



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
GLOBAL RESP CORPORATION AND
GLOBAL GROWTH ASSETS INC.**

**ORDER
(Section 127 of the *Securities Act*)**

WHEREAS on July 26, 2012, the Ontario Securities Commission (“the “Commission”) ordered pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990 c. S.5, as amended (the “Act”) that the terms and conditions (“Terms and Conditions”) set out in schedules “A” and “B” of the Commission order be imposed on Global RESP Corporation (“Global RESP”) and Global Growth Assets Inc. (“GGAI”) (collectively, the “Respondents”) (the “Temporary Order”);

AND WHEREAS on August 10, 2012, the Commission extended the Temporary Order against Global RESP and GGAI until such further order of the Commission and adjourned the hearing until November 8, 2012;

AND WHEREAS the Terms and Conditions required Global RESP and GGAI to retain a consultant (the “Consultant”) to prepare and assist them in implementing plans to strengthen their compliance systems and require Global RESP to retain a monitor (the “Monitor”) to contact all new clients as defined and set out in the Terms and Conditions;

AND WHEREAS Global RESP retained Sutton Boyce Gilkes Regulatory Consulting Group Inc. as its Consultant and Monitor;

AND WHEREAS on November 2, 2013, the Commission heard Global RESP’s motion to vary the Terms and Conditions imposed on Global RESP on July 26, 2012;

AND WHEREAS on November 7, 2012, the Commission ordered that: (i) paragraphs 5, 6 and 7 of the Terms and Conditions be deleted and replaced with new terms; (ii) the hearing be adjourned to December 13, 2012 at 10:00 a.m.; and (iii) the appearance date on November 8, 2012 be vacated;

AND WHEREAS on December 13, 2012, Staff filed the Affidavit of Lina Creta sworn December 13, 2012, and counsel for the Respondents filed the Affidavit of Clarke Tedesco sworn December 12, 2012, updating the Commission on the work completed to date by the Monitor and the Consultant and the Commission adjourned the Hearing to January 14, 2013 at 9:00 a.m.;

AND WHEREAS on January 14, 2013, Staff filed the Affidavit of Lina Creta sworn January 11, 2013 updating the Commission on Staff's dealings with the Monitor and the Consultant and counsel for the Respondents filed the affidavits of Clarke Tedesco sworn January 11 and 14, 2013 updating the Commission on the work completed by the Monitor;

AND WHEREAS on February 6, 2013, Staff filed the Affidavit of Lina Creta sworn February 6, 2013 updating the Commission on Staff's dealings with the Monitor and the Consultant, and counsel for the Respondents filed the affidavits of Clarke Tedesco sworn February 4 and 6, 2013, updating the Commission on the work completed by the Monitor and the Consultant and the monitoring costs incurred by Global RESP;

AND WHEREAS counsel for the Respondents requested that the Terms and Conditions be varied to impose the monitoring term recommended by the Consultant in its latest revised Consultant's plan and that a time line be imposed to ensure that the latest revised Consultant's plans dated January 28 and 30, 2013 are approved;

AND WHEREAS Staff opposed these requests on the basis that the latest revised Consultant's plans were still being reviewed and considered by Staff;

AND WHEREAS the hearing was adjourned to February 25, 2013 at 10:00 a.m. for the purpose of allowing the parties to make submissions on: (i) whether it is appropriate for the Commission to approve the plan submitted by the Consultant; and (ii) if it is appropriate, for the Commission to approve any terms of the plan not agreed to by Staff;

AND WHEREAS on September 13, 2013, the Respondents requested a date for a motion to have the terms and conditions currently imposed on their registrations lifted (the “Motion”);

AND WHEREAS the Motion was scheduled for October 31, 2013 at 10:00 a.m.;

AND WHEREAS the Motion was adjourned on consent;

IT IS HEREBY ORDERED that the scheduled date for the Motion is vacated and the Motion shall proceed on November 20, 2013 at 10:00 a.m.

DATED at Toronto this 30th day of October, 2013.

“James E. A. Turner”

James E. A. Turner