



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*
RSO 1990, c S.5**

- and -

**IN THE MATTER OF MM CAFÉ FRANCHISE INC., TECHOCAN INTERNATIONAL
CO. LTD., 1727350 ONTARIO LTD., MARIANNE GODWIN, DAVE GARNET CRAIG
and HAIYAN (HELEN) GAO JORDAN**

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

WHEREAS:

1. on March 23, 2016, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, RSO 1990, c S.5 (the “Act”) in relation to a Statement of Allegations filed by Staff of the Commission (“Staff”) on March 23, 2016, to consider whether it is in the public interest to make certain orders against MM Café Franchise Inc. (“MMCF”), DCL Healthcare Properties Inc. (“DCL”), Culturalite Media Inc. (“Culturalite”), Café Enterprise Toronto Inc. (“CET”), Techocan International Co. Ltd. (“Techocan”), 1727350 Ontario Ltd. (“1727350”), Marianne Godwin (“Godwin”), Dave Garnet Craig (“Craig”), Frank DeLuca (“DeLuca”), Elaine Concepcion (“Concepcion”) and Haiyan (Helen) Gao Jordan (“Jordan”);
2. the Notice of Hearing set April 21, 2016 as the hearing date in this matter;
3. on April 21, 2016, counsel for Staff and counsel for DCL, CET, Techocan, 1727350, Godwin, Craig, DeLuca and Jordan appeared before the Commission and made submissions and no one appeared on behalf of MMCF, Concepcion and Culturalite, although properly served;
4. on April 21, 2016, the Commission ordered that:
 - (a) Staff shall disclose to the respondents documents and things in the possession or control of Staff that are relevant to the hearing by May 20, 2016;

- (b) Staff shall provide to the respondents its witness list and witness summaries, and indicate any intent to call an expert witness including the name of the expert witness and the issue on which the expert will be giving evidence by August 25, 2016; and
 - (c) this proceeding is adjourned to a Second Appearance to be held at the offices of the Commission located at 20 Queen Street West, 17th Floor, Toronto, Ontario, commencing on September 6, 2016, at 3:30 p.m., or as soon thereafter as the hearing can be held;
5. on April 29, 2016, Staff filed with the Commission an Amended Statement of Allegations;
 6. on June 9, 2016, the Commission ordered that the hearing date scheduled for September 6, 2016 be vacated and the hearing be held on September 13, 2016 at 3:30 p.m.;
 7. on July 26, 2016, Staff filed with the Commission:
 - (a) a Notice of Withdrawal withdrawing the allegations against DCL, Culturalite, CET, DeLuca and Concepcion; and
 - (b) an Amended Amended Statement of Allegations withdrawing certain allegations against Jordan;
 8. on September 13, 2016, counsel for Staff, Jordan, Techocan, 1727350, Godwin and Craig appeared before the Commission and made submissions and no one appeared on behalf of MMCF;
 9. on September 13, 2016, Staff and the remaining respondents submitted that there may be facts that are not in dispute, and the parties indicated they will make best efforts to prepare an Agreed Statement of Facts prior to the next appearance with a view to advancing the proceeding in an effective and efficient manner; and
 10. the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED that:

1. this proceeding is adjourned to a Third Appearance to be held at the offices of the Commission located at 20 Queen Street West, 17th Floor, Toronto, Ontario, commencing on November 14, 2016, at 9:00 a.m., or as soon thereafter as the hearing can be held.

DATED at Toronto this 14th day of September, 2016.

“Janet Leiper”

Janet Leiper