

IN THE MATTER OF  
The Securities Act, 1988, S.S. 1988, c. S-42.2

AND

IN THE MATTER OF  
WILLIAM HERBERT CARPENDALE  
AND  
4 ACES AMUSEMENT CO.

CEASE TRADE ORDER  
Sections 134(1) and 135(1)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the "Commission") from the staff of the Commission for an Order pursuant to:

1. Subsection 134(1) of The Securities Act, 1988, S.S. 1988, C. S-42.2 (the "Act"), that William Herbert Carpendale ("Carpendale") shall cease trading in securities and commodity futures contracts in the Province of Saskatchewan or with any person resident in the Province of Saskatchewan for a period of five years;
2. Subsection 134(1) of the Act that trading permanently cease in respect of the securities of 4 Aces Amusement Co.;
3. Subsection 135(1) of the Act that the exemptions contained in:
  - (a) Sections 38, 39, 81, 82 and 102 of the Act;
  - (b) The Securities Regulations, R.R.S., c. S-42.2, Reg 1 (the "Regulations") providing for exemptions from sections 27, 58, and 71 of the Act; and
  - (c) Any decision providing for exemptions from sections 27, 58, 71 or 104 to 109 of the Act;

do not apply to Carpendale for a period of 5 years;

AND WHEREAS Carpendale and the Director of the Commission have entered into an Agreement and Undertaking (the "Agreement") dated August 14, 1992, the original of which Agreement is attached hereto as Schedule A to this Order;

AND WHEREAS Carpendale has consented to the issuance of this Order and waived any right to a hearing;

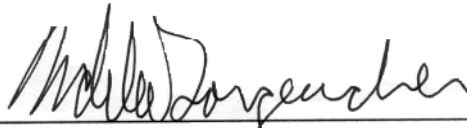
AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

THE COMMISSION HEREBY ORDERS pursuant to:

1. Subsection 134(1) of the Act that William Herbert Carpendale ("Carpendale") shall cease trading in securities and commodity futures contracts in the Province of Saskatchewan or with any person resident in the Province of Saskatchewan for a period of five years from the date of this Order;
2. Subsection 134(1) of the Act that trading permanently cease in respect of the securities of 4 Aces Amusement Co.;
3. Subsection 135 (1) of the Act that the exemptions contained in:
  - (a) Sections 38, 39, 81, 82 and 102 of the Act;
  - (b) The Regulations providing for exemptions from sections 27, 58 and 71 of the Act;
  - (c) Any decision providing for exemptions from sections 27, 58, 71 or 104 to 109 of the Act;

do not apply to Carpendale for a period of five years from the date of this Order;

DATED at the City of Regina in the Province of Saskatchewan, this 8th day of October, 1992.



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Marcel de la Gorgendiere, Q.C.  
Chairman

To: William Herbert Carpendale  
4 Aces Amusement Co.

**SCHEDULE "A"**

IN THE MATTER OF  
THE SECURITIES ACT, 1988, S.S. 1988, c. S-42.2

AND

AND IN THE MATTER OF  
WILLIAM HERBERT CARPENDALE  
AND  
4 ACES AMUSEMENT CO.

**AGREEMENT AND UNDERTAKING**

The following agreement has been reached between William Herbert Carpendale and the Director of the Saskatchewan Securities Commission (the "Commission").

Facts

As a basis for a five year cessation in the trading of securities and commodity futures contracts and other matters as provided in the Order, attached hereto as Schedule A to this agreement, William Herbert Carpendale ("Carpendale") acknowledges and agrees as follows:

1. Between January 1, 1991 and Sept 1, 1991, Carpendale traded in securities of 4 Aces Amusement Co. ("4 Aces") in Saskatchewan knowing that he was not registered under The Securities Act, 1988, S.S. 1988, c. S-42.2 (the "Act") and knowing that the securities of 4 Aces were not being offered pursuant to a prospectus for which a receipt had been received from the Commission;
2. On or about February 1, 1991 Carpendale did trade with Lorraine Blancher ("Blancher") of Leroy, Saskatchewan in the securities of 4 Aces, an unincorporated business entity created by Carpendale;
3. On or about July 27, 1991 Carpendale did trade With Howard Kryba ("Kryba") of Regina, Saskatchewan in the securities of 4 Aces;
4. The securities of 4 Aces involved in these transactions are evidenced by profit sharing agreements entered into by Blancher and Kryba with 4 Aces and Carpendale and are deemed to be securities by virtue of Subclauses 2 (ss) (ii), (ix) and (xiv) of the Act;

5. Carpendale received a total of \$24,000.00 from the 2 Saskatchewan residents with respect to the above trades;
6. That by the activities described in the preceding paragraphs Carpendale breached the provisions of sections 27 and 58 of the Act.

#### Carpendale's Undertakingg

Carpendale hereby undertakes, agrees and consents, effective the date of his execution of this agreement, as follows:

1. To cease trading in any and all securities and commodity futures contracts in the Province of Saskatchewan or with any resident of the Province of Saskatchewan personally and by any other means including, but not limited to, by means of any company, limited partnership, association or other entity of which he is a director, officer, promoter or control person as defined by the Act for a period of five years from the date of the issuance of the Order of the Commission;
2. To never become, act, or continue to act as a director or officer of a reporting issuer as defined by the Act;
3. To the issuance of the Order of the Commission in substantially the form set out in Schedule A to this agreement, and to hereby waive any right to a hearing and/or appeal with respect to this matter.

#### Director's Agreement

The Director of the Commission ("the Director") hereby agrees that this Agreement and Undertaking and the Order set out in Schedule A are the only sanctions to be imposed upon Carpendale by the Commission pursuant to the Act with respect to the matters set out in this agreement, provided however, that nothing herein shall prohibit the Director from considering and dealing with any matter not set out in this agreement or any new complaint brought to the Director's attention in respect of Carpendale.

IN WITNESS WHEREOF Carpendale and the Director have executed this Agreement and Undertaking, on this 14<sup>th</sup> day of August, 1992.

SIGNED, SEALED AND DELIVERED )  
in the presence of: )

"Jim Hall" )

SIGNED, SEALED AND DELIVERED )  
in the presence of: )

"Jim Hall" )

"William Herbert Carpendale"  
William Herbert Carpendale

"Barbara L. Shourounis"  
Barbara L. Shourounis,  
Director