

THE SECURITIES ACT)
)
Sections 148, 19(5), and 148.3)

Order No. 7149
July 8, 2015

ROY BROWN A.K.A. ROY BROWN-RODRIGUES

WHEREAS:

(A) On February 12, 2015, the Ontario Securities Commission (“OSC”) issued an order against Roy Brown, also known as Roy Brown-Rodrigues (“OSC Order”);

(B) On March 12, 2015, The Manitoba Securities Commission (“Commission”) issued a Notice of Hearing (“Notice”) giving notice of its intention to hold a hearing pursuant to section 148.4 of *The Securities Act*, R.S.M. 1988, c. S50 as amended (“Act”) to consider whether or not it was in the public interest to grant orders pursuant to sections 148, 19(5), and 148.3 of the Act with respect to Roy Brown, also known as Roy Brown-Rodrigues (“BROWN”);

(C) On July 8, 2015, this hearing matter came before a panel of the Commission;

(D) Upon reviewing the documentary evidence and hearing the submissions of counsel for staff of the Commission, no one appearing for the respondent, and upon reviewing the Affidavit of Service, filed, and being satisfied as to service upon the respondent, 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, BROWN cease trading in securities permanently.

2. **THAT**, pursuant to subsection 19(5) of the Act, subsection 19(1) of the Act, with respect to such of the trades referred to in that subsection, and subsection 19(2) of the Act, with respect to such of the securities referred to in that subsection, do not apply to BROWN permanently.

3. **THAT**, pursuant to section 148.3 of the Act, BROWN resign all positions he holds as a director or officer of an issuer and be permanently prohibited from becoming or acting as a director or officer of any issuer.

4. **THAT**, furthermore, pursuant to sections 148 and 19(5) of the Act, upon the Director of the Commission having received confirmation that all payments

have been made in full to the OSC as required by paragraphs (iii)(a), (iii)(b), and (iii)(c) of the OSC Order, as an exception to paragraphs 1 and 2 in this order, BROWN is permitted to acquire for the account of any registered retirement savings plan, registered pension plan, tax-free savings accounts, self-directed retirement savings plans as defined in the Income Tax Act, R.S.C. 1985, c.1, as amended, and/or for any RESP accounts for which BROWN and/or his spouse have sole legal and beneficial ownership or are a sponsor, and such trading shall be carried out solely through an appropriately registered dealer in Canada (which dealer must be given a copy of this Order): (1) any "exchange-traded security" or "foreign exchange-traded security" within the meaning of National Instrument 21-101 – Marketplace Operation, provided that he does not own beneficially or exercise control or direction over more than 5 percent of the voting or equity securities of the issuer(s) of any such securities, or (2) any security issued by a mutual fund that is a reporting issuer; (3) and exemptions are permitted for the purpose of trades described in this subparagraph.

BY ORDER OF THE COMMISSION



Director