



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  
IRWIN BOOCK, STANTON DEFREITAS, JASON WONG,  
SAUDIA ALLIE, ALENA DUBINSKY, ALEX KHODJAIANTS  
SELECT AMERICAN TRANSFER CO.,  
LEASESMART, INC., ADVANCED GROWING SYSTEMS, INC.,  
INTERNATIONAL ENERGY LTD., NUTRIONE CORPORATION,  
POCKETOP CORPORATION, ASIA TELECOM LTD.,  
PHARM CONTROL LTD., CAMBRIDGE RESOURCES CORPORATION,  
COMPUSHARE TRANSFER CORPORATION,  
FEDERATED PURCHASER, INC., TCC INDUSTRIES, INC., FIRST NATIONAL  
ENTERTAINMENT CORPORATION, WGI HOLDINGS, INC.  
and ENERBRITE TECHNOLOGIES GROUP**

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**SETTLEMENT AGREEMENT  
BETWEEN STAFF AND IRWIN BOOCK**

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**PART I - INTRODUCTION**

1. By Amended Notice of Hearing dated January 5, 2012, the Ontario Securities Commission (the "Commission") announced that it proposed to hold a hearing, pursuant to sections 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 Irwin Boock ("Boock"), Stanton DeFreitas ("DeFrietas"), Jason Wong ("Wong"), Saudia Allie ("Allie"), Alena Dubinsky ("Dubinsky"), Alex Khodjaiants ("Khodjaiants"), Select American Transfer Co., ("Select American"), LeaseSmart, Inc. ("LeaseSmart"); Advanced Growing

Systems, Inc. (formerly, The Bithub.com, Inc.) (“Bithub”); NutriOne Corporation (“NutriOne”); International Energy Ltd. (“International Energy”); Pocketop Corporation (formerly, Universal Seismic, Inc.) (“Pocketop”); Asia Telecom Ltd. (“Asia Telecom”); Pharm Control Ltd. (“Pharm Control”); Cambridge Resources Corporation (“Cambridge Resources”); Compushare Transfer Corporation (“Compushare”), WGI Holdings, Inc. (“WGI Holdings”); Federated Purchaser, Inc. (“Federated Purchaser”); First National Entertainment Corporation (“First National”); TCC Industries, Inc. (“TCC Industries”); and Enerbrite Technologies Group Inc. (“Enerbrite”). The Amended Notice of Hearing was issued in connection with the allegations as set out in the Amended Statement of Allegations of Staff of the Commission (“Staff”) dated January 4, 2012.

2. The Commission will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to section 127 of the Act, it is in the public interest for the Commission to approve this Settlement Agreement and to make certain orders in respect of Boock.

## **PART II – JOINT SETTLEMENT RECOMMENDATION**

3. Staff agree to recommend settlement of the proceeding initiated by the amended Notice of Hearing dated January 5, 2012 against Boock (the “Proceeding”) in accordance with the terms and conditions set out below. Boock consents to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

## **PART III – AGREED FACTS**

4. Boock agrees with the facts set out in Part III. To the extent Boock does not have direct personal knowledge of certain facts as described below, Boock believes the facts to be true and accurate.

5. Staff and Boock agree that the facts and admissions set out in Part III and Part IV for the purpose of this settlement are without prejudice to Boock in any other proceedings of any kind including, but without limiting the generality of the foregoing, any other proceedings brought by the Commission under the *Securities Act* (subject to paragraph 41 below) or any civil or other proceedings currently pending or which may be brought by any other person, corporation or agency (subject to paragraph 39 below). Nothing in this settlement agreement is intended to be an admission of civil or criminal liability by Boock to any person or company; such liability is expressly denied by Boock.

6. Select American is a Delaware corporation that was established by Boock in April 2005 with the assistance of DeFreitas and Wong. Select American was operated as a transfer agent, by DeFreitas and with the active involvement and oversight by Boock and Wong, using nominees and aliases until April 2007 when it was sold and underwent a name change to Fairross Transfer Agent, which never carried on business. Select American was the subject of a cease trade order issued by the Commission on May 18, 2007.

7. Compushare Transfer Corporation (“Compushare”) is also a Delaware corporation that operated out of Toronto as a transfer agent. Compushare was incorporated by Boock in September 2006 and was operated by him using aliases and nominees until May 2008, when it ceased operations due to cease trade orders and other regulatory action by the Commission.

8. By virtue of the corporate hijacking scheme described herein, the following entities are fraudulently created U.S. corporations, the securities of which were quoted for trading on the Pink Sheets LLC in the over-the-counter securities market in the U.S.:

- (a) LeaseSmart, Inc.;
- (b) Advanced Growing Systems, Inc. (formerly, The Bighub.com, Inc.);
- (c) NutriOne Corporation;
- (d) International Energy Ltd.;
- (e) Pocketop Corporation (formerly, Universal Seismic, Inc.);
- (f) Asia Telecom Ltd.;

- (g) Pharm Control Ltd.;
- (h) Cambridge Resources Corporation;
- (i) Federated Purchaser, Inc.;
- (j) TCC Industries, Inc.; and
- (k) Enerbrite Technologies Group Inc.

(collectively, the “Issuers”).

9. Select American and Compushare acted as the transfer agents to the Issuers and were the primary vehicles through which the corporate hijackings and share issuances were carried out.

**i) THE FRAUDULENT SECURITIES SCHEME**

**A. Corporate Hijacking**

10. The corporate hijacking scheme used to perpetrate securities fraud with respect to the Issuer Respondents was carried out in the following manner:

(a) Corporate documents were filed with the relevant Secretary of State in the U.S. (either Delaware, Nevada, California or Florida) to incorporate a company with the same name as a defunct public issuer. Typically, the directors, officers and registered agents listed on the corporate documents were either fictitious identities or nominees and the purported corporate addresses for the newly created entities would be mailbox locations obtained through UPS or other virtual mailbox providers;

(b) Shortly thereafter, amendment documents were filed with the relevant Secretary of State to effect a name change of the newly created

entity and a consolidation of the company's shares in the form of a reverse stock split;

(c) Subsequently, steps were taken to obtain a new CUSIP number (a unique identifier for most issued securities which appears on the face of the security) for the renamed, newly created entity as if it was the successor company to the defunct public issuer; and

(d) Documents containing false representations were then filed by the transfer agent with NASDAQ to obtain a new trading symbol for the renamed company and to effect the reverse stock split of the company's shares thereby minimizing the share capital of the legitimate shareholders.

## **B. Select American Transfer Co.**

11. DeFreitas, Boock and Wong were involved in the creation of Select American. Between April and August 2005, DeFreitas and Wong operated Select American jointly and were the directing minds of Select American with Boock providing material advice on a number of matters including how to run the company. Boock worked primarily to assist in the hijacking of defunct corporate entities for illegal purposes.

12. Between April 2005 and July 2005, Boock, with assistance from DeFreitas and Wong, usurped the corporate identity of a number of defunct public issuers using the corporate hijacking scheme described above, including but not limited to LeaseSmart, Bighub, and International Energy.

13. Boock, DeFreitas and Wong, using Select American as the vehicle, caused the companies to obtain quotations for trading on the Pink Sheets as if they were the legitimate defunct public issuers whose identities had been hijacked and, further, caused the companies to issue fraudulent shares.

14. In or around August 2005, Wong ceased to be openly involved in the daily operations of Select American. DeFreitas continued to operate Select American using aliases and nominees, with the continued involvement and oversight of Boock.

15. Following Wong's departure, Boock with assistance from DeFreitas, created additional fraudulent shell companies for which Select American acted as the transfer agent, including but not limited to Pocketop, Asia Telecom, and Pharm Control.

16. Boock and DeFreitas, using Select American as the vehicle, caused the companies to obtain quotations for trading on the Pink Sheets as if they were the legitimate defunct public issuers whose identities had been hijacked and, further, caused the companies to issue fraudulent shares.

17. In certain cases, DeFreitas and Wong, on the instructions of Boock, also caused these companies to set up false web sites and issue false or promotional press releases as a means of creating a market for the fraudulent shares.

18. Some of the fraudulently created shell companies were sold to third parties who were seeking to "go public" by way of a reverse takeover or reverse merger with an existing privately-held company. In other cases, the fraudulent shell companies were purely vehicles to issue and trade fraudulent securities.

### **C. Compushare as a Vehicle for Additional Shell Companies**

19. Between August 2006 and March 2007, Boock used Compushare as a separate vehicle through which to perpetrate securities fraud. In that period, Boock created the following fraudulent entities: Federated Purchaser and Enerbrite.

20. Using Compushare as the vehicle, Boock then caused the companies to obtain quotations for trading on the Pink Sheets as if they were the legitimate defunct public issuers whose identities had been hijacked and, further, caused the companies to issue fraudulent shares.

**D. Cease Trade of Select American and Continued Operation of Compushare**

21. In or around April 2007, DeFreitas caused Select American to be sold to a third party in Montreal. Shortly thereafter, on or around May 18, 2007, the Commission issued temporary cease trade orders in respect of Select American and others, including DeFreitas and the fraudulent shell companies identified above for which Select American was the transfer agent. Following the cease trade orders, Select American ceased operations.

22. Boock, however, continued to perpetrate securities fraud using Compushare as the vehicle to carry out corporate hijackings and to issue and trade securities of the hijacked entities.

23. In February 2008, Boock incorporated TCC Industries. Compushare acted as the transfer agent and, using Compushare as the vehicle, Boock caused the entity to issue fraudulent shares.

**E. Cease Trade of Compushare**

24. On May 5, 2008, the Commission issued temporary cease trade orders against Boock, Compushare and others, including the fraudulently created entities for which Compushare acted as the transfer agent. Following the cease trade orders issued by the Commission, Compushare ceased operations.

**F. Trading by Boock**

25. In January 2007, Boock and DeFreitas arranged for the opening of a corporate trading at Scottrade, a retail brokerage firm in the U.S. that offers discount brokerage services online, in order to trade additional fraudulent securities (the "Scottrade Account"). The Scottrade Account

was opened in the name of For Better Living Inc., a company created by DeFreitas and Boock using at least one alias.

26. In February and March 2007, Boock and DeFreitas caused share certificates representing millions of fraudulent shares in International Energy, Asia Telecom, Pharm Control and Universe Seismic to be issued by the respective entities and to be deposited to the Scottrade Account. Using the online trading services of Scottrade, Boock sold these fraudulently issued shares from Ontario between February and October 2007. IP addresses for login sessions to this account verify that 82 of the 84 trading sessions in the Scottrade account originated from Boock's home address. By July 2007 in excess of \$150,000 was in the account.

27. In July 2007, approximately \$120,000 of the proceeds of the trading in the Scottrade Account were transferred to Ontario to a third party account owned by a numbered company which was not owned by or affiliated with Boock.

#### **PART IV - CONDUCT CONTRARY TO THE ACT AND CONTRARY TO THE PUBLIC INTEREST**

28. Boock, by his involvement in the securities scheme described above, engaged in acts, practices or courses of conduct relating to securities that he knew or reasonably ought to have known resulted in or contributed to a misleading appearance of trading activity in, or an artificial price for, the securities contrary to subsection 126.1(a) of the Act and, further, perpetrated a fraud on persons or companies contrary to subsection 126.1(b) of the Act.

29. Boock admits and acknowledges that he acted contrary to the public interest by contravening Ontario securities law as set out in paragraph 28 above.

#### **PART V – SECURITIES AND EXCHANGE COMMISSION PROCEEDINGS**

30. On September 29, 2009, the Securities and Exchange Commission of the United States ("SEC") initiated an action in the United States District Court for the Southern District of New

York (“NY District Court”) naming Boock, DeFreitas and Wong and two others as defendants (the “SEC action”) which alleged breaches of U.S. federal securities laws. The conduct underlying the alleged breaches also forms the basis of the Statement of Allegations issued by Staff in this proceeding.

31. On March 26, 2010, the NY District Court entered a default judgment against Boock and DeFreitas. A motion by the SEC for summary judgment against Wong was granted on August 25, 2011 and a reconsideration of the summary judgment was dismissed on November 9, 2011. A proceeding to determine the amount of the disgorgement to be required of Boock, DeFreitas and Wong is pending.

32. Boock has previously been a respondent in a matter involving the SEC. On November 22, 2002, in *SEC v. Leah Industries, Inc.*, a consent judgment was entered against Boock enjoining him against trading in penny stocks, ordering the disgorgement of \$379,619 and the payment of a civil penalty of \$50,000. The monetary relief has not been paid.

## **PART V – ONTARIO PROCEEDINGS**

33. Boock has been involved in breaches of the Act previously. On January 2, 1991, Boock, under a previous name, settled outstanding allegations with the Ontario Securities Commission (the “Commission”), which included the filing of forged documents with the Commission and a transfer agent. Boock paid \$15,000, and was banned from trading, or being a director, officer, promoter or 10% shareholder of a public company for ten years.

34. In May 1993, Boock was convicted of fraud, attempted fraud, false pretences, forgery and uttering forged documents. He was sentenced to three years imprisonment on each charge, to be served concurrently, and ordered to pay restitution of \$64,449.70.

35. In September, 1998, Boock was charged with fraud over \$5,000 and received a suspended sentence and two years probation.

**PART VI - TERMS OF SETTLEMENT**

36. Boock agrees to the terms of settlement listed below.
37. The Commission will make an order, pursuant to subsection 127(1) of the Act, that:
- (a) the Settlement Agreement is approved;
  - (b) trading in any securities by Boock cease permanently from the date of the approval of the Settlement Agreement;
  - (c) the acquisition of any securities by Boock is prohibited permanently from the date of the approval of the Settlement Agreement;
  - (d) any exemptions contained in Ontario securities law do not apply to Boock permanently from the date of the approval of the Settlement Agreement;
  - (e) Boock is reprimanded;
  - (f) Boock is prohibited permanently from the date of the approval of the Settlement Agreement from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
  - (g) Boock is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
  - (h) Boock shall pay an administrative penalty in the amount of \$70,000 for his failure to comply with Ontario securities law; and
  - (i) Boock shall disgorge to the Commission the amount of \$145,300 obtained as a result of his non-compliance with Ontario securities law; and

(j) Boock shall pay costs of in the amount of \$55,000.

38. Any amounts paid to the Commission under the disgorgement and administrative penalty orders in this matter shall be allocated to or for the benefit of third parties other than Boock, including investors, in accordance with subsection 3.4(2)(b) of the Act.

39. Boock undertakes to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the sanctions set out in subparagraphs 37(a) to 37(g) above.

#### **PART VI - STAFF COMMITMENT**

40. If this Settlement Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against Boock in relation to the facts set out in Part III herein, subject to the provisions of paragraph 41 below.

41. If this Settlement Agreement is approved by the Commission, and at any subsequent time Boock fails to comply with any of the terms of the Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against Boock based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement. The Commission is entitled to bring any proceedings necessary to recover the amounts set out in paragraphs 37 (h), (i) and (j).

#### **PART VII - PROCEDURE FOR APPROVAL OF SETTLEMENT**

42. Approval of this Settlement Agreement will be sought at a hearing of the Commission scheduled on a date to be determined by the Secretary to the Commission, or such other date as may be agreed to by Staff and Boock for the scheduling of the hearing to consider the Settlement Agreement.

43. Staff and Boock agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding Boock's conduct in this matter, unless the parties agree that further facts should be submitted at the settlement hearing.

44. If this Settlement Agreement is approved by the Commission, Boock agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

45. If this Settlement Agreement is approved by the Commission, neither Staff nor Boock will make any public statement that is inconsistent with this Settlement Agreement or inconsistent with any additional agreed facts submitted at the settlement hearing.

46. Whether or not this Settlement Agreement is approved by the Commission, Boock agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

#### **PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT**

47. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule "A" is not made by the Commission:

- (a) this Settlement Agreement and its terms, including all settlement negotiations between Staff and Boock leading up to its presentation at the settlement hearing, shall be without prejudice to Staff and Boock; and
- (b) Staff and Boock shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations in the Notice of Hearing and Statement of Allegations of Staff, unaffected by the Settlement Agreement or the settlement discussions/negotiations.

48. The terms of this Settlement Agreement will be treated as confidential by all parties hereto and obligations of confidentiality shall terminate upon commencement of the public hearing. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of Boock and Staff or as may be required by law.

**PART IX - EXECUTION OF SETTLEMENT AGREEMENT**

49. This Settlement Agreement may be signed in one or more counterparts which together will constitute a binding agreement.

50. A facsimile copy of any signature will be as effective as an original signature.

Dated this “10<sup>th</sup>” day of February, 2012

Signed in the presence of:

*“Donna Campbell”*

*“Irwin Boock”*

\_\_\_\_\_  
Witness:

\_\_\_\_\_  
**Irwin Boock**

Dated this “10<sup>th</sup>” day of February, 2012

*“Tom Atkinson”*

\_\_\_\_\_  
**STAFF OF THE ONTARIO SECURITIES COMMISSION**  
**per Tom Atkinson**  
Director, Enforcement Branch

Dated this “10<sup>th</sup>” day of February, 2012



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**Schedule “A”**

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

**- and -**

**IN THE MATTER OF  
IRWIN BOOCK, STANTON DEFREITAS, JASON WONG,  
SAUDIA ALLIE, ALENA DUBINSKY, ALEX KHODJAIANTS  
SELECT AMERICAN TRANSFER CO.,  
LEASESMART, INC., ADVANCED GROWING SYSTEMS, INC.,  
INTERNATIONAL ENERGY LTD., NUTRIONE CORPORATION,  
POCKETOP CORPORATION, ASIA TELECOM LTD.,  
PHARM CONTROL LTD., CAMBRIDGE RESOURCES CORPORATION,  
COMPUSHARE TRANSFER CORPORATION,  
FEDERATED PURCHASER, INC., TCC INDUSTRIES, INC., FIRST NATIONAL  
ENTERTAINMENT CORPORATION, WGI HOLDINGS, INC.  
and ENERBRITE TECHNOLOGIES GROUP**

**- and -**

**IN THE MATTER OF A SETTLEMENT AGREEMENT BETWEEN STAFF OF THE  
ONTARIO SECURITIES COMMISSION AND IRWIN BOOCK**

**ORDER  
(Section 127(1))**

**WHEREAS** by Amended Notice of Hearing dated January 5, 2012, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing, pursuant to sections 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 Irwin Boock (“Boock”), Stanton DeFreitas (“DeFrietas”), Jason Wong (“Wong”), Saudia Allie (“Allie”), Alena Dubinsky (“Dubinsky”), Alex Khodjaiants (“Khodjaiants”), Select American Transfer Co., (“Select American”), LeaseSmart, Inc. (“LeaseSmart”); Advanced Growing

Systems, Inc. (formerly, The Bighub.com, Inc.) (“Bighub”); NutriOne Corporation (“NutriOne”); International Energy Ltd. (“International Energy”); Pocketop Corporation (formerly, Universal Seismic, Inc.) (“Pocketop”); Asia Telecom Ltd. (“Asia Telecom”); Pharm Control Ltd. (“Pharm Control”); Cambridge Resources Corporation (“Cambridge Resources”); Compushare Transfer Corporation (“Compushare”), WGI Holdings, Inc. (“WGI Holdings”); Federated Purchaser, Inc. (“Federated Purchaser”); First National Entertainment Corporation (“First National”); TCC Industries, Inc. (“TCC Industries”); and Enerbrite Technologies Group Inc. (“Enerbrite”). The Amended Notice of Hearing was issued in connection with the allegations as set out in the Amended Statement of Allegations of Staff of the Commission (“Staff”) dated January 4, 2012.

**AND WHEREAS** Boock entered into a settlement agreement with Staff dated February\_\_\_\_, 2012 (the "Settlement Agreement") in which Boock agreed to a proposed settlement of the proceeding commenced by the Amended Notice of Hearing dated January 5, 2012, subject to the approval of the Commission;

**WHEREAS** on February \_\_\_\_, 2012, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a settlement agreement entered into between Staff and Boock;

**AND UPON** reviewing the Settlement Agreement, the Notices of Hearing, and the Statement of Allegations of Staff, and upon hearing submissions from Boock 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 Boock shall cease permanently from the date of the approval of the Settlement Agreement;

- (c) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Boock is prohibited permanently from the date of the approval of the Settlement Agreement;
- (d) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Boock permanently from the date of the approval of the Settlement Agreement;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Boock is reprimanded;
- (f) pursuant to clauses 8, 8.2, and 8.4 of subsection 127(1) of the Act, Boock is prohibited permanently from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager from the date of the approval of the Settlement Agreement;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Boock is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter from the date of the approval of the Settlement Agreement;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Boock shall pay an administrative penalty in the amount of \$70,000 for his failure to comply with Ontario securities law; and
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Boock shall disgorge to the Commission the amount of \$145,300 obtained as a result of his non-compliance with Ontario securities law;
- (j) pursuant to section 127.1 of the Act, Boock shall pay costs of \$55,000; and
- (k) the payments ordered in paragraphs (h), (i) and (j) shall be for allocation to or for the benefit of third parties other than Boock, including investors in LeaseSmart, Inc., Advanced Growing Systems In (formerly the Bighub.com, Inc.), NutriOne Corporation, International Energy Ltd., Pocketop Corporation (formerly, Universal Seismic, Inc.),

Asia Telecom Ltd., PharmControl Ltd., Cambridge Resources Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings Inc., and Enerbrite Technologies Group, in accordance with subsection 3.4(2)(b) of the Act.

**DATED** at Toronto this        day of        , 2012.

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**Dated:** At Toronto this \_\_\_\_ day of February, 2012.