



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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20 Queen Street West  
Toronto ON M5H 3S8

22e étage  
20, rue queen ouest  
Toronto ON M5H 3S8

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**IN THE MATTER OF THE *SECURITIES ACT*  
RSO 1990, c S.5**

**- and -**

**IN THE MATTER OF MM CAFÉ FRANCHISE INC., TECHOCAN INTERNATIONAL  
CO. LTD., 1727350 ONTARIO LTD., MARIANNE GODWIN, DAVE GARNET CRAIG  
and HAIYAN (HELEN) GAO JORDAN**

**ORDER**

**(Section 127 of the *Securities Act*)**

**WHEREAS**

1. on March 23, 2016, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, RSO 1990, c S.5 (the “Act”) in relation to a Statement of Allegations filed by Staff of the Commission (“Staff”) on March 23, 2016, to consider whether it is in the public interest to make certain orders against MM Café Franchise Inc. (“MMCF”), DCL Healthcare Properties Inc. (“DCL”), Culturalite Media Inc. (“Culturalite”), Café Enterprise Toronto Inc. (“CET”), Techocan International Co. Ltd. (“Techocan”), 1727350 Ontario Ltd. (“1727350”), Marianne Godwin (“Godwin”), Dave Garnet Craig (“Craig”), Frank DeLuca (“DeLuca”), Elaine Concepcion (“Concepcion”) and Haiyan (Helen) Gao Jordan (“Jordan”);
2. the Notice of Hearing set April 21, 2016 as the hearing date in this matter;
3. on April 21, 2016, counsel for Staff and counsel for DCL, CET, Techocan, 1727350, Godwin, Craig, DeLuca and Jordan appeared before the Commission and made submissions and no one appeared on behalf of MMCF, Concepcion and Culturalite, although properly served;
4. on April 21, 2016, the Commission ordered that:
  - (a) Staff shall disclose to the respondents documents and things in the possession or control of Staff that are relevant to the hearing by May 20, 2016;

- (b) Staff shall provide to the respondents its witness list and witness summaries, and indicate any intent to call an expert witness including the name of the expert witness and the issue on which the expert will be giving evidence by August 25, 2016; and
  - (c) this proceeding is adjourned to a Second Appearance to be held at the offices of the Commission located at 20 Queen Street West, 17<sup>th</sup> Floor, Toronto, Ontario, commencing on September 6, 2016 at 3:30 p.m., or as soon thereafter as the hearing can be held;
- 5. on April 29, 2016, Staff filed with the Commission an Amended Statement of Allegations;
- 6. on June 9, 2016, the Commission ordered that the hearing date scheduled for September 6, 2016 be vacated and the hearing be held on September 13, 2016 at 3:30 p.m.;
- 7. on July 26, 2016, Staff filed with the Commission:
  - (a) a Notice of Withdrawal withdrawing the allegations against DCL, Culturalite, CET, DeLuca and Concepcion; and
  - (b) an Amended Amended Statement of Allegations withdrawing certain allegations against Jordan;
- 8. on September 13, 2016, counsel for Staff, Jordan, Techocan, 1727350, Godwin and Craig appeared before the Commission and made submissions and no one appeared on behalf of MMCF;
- 9. on September 13, 2016, Staff and the remaining respondents submitted that there may be facts that are not in dispute, and the parties indicated they will make best efforts to prepare an Agreed Statement of Facts prior to the next appearance with a view to advancing the proceeding in an effective and efficient manner;
- 10. on September 13, 2016, the Commission ordered that this proceeding is adjourned to a Third Appearance to be held at the offices of the Commission located at 20 Queen Street West, 17<sup>th</sup> Floor, Toronto, Ontario, commencing on November 14, 2016 at 9:00 a.m., or as soon thereafter as the hearing can be held;
- 11. on November 14, 2016, counsel for Staff, Jordan, Techocan, 1727350 and Godwin, and Craig appearing for himself, all appeared before the Commission and made submissions and no one appeared on behalf of MMCF;
- 12. on November 14, 2016, Staff advised the Commission that it provided the respondents with a proposed Agreed Statement of Facts, to which Craig and Godwin responded and to which Jordan, Techocan and 1727350 have not yet responded; and
- 13. the Commission is of the opinion that it is in the public interest to make this order;

**IT IS ORDERED** that:

1. Jordan, Techocan and 1727350 shall provide to Staff and the other respondents their witness lists and witness summaries, and Godwin shall provide to Staff and the other respondents her witness list by December 15, 2016;
2. Jordan, Techocan and 1727350 shall provide a response, if any, to Staff's proposed Agreed Statement of Facts by December 15, 2016;
3. the hearing on the merits shall commence on April 19, 2017 at 10:00 a.m., and continue thereafter on April 20, 21, 27 and 28, May 1, 3, 4, 5, 8, 9, 10, 23, 24, 26, 30 and 31 and June 1 and 2, 2017; and
4. the Third Appearance shall be continued at the offices of the Commission located at 20 Queen Street West, 17<sup>th</sup> Floor, Toronto, Ontario, on December 15, 2016 at 9:30 a.m., or as soon thereafter as the hearing can be held.

**DATED** at Toronto this 15<sup>th</sup> day of November, 2016.

*"Janet Leiper"*

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Janet Leiper