

**IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S. 5, as amended**

AND

**IN THE MATTER OF
FRANCIS GEORGE LEE SIMPSON**

**ORDER
(Section 127)**

WHEREAS on August 15, 2005 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing (the "Notice of Hearing") and Statement of Allegations (the "Statement of Allegations") pursuant to section 127 of the *Securities Act* in respect of Francis George Lee Simpson ("Simpson");

AND WHEREAS Simpson has entered into a settlement agreement with Staff of the Commission dated August 15, 2005 in relation to the matters set out in the Statement of Allegations (the "Settlement Agreement");

AND WHEREAS, in addition to the terms of the order below, Simpson has undertaken as follows:

- (a) to never re-apply for registration or recognition of any kind under Ontario securities law or any other Canadian securities legislation; and
- (b) to never seek membership in, or approval in any capacity from, the Investment Dealers' Association of Canada;

UPON reviewing the Notice of Hearing, Statement of Allegations and Settlement Agreement, and upon hearing submissions from counsel for Simpson and for Staff of the Commission;

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

IT IS HEREBY ORDERED that:

1. The Settlement Agreement, a copy of which is attached to this Order, is hereby approved.
2. Simpson's registration under Ontario securities law is hereby terminated.
3. Simpson shall resign all positions that he holds as director or officer of a registrant or a reporting issuer.
4. Simpson is permanently prohibited from becoming or acting as a director or officer of any registrant.
5. Simpson is prohibited from becoming a Director or Chief Financial Officer of a reporting issuer for a period of 5 years from the date of this order.

6. Simpson shall pay the sum of \$50,000.00 towards the costs of Staff's investigation into the matters set out in the Statement of Allegations.

DATED at Toronto this 17th day of August, 2005

"Robert Davis"

"Suresh Thakrar"

Robert W. Davis

Suresh Thakrar

"David Knight"

David L. Knight