

THE SECURITIES ACT) **Order No. 5977**
)
Sections 148 and 148.3) **August 19, 2009**

STAFFORD KELLEY

WHEREAS:

(A) On May 12, 2008, the Ontario Securities Commission ("OSC") entered into a settlement ("Settlement") with Stafford Kelley ("KELLEY") and made an order dated May 13, 2008 against him ("OSC Order");

(B) On June 22, 2009, The Manitoba Securities Commission issued a Notice of Hearing ("Notice") giving notice of its intention to hold a hearing to consider pursuant to section 148.4 of *The Securities Act*, R.S.M. 1988, c. S50 as amended ("Act") whether or not it was in the public interest to grant orders with respect to KELLEY;

(C) KELLEY has consented to the issuance of this Order and has waived his right to a full hearing;

(D) The Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED:

1. THAT, pursuant to section 148 of the Act, KELLEY cease trading in any securities until May 13, 2013, except that KELLEY is permitted to sell, exclusively for his own benefit, any securities that he beneficially and legally owned as of May 13, 2008 and to exercise, exclusively for his own benefit, any option or warrant that he legally and beneficially owned as of May 13, 2008, entitling him to purchase shares, and to sell said shares.

2. THAT, pursuant to section 148.3 of the Act, KELLEY resign any position he holds as a director or officer of any issuer and be prohibited from becoming or acting as a director or officer of any issuer until May 13, 2018.

BY ORDER OF THE COMMISSION

Deputy Director