



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19^e étage
20, rue queen ouest
Toronto ON M5H 3S8

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

- AND -

**IN THE MATTER OF
JOHN ILLIDGE, PATRICIA McLEAN, DAVID CATHCART,
STAFFORD KELLEY and DEVENDRANAATH MISIR**

**ORDER
(Section 127 of the *Securities Act*)**

WHEREAS on July 11, 2005, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing and Statement of Allegations pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, to consider whether it is in the public interest to make certain orders against John Illidge (“Illidge”), Patricia McLean (“McLean”), David Cathcart (“Cathcart”), Stafford Kelley (“Kelley”) and Devendranauth Misir (“Misir”) (collectively, the “Respondents”);

AND WHEREAS at a pre-hearing conference held April 27, 2007, dates for the hearing on the merits of this matter (the “Hearing on the Merits”) were tentatively set down for six weeks, commencing on May 5, 2008;

AND WHEREAS by letter dated March 8, 2008, Cathcart requested an adjournment of the Hearing on the Merits until winter 2008-2009 for the following reasons: (1) spring 2008 is a very busy time for Cathcart’s roofing business and, accordingly, holding the Hearing on the Merits as scheduled would be prejudicial to him; and (2) Cathcart has not retained counsel to represent him on this matter but intends to do so;

AND WHEREAS a hearing was held on April 21, 2008 to consider Cathcart’s motion for an adjournment;

AND WHEREAS the hearing of the motion on April 21, 2008 was attended by Cathcart, Illidge, counsel for McLean and counsel for Staff of the Commission (“Staff”) and the Panel heard submissions from all the parties present;

AND WHEREAS Staff opposed the adjournment of the Hearing on the Merits until winter 2008-2009, but requested that the hearing be delayed to commence the week of May 19, 2008 in order to accommodate continuation of settlement discussions with certain of the Respondents and to encourage the unrepresented Respondents to retain counsel;

AND WHEREAS Staff informed the Panel that Misir, who did not appear on the motion, opposed the adjournment, but consented to commencing the Hearing on the Merits in the week of May 19, 2008;

AND WHEREAS Staff informed the Panel that Kelley, who did not appear on the motion, did not oppose the adjournment;

AND WHEREAS Illidge supported Cathcart’s motion for an adjournment on the basis that Illidge may also retain counsel who will require time to prepare for the Hearing on the Merits;

AND WHEREAS counsel for McLean did not oppose the adjournment;

AND WHEREAS counsel for Staff estimated that a period of three weeks would be sufficient for the Hearing on the Merits;

AND WHEREAS the Panel considered the fairness to the parties of an adjournment and other relevant factors, including the likelihood that if the Hearing on the Merits does not occur in May 2008, it would have to be put over until Spring 2009 because of the Commission’s busy hearings calendar;

AND WHEREAS the Panel ordered that the Hearing on the Merits shall commence on May 20, 2008, with the following four weeks reserved for the hearing, and that if there is a change in circumstances prior to the commencement of the Hearing on the Merits, the parties

may bring any additional motions before the Commission at the commencement of the Hearing on the Merits or earlier if necessary.

AND WHEREAS on May 13, 2008, McLean moved for an adjournment of the hearing on grounds including ongoing settlement discussions with Staff;

AND WHEREAS on May 12, 2008, the Commission approved a settlement between Kelley and Staff;

AND WHEREAS on May 15, 2008, the Commission approved a settlement between Illidge and Staff;

AND WHEREAS a hearing was held on May 15, 2008 to hear the adjournment motion brought by McLean;

AND WHEREAS Staff and counsel for McLean attended the hearing of the adjournment motion;

AND WHEREAS Staff consents to the adjournment;

AND WHEREAS hearing dates have become available in September 2008;

AND WHEREAS McLean and Staff agree that the Hearing on the Merits should be set for September 22, 2008 and continue for two weeks;

AND WHEREAS Staff and counsel for McLean advise that Cathcart and Misir consent to the adjournment and that the Hearing on the Merits should commence on September 22, 2008 and continue for two weeks;

AND WHEREAS the Panel considers that the adjournment may facilitate settlement discussions or narrow the disputed issues so that the Hearing on the Merits can be completed in two weeks or less, rather than the four weeks currently fixed;

AND WHEREAS the Panel considers it to be in the public interest to make this order;

IT IS HEREBY ORDERED that the Hearing on the Merits shall commence on September 22, 2008 and continue for two weeks.

DATED at Toronto this 15th day of May, 2008

“Wendell S. Wigle”

Wendell S. Wigle, QC

“Suresh Thakrar”

Suresh Thakrar, FICB