

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

- and -

**IN THE MATTER OF
ANDREW OESTREICH**

**O R D E R
(Sections 127 and 127.1)**

WHEREAS on May 19, 2006, the Commission issued an Amended Notice of Hearing (the “Notice of Hearing”) pursuant to sections 127 and 127.1 of the *Act* in respect of Andrew Oestreich;

AND WHEREAS Oestreich entered into a settlement agreement dated June 12, 2006 (the “Settlement Agreement”), in which the respondent Oestreich agreed to a proposed settlement of the proceeding commenced by the Amended Notice of Hearing, 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 counsel for Oestreich 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 June 12, 2006, attached to this Order as Schedule “1”, is hereby approved;
2. pursuant to clause 2 of subsection 127(1) of the *Act*, Oestreich shall cease trading in securities for a period of 2 years commencing on the date of this Order;
3. pursuant to clause 6 of subsection 127(1) of the *Act*, Oestreich will be reprimanded;
4. pursuant to clause 7 of subsection 127(1) of the *Act*, Oestreich shall resign all positions that he holds as a director or officer of a reporting issuer;
5. pursuant to clause 8 of subsection 127(1) of the *Act*, Oestreich is prohibited from becoming or acting as a director or officer of any reporting issuer for a period of 2 years commencing on the date of this Order;
6. pursuant to clause 9 of subsection 127(1) of the *Act*, Oestreich will make a settlement payment of \$24,000 by certified cheque or bank draft to the Commission for allocation to or for the benefit of third parties under s. 3.4(2) of the *Act*;
7. pursuant to subsection 127.1(1)(b) of the *Act*, Oestreich will make a payment in the amount of \$5,000 by certified cheque or bank draft to the Commission in respect of a portion of the costs of the Commission’s investigation in relation to this matter; and

8. Oestreich will cooperate with Staff, including testifying as a witness for Staff at any proceedings commenced by Staff before the Commission.

DATED at Toronto this 29th day of June, 2006.

"Paul M. Moore"
Paul M. Moore, Q.C.

"Suresh Thakrar"
Suresh Thakrar