

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, AS AMENDED**

- and -

**IN THE MATTER OF BERKSHIRE CAPITAL LIMITED,
GP BERKSHIRE CAPITAL LIMITED, PANAMA OPPORTUNITY
FUND AND ERNEST ANDERSON**

**STATEMENT OF ALLEGATIONS OF
STAFF OF THE ONTARIO SECURITIES COMMISSION**

Staff of the Ontario Securities Commission (“Staff”) make the following allegations in support of a Notice of Hearing to extend a Temporary Order dated January 27, 2009.

I. THE RESPONDENTS

1. Berkshire Capital Limited (“Berkshire”) is a company incorporated in the Republic of Panama.
2. GP Berkshire Capital Limited (“GP”) is a company incorporated in the Republic of Panama.
3. Panama Opportunity Fund (“POF”) is purported to be a fund wholly owned and operated by Berkshire.
4. Ernest Anderson is an individual who resides in Ontario and is the directing mind of Berkshire, GP and POF.

II. ALLEGATIONS

5. Staff allege that:

- (a) Between October 12, 2008 and January 27, 2009, the Respondents committed acts in furtherance of a trade of POF without having been registered to trade securities in accordance with Ontario securities law contrary to section 25(1)(a) of the Securities Act, R.S.O. c. S.5, as amended (the “Act”); and
- (b) Between October 12, 2008 and January 27, 2009, the Respondents committed acts in furtherance of a trade of securities of POF which would be a distribution without a preliminary prospectus and a prospectus having been filed and receipts having been issued by the Director contrary to section 53(1) of the Act.

III. CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND CONTRARY TO THE PUBLIC INTEREST

- 6. Staff allege that the conduct alleged above constitutes conduct contrary to Ontario securities law and contrary to the public interest.
- 7. Staff reserve the right to make such other allegations as Staff may advise and the Commission may permit.

DATED at Toronto, Ontario, this 6th day of February, 2009.