

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

and

**IN THE MATTER OF
MAITLAND CAPITAL LTD., ALLEN GROSSMAN,
HANOUC H ULFAN, LEONARD WADDINGHAM,
RON GARNER, GORD VALDE, MARIANNE HYACINTHE,
DIANA CASSIDY, RON CATONE, STEVEN LANYS, ROGER MCKENZIE,
TOM MEZINSKI, WILLIAM ROUSE and JASON SNOW**

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

Staff of the Ontario Securities Commission (the “Commission”) make the following allegations:

THE PARTIES

1. Maitland Capital Ltd. (“Maitland”) is an Ontario corporation incorporated on November 2, 2004. Maitland is not registered in any capacity with the Commission.
2. The president and director of Maitland is Allen Grossman (“Grossman”) of Toronto, Ontario. Allen Grossman is not registered in any capacity with the Commission.
3. The secretary-treasurer of Maitland is Hanouch Ulfan (“Ulfan”). Ulfan is not currently registered with the Commission.
4. The balance of the individual respondents were employed by or acted as agents for Maitland and acted as salespersons for Maitland shares.

SALE OF SHARES TO THE PUBLIC

5. On or about December 30, 2004, Maitland filed a form 45-103F4 – Report of Exempt Distribution (“Form F4”) with the Commission relating to the distribution of common shares of Maitland to 73 investors in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia and the Northwest Territories.
6. The Form F4 did not list or disclose any commissions or finder’s fees paid in connection with the distribution of Maitland shares.
7. Since November 2004, Maitland, through its officers, directors, employees and/or agents including the individual respondents, has continued selling Maitland shares to residents of Ontario and elsewhere.
8. In selling the Maitland shares to Ontario residents, Maitland has relied upon the exemption for selling securities to accredited investors contained in OSC Rule 45-501 in circumstances where the exemption contained therein is not available.
9. The individual respondents (including Grossman and Ulfan) acted as salespersons or investor relation representatives for Maitland shares and received a 17% to 20% commission on the sale of Maitland shares which they sold.
10. The trades in Maitland shares are trades in securities not previously issued and are therefore distributions. No prospectus receipt has been issued to qualify the sale of Maitland shares.
11. Maitland and its representatives including the individual respondents made representations regarding the future value of Maitland shares and representations regarding Maitland being listed on a stock exchange with the intention of effecting trades in Maitland shares.

RELATED PROCEEDINGS

12. On July 22, 2005, the Saskatchewan Financial Services Commission (the “SFSC”) issued a temporary cease trade order against Maitland, Grossman and Steven Lanys on the basis that the respondents traded in securities of Maitland in Saskatchewan when they were not registered and when no receipt for prospectus had been issued with respect to these securities.

13. On August 8, 2005, the SFSC extended the SFSC temporary cease trade order and this order remains in effect.

14. Maitland, Grossman and Steven Lanys are all subject to the SFSC cease trade order dated July 22, 2005.

15. On November 8, 2005, the Alberta Securities Commission (the “ASC”) issued a temporary cease trade order against Maitland, Grossman, Gail Rubin, Jack Elliot, William Rouse, Ralph Jay, Jason Snow, Rick Blaine, Robert Thorne, Ron Gardner, Jack Travin, Tom Mezinski, Ron Catone, Robert Sinclair and Dianna Cassidy on the basis that ASC Staff had established a *prima facie* case that Maitland and the individual respondents breached Alberta securities law.

16. On November 21, 2005, the ASC extended the ASC cease trade order.

17. By decision dated June 7, 2007, the ASC found that Maitland, Grossman, William Rouse, Ron Gardner also known as Ron Garner and Dianna Cassidy all breached Alberta securities law.

18. By decision dated November 6, 2007, the ASC imposed the following sanctions:
(i) Grossman was ordered to cease trading in or purchasing securities for a 20 year period;

- (ii) Grossman was banned from acting as a director or officer of any issuer for 20 years;
 - (iii) Grossman was ordered to pay an administrative penalty of \$250,000;
 - (iv) Maitland was ordered to cease trading in or purchasing securities until a prospectus is filed with the ASC;
 - (v) Ron Gardner also known as Ron Garner was ordered to cease trading in or purchasing securities for a period of five years;
 - (vi) William Rouse and Dianna Cassidy were ordered to cease trading in or purchasing securities for a period of three years; and
 - (vii) costs were awarded against each of the Respondents in varying amounts.
19. On March 23, 2011, following a trial conducted under the *Provincial Offences Act*, R.S.O. 1990, c. P.33, as amended, Justice Sparrow found Maitland, Grossman and Ulfan guilty of breaches of subsections 25(1), 38(2), 38(3), 53(1), 122(1)(b) and 122(3) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “*Act*”).
20. On May 4, 2011, Justice Sparrow sentenced each of Grossman and Ulfan to 21 months in jail and two years of probation and fined Maitland \$1 million.
21. As a result of these orders and convictions, the Commission may make the reciprocal orders requested in reliance on subsection 127(10) of the *Act*.

CONDUCT CONTRARY TO THE PUBLIC INTEREST

22. Maitland and its representatives including the individual respondents, have made misleading misrepresentations to investors, including representations regarding the future listing and future value of Maitland shares with the intention of effecting sales of Maitland shares contrary to s. 38 of the *Act* and contrary to the public interest.

23. Maitland and the individual respondents are not registered with the Commission in any capacity. The respondents have traded in securities contrary to s. 25 of the *Act* and contrary to the public interest.

24. No prospectus receipt has been issued to qualify the sale of Maitland shares contrary to s. 53 of the *Act* and contrary to the public interest.

25. Maitland and Grossman made a statement in a report of exempt distribution required to be filed or furnished under Ontario securities law that, in a material respect, was misleading or untrue or did not state a fact that was required to be stated contrary to subsection 122(1)(b) of the *Act* and contrary to the public interest.

26. As officers and directors of Maitland, Grossman and Ulfan have authorized, permitted or acquiesced in breaches of s. 25, s. 38, s. 53 and s. 122(1)(b) of the *Act* by Maitland and its representatives including the individual respondents and in doing so have engaged in conduct contrary to the public interest.

27. Such additional allegations as Staff may advise and the Commission may permit.

Dated at Toronto this 27th day of May, 2011