



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
SHAUN GERARD MCERLEAN AND
SECURUS CAPITAL INC.**

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

WHEREAS the Commission found on July 19, 2012 that the respondents engaged in conduct which was contrary to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "*Act*") and contrary to the public interest;

AND WHEREAS on September 21, 2012, the Commission held a hearing with respect to the sanctions and costs to be imposed in this matter;

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

IT IS ORDERED that:

- (a) pursuant to s. 127(1)2 of the *Act*, all trading by the Respondents shall cease permanently;
- (b) pursuant to s. 127(1)2.1 of the *Act*, the acquisition of any securities by the Respondents is prohibited permanently;
- (c) pursuant to s. 127(1)3 of the *Act*, any exemptions contained in Ontario securities law do not apply to the Respondents permanently;
- (d) pursuant to s. 127(1)6 of the *Act*, we hereby reprimand Shaun Gerard McErlean and Securus Capital Inc. for their conduct;
- (e) pursuant to s. 127(1)8 of the *Act*, Mr. McErlean is prohibited from becoming or acting as a director or officer of any issuer permanently;

- (f) pursuant to s. 127(1)8.2 of the *Act*, Mr. McErlean is prohibited from becoming or acting as a director or officer of a registrant permanently;
- (g) pursuant to s. 127(1)8.4 of the *Act*, Mr. McErlean is prohibited from becoming or acting as a director or officer of an investment fund manager permanently;
- (h) pursuant to s. 127(1)8.5 of the *Act*, the Respondents are prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter permanently;
- (i) pursuant to s. 127(1)9 of the *Act*, Mr. McErlean and Securus shall jointly and severally pay to the Commission an administrative penalty of \$500,000 each, which is designated for allocation or for use by the Commission pursuant to s. 3.4(2)(b) of the *Act*;
- (j) pursuant to s. 127(1)10 of the *Act*, Mr. McErlean and Securus shall disgorge to the Commission jointly and severally the amount of \$8,892,906, which is designated for allocation or for use by the Commission pursuant to s. 3.4(2)(b) of the *Act*; and
- (k) pursuant to s. 127.1 of the *Act*, the respondents shall pay on a joint and several basis \$250,000, representing partial costs and disbursements incurred by the Commission in the investigation and hearing.

Dated at Toronto this 24th day of October, 2012.

“Vern Krishna”

Vern Krishna, Q.C.

“James D. Carnwath”

James D. Carnwath, Q.C.