



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e 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 WELCOME PLACE INC., DANIEL MAXSOOD also known as
MUHAMMAD M. KHAN, TAO ZHANG, and TALAT ASHRAF**

**ORDER
(Section 127)**

WHEREAS:

1. on July 2, 2013, the Ontario Securities Commission (the “Commission”) issued a temporary order (the “Temporary Order”), pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), ordering that:
 - a. all trading in any securities by Welcome Place Inc. (“Welcome Place”), Daniel Maxsood also known as Muhammad M. Khan (“Maxsood”), Tao Zhang (“Zhang”), and Talat Ashraf (“Ashraf”) (collectively, the “Respondents”) shall cease;
 - b. the exemptions contained in Ontario securities law do not apply to any of Welcome Place, Maxsood, Zhang, and Ashraf; and
 - c. the Temporary Order shall expire on the 15th day after its making unless extended by the Commission;
2. on July 2, 2013, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on July 12, 2013 at 11:30 a.m.;
3. on July 12, 2013, the Commission held a Hearing at which counsel for Welcome Place and Maxsood attended and no one attended on behalf of Zhang or Ashraf, although properly served. Upon reviewing the evidence, hearing submissions from Staff and counsel for Welcome Place and Maxsood, and upon being advised that Welcome Place and Maxsood consented to the extension of the Temporary Order to January 31, 2014, the Commission ordered;

- a. pursuant to subsections 127(7) and (8) of the Act, the Temporary Order is extended to January 31, 2014, and specifically that:
 - i. all trading in any securities by Welcome Place, Maxsood, Zhang, and Ashraf shall cease;
 - ii. the exemptions contained in Ontario securities law do not apply to any of Welcome Place, Maxsood, Zhang, and Ashraf; and
 - iii. this Order shall not affect the right of any Respondent to apply to the Commission to clarify, amend, or revoke this Order upon seven days written notice to Staff of the Commission; and
 - b. that the Hearing is adjourned to Monday, January 27, 2014 at 10:00 a.m.;
4. on January 27, 2014, the Commission held a Hearing with respect to the extension of the Temporary Cease Trade Order, and Staff appeared and made submissions. No one appeared for the Respondents, but a written consent to the extension of the Temporary Order was filed and considered by the Commission. The Commission ordered pursuant to subsections 127(7) and (8) of the Act that the Temporary Order is extended until the final disposition of the proceeding resulting from Staff's investigation in this matter, including, if appropriate, any final determination with respect to sanctions and costs, or further Order of the Commission, and specifically that:
- a. all trading in any securities by Welcome Place, Maxsood, Zhang, and Ashraf shall cease;
 - b. the exemptions contained in Ontario securities law do not apply to any of Welcome Place, Maxsood, Zhang, and Ashraf; and
 - c. this Order shall not affect the right of any Respondent to apply to the Commission to clarify, amend, or revoke this Order upon seven days written notice to Staff of the Commission;
5. on December 18, 2014, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act, providing that a hearing would be held at the Commission on February 2, 2015. The Notice of Hearing was accompanied by a

Statement of Allegations dated December 18, 2014, issued by Staff with respect to the Respondents;

6. on December 19, 2014, the Respondents were served with the Notice of Hearing and Statement of Allegations;
7. on February 2, 2015, a first appearance was held before the Commission at which Staff appeared and counsel appeared and confirmed his attendance on behalf of each of the Respondents. The Commission determined that the parties should return for a second attendance after disclosure was provided to the Respondents, and ordered that the hearing of this matter was adjourned and shall continue on May 27, 2015 at 11:00 a.m. or on such other date or time set by the Office of the Secretary and agreed to by the parties;
8. on May 27, 2015, a second appearance was held before the Commission at which Staff appeared in person and counsel participated by telephone, confirming his attendance on behalf of each of the Respondents. The Panel heard submissions from Staff indicating that disclosure of Staff's documents and Staff's witness list had been made, and Staff requested dates for similar disclosure by the Respondents. The Panel heard submissions from counsel for the Respondents with respect to these requests, and ordered that:
 - a. the Respondents will make disclosure to Staff of their witness lists and summaries, and indicate any intent to call an expert by June 22, 2015; and
 - b. the hearing of this matter is adjourned and shall continue on July 22, 2015 at 11:00 a.m. or on such other date or time set by the Office of the Secretary and agreed to by the parties;
9. on July 22, 2015, a third appearance was held before the Commission at which Staff appeared and counsel appeared on behalf of each of the Respondents. The Panel heard submissions from Staff indicating that the Respondents have now made disclosure to Staff of their witness lists and summaries, and no intent to call an expert has been disclosed. Staff requested dates be set for the hearing of the merits and a final interlocutory attendance. The Panel heard submissions from counsel for the Respondents with respect to these requests, and ordered that:

- a. the hearing on the merits shall commence on January 25, 2016 at 10:00 a.m. and shall continue on January 27, 28, 29, February 1, 2, 3, 4, 5, 8, 10, 11, and 12, 2016, or on such further or other dates as may be agreed upon by the parties and fixed by the Office of the Secretary;
 - b. a final interlocutory attendance shall take place on January 7, 2016 at 10:00 a.m; and
 - c. the parties shall deliver Hearing Briefs to every other party by December 18, 2015;
10. on January 15, 2016, a confidential pre-hearing conference was held before the Commission at which Staff and counsel for the Respondents appeared and made submissions requesting that the hearing scheduled in this matter be adjourned to a later date. The Panel ordered that:
 - a. the dates for the hearing on the merits previously scheduled to commence on January 25 and continue on January 27, 28 and 29, and February 1, 2, 3, 4, 5, 8 and 10, 2016 are vacated; and
 - b. the hearing on the merits shall commence on February 11, 2016 at 10:00 a.m. and shall continue on February 12, 2016, or on such further or other dates as may be ordered by the Commission;
11. on February 10, 2016, the Respondents entered into a Settlement Agreement with Staff in relation to the matters set out in the Statement of Allegations;
12. on February 11, 2016, the Commission issued a Notice of Hearing, setting out that it proposed to consider the Settlement Agreement;
13. a hearing was held before the Commission on February 11, 2016 regarding the Settlement Agreement at which Staff and counsel for the Respondents appeared and made submissions and the Commission made an order approving the Settlement Agreement;
14. the Commission is of the opinion that it is in the public interest to make this Order.

IT IS ORDERED that:

1. the dates for the hearing on the merits previously scheduled to commence on February 11, 2016 and continue on February 12, 2016 are vacated.

DATED at Toronto this 11th day of February, 2016.

“Edward P. Kerwin”

Edward P. Kerwin