



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  
SANDY WINICK, ANDREA LEE MCCARTHY,  
KOLT CURRY, LAURA MATEYAK, GREGORY J. CURRY,  
AMERICAN HERITAGE STOCK TRANSFER INC.,  
AMERICAN HERITAGE STOCK TRANSFER, INC.,  
BFM INDUSTRIES INC., LIQUID GOLD INTERNATIONAL CORP.,  
(aka LIQUID GOLD INTERNATIONAL INC.)  
and NANOTECH INDUSTRIES INC.**

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

**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 be converted back to an oral hearing on the merits to be heard on May 15 and 16, 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 had been reached for Kolt Curry, Mateyak, AHST Ontario and AHST Nevada (the "**Curry Respondents**") and jointly requested that the hearing on the merits, as it relates to the Curry Respondents, be severed;

**AND WHEREAS** on May 16, 2013, the Commission ordered that the hearing as against the Curry Respondents be severed from the main proceeding in this matter;

**AND WHEREAS** the remaining respondents, Winick, Greg Curry and Nanotech, did not make submissions or tender evidence in response to Staff's evidentiary briefs and written submissions of November 30, 2012 and did not appear;

**AND WHEREAS** following a hearing on the merits with respect to Winick, Greg Curry and Nanotech, the Commission issued its Reasons and Decision on August 7, 2013 (the "**Merits Decision**");

**AND WHEREAS** the Commission determined that Winick and Greg Curry had not complied with Ontario securities law and had acted contrary to the public interest, as described in the Merits Decision;

**AND WHEREAS** the Commission held a hearing in writing with respect to the sanctions and costs to be imposed in this matter with respect to Winick and Greg Curry;

**AND WHEREAS** on December 30, 2013, the Commission released its Reasons and Decision on Sanctions and Costs in this matter with respect to Winick and Greg Curry;

**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 clause 2 of subsection 127(1) of the *Act*, trading in any securities by Winick or Greg Curry shall cease permanently;
2. pursuant to clause 2.1 of subsection 127(1) of the *Act*, the acquisition of any securities by Winick or Greg Curry shall be prohibited permanently;
3. pursuant to clause 3 of subsection 127(1) of the *Act*, any exemptions contained in Ontario securities law shall not apply to Winick or Greg Curry permanently;
4. pursuant to clause 6 of subsection 127(1) of the *Act*, Winick and Greg Curry are reprimanded;
5. pursuant to clause 7 of subsection 127(1) of the *Act*, Winick and Greg Curry shall resign any position that they hold as a director or officer of an issuer;
6. pursuant to clause 8 of subsection 127(1) of the *Act*, Winick and Greg Curry shall be prohibited permanently from becoming or acting as a director or officer of any issuer;
7. pursuant to clause 8.5 of subsection 127(1) of the *Act*, Winick and Greg Curry shall be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
8. pursuant to clause 9 of subsection 127(1) of the *Act*, Winick shall pay an administrative penalty of \$750,000 for his non-compliance with Ontario securities

law, to be designated for allocation or for use by the Commission, pursuant to subsection 3.4(2)(b) of the *Act*;

9. pursuant to clause 9 of subsection 127(1) of the *Act*, that Greg Curry shall pay an administrative penalty of \$150,000 for his non-compliance with Ontario securities law, to be designated for allocation or for use by the Commission, pursuant to subsection 3.4(2)(b) of the *Act*;
10. pursuant to clause 10 of subsection 127(1) of the *Act*, Winick shall disgorge to the Commission a total of \$359,200 obtained as a result of his non-compliance with Ontario securities law, of which USD\$78,000 shall be jointly and severally payable with Greg Curry;
11. pursuant to clause 10 of subsection 127(1) of the *Act*, Greg Curry shall disgorge to the Commission a total of USD\$78,000 obtained as a result of his non-compliance with Ontario securities law, which shall be jointly and severally payable with Winick;
12. the disgorgement orders referred to in each of paragraphs 10 and 11, above, shall be designated for allocation or for use by the Commission, pursuant to subsection 3.4(2)(b) of the *Act*; and
13. pursuant to subsection 127.1 of the *Act*, Winick and Greg Curry shall jointly and severally pay \$50,000 for the costs incurred in the hearing of this matter.

**DATED** at Toronto this 30<sup>th</sup> day of December, 2013.

*“James D. Carnwath”*

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James D. Carnwath, Q.C.