



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
KOLT CURRY, LAURA MATEYAK,
AMERICAN HERITAGE STOCK TRANSFER INC., and
AMERICAN HERITAGE STOCK TRANSFER, INC.**

ORDER

**(Rules 3 and 9 of Ontario Securities Commission *Rules of Procedure* (2012), 35 O.S.C.B.
10071)**

WHEREAS on January 27, 2012, 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”) in connection with a Statement of Allegations filed by Staff of the Commission (“Staff”) on January 27, 2012, to consider whether it is in the public interest to make certain orders against Sandy Winick (“Winick”), Andrea Lee McCarthy (“McCarthy”), Kolt Curry, Laura Mateyak (“Mateyak”), Gregory J. Curry (“Greg Curry”), American Heritage Stock Transfer Inc. (“AHST Ontario”), American Heritage Stock Transfer, Inc. (“AHST Nevada”), BFM Industries Inc. (“BFM”), Liquid Gold International Corp. (aka Liquid Gold International Inc.) (“Liquid Gold”), and Nanotech Industries Inc. (“Nanotech”);

AND WHEREAS on April 1, 2011, the Commission issued a temporary cease trade order, pursuant to subsections 127(1) and 127(5) of the Act, that all trading in securities of BFM, AHST Ontario, AHST Nevada and Denver Gardner Inc. cease and that all trading by Kolt Curry, Mateyak, AHST Ontario, AHST Nevada, McCarthy, Winick and Denver Gardner Inc. cease (the “**Temporary Order**”);

AND WHEREAS the Temporary Order, as amended, was extended from time to time and, on March 23, 2012, was extended until the conclusion of the merits hearing;

AND WHEREAS on October 17, 2012, the Commission ordered, pursuant to Rule 11.5 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 (the "*Rules of Procedure*"), that the hearing on the merits would proceed as a written hearing (the "Written Hearing");

AND WHEREAS on November 2, 2012, Staff filed an Amended Statement of Allegations and the Commission issued an Amended Notice of Hearing;

AND WHEREAS on November 30, 2012, Staff filed evidentiary briefs in the form of affidavits, as well as written submissions on the relevant facts and law;

AND WHEREAS on January 21, 2013, on consent of Staff and counsel for McCarthy, BFM and Liquid Gold (the "McCarthy Respondents"), the Commission granted an application to sever the matter, as against the McCarthy Respondents and adjourned that matter to a date to be fixed by the Office of the Secretary of the Commission in consultation with counsel;

AND WHEREAS on April 12, 2013, the Commission ordered, on consent, that the Written Hearing is converted back to an oral hearing on the merits to be heard on May 15th and 16th, 2013, pursuant to Rule 11.5 of the *Rules of Procedure*;

AND WHEREAS on May 15, 2013, Staff appeared and counsel for Kolt Curry, Mateyak and AHST Ontario appeared before the Commission and advised the panel that an Agreed Statement of Facts (the "Agreed Facts") had been reached for Kolt Curry, Mateyak, AHST Ontario and AHST Nevada (the "Curry Respondents");

AND WHEREAS on May 15, 2013, Staff, counsel for Kolt Curry, Mateyak and AHST Ontario jointly requested that the evidence on the hearing on the merits scheduled for May 15th and 16th, 2013, as against the Curry Respondents, consist of the Agreed Facts as filed, and that the hearing on the merits as it relates to the Curry Respondents be severed from the remaining Respondents;

AND WHEREAS on reading the Agreed Facts the panel found that:

1. From May of 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada traded and engaged in or held themselves out as engaging in the business of trading in securities without being registered to do so in circumstances in which no exemption was available, contrary to s. 25(1)(a) of the Act, as that section existed at the

time the conduct commenced, and contrary to s. 25(1) of the Act, as subsequently amended on September 28, 2009;

2. From May of 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada distributed securities of Nanotech without a preliminary prospectus and prospectus having been filed and receipts having been issued for them by the Director and without an exemption from the prospectus requirement contrary to section 53(1) of the Act;
3. From September 28, 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada made statements that a reasonable investor would consider relevant in deciding whether to enter into or maintain a trading or advising relationship with Kolt Curry, AHST Ontario or AHST Nevada that were untrue or omitted information necessary to prevent the statements from being false or misleading in the circumstances in which they were made, contrary to section 44(2) of the Act;
4. Mateyak, being a director and officer of AHST Ontario, did authorize, permit or acquiesce in the commission of the violations of sections 25, 53 and 44(2) of the Act, as set out above, by the AHST Companies or by the employees, agents or representatives of the AHST Companies, contrary to section 129.2 of the Act and contrary to the public interest;
5. Kolt Curry, being a directing mind and de facto director and officer of AHST Ontario, and a director and officer of AHST Nevada, did authorize, permit or acquiesce in the commission of the violations of sections 25, 53 and 44(2) of the Act, as set out above, by the AHST Companies or by the employees, agents or representatives of the AHST Companies, contrary to section 129.2 of the Act and contrary to the public interest; and,
6. The conduct of Kolt Curry, Mateyak, AHST Ontario and AHST Nevada contravened Ontario securities law and is contrary to the public interest.

AND WHEREAS on May 16, 2013, the Commission ordered that: (1) the hearing as against the Curry Respondents is severed from the main proceeding in this matter; and (2) a sanctions hearing for the Curry Respondents was ordered to take place on August 27, 2013;

AND WHEREAS the Commission advised Staff and counsel for the Curry Respondents that the Commission is no longer available on August 27, 2013 and Staff and counsel for the Curry Respondents confirmed their availability on September 12, 2013;

AND WHEREAS on August 26, 2013, the Commission ordered that the sanctions and costs hearing in this matter shall take place on September 12, 2013, at 10:00 a.m.;

AND WHEREAS counsel for the Curry Respondents filed a motion, pursuant to Rules 3 and 9 of the *Rules of Procedure*, to adjourn the sanctions hearing scheduled for September 12, 2013 (the “Adjournment Motion”);

AND WHEREAS on September 12, 2013, Staff and counsel for the Curry Respondents appeared before the Commission and made submissions on the Adjournment Motion;

AND WHEREAS on September 12, 2013, Staff requested that the Notice of Hearing be amended to include a request for an order under section 37 of the Act;

AND WHEREAS on September 12, 2013, counsel for the Curry Respondents consented to the requested amendment to the Notice of Hearing;

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. pursuant to Rules 3 and 9 of the *Rules of Procedure*, the sanctions and costs hearing in this matter is adjourned and shall take place on October 10, 2013, at 11:00 a.m.;
and
2. on consent of the parties, Staff may file an Amended Notice of Hearing including a request for an order under section 37 of the Act.

DATED at Toronto this 12th day of September, 2013.

“*James D. Carnwath*”

James D. Carnwath