

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

- AND -

**IN THE MATTER OF
JAMES FREDERICK PINCOCK**

**ORDER
(Sections 127 and 127.1)**

WHEREAS on August 16, 2001 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Securities Act (the "Act") in respect of James Frederick Pincock ("Pincock");

AND WHEREAS, following a motion by the respondent to adjourn the hearing dates of this proceeding, the Commission made an Order on July 24, 2002, ordering, among other things, that the respondent provide forthwith an undertaking to the Secretary to the Commission to be marked as Exhibit "A-1" in this proceeding, such undertaking to remain in effect until the final determination of this matter, including any right of appeal, or until further Order of the Commission;

AND WHEREAS Pincock entered into a settlement agreement dated August 23, 2002 (the "Settlement Agreement") in which he agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from the respondent 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 ORDERED THAT:

the Settlement Agreement dated August 23, 2002, attached to this Order, is hereby approved; pursuant to clause 2 of subsection 127(1) of the Act, Pincock shall cease trading in securities for a period of five years effective the date of this Order, with the exception that after three years from the date of the Order, Pincock is permitted to trade in securities beneficially owned by him in his personal accounts in his name;

pursuant to clause 7 of subsection 127(1) of the Act, Pincock shall resign his position as an officer or director of any issuer in Ontario in which he holds the position of officer or director, and his position as an officer or director of any issuer in Ontario, which has an interest directly or indirectly in any registrant, in which he holds a position of officer or director, effective the date of this Order;

pursuant to clause 8 of subsection 127(1) of the Act, Pincock is prohibited from becoming or acting as an officer or director of any issuer in Ontario or an officer or director of any issuer which has an interest directly or indirectly in any registrant, for a period of five years effective the date of this Order;

pursuant to clause 6 of subsection 127(1) of the Act, Pincock is reprimanded; and

pursuant to subsection 127.1(1)(b) of the Act, Pincock will make payment to the Commission in the amount of \$20,000 by certified cheque or money order in respect of a portion of the costs incurred by the Commission and Staff in relation to this proceeding, such payment to be made at the time of approval of this settlement by the Commission; and

IT IS FURTHER ORDERED THAT the Order herein supercedes the Order made by the Commission dated July 24, 2002.

DATED at Toronto this 27th day of August, 2002

Robert L. Shirriff

Paul M. Moore

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