



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

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Toronto ON M5H 3S8

**IN THE MATTER OF
THE *SECURITIES ACT*, RSO 1990, c S.5**

- and -

**IN THE MATTER OF
THE FALLS CAPITAL CORP.,
DEERCREST CONSTRUCTION FUND INC.,
WEST KARMA LTD. and RODNEY JACK WHARRAM**

ORDER

(Subsection 127(1) of the *Securities Act*)

WHEREAS:

1. On November 25, 2015, the British Columbia Securities Commission issued a decision in which it imposed sanctions against The Falls Capital Corp., Deercree Construction Fund Inc., West Karma Ltd., and Rodney Jack Wharram (collectively, the "**Respondents**");
2. On August 2, 2016, Staff of the Ontario Securities Commission (the "**Commission**") filed a Statement of Allegations, in which Staff seeks an order imposing sanctions against the Respondents, and the Commission issued a Notice of Hearing in respect of that Statement of Allegations, setting August 29, 2016 as the hearing date;
3. On August 22, 2016, Staff filed an affidavit of service sworn by Lee Crann, describing steps taken by Staff to serve the Respondents with the Notice of Hearing, Statement of Allegations and Staff's disclosure materials;

4. At the hearing on August 29, 2016, Staff appeared before the Commission and made submissions and the Respondents did not appear or make submissions, although properly served;
5. On August 29, 2016, the Commission issued an order:
 - a. granting Staff's application to continue this proceeding by way of a written hearing, in accordance with Rule 11.5 of the *Ontario Securities Commission Rules of Procedure* (2014), 37 OSCB 4168, and subsection 5.1(1) of the *Statutory Powers Procedure Act*, RSO 1990, c S.22; and
 - b. requiring that:
 - i. Staff's written materials be served and filed by September 8, 2016;
 - ii. the Respondents' responding written materials, if any, be served and filed by October 6, 2016; and
 - iii. Staff's reply written materials, if applicable, be served and filed by October 20, 2016;
6. On September 7, 2016, Staff filed Staff's Written Submissions, Brief of Authorities and Hearing Brief;
7. On September 12, 2016, Staff filed an affidavit of service sworn by Lee Crann, describing steps taken by Staff to serve the Respondents with the order issued August 29, 2016, and Staff's written hearing materials;
8. No responding materials were filed on behalf of the Respondents;
9. Pursuant to paragraph 4 of subsection 127(10) of the *Securities Act*, an order made by a securities regulatory authority in any jurisdiction that imposes sanctions, conditions, restrictions or requirements on a person may form the basis for an order made under subsection 127(1) of the *Securities Act*; and
10. The Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED:

1. against Rodney Jack Wharram ("**Wharram**") that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, trading in any securities or derivatives by Wharram cease permanently;
 - b. pursuant to paragraph 2.1 of subsection 127(1) of the *Securities Act*, the acquisition of any securities by Wharram is prohibited permanently;
 - c. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the *Securities Act*, Wharram resign any positions that he holds as a director or officer of any issuer, registrant or investment fund manager;
 - d. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the *Securities Act*, Wharram is prohibited permanently from becoming or acting as a director or officer of any issuer, registrant or investment fund manager; and
 - e. pursuant to paragraph 8.5 of subsection 127(1) of the *Securities Act*, Wharram is prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter;
2. against The Falls Capital Corp. ("**The Falls**") that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, trading in any securities of The Falls cease permanently;
 - b. pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, trading in any securities or derivatives by The Falls cease permanently;
 - c. pursuant to paragraph 2.1 of subsection 127(1) of the *Securities Act*, the acquisition of any securities by The Falls is prohibited permanently; and
 - d. pursuant to paragraph 8.5 of subsection 127(1) of the *Securities Act*, The Falls is prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter;

3. against Deercrest Construction Fund Inc. ("**Deercrest**") that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, trading in any securities of Deercrest cease permanently;
 - b. pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, trading in any securities or derivatives by Deercrest cease permanently;
 - c. pursuant to paragraph 2.1 of subsection 127(1) of the *Securities Act*, the acquisition of any securities by Deercrest is prohibited permanently; and
 - d. pursuant to paragraph 8.5 of subsection 127(1) of the *Securities Act*, Deercrest is prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter; and

4. against West Karma Ltd. ("**West Karma**") that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, trading in any securities of West Karma cease permanently;
 - b. pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, trading in any securities or derivatives by West Karma cease permanently;
 - c. pursuant to paragraph 2.1 of subsection 127(1) of the *Securities Act*, the acquisition of any securities by West Karma is prohibited permanently; and
 - d. pursuant to paragraph 8.5 of subsection 127(1) of the *Securities Act*, West Karma is prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter.

DATED at Toronto this 17th day of October, 2016.

"Timothy Moseley"

TIMOTHY MOSELEY