any future monitoring or any subsequent changes to that monitoring in furtherance of the implementation of the Global RESP Plan, if any, would take place on the recommendation of the Consultant and with the agreement of the OSC Manager and the parties could seek the direction from the Commission in the event that the parties were unable to agree on any future possible monitoring; and
4. The hearing be adjourned to December 13, 2013 at 2:00 p.m.;

AND WHEREAS on December 13, 2013, counsel for the Respondents and Staff updated the Commission on the status of Staff's dealings with the Consultant and the Commission ordered the hearing adjourned to January 9, 2014 at 10:30 a.m.;

AND WHEREAS on January 9, 2014, counsel for the Respondents and Staff updated the Commission on the status of Staff's dealings with the Consultant in relation to the ongoing implementation of the Consultant Plans and the Commission ordered the hearing adjourned to January 29, 2014 at 2:00 p.m.;

AND WHEREAS Staff filed the Affidavit of Lina Creta sworn January 27, 2014 updating the Commission on Staff's dealings with the Monitor and the Consultant;

AND WHEREAS on January 29, 2014, counsel for the Respondents and Staff updated the Commission on the status of the Consultant Plans and advised that there were three remaining steps that needed to be completed for the Consultant Plans to be fully implemented:

1. The following programs which had been completed by the Consultant still needed to be rolled out:
 - a. Global RESP's new risk assessment system (i.e. the new audit process) for both branches and Dealing Representatives;
 - b. Global RESP's new suitability policies and procedures, including the use of a new affordability worksheet;
2. The Consultant needed to provide a letter to Staff that attested that:
 - a. Global RESP and GGAI have implemented the procedures and controls recommended by the Consultant that address each of the deficiencies identified in Compliance Report and that strengthen the compliance system, including that each of Global RESP and GGAI have implemented an adequate compliance and supervisory structure tailored to their business;
 - b. Global RESP and GGAI are complying with the new procedures and controls;
 - c. in his capacity as Consultant, the Consultant has tested the procedures and they are working effectively and are being enforced; and
3. The Consultant needed to provide a final summary report to Staff that would provide an overview for each action step listed in the amended Consultant Plans submitted on behalf of Global RESP and GGAI of the key controls, policies and procedures in place for the implemented actions that would support the conclusions drawn in the above-referenced letter;

AND WHEREAS on January 29, 2014, the Commission ordered that the hearing be adjourned to March 6, 2014 at 11:00 a.m;

AND WHEREAS on March 6, 2014, Staff and counsel for the Respondents updated the Commission on the status of the three remaining steps and the Commission ordered that the hearing be adjourned to March 31, 2014 at 10:00 a.m.;

AND WHEREAS on March 31, 2014, Staff and counsel for the Respondents updated the Commission on the status of the communications between Staff and the Consultant since March 6, 2014 and the Commission ordered that the matter be adjourned to April 7, 2014 at 2:30 p.m.;

AND WHEREAS on April 7, 2014, Staff and counsel for the Respondents updated the Commission on the status of the communications between Staff and the Consultant since March 31, 2014 and requested that the matter be adjourned to allow additional time for the parties to discuss any issues regarding the remaining steps to be completed by the Consultant;

AND WHEREAS on April 7, 2014, the Commission ordered that the hearing be adjourned to April 24, 2014 at 9:00 a.m.;

AND WHEREAS on April 24, 2014, Staff filed the affidavit of Lina Creta sworn April 23, 2014 attaching the revised Consultant's attestation letter dated April 23, 2014 and the revised Consultant's Remediation Plan – Review and Summary;

AND WHEREAS the Consultant has confirmed that the Consultant's Plans have been implemented and has confirmed that the Consultant has tested that the implementation of the recommendations in the Consultant's Plans and they are working effectively;

AND WHEREAS the parties consent to the terms of this Order;

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

IT IS HEREBY ORDERED pursuant to section 127 of the Act that:

1. The remaining Terms and Conditions imposed by the Temporary Order, namely paragraphs 1, 2, 3, 4, 5.1, 5.2, 5.3, 6.1, 6.2, 7, 8, 9, 10, 11 and 12 are deleted.
2. The Temporary Order is revoked.

Dated at Toronto this 24th day of April, 2014.

“James E. A. Turner”

James E. A. Turner