



THE MANITOBA
SECURITIES
COMMISSION

THE SECURITIES ACT)
)
Sections 148, 19(5), 148.3 and 8)

Order No. 7228
November 18, 2015

**MORTGAGE COMPANY OF CANADA INC., MCC ASSET MANAGEMENT INC.,
MCC MORTGAGE HOLDINGS INC., RAJ BABBER AND GREG GOUTIS**

WHEREAS:

(A) On August 17, 2015, the Ontario Securities Commission ("OSC") issued an order against and in respect of Mortgage Company of Canada Inc., MCC Asset Management Inc., MCC Mortgage Holdings Inc., Raj Babber, and Greg Goutis ("OSC Order");

(B) On October 16, 2015, 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 Mortgage Company of Canada Inc. ("MCOCI"), MCC Asset Management Inc. ("MCC"), MCC Mortgage Holdings Inc. ("MCCMH"), Raj Babber ("BABBER") and/or Greg Goutis ("GOUTIS"), collectively referred to as the respondents;

(C) The OSC Order provided for payments to the OSC of an administrative penalty and costs;

(D) Staff of the Commission have received confirmation from staff of the OSC that the administrative penalty and costs have been paid;

(E) Furthermore, the respondents entered into a Settlement Agreement with staff of the OSC dated August 14, 2015, pursuant to which the respondents gave a joint and several undertaking to the OSC, being Schedule "B" to the Settlement Agreement ("Undertaking"), to redeem, at the same time, and within thirty days of the date of the OSC's Order, all remaining common shares in the capital of MCOCI held by the seven remaining Non-Exempt Investors subject, in the case of MCOCI, to compliance with the solvency provisions under applicable law;

(F) Staff of the Commission have not received confirmation as to whether the Undertaking has been complied with;

(G) The respondents, represented by legal counsel, each for themselves have consented to the issuance of this order and have waived their respective rights to a full hearing;

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

Securities Division

500-400 St. Mary Avenue, Winnipeg, MB R3C 4K5 • tel: 204.945.2548 • fax: 204.945.0330 • mbsecurities.ca

A DIVISION OF THE MANITOBA FINANCIAL SERVICES AGENCY

IT IS ORDERED:

1. **THAT**, pursuant to section 8 of the Act, BABBER and GOUTIS shall each successfully complete the Canadian Securities Course Exam, Exempt Market Products Exam and the PDO Exam ("Required Courses") as those terms are defined in section 3.1 of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, before applying to become a registrant with the Commission.

2. **THAT**, pursuant to sections 148.3 and 8 of the Act, pending the successful completion of the Required Courses, BABBER and GOUTIS each be prohibited from becoming or acting as a director or officer of any reporting issuer and of any issuer that is a registrant or investment fund manager and, furthermore, be prohibited from becoming or acting as a registrant, investment fund manager, or promoter.

3. **THAT**, pursuant to section 148 of the Act, any trades of securities of MCOCI in Manitoba be made through or to a dealer registered under the Act in a category that permits such trade, or by the respondents directly only if and when registered to conduct such trades.

4. **THAT**, pursuant to sections 148 and 19(5) of the Act, if the respondents have not fully complied with the Undertaking such that the disgorgement order of subparagraph (e) of the OSC Order is activated, and the amounts are not paid when due in accordance with the Undertaking or subparagraph (e) of the OSC Order:

- (a) trading in any securities by or of any of the respondents shall cease; and
- (b) any exemptions contained in Manitoba securities law shall not apply to any of the respondents;

until the Director has received confirmation that such amounts have been paid to the OSC.

5. **THAT**, until the entire amount of the payments set out in the Undertaking or subparagraph (e) of the OSC Order are paid in full, MCOCI, MCC and MCCMH shall each be prohibited from becoming or acting as a registrant, investment fund manager or promoter, and the provisions of paragraphs 1, 2 and 4 above, shall continue in force without any limitation as to time period.

BY ORDER OF THE COMMISSION



Director