



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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

- AND -

**IN THE MATTER OF
MYRON SULLIVAN II FORMERLY KNOWN AS FRED MYRON GEORGE
SULLIVAN, GLOBAL RESPONSE GROUP (GRG) CORP., and
IMC – INTERNATIONAL MARKETING OF CANADA CORP.**

ORDER

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

WHEREAS on March 22, 2013, the Ontario Securities Commission (the "**Commission**") issued a Notice of Hearing, pursuant to subsections 127(1) and 127(10) of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**") in respect of Myron Sullivan II formerly known as Fred Myron George Sullivan ("**Sullivan**"), Global Response Group (GRG) Corp. ("**GRG**") and IMC – International Marketing of Canada Corp. ("**IMC**" and together with Sullivan and GRG, the "**Respondents**");

AND WHEREAS on March 21, 2013, Staff of the Commission ("**Staff**") filed a Statement of Allegations in respect of the same matter;

AND WHEREAS on April 25, 2013, the Commission heard an application by Staff to convert the matter to a written hearing, in accordance with Rule 11.5 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 and subsection 5.1(2) of the *Statutory Powers Procedures Act*, R.S.O. 1990, c. S.22, as amended;

AND WHEREAS the Respondents did not appear, although properly served as evidenced by the Affidavit of Service of Lee Crann, sworn April 23, 2013;

AND WHEREAS on April 25, 2013, the Commission ordered that:

- (a) Staff's application to proceed by way of written hearing was granted;
- (b) Staff's materials in respect of the written hearing shall be filed no later than May 9, 2013;
- (c) The Respondents' responding materials, if any, shall be served and filed no later than May 23, 2013; and
- (d) Staff's reply materials, if any, shall be served and filed no later than May 30 2013;

AND WHEREAS Staff filed the Affidavit of Service of Lee Crann, sworn on May 8, 2013, confirming service of the Commission's Order dated April 25, 2013 on the Respondents;

AND WHEREAS Staff filed written submissions, a hearing brief and a brief of authorities;

AND WHEREAS the Respondents did not file any responding materials;

AND WHEREAS the Respondents are subject to an order dated December 13, 2012 made by the British Columbia Securities Commission that imposes sanctions, conditions, restrictions or requirements on them within the meaning of paragraph 4 of subsection 127(10) of the *Act*;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order pursuant to subsections 127(1) and 127(10) of the *Act*;

IT IS HEREBY ORDERED:

- (a) against Sullivan that:
 - i. pursuant to paragraph 2 of subsection 127(1) of the *Act*, trading in any securities or derivatives by Sullivan shall cease permanently;
 - ii. pursuant to paragraph 2.1 of subsection 127(1) of the *Act*, the acquisition of any securities by Sullivan shall cease permanently;

- iii. pursuant to paragraph 7 of subsection 127(1) of the *Act*, Sullivan shall resign any positions that he holds as a director or officer of an issuer;
- iv. pursuant to paragraph 8 of subsection 127(1) of the *Act*, Sullivan shall be prohibited permanently from becoming or acting as an officer or director of an issuer;
- v. pursuant to paragraph 8.1 of subsection 127(1) of the *Act*, Sullivan shall resign any positions that he holds as a director or officer of a registrant;
- vi. pursuant to paragraph 8.2 of subsection 127(1) of the *Act*, Sullivan shall be prohibited permanently from becoming or acting as a director or officer of a registrant;
- vii. pursuant to paragraph 8.3 of subsection 127(1) of the *Act*, Sullivan shall resign any positions that he holds as a director or officer of an investment fund manager;
- viii. pursuant to paragraph 8.4 of subsection 127(1) of the *Act*, Sullivan shall be prohibited permanently from becoming or acting as director or officer of an investment fund manager;
- ix. pursuant to paragraph 8.5 of subsection 127(1) of the *Act*, Sullivan shall be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter; and

(b) against GRG that:

- i. pursuant to paragraph 2 of subsection 127(1) of the *Act*, all trading in securities of GRG shall cease permanently; and
- ii. pursuant to paragraph 2 of subsection 127(1) of the *Act*, trading in any securities or derivatives by GRG shall cease permanently; and
- iii. pursuant to paragraph 8.5 of subsection 127(1) of the *Act*, GRG shall be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter; and

(c) against IMC that:

- i. pursuant to paragraph 2 of subsection 127(1) of the *Act*, all trading in securities of IMC shall cease permanently;
- ii. pursuant to paragraph 2 of subsection 127(1) of the *Act*, trading in any securities or derivatives by IMC shall cease permanently; and

- iii. pursuant to paragraph 8.5 of subsection 127(1) of the *Act*, IMC shall be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter.

DATED at Toronto this 22nd day of January, 2014.

“James D. Carnwath”

James D. Carnwath, Q.C.