



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

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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 HEIR HOME EQUITY INVESTMENT REWARDS INC.; FFI
FIRST FRUIT INVESTMENTS INC.; WEALTH BUILDING MORTGAGES INC.;
ARCHIBALD ROBERTSON; ERIC DESCHAMPS; CANYON ACQUISITIONS, LLC;
CANYON ACQUISITIONS INTERNATIONAL, LLC; BRENT BORLAND; WAYNE D.
ROBBINS; MARCO CARUSO; PLACENCIA ESTATES DEVELOPMENT, LTD.;
COPAL RESORT DEVELOPMENT GROUP, LLC; RENDEZVOUS ISLAND, LTD.;
THE PLACENCIA MARINA, LTD.; AND THE PLACENCIA HOTEL AND
RESIDENCES LTD.**

**SETTLEMENT AGREEMENT
BETWEEN STAFF AND HEIR HOME EQUITY INVESTMENT REWARDS INC.; FFI
FIRST FRUITS INVESTMENTS INC.; WEALTH BUILDING MORTGAGES INC.;
AND ARCHIBALD ROBERTSON**

PART I - INTRODUCTION

1. The Ontario Securities Commission (the "Commission") will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S-5, as amended (the "Act"), it is in the public interest for the Commission to approve this Settlement Agreement and to make certain orders in respect of HEIR Home Equity Investment Rewards Inc., FFI First Fruits Investments Inc., Wealth Building Mortgages Inc., and Archibald Robertson (collectively the "HEIR Respondents").

PART II - JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") agree to recommend settlement of the proceeding commenced by Notice of Hearing dated March 29, 2011, and amended February 14, 2012 against the HEIR Respondents (the "Proceeding") according to the terms and conditions set out in Part V of this Settlement Agreement. The HEIR Respondents agree to the

making of an order in the form attached as Schedule "A", based on the facts set out below.

PART III - AGREED FACTS

3. For this proceeding, and any other regulatory proceeding commenced by a securities regulatory authority, the HEIR Respondents agree with the facts as set out in Part III of this Settlement Agreement. To the extent that the HEIR Respondents do not have personal knowledge of certain facts as described below, they believe those facts to be true and accurate.
4. Staff and the HEIR Respondents agree that the facts and admissions set out in Part III of this Settlement Agreement are made without prejudice to the HEIR Respondents in any past, present or future civil proceedings which may be brought by any other person, corporation or agency.

A. OVERVIEW

5. Between January 1, 2007 up to and including August 3, 2010 (the "Material Time"), the HEIR Respondents engaged in various activities that constituted trading or acts in furtherance of trading of securities when none of the HEIR Respondents were registered with the Commission and when no exemptions from registration were available to them under the Act. Further, each of the HEIR Respondents advised or engaged in the business of advising with respect to investing in or buying securities without proper registration.
6. Among the securities traded and distributed by the HEIR Respondents were those offered by Canyon Acquisitions, LLC, Canyon Acquisitions International, LLC, Brent Borland, Wayne D. Robbins, Marco Caruso and the Caruso Companies as defined below (collectively the "Canyon Respondents").
7. The HEIR Respondents' activities involved trades in securities not previously issued which were therefore distributions. To the HEIR Respondents' knowledge, no prospectus receipt has ever been issued to qualify the sale of any of the securities with respect to which the HEIR Respondents engaged in acts in furtherance of trading.

8. This conduct was in breach of the Act and was contrary to the public interest.

B. BACKGROUND

9. HEIR Home Equity Investment Rewards Inc. ("HEIR") is a company which was federally incorporated on August 19, 2004. HEIR's principal office and centre of administration is located in Ottawa, Ontario.
10. FFI First Fruits Investments Inc. ("FFI"), which was misspelled in the Amended Statement of Allegations as FFI First Fruit Investments Inc., is a company which was federally incorporated on September 1, 2004. FFI shares its principal office and centre of administration with HEIR in Ottawa, Ontario.
11. Wealth Building Mortgages Inc. ("Wealth Building") is a company which was incorporated in Ontario on February 5, 2007. Wealth Building shares its principal office and centre of administration with HEIR in Ottawa, Ontario.
12. Archibald Robertson ("Robertson") is a resident in Ontario. Robertson is the sole shareholder and director of each of HEIR, FFI and Wealth Building (collectively the "HEIR Entities") and their directing mind.
13. Eric Deschamps ("Deschamps") is a resident of Ontario and a member of HEIR since approximately 2006. Since 2008, he was employed in an executive position under the direction of Robertson. He also became a salesperson for HEIR at that same time. For a period of approximately nine months, Deschamps was also HEIR's National Sales Leader and HEIR's salespeople reported to him.
14. Brent Borland ("Borland") is a resident of the United States of America ("U.S.") and the founder of Canyon Acquisitions, LLC ("Canyon U.S."). He is Chief Executive Officer ("CEO") of Canyon U.S. and Canyon Acquisitions International, LLC ("Canyon Nevis") (collectively the "Canyon Entities").
15. Wayne D. Robbins ("Robbins") is a U.S. resident and the President of the Canyon Entities.

16. Marco Caruso (“Caruso”) is a resident of Belize, who represented himself to be a director and/or officer of Placencia Estates Development, LLC; Copal Resort Development Group, LLC; Rendezvous Island, Ltd.; The Placencia Marina, Ltd.; and The Placencia Hotel and Residences Ltd. which are purportedly land development companies incorporated in Caribbean countries (collectively the “Caruso Companies”).
17. None of the respondents was registered with the Commission in any capacity at any time.

C. UNREGISTERED ACTIVITIES OF THE HEIR RESPONDENTS

(i) Unregistered Trading and Illegal Distribution in Securities

18. During the Material Time, HEIR ran a private investment club under the direction of its founder, Robertson. Throughout the Material Time, HEIR offered its fee paying members access to certain investments of various third parties, including the following (collectively the “Third Party Entities”):
 - (a) the Canyon Respondents;
 - (b) the Skyline Apartment Real Estate Investment Trust (the “Skyline REIT”) based in Ontario;
 - (c) Capital Mountain Holding Corporation, a company incorporated in Texas, and its related entities (collectively the “Capital Mountain Entities”); and
 - (d) Walton Capital Management Inc., a company incorporated in Ontario, and its related entities (the “Walton Entities”).
19. The investment products of the Third Party Entities constituted securities under Ontario securities laws (collectively the “Securities”), and included the following investments:
 - (a) investment contracts offered by or through the Canyon Entities and Caruso Companies;
 - (b) units of the Skyline REIT (“Skyline Securities”);
 - (c) promissory notes of the Capital Mountain Entities; and

- (d) shares, limited partnership units or other securities in the Walton Entities offered by or through Walton Capital Management Inc.
20. The HEIR Respondents engaged in the following activities during the Material Time, either directly or through acts in furtherance of trading, including the following:
- (a) advertising and promoting HEIR and/or the Third Party Entities and their projects and their potential returns through frequent appearances on radio show programs, the HEIR newsletter and by maintaining a website for HEIR;
 - (b) holding one-on-one sessions with potential investors that promoted HEIR and the Third Party Entities;
 - (c) obtaining some financial information from certain potential investors;
 - (d) holding HEIR seminars and meetings with potential investors and arranging for presentations to be given by the Third Party Entities, including Borland and Robbins on behalf of the Canyon Respondents, who attended the HEIR meetings and gave presentations promoting the Securities and provided promotional and other materials to potential investors;
 - (e) arranging trips for HEIR members to resort and other locations to meet representatives of the Third Party Entities including the Canyon Respondents, with the HEIR Entities often paying for some of the associated expenses;
 - (f) arranging for potential investors to have access to Third Party Entities' webinars regarding the Securities and otherwise facilitating investment in the Securities;
 - (g) arranging for potential investors to meet with representatives of the Walton Entities for the purpose of purchasing securities;
 - (h) employing and/or contracting commissioned sales agents to bring in new members and/or solicit investment in Securities offered by the Third Party Entities; and/or

- (i) accepting funds intended to purchase Securities offered by at least one of the Third Party Entities.
21. Most HEIR members purchased the Securities and many invested in more than one. During the Material Time, at least 480 Ontario investors, consisting of HEIR members and others referred by the HEIR Respondents, purchased the securities of the Third Party Entities and other issuers, for a total investment of approximately \$74.5 million.
 22. The HEIR Entities received commissions from the Third Party Entities for their activities during the Material Time, which commissions exceeded \$4.5 million. The HEIR Entities then paid HEIR's salespeople a portion of those commissions while retaining a portion for use by the HEIR Entities.
 23. With respect to the investment contracts of the Canyon Respondents and the promissory notes of the Capital Mountain Entities, the HEIR Respondents had mistakenly taken the position that those investments were not securities.
 24. In trading or distributing the Skyline Securities and the securities of Walton Capital Management Inc., the HEIR Respondents had mistakenly taken the position that the arrangements that were in place with those parties, and the actions that were taken in light of those arrangements, did not constitute trading or actions taken in furtherance of trading.
 25. As a consequence of the incorrect positions that the HEIR Respondents took as outlined in paragraphs 23 and 24 above, the HEIR Respondents failed to ensure that the requirements for the exemptions to the registration and prospectus requirements were met.
 26. Through the acts described above, the HEIR Respondents engaged in, and held themselves out as engaging in, the business of trading in securities in Ontario. The HEIR Respondents acted as "market intermediaries" as defined in OSC Rule 14-501 Definitions, and any exemptions from the dealer registration requirement included in NI 45-106 (which were in effect until March 27, 2010) were not available to them.

27. The Securities had not been previously issued. To the knowledge of the HEIR Respondents, the Third Party Entities had never filed a preliminary prospectus or a prospectus with the Commission, and no prospectus receipt has ever been issued from the Director to qualify the sale of any of the Securities.

(ii) Unregistered Advising by the HEIR Respondents

28. In addition to solicitations and other acts in furtherance of trading, the HEIR Respondents, directly or through their sales agents, offered their opinions on the investment merits of the Securities by expressly or impliedly recommending or endorsing the Securities to potential investors. They also recommended specific allocations of investment funds to be made by potential investors in regard to the Securities.

**PART IV - CONDUCT CONTRARY TO ONTARIO SECURITIES LAW
AND THE PUBLIC INTEREST**

29. By engaging in the conduct described above, the HEIR Respondents admit and acknowledge that they breached Ontario securities law by contravening sections 25 and 53 of the Act, and acted contrary to the public interest in that they:

(a) traded and engaged in the business of trading in securities, without being registered to do so and in circumstances where no exemptions were available, contrary to subsection 25(1)(a) of the Act as that subsection existed prior to September 28, 2009, and contrary to subsection 25(1) of the Act, as subsequently amended on September 28, 2009, and contrary to the public interest;

(b) advised and engaged in the business of advising members of the public with respect to investing in, buying or selling securities without being registered to do so and in circumstances where no exemptions were available, contrary to subsection 25(1)(c) of the Act as that subsection existed prior to September 28, 2009, and contrary to subsection 25(3) of the Act, as subsequently amended on September 28, 2009, and contrary to the public interest; and

(c) acted in furtherance of trades in securities in circumstances where the trading constituted a distribution and where no preliminary prospectus and prospectus had

been filed and receipts issued by the Director, and no exemptions were available contrary to subsection 53(1) of the Act, and contrary to the public interest.

30. Robertson further admits that, as an officer and/or director of the HEIR Entities, he did permit or acquiesce in the commission of the breaches of the Act, set out above, by the HEIR Entities, contrary to section 129.2 of the Act and acted contrary to the public interest.

PART V - TERMS OF SETTLEMENT

31. The HEIR Respondents agree to the following terms of settlement and to the Order attached hereto, made pursuant to subsection 127(1) and section 127.1 of the Act:

- (a) The settlement agreement is approved;
- (b) Robertson will be ordered to pay to the Commission:
 - (i) an administrative penalty in the amount of \$350,000, for his failure to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the Act, to be designated for allocation or for use by the Commission pursuant to subsection s. 3.4(2)(b) of the Act; and
 - (ii) the amount of \$150,000, representing a portion of Staff's costs in this matter;
- (c) HEIR, FFI and Wealth Building will be ordered to pay to the Commission an administrative penalty in the aggregate amount of \$1,000,000 (jointly and severally), for their failure to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the Act, to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;
- (d) The HEIR Respondents will be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the Act;
- (e) Trading in any securities by the HEIR Respondents cease permanently, pursuant

to paragraph 2 of subsection 127(1) of the Act;

- (f) Acquisition of any securities by the HEIR Respondents is prohibited permanently, pursuant to paragraph 2.1 of subsection 127(1) of the Act;
- (g) Any exemptions contained in Ontario securities law do not apply to the HEIR Respondents permanently pursuant to paragraph 3 of subsection 127(1) of the Act;
- (h) Robertson will resign all positions that he holds as a director or officer of any issuer, registrant or investment fund manager (except as set out in paragraph 31(i) below), pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act;
- (i) Robertson is permanently prohibited, pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, from becoming or acting as a director or officer of any issuer, registrant or investment fund manager with the exception that Robertson is permitted to act or continue to act as a director and officer of any company through which he carries on business, so long as he, his spouse, and/or immediate family are the only holders of the securities of the corporation;
- (j) Robertson is permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter, pursuant to paragraph 8.5 of subsection 127(1) of the Act; and
- (k) As an exception to the provisions of paragraphs 31(e), (f) and (g), Robertson is permitted to: (1) trade on his own behalf in his accounts, and (2) acquire securities on his own behalf in his accounts, provided the schedule for payment set out in paragraph 32 is followed. In the event that Robertson does not pay in accordance with the timelines indicated in paragraphs 32, this exception shall be suspended until such time as those payments are made in full.

32. In regard to the payments ordered above in paragraph 31(b), Robertson agrees to personally make payments as follows:

- (a) \$10,000.00 by certified cheque or bank draft when the Commission approves this

Settlement Agreement;

- (b) a further \$100,000 payable by cheque within one (1) year of the date of the Order attached as Schedule “A”;
 - (c) a further \$150,000 payable by cheque within 30 months of the date of the Order attached as Schedule “A”; and
 - (d) the balance of \$240,000 payable by cheque within four (4) years of the date of the Order attached as Schedule “A”.
33. Robertson undertakes (pursuant to the undertaking executed and attached as Schedule “B”) to advise Staff within 10 days of the sale of any investments held in Alberta, Quebec, and in the Dominican Republic and Belize in which he has an interest, and any proceeds Robertson receives from those sales or related to these investments are to be paid to the Commission pursuant to paragraph 31(b) above within 30 days of receipt of funds, notwithstanding the payment plan set out above in paragraph 32. In the event that Robertson fails to comply with the terms of this undertaking and Settlement Agreement, the amount set out in sub-paragraph 31(b) is payable and enforceable immediately, along with postjudgment interest from the date of the Order attached as Schedule “A” in accordance with section 129 of the *Courts of Justice Act* R.S.O. 1990 c. C-43 as amended.
34. Robertson, personally and on behalf of each of HEIR, FFI and Wealth Building, undertakes (pursuant to the undertaking executed and attached as Schedule “B”) that any funds obtained, or any proceeds received from investments by, or receivables owing to, any of HEIR, FFI and Wealth Building are to be paid to the Commission pursuant to paragraph 31(c) above within 30 days of receipt of funds up to the total amount owing to the Commission pursuant to paragraph 31(c).

PART VI - STAFF COMMITMENT

35. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding under Ontario securities law in relation to the facts set out in Part III of this

Settlement Agreement, subject to the provisions of paragraph 36 below.

36. If the Commission approves this Settlement Agreement and the HEIR Respondents fail to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against the HEIR Respondents. These proceedings may be based on, but are not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement. In addition, if this Settlement Agreement is approved by the Commission, and the HEIR Respondents fail to comply with the terms of the Settlement Agreement, the Commission is entitled to bring any proceedings necessary to recover the amounts set out in sub-paragraphs 31(b) and (c) above.

PART VII - PROCEDURE FOR APPROVAL OF SETTLEMENT

37. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for March 28, 2013, or on another date agreed to by Staff and the HEIR Respondents, according to the procedures set out in this Settlement Agreement and the Commission's *Rules of Procedure*.
38. Staff and the HEIR Respondents agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on the HEIR Respondents' conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.
39. If the Commission approves this Settlement Agreement, the HEIR Respondents agree to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.
40. If the Commission approves this Settlement Agreement, none of the parties will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.
41. Whether or not the Commission approves this Settlement Agreement, the HEIR Respondents will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this agreement as the basis for any attack on the

Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART VIII - DISCLOSURE OF SETTLEMENT AGREEMENT

42. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:
 - (a) this Settlement Agreement and all discussions and negotiations between Staff and the HEIR Respondents before the settlement hearing takes place will be without prejudice to Staff and the HEIR Respondents; and
 - (b) Staff and the HEIR Respondents will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this agreement.
43. Both parties will keep the terms of the Settlement Agreement confidential until the Commission approves the Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does not approve the Settlement Agreement, both parties must continue to keep the terms of the Settlement Agreement confidential, unless Staff and the HEIR Respondents both agree in writing not to do so or if required by law.

PART IX - EXECUTION OF SETTLEMENT AGREEMENT

44. The parties may sign separate copies of this agreement. Together, these signed copies will form a binding agreement.
45. A facsimile copy or other electronic copy of any signature will be as effective as an original signature.

DATED this 21th day of MARCH, 2013.

"WALTER SCHWABE"

Witness

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"ARCHIE ROBERTSON"

**HEIR HOME EQUITY INVESTMENT
REWARDS INC.**

Per: "ARCHIE ROBERTSON"
Title: "PRESIDENT"

DATED this 21th day of MARCH, 2013.

"WALTER SCHWABE"

Witness

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"ARCHIE ROBERTSON"

FFI FIRST FRUITS INVESTMENTS INC.

Per: "ARCHIE ROBERTSON"
Title: "PRESIDENT"

DATED this 21th day of MARCH, 2013.

"WALTER SCHWABE"

Witness

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"ARCHIE ROBERTSON"

WEALTH BUILDING MORTGAGES INC.

Per: "ARCHIE ROBERTSON"
Title: "PRESIDENT"

DATED this 21th day of MARCH, 2013.

"WALTER SCHWABE"

Witness

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"ARCHIE ROBERTSON"

ARCHIBALD ROBERTSON

Per: "ARCHIE ROBERTSON"
Title: "PRESIDENT"

DATED this 22th day of MARCH, 2013.

"Tom Atkinson"
TOM ATKINSON
Director, Enforcement Branch

SCHEDULE "A"

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

- AND -

**IN THE MATTER OF HEIR HOME EQUITY INVESTMENT REWARDS INC.; FFI
FIRST FRUIT INVESTMENTS INC.; WEALTH BUILDING MORTGAGES INC.;
ARCHIBALD ROBERTSON; ERIC DESCHAMPS; CANYON ACQUISITIONS, LLC;
CANYON ACQUISITIONS INTERNATIONAL, LLC; BRENT BORLAND; WAYNE D.
ROBBINS; MARCO CARUSO; PLACENCIA ESTATES DEVELOPMENT, LTD.;
COPAL RESORT DEVELOPMENT GROUP, LLC; RENDEZVOUS ISLAND, LTD.;
THE PLACENCIA MARINA, LTD.; AND THE PLACENCIA HOTEL AND
RESIDENCES LTD.**

- AND -

**IN THE MATTER OF A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION AND HEIR HOME EQUITY
INVESTMENT REWARDS INC.; FFI FIRST FRUITS INVESTMENTS INC.; WEALTH
BUILDING MORTGAGES INC.; AND ARCHIBALD ROBERTSON**

ORDER

(Sections 127 and 127.1 of the *Securities Act*)

WHEREAS on March 29, 2011, the Ontario Securities Commission (the "Commission") issued a Notice of 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 and in respect of HEIR Home Equity Investment Rewards Inc. ("HEIR"), FFI First Fruits Investments Inc. ("FFI"), Wealth Building Mortgages Inc. ("Wealth Building"), and Archibald Robertson ("Robertson") (collectively the "HEIR Respondents") and others. 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 March 29, 2011 and amended February 14, 2012;

AND WHEREAS the HEIR Respondents entered into a Settlement Agreement with Staff of the Commission dated _____, 2013 (the "Settlement Agreement") in which the HEIR Respondents agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated March 29, 2011, subject to the approval of the Commission;

AND WHEREAS on _____, 2013 , 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 the HEIR Respondents;

AND UPON reviewing the Settlement Agreement, the Notices of Hearing, and the Amended Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for the HEIR Respondents and from 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 is approved;
2. Robertson shall pay to the Commission:
 - (a) an administrative penalty in the amount of \$350,000, for his failure to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the Act, to be designated for allocation or for use by the Commission pursuant to subsection s. 3.4(2)(b) of the Act; and
 - (b) the amount of \$150,000, representing a portion of Staff's costs in this matter;
3. HEIR, FFI and Wealth Building shall pay to the Commission an administrative penalty in the aggregate amount of \$1,000,000 (jointly and severally), for their failure to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the Act, to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;
4. Pursuant to paragraph 6 of subsection 127(1) of the Act, the HEIR Respondents shall be reprimanded;
5. Pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by the HEIR Respondents shall cease permanently from the date of this Order;
6. Pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by the HEIR Respondents shall be prohibited permanently from the date of this Order;

7. Pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the HEIR Respondents permanently from the date of this Order;

8. Pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Robertson shall resign all positions that he holds as a director or officer of any issuer, registrant or investment fund manager (except as set out in paragraph 9 below);

9. Pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Robertson shall be permanently prohibited from becoming or acting as a director or officer of any issuer, registrant or investment fund manager with the exception that Robertson is permitted to act or continue to act as a director and officer of any corporation through which he carries on business, so long as he, his spouse, and/or his immediate family are the only holders of the securities of the corporation;

10. Pursuant to paragraph 8.5 of subsection 127(1) of the Act, Robertson shall be permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;

11. As an exception to the provisions of paragraphs 5, 6, and 7, Robertson is permitted to: (1) trade on his own behalf in his accounts, and (2) acquire securities on his own behalf in his accounts, provided the schedule for payment set out in paragraph 12 below is followed. In the event that Robertson does not pay in accordance with the timelines indicated in paragraph 12 below, this exception shall be suspended until such time as those payments are made in full.

12. In regard to the payments ordered above in paragraph 2, Robertson shall personally make payments as follows:

- (a) \$10,000.00 by certified cheque or bank draft when the Commission approves this Settlement Agreement;
- (b) a further \$100,000 payable by cheque within one (1) year of the date of this Order;
- (c) a further \$150,000 payable by cheque within 30 months of the date of this Order; and
- (d) the balance of \$240,000 payable by cheque within four (4) years of the date of this Order.

13. Notwithstanding the payment plan set out in paragraph 12, in the event that Robertson fails to comply with the terms of the Settlement Agreement and his undertaking attached as Schedule "B", the amount set out in paragraph 2 is payable and enforceable immediately, along with postjudgment interest

from the date of this Order in accordance with section 129 of the *Courts of Justice Act* R.S.O. 1990 c. C-43 as amended.

DATED at Toronto this _____ day of March, 2013.

SCHEDULE "B"

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

- AND -

**IN THE MATTER OF HEIR HOME EQUITY INVESTMENT REWARDS INC.;
FFI FIRST FRUIT INVESTMENTS INC.; WEALTH BUILDING MORTGAGES INC.;
ARCHIBALD ROBERTSON; ERIC DESCHAMPS; CANYON ACQUISITIONS, LLC;
CANYON ACQUISITIONS INTERNATIONAL, LLC; BRENT BORLAND; WAYNE D.
ROBBINS; MARCO CARUSO; PLACENCIA ESTATES DEVELOPMENT, LTD.;
COPAL RESORT DEVELOPMENT GROUP, LLC; RENDEZVOUS ISLAND, LTD.;
THE PLACENCIA MARINA, LTD.; AND THE PLACENCIA HOTEL AND
RESIDENCES LTD.**

- AND -

**IN THE MATTER OF A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION AND HEIR HOME
EQUITY INVESTMENT REWARDS INC.; FFI FIRST FRUITS INVESTMENTS
INC.; WEALTH BUILDING MORTGAGES INC.; AND ARCHIBALD ROBERTSON**

**UNDERTAKING TO THE
ONTARIO SECURITIES COMMISSION**

This Undertaking is given in connection with a settlement agreement between the Respondents HEIR Home Equity Investment Rewards Inc. ("HEIR"), FFI First Fruits Investments Inc. ("FFI"), Wealth Building Mortgages Inc. ("Wealth Building"), and Archibald Robertson ("Robertson"), and Staff of the Commission ("Staff") dated March, 2013 (the "**Settlement Agreement**"), and Order of the Commission dated March 28, 2013 (the "**Order**"), and all terms shall have the same meaning as therein.

1. Robertson agrees to advise Staff within 10 days of the sale of any investments held in Alberta, Quebec, and in the Dominican Republic and Belize in which he has an interest, and any proceeds Robertson receives from those sales or related to these investments are to be paid to the Commission pursuant to paragraph 2 of the Order within 30 days of receipt of funds; and
2. Robertson, personally and on behalf of each of HEIR, FFI and Wealth Building Mortgages Inc., undertakes that any funds obtained, or any proceeds received from investments by, or receivables owing to, any of HEIR, FFI and Wealth Building are to be paid to the Commission pursuant to paragraph 3 of the Order within 30 days of receipt of funds up to the total amount owing to the Commission pursuant to paragraph 3 of the Order.

