



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

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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
IAC – INDEPENDENT ACADEMIES INC., MICRON SYSTEMS INC.
THEODORE ROBERT EVERETT and ROBERT H. DUKE**

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

WHEREAS:

1. On October 27, 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 IAC - Independent Academies Canada Inc. (“**IAC**”), Micron Systems Inc. (“**Micron**”), Theodore Robert Everett (“**Everett**”) and Robert H. Duke (“**Duke**”) and, collectively with IAC, Micron and Everett, the “**Respondents**”)
2. On October 27, 2014, Staff of the Commission (“Staff”) filed a Statement of Allegations in respect of the same matter;
3. By Order of the Commission, dated December 1, 2014, this matter was converted to a written hearing in accordance with Rule 11.5 of the *Ontario Securities Commission Rules of Procedure* (2014), 37 OSCB 4168, and subsection 5.1(2) of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended;
4. Staff served all of the Respondents with the Notice of Hearing, Statement of Allegations, disclosure and the December 1, 2014, Order of the Commission;

5. Staff filed a hearing brief, written submissions, a book of authorities and affidavits of service;
6. None of the Respondents filed evidence or made submissions;
7. The Commission issued its Reasons and Decision on June 26, 2015; and
8. The Commission has concluded that it is in the public interest to make this order.

IT IS HEREBY ORDERED:

1. With respect to IAC that:
 - (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of IAC cease permanently; and
 - (b) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by IAC cease permanently;
2. With respect to Micron that:
 - (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of Micron cease permanently; and
 - (b) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Micron cease permanently;
3. With respect to Everett that:
 - (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Everett cease permanently;
 - (b) pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Everett be prohibited permanently;
 - (c) pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Everett resign any positions that he holds as director or officer of any issuer or registrant; and
 - (d) pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Everett be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant;
4. With respect to Duke that:
 - (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Duke cease permanently;

- (b) pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Duke be prohibited permanently;
- (c) pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Duke resign any positions that he holds as director or officer of any issuer or registrant; and
- (d) pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Duke be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant.

DATED at Toronto this 26th day of June, 2015.

Christopher Portner