



**IN THE MATTER OF THE
SECURITIES ACT, RSO 1990, c S.5**

- AND -

**IN THE MATTER OF
SAILESHWAR RAO NARAYAN, PROSPERITY DEVELOPMENT GROUP LTD.,
and PROSPERA MORTGAGE INVESTMENT CORPORATION**

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

WHEREAS:

1. On September 29, 2016, Staff ("Staff") of the Ontario Securities Commission (the "Commission") filed a Statement of Allegations, in which Staff seeks an order against Saileshwar Rao Narayan ("Narayan"), Prosperity Development Group Ltd. ("Prosperity Development") and Prospera Mortgage Investment Corporation ("Prospera Mortgage", and collectively, the "Respondents"), pursuant to subsections 127(1) and 127(10) of the *Securities Act*;
2. On September 30, 2016, the Commission issued a Notice of Hearing in respect of that Statement of Allegations, setting October 31, 2016 as the date of the hearing;
3. On October 31, 2016, the Commission issued an order continuing the proceeding by way of a written hearing;
4. On November 3, 2016, Staff filed written submissions, brief of authorities, a hearing brief and an affidavit of service;
5. The Respondents did not file any submissions although properly served;
6. The Respondents are subject to an order dated August 11, 2016, made by the Alberta Securities Commission (the "ASC Order"), that imposed sanctions, conditions, restrictions or requirements upon them within the meaning of paragraph 4 of subsection 127(10) of the Act; and

7. The Commission is of the opinion that it is in the public interest to make this order;

IT IS HEREBY ORDERED:

- (a) against Narayan that:
- i. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Narayan shall cease permanently, except that this order does not preclude him from trading in securities through a registrant (who has first been given a copy of the ASC Order and a copy of this Order) in:
 1. registered retirement savings plans, registered retirement income funds, or tax-free savings accounts (as defined in the *Income Tax Act* (Canada)) or locked-in retirement accounts for Narayan's benefit;
 2. one other account for Narayan's benefit; or
 3. both, provided that:
 - A. the securities are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange, or NASDAQ (or their successor exchanges) or are issued by a mutual fund that is a reporting issuer; and
 - B. Narayan does not own legally or beneficially more than 1% of the outstanding securities of the class or series of the class in question;
 - ii. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Narayan is prohibited permanently, except that this order does not preclude him from purchasing securities through a registrant (who has first been given a copy of the ASC Order and a copy of this Order) in:
 1. registered retirement savings plans, registered retirement income funds, or tax-free savings accounts (as defined in the *Income Tax Act* (Canada)) or locked-in retirement accounts for Narayan's benefit;
 2. one other account for Narayan's benefit; or
 3. both, provided that:
 - A. the securities are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange, or NASDAQ (or their successor exchanges) or are issued by a mutual fund that is a reporting issuer; and
 - B. Narayan does not own legally or beneficially more than 1% of the outstanding securities of the class or series of the class in question;

- iii. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Narayan permanently;
 - iv. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Narayan resign any positions that he holds as a director or officer of any issuer, registrant or investment fund manager;
 - v. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Narayan is prohibited permanently from becoming or acting as a director or officer of any issuer, registrant or investment fund manager; and
 - vi. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Narayan is prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter;
- (b) against Prosperity Development that:
- i. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of Prosperity Development shall cease permanently;
 - ii. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Prosperity Development shall cease permanently;
 - iii. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Prosperity Development is prohibited permanently; and
 - iv. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Prosperity Development permanently;
- (c) against Prospera Mortgage that:
- i. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of Prospera Mortgage shall cease permanently;
 - ii. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Prospera Mortgage shall cease permanently;
 - iii. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Prospera Mortgage is prohibited permanently; and
 - iv. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Prospera Mortgage permanently.

Dated at Toronto this 15th day of December, 2016.

"Alan Lenczner"

Alan Lenczner, Q.C.