THE SECURITIES ACT	)	Order No. <u>6099</u>
	)	
Sections 148, 19(5), and 148.3	)	March 31, 2010

## **AMENDED AND RESTATED**

# WHEATFIELD INC. and GORDON JAMES GOODBRAND

### WHEREAS:

- (A) On December 11, 2009, the Alberta Securities Commission ("ASC") issued a decision ("ASC Decision") against WHEATFIELD INC. and Gordon James Goodbrand ("GOODBRAND");
- **(B)** On February 22, 2010, The Manitoba Securities Commission ("Commission") issued a Notice of Hearing ("Notice") giving notice of its intention to hold a hearing to consider whether or not it was in the public interest to grant orders pursuant to *The Securities Act*, R.S.M. 1988, c. S50 as amended ("Act") with respect to WHEATFIELD INC, and GOODBRAND:
- **(C)** WHEATFIELD INC. and GOODBRAND have each for themselves consented to the issuance of this Order and have waived their respective rights 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, all trading in securities by and of WHEATFIELD INC. cease permanently.
- **2. THAT,** pursuant to section 148 of the Act, all trading in securities by GOODBRAND cease until December 11, 2014, except that GOODBRAND may trade in securities through a registrant, who has first been given a copy of this Order, in registered retirement savings plans or registered education savings plans, as defined in *The Income Tax Act* (Canada), for the benefit of one or more of GOODBRAND, his spouse, and his dependent children.

3.	<b>THAT,</b> pursuant to subsection 19(5) of the Act, subsection 19(1) of the
Act, with r	espect to such of the trades referred to in that subsection, and subsection
19(2) of th	ne Act, with respect to such of the securities referred to in that subsection
do not app	ply to GOODBRAND until December 11, 2014.

4.	<b>THAT,</b> pursuant to section 148.3 of the Act, GOOD	BRAND resign from
all positio	s he may hold as a director or officer of any issuer ar	d be prohibited from
becoming	or acting as a director or officer or both of any issue	r until December 11,
2014		

BY ORDER OF THE COMMISSION	
	Director I egal and Enforcement

IN THE MATTER OF: THE SECURITIES ACT

-and-

IN THE MATTER OF: WHEATFIELD INC. and GORDON JAMES GOODBRAND

#### Notice

**TAKE NOTICE THAT** on March 31, 2010 The Manitoba Securities Commission ("MSC") issued an order in this matter bearing the number 6055. Number 6055 was assigned in error, having previously been assigned to an earlier order in another matter. TAKE FURTHER NOTICE THAT staff of the MSC have corrected the numbering error and the Amended and Restated Order No. 6099 has been issued.

**DATED** at Winnipeg, Manitoba on April 6, 2010.

Douglas R. Brown Secretary to the Commission

THE SECURITIES ACT	)	Order No. 6055
	)	
Sections 148, 19(5), and 148.3	)	March 31, 2010

## WHEATFIELD INC. and GORDON JAMES GOODBRAND

#### WHEREAS:

- (A) On December 11, 2009, the Alberta Securities Commission ("ASC") issued a decision ("ASC Decision") against WHEATFIELD INC. and Gordon James Goodbrand ("GOODBRAND");
- **(B)** On February 22, 2010, The Manitoba Securities Commission ("Commission") issued a Notice of Hearing ("Notice") giving notice of its intention to hold a hearing to consider whether or not it was in the public interest to grant orders pursuant to *The Securities Act*, R.S.M. 1988, c. S50 as amended ("Act") with respect to WHEATFIELD INC. and GOODBRAND;
- **(C)** WHEATFIELD INC. and GOODBRAND have each for themselves consented to the issuance of this Order and have waived their respective rights 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, all trading in securities by and of WHEATFIELD INC. cease permanently.
- **2. THAT,** pursuant to section 148 of the Act, all trading in securities by GOODBRAND cease until December 11, 2014, except that GOODBRAND may trade in securities through a registrant, who has first been given a copy of this Order, in registered retirement savings plans or registered education savings plans, as defined in *The Income Tax Act* (Canada), for the benefit of one or more of GOODBRAND, his spouse, and his dependent children.

3.	<b>THAT,</b> pursuant to subsection 19(5) of the Act, subsection 19(1) of the
Act, with r	espect to such of the trades referred to in that subsection, and subsection
19(2) of th	ne Act, with respect to such of the securities referred to in that subsection
do not app	ply to GOODBRAND until December 11, 2014.

4.	<b>THAT,</b> pursuant to section 148.3 of the Act, GOOD	BRAND resign from
all positio	s he may hold as a director or officer of any issuer ar	d be prohibited from
becoming	or acting as a director or officer or both of any issue	r until December 11,
2014		

BY ORDER OF THE COMMISSION	
	Director I egal and Enforcement