



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

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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
POWERWATER SYSTEMS, INC., DUNCAN CLEWORTH and
POWERWATER USA LTD.**

**ORDER
(Subsections 127(1) and 127(10) of the *Securities Act*)**

WHEREAS on May 14, 2014, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to subsections 127(1) and 127(10) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) in respect of Powerwater Systems, Inc., (“PSI”), Duncan Cleworth (“Cleworth”) and Powerwater USA Ltd. (“PUL”) (together, the “Respondents”);

AND WHEREAS on May 14, 2014, Staff of the Commission (“Staff”) filed a Statement of Allegations in respect of the same matter;

AND WHEREAS on June 26, 2014, the Commission heard an application by Staff to convert the matter to a written hearing (the “Application”), in accordance with Rule 11.5 of the Commission’s *Rules of Procedure* (2014), 37 OSCB 4095, and subsection 5.1(2) of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended;

AND WHEREAS the Respondents have consented to the Application as indicated by their filed written consent;

AND WHEREAS Staff and the Respondents have agreed upon a timetable, subject to the Commission's approval, as set forth below;

AND WHEREAS Staff and the Respondents are content that the order below be made on June 26, 2014, without the necessity of the attendance of the Respondents;

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) Staff's application to proceed by way of written hearing is granted;
- (b) Staff's materials in respect of the written hearing shall be served and filed no later than July 7, 2014;
- (c) the Respondents' responding materials, if any, shall be served and filed no later than September 15, 2014; and
- (d) Staff's reply materials, if any, shall be served and filed no later than September 22, 2014.

DATED at Toronto this 26th day of June, 2014.

"James E. A. Turner"

James E. A. Turner