



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 REZWEALTH FINANCIAL SERVICES INC.,
PAMELA RAMOUTAR, JUSTIN RAMOUTAR,
TIFFIN FINANCIAL CORPORATION, DANIEL TIFFIN,
2150129 ONTARIO INC., SYLVAN BLACKETT,
1778445 ONTARIO INC. and WILLOUGHBY SMITH**

**ORDER
(Subsection 127(1) and Section 127.1 of the *Securities Act*)**

WHEREAS on January 24, 2011, the Ontario Securities Commission (the "**Commission**") issued a 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 dated January 24, 2011 filed by Staff of the Commission ("**Staff**") with respect to Rezwealth Financial Services Inc. ("**Rezwealth**"), Pamela Ramoutar ("**Ms. Ramoutar**"), Justin Ramoutar ("**Mr. Ramoutar**"), Tiffin Financial Corporation ("**Tiffin Financial**"), Daniel Tiffin ("**Tiffin**"), 2150129 Ontario Inc. ("**215 Inc.**"), Sylvan Blackett ("**Blackett**"), 1778445 Ontario Inc. ("**177 Inc.**") and Willoughby Smith ("**Smith**");

AND WHEREAS on December 22, 2009, the Commission issued a temporary cease trade order pursuant to subsections 127(1) and 127(5) of the Act (the "**Original Temporary Order**");

AND WHEREAS the Original Temporary Order was extended from time to time and amended on January 26, 2011 (the "**Amended Temporary Order**") to provide:

1. that all trading in any securities by Rezwealth, Tiffin Financial and 215 Inc. shall cease;

2. that all trading in any securities by Ms. Ramoutar, Mr. Ramoutar, Tiffin and Blackett shall cease;
3. that the exemptions contained in Ontario securities law do not apply to Rezwealth, Tiffin Financial, 215 Inc. or their agents or employees;
4. that the exemptions contained in Ontario securities law do not apply to Ms. Ramoutar, Mr. Ramoutar, Tiffin and Blackett; and
5. that the Amended Temporary Order shall not affect the right of any respondent to apply to the Commission to clarify, amend, or revoke the Amended Temporary Order upon five days written notice to Staff;

AND WHEREAS on March 16, 2011, the Commission extended the Amended Temporary Order, pursuant to subsections 127(7) and 127(8) of the Act, to the conclusion of the hearing on the merits;

AND WHEREAS on January 24, 2012, Staff filed an Amended Statement of Allegations and the Commission issued an Amended Notice of Hearing;

AND WHEREAS a hearing on the merits in this matter was held before the Commission on October 31, 2012, November 1, 2, 5, 7, 8 and 9, 2012, December 3, 5, 6, 10, 11, 12, 13 and 17, 2012 and March 1, 2013;

AND WHEREAS following the hearing on the merits, the Commission issued its Reasons and Decision with respect to the merits on July 17, 2013 (*Re Rezwealth Financial Services Inc. et al* (2013), 36 O.S.C.B. 7446);

AND WHEREAS on July 17, 2013, the Commission extended the Amended Temporary Order, pursuant to subsections 127(1), (7) and 127(8) of the Act, to the conclusion of the sanctions and costs hearing;

AND WHEREAS a hearing on sanctions and costs in this matter was held before the Commission on September 17, 2013;

AND WHEREAS on July 8, 2014, the Commission issued its Reasons and Decision with respect to sanctions and costs;

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

IT IS ORDERED that:

1. With respect to Blackett, 215 Inc., Rezwealth, Ms. Ramoutar and Mr. Ramoutar that:
 - (a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by each of Blackett, 215 Inc., Rezwealth, Ms. Ramoutar and Mr. Ramoutar shall cease permanently;
 - (b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by each of Blackett, 215 Inc., Rezwealth, Ms. Ramoutar and Mr. Ramoutar is prohibited permanently;
 - (c) pursuant to clause 3 of subsection 127(1) of the Act, that any exemptions contained in Ontario securities law do not apply to each of Blackett, 215 Inc., Rezwealth, Ms. Ramoutar and Mr. Ramoutar permanently;
 - (d) pursuant to clause 7 of subsection 127(1) of the Act, each of Blackett, Ms. Ramoutar and Mr. Ramoutar shall resign any position that he or she holds as a director or an officer of an issuer;
 - (e) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, each of Blackett, Ms. Ramoutar and Mr. Ramoutar is prohibited permanently from becoming or acting as a director or an officer of any issuer, registrant or investment fund manager;
 - (f) pursuant to clause 8.5 of subsection 127(1) of the Act, each of Blackett, Ms. Ramoutar and Mr. Ramoutar is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
 - (g) pursuant to clause 9 of subsection 127(1) of the Act, Blackett shall pay an administrative penalty of \$500,000, Ms. Ramoutar shall pay an administrative penalty of \$250,000 and Mr. Ramoutar shall pay an administrative penalty of \$150,000, designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;
 - (h) pursuant to clause 10 of subsection 127(1) of the Act, Blackett and 215 Inc. shall jointly and severally disgorge \$1,474,377, the Rezwealth, Ms. Ramoutar and Mr. Ramoutar shall jointly and severally disgorge \$547,889, Rezwealth and Ms. Ramoutar shall jointly and severally disgorge \$547,889 and Mr. Ramoutar shall disgorge \$51,158 to the Commission, designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

- (i) pursuant to section 127.1 of the Act, Blackett and 215 Inc. shall jointly and severally pay \$110,000 and Rezwealth, Ms. Ramoutar and Mr. Ramoutar shall jointly and severally pay \$90,000 of the costs of the investigation and hearing.

2. With respect to Smith, 177 Inc., Tiffin and Tiffin Financial that:

- (a) pursuant to clause 2 of subsection 127(1), trading in any securities by each of Smith, 177 Inc., Tiffin and Tiffin Financial shall cease for a period of 5 years;
- (b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by each of Smith, 177 Inc., Tiffin and Tiffin Financial is prohibited for a period of 5 years;
- (c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to each of Smith, 177 Inc., Tiffin and Tiffin Financial for a period of 5 years;
- (d) pursuant to clause 7 of subsection 127(1) of the Act, each of Smith and Tiffin shall resign any positions that he holds as a director or an officer of an issuer, save and except for Tiffin in respect of Tiffin Financial, provided and so long as Tiffin Financial is not a reporting issuer and does not engage in any business that is subject to regulation under the Act;
- (e) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, each of Smith and Tiffin is prohibited for a period of 5 years from becoming or acting as a director or an officer of any issuer, registrant or investment fund manager, save and except for Tiffin in respect of Tiffin Financial, provided and so long as Tiffin Financial is not a reporting issuer and does not engage in any business that is subject to regulation under the Act;
- (f) pursuant to clause 8.5 of subsection 127(1) of the Act, each of Smith and Tiffin is prohibited for a period of 5 years from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (g) pursuant to clause 9 of subsection 127(1) of the Act, Smith and Tiffin shall each pay an administrative penalty of \$25,000, designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;
- (h) pursuant to clause 10 of subsection 127(1) of the Act, Smith shall disgorge \$120,000, 177 Inc. shall disgorge \$41,150 and Tiffin and Tiffin Financial shall jointly and severally disgorge \$517,000 to the Commission, designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;
- (i) pursuant to section 127.1 of the Act, Smith and 177 Inc. shall pay \$37,658.18 of the costs of the investigation and hearing, for which they are jointly and severally liable;

- (j) pursuant to subsection 127.1(1) of the Act, Tiffin and Tiffin Financial shall pay \$15,000 of the costs of the investigation, for which they shall be jointly and severally liable;
- (k) in regard to the payments ordered above in subparagraphs (2)(g), (h) and (j) above, Tiffin and/or Tiffin Financial shall make payments as follows:
- (i) \$8,000 payable within 30 days of this order;
 - (ii) a further \$59,700 payable on or before July 8, 2015;
 - (iii) a further \$59,700 payable on or before July 8, 2016;
 - (iv) a further \$59,700 payable on or before July 8, 2017;
 - (v) a further \$59,700 payable on or before July 8, 2018;

and thereafter, in regard to payments ordered above in subparagraph (2)(h) Tiffin and/or Tiffin Financial shall make payments as follows:

- (vi) a further \$51,700 payable on or before July 8, 2019;
- (vii) a further \$51,700 payable on or before July 8, 2020;
- (viii) a further \$51,700 payable on or before July 8, 2021;
- (ix) a further \$51,700 payable on or before July 8, 2022;
- (x) a further \$51,700 payable on or before July 8, 2023;
- (xi) the balance of \$51,700 payable on or before July 8, 2024;

(the “**Payment Plan**”); and

- (l) Notwithstanding the Payment Plan set out in subparagraph (2)(k) above, in the event that Tiffin and/or Tiffin Financial fail to comply with any of the terms of the Payment Plan, the unpaid balance of all of the amounts set out in subparagraphs (2)(g), (h) and (j) above shall become payable and enforceable immediately, along with postjudgment interest from the date of this Order in accordance with section 129 of the *Courts of Justice Act* R.S.O. 1990 c. C-43, as amended.

Dated at Toronto this 8th day of July, 2014.

“*Edward P. Kerwin*”

Edward P. Kerwin