



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 AMERON OIL AND GAS LTD., MX-IV LTD., GAYE
KNOWLES, GIORGIO KNOWLES, ANTHONY HOWORTH, VADIM TSATSKIN,
MARK GRINHPUN, ODED PASTERNAK, and ALLAN WALKER**

- AND -

**IN THE MATTER OF A SETTLEMENT AGREEMENT BETWEEN STAFF OF THE
ONTARIO SECURITIES COMMISSION AND MARK GRINHPUN**

**ORDER
(Section 37 and Subsection 127(1))**

WHEREAS by Notice of Hearing dated December 13, 2010, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing, commencing on December 20, 2010, pursuant to sections 37, 127, and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), to consider whether it is in the public interest to make orders, as specified therein, against Ameron Oil and Gas Ltd., MX-IV LTD. (“MX-IV”), Gaye Knowles, Giorgio Knowles, Anthony Howorth, Vadim Tsatskin, Mark Grinshpun (“Grinshpun”), Oded Pasternak and Allan Walker. The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission (“Staff”) dated December 13, 2010;

AND WHEREAS Staff filed an Amended Statement of Allegations dated October 5, 2011;

AND WHEREAS Grinshpun entered into a settlement agreement with Staff dated October 19, 2011 and November 25, 2011 (the “Settlement Agreement”) in which Grinshpun agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated December 13, 2010, subject to the approval of the Commission;

WHEREAS on November 25, 2011, the Commission issued a Notice of Hearing pursuant to sections 37 and 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notices of Hearing, and the Statements of Allegations of Staff, and upon hearing submissions from counsel for Grinshpun and from Staff;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

IT IS HEREBY ORDERED THAT:

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Grinshpun cease permanently;
- (c) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Grinshpun is prohibited permanently;
- (d) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Grinshpun permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Grinshpun is reprimanded;

- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Grinshpun is prohibited permanently from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Grinshpun is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Grinshpun shall pay an administrative penalty in the amount of \$250,000 for his failure to comply with Ontario securities law, the said amount being hereby designated for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing securities of MX-IV, in accordance with subsection 3.4(2)(b) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Grinshpun shall disgorge to the Commission the amount of \$615,500 obtained as a result of his non-compliance with Ontario securities law, the said amount being hereby designated for allocation to or for the benefit of third parties, including investors who lost money as a result of purchasing securities of MX-IV, in accordance with subsection 3.4(2)(b) of the Act; and
- (j) pursuant to subsection 37(1) of the Act, Grinshpun is prohibited permanently from telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or in any class of securities.

DATED at Toronto this 29th day of November, 2011.

“Edward P. Kerwin”

Edward P. Kerwin