



THE MANITOBA
SECURITIES
COMMISSION

THE SECURITIES ACT)
)
Subsections 19(5), 148.3(1),)
148.2(3), 148.1(1) and 148.1(1.1))

Order No. 7605

January 12, 2023

WAYNE SOKAL and ESP SOFTWARE INC.

WHEREAS:

(A) On November 15, 2018, staff of The Manitoba Securities Commission ("Commission") issued a Notice of Hearing ("Notice") giving notice of its intention to hold a hearing to consider, inter alia, whether or not it was in the public interest to grant an order pursuant to subsections 19(5), 148.3(1), 148.2(3), 148.1(1) and 148.1(1.1) of *The Securities Act* ("Act") with respect to Wayne Sokal ("SOKAL") and ESP SOFTWARE INC. ("ESP")

(B) On January 17th, 18th and 19th, 2022 this matter was heard before a panel of the Commission;

(C) Upon reviewing the documentary evidence and hearing the submissions of counsel for staff of the Commission, submissions of counsel for SOKAL and ESP, and submissions of counsel for the complainant in this matter, GRANT KAUFMANN ("KAUFMANN"), the Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED:

1. **THAT**, pursuant to subsection 19(5) of the Act:
 - (a) subsection 19(1) of the Act does not, with respect to such of the trades referred to in that subsection, apply to SOKAL and ESP, and;
 - (b) subsection 19(2) of the Act does not, with respect to such securities referred to in that subsection, apply to SOKAL and ESP.
2. **THAT**, pursuant to subsection 148.3(1) of the Act, SOKAL 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, or both, of any issuer.

Securities Division

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A DIVISION OF THE MANITOBA FINANCIAL SERVICES AGENCY

3. **THAT**, pursuant to subsection 148.2(3) of the Act, SOKAL and ESP, jointly and severally, pay the sums of \$85,500.00 CAD and \$10,000.00 USD to KAUFMANN, on that date, which date shall be on or before the 1st day of June, 2023, being the final date upon which KAUFMANN shall be entitled to satisfy the Director of the Manitoba Securities Commission that the action that he has commenced against SOKAL and ESP in the Manitoba Court of King's Bench, has been discontinued, that he has consented to a judgment of the Court of King's Bench dismissing the action, staying the action or otherwise abandoning the action on terms acceptable to the Manitoba Securities Commission (the "Date").

4. **THAT**, pursuant to subsections 148.1(1) and 148.1(1.1) of the Act, SOKAL and ESP jointly and severally pay an administrative penalty in the total sum of \$10,000.00 forthwith.

5. **THAT** SOKAL and ESP, jointly and severally pay to the Commission costs in the total sum of \$10,000.00 forthwith.

BY ORDER OF THE COMMISSION



Director