

IN THE MATTER OF THE *SECURITIES ACT*,
S.N.B. 2004, c. S-5.5

AND IN THE MATTER OF

**James A. MacCallum and
Andrew Mitchell Holdings, LLC**

(Respondents)

ORDER

WHEREAS on 22 September 2011, Staff of the New Brunswick Securities Commission (the "Commission") issued an interim consent Order against the Respondents; and

WHEREAS the Respondents have entered into a Settlement Agreement dated 21 February 2013 (the "Agreement") in which they agreed to a proposed settlement of violations of New Brunswick securities law, subject to the approval of the Commission; and

WHEREAS upon reviewing the said Agreement and the Agreed Statement of Facts therein; and

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

NOW THEREFORE IT IS HEREBY ORDERED that:

- (a) pursuant to paragraph 191(1)(a) of the *Securities Act*, at the Agreement dated 21 February 2013 with respect to the Respondents is hereby approved;
- (b) pursuant to sub-paragraph 184(1)(c)(ii) of the *Securities Act*, the Respondents shall cease trading in securities permanently, except that the Respondents may trade in and for their own accounts through a registered securities dealer;
- (c) pursuant to paragraph 184(1)(d) of the *Securities Act*, the Respondents shall be denied all exemptions under New Brunswick securities law permanently, except that the Respondents may trade in and for their own accounts through a registered securities dealer;

- (d) pursuant to paragraph 184(1)(i) of the *Securities Act*, the Respondent James A. MacCallum shall be prohibited from becoming or acting as a director or officer of any issuer, registrant or mutual fund manager;
- (e) pursuant to paragraph 184(1)(p) of the *Securities Act*, the Respondents shall disgorge to the New Brunswick Securities Commission, on a joint-and-several basis, the amount of one million, seven hundred and seventy five thousand dollars (\$1,775,000.00), such payment to be subordinate to any claim for the repayment of principal made directly or indirectly by any investor;
- (f) pursuant to subsection 186(1) of the *Securities Act*, the Respondents shall pay to the New Brunswick Securities Commission, on a joint-and-several basis, an administrative penalty in the amount of fifty thousand dollars (\$50,000.00); and
- (g) pursuant to subsections 185(1) and 185(2) of the *Securities Act*, the Respondents shall pay to the New Brunswick Securities Commission, on a joint-and-several basis, costs in the amount of ten thousand dollars (\$10,000.00).

DATED this 19th day of March 2013.

“original signed by”
Denise A. LeBlanc, Panel Chair

“original signed by”
Céline Robichaud-Trifts, Panel Member

“original signed by”
Ken Savage, Panel Member

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