

SCHEDULE “A”

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

AND

IN THE MATTER OF MILLER BERNSTEIN & PARTNERS LLP

**ORDER
(Sections 127 and 127.1)**

WHEREAS on the 6th day of July, 2001, the Ontario Securities Commission (the “Commission”) ordered, among other things, pursuant to clause 1 of subsection 127(1) of the *Securities Act*, R.S.O. 1990, c.S.5, as amended (the “Act”), that the registration of Buckingham Securities be suspended and that trading in any securities by Buckingham, Lloyd Bruce (“Bruce”) and David Bromberg (“Bromberg”) cease for a period of fifteen days from the date of the order (the “Temporary Order”);

AND WHEREAS on the 20th day of July, 2001 the Commission ordered as described above, pursuant to subsection 127(7) of the Act that the Temporary Order, among other things, be extended against Buckingham, Bruce and Bromberg until the hearing is concluded and that the hearing be adjourned *sine die*;

AND WHEREAS on April 15, 2004, the Commission issued a Notice of Hearing (the “Notice of Hearing”) pursuant to sections 127 and 127.1 of the Act in respect of Miller Bernstein & Partners LLP (“Miller Bernstein”) and other respondents;

AND WHEREAS Miller Bernstein entered into a settlement agreement dated May , 2005 (the “Settlement Agreement”), in which the respondent Miller Bernstein agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission; and wherein Miller Bernstein provided to the Commission a written undertaking that it will not provide auditing or other services to reporting issuers

or to registrants under Ontario securities law in their capacity as reporting issuers and registrants, respectively;

AND UPON reviewing the Settlement Agreement and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from the counsel for Miller Bernstein 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 dated May , 2005, attached to this order as Schedule “1”, is hereby approved;
2. pursuant to clause 6 of subsection 127(1) of the Act, Miller Bernstein will be reprimanded by the Commission;
3. Miller Bernstein will make a settlement payment in the amount of \$75,000 by certified cheque or bank draft to the Commission, at the time of approval of this settlement, for allocation to or for the benefit of third parties under section 3.4(2) of the Act; and
4. pursuant to subsection 127.1(1)(b) of the Act, Miller Bernstein will make payment to the Commission in the amount of \$115,000 by certified cheque or bank draft in respect of a portion of the work of the Commission’s investigation in relation to Miller Bernstein at the time of approval of this settlement agreement.

DATED at Toronto this day of May, 2005
