

IN THE MATTER OF THE SECURITIES ACT, SNB 2004, c. S-5.5 as amended

AND

IN THE MATTER OF

**SAXON FINANCIAL SERVICES LTD., SAXON CONSULTANTS, LTD., SEAN WILSON, JUSTIN PRAAMSMA, CONRAD PRAAMSMA, TODD YOUNG, and MERCHANT CAPITAL MARKETS S.A. carrying on business as "MERCHANT CAPITAL MARKETS" and as "MERCHANTMARX" ("Respondents")**

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***EX PARTE* TEMPORARY ORDER**

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**WHEREAS** Staff of the Commission have made a motion seeking an *ex parte* Temporary Order against the Respondents;

**AND WHEREAS** Staff presented evidence and made submissions regarding violations of the *Securities Act*, SNB 2004, c. S-5.5 by the Respondents;

**AND WHEREAS** Staff of the Commission have presented evidence to the Commission as follows:

1. Saxon Financial Services Ltd. is an entity carrying on business in Atlanta, Georgia, and purport to operate from an office at 3394 Lenox Road, Atlanta, Georgia.
2. Saxon Consultants Ltd. purports to be a company having an office in Tortola, British Virgin Islands.
3. Saxon Financial Services Ltd. and Saxon Consultants Ltd. hold themselves out as Independent Brokers in currency and commodity options and futures.
4. Sean Wilson, Justin Praamsma, Conrad Praamsma, and Todd Young are sales staff for Saxon Financial and/or Saxon Consultants Ltd. These individuals all operate out of the Atlanta office of Saxon Financial Services Ltd.
5. Mr. Justin Praamsma has no training in trading options, other than "8 years on the phone". He previously worked for a Costa Rican entity which was cease traded by the Saskatchewan Financial Services Commission in 2003.

6. Mr. Praamsma has advised a New Brunswick resident that:
  - (a) Saxon Financial has been in the gasoline options business for a couple of months;
  - (b) he has been calling lots of Canadians and Saxon has over 80 Canadian clients. Saxon has recruited between 15 and 20 new Canadian clients this month alone;
  - (c) every month he gets 7 to 8 new Canadian clients;
  - (d) he alone raises between \$1.2 and \$2.0 million per month;
  - (e) there are 25 to 30 people in the Atlanta Georgia office in which he works;
  - (f) he provides the expertise to determine what to buy, at what price, date and on what time line;
  - (g) Saxon Financial Services Ltd. and Saxon Consultants Ltd are not targeting Americans or American companies, but only Canadians and Europeans; and
  - (h) returns up to 300% in three months are expected if one opens an account with him.
7. Saxon Financial Services Ltd. is currently seeking to hire additional sales staff in the Atlanta area.
8. Merchant Capital Markets S.A. (MCM) is an entity purportedly carrying on business from an office in Geneva, Switzerland. The office address used is one of a business center offering virtual offices.
9. The domain name Merchantmarx.com was registered on January 30, 2007, suggesting that this entity has not been in existence for very long.
10. MCM purports to acts as a clearing firm and appears to manage accounts for which trades in various vehicles are made through independent brokers such as Saxon Financial and Saxon Consultants.
11. Saxon Financial Services Ltd. and Saxon Consultants Ltd. are referenced on a website known as saxonfx.com to which the salespeople refer during their telephone solicitations.
12. The domain saxonfx.com was registered anonymously.

13. Saxon representatives are currently cold calling New Brunswick residents and aggressively seeking investment in gasoline options. The calls made are aggressive and persistent. Double and triple digit returns are referenced.
14. The MCM account application authorizes trading in "off-exchange (OEX), over-the-counter spot currencies (OTC), over-the-counter forward contracts on currencies, contracts for difference (CFD), over-the-counter options on currencies, and other over-the-counter derivatives of cash currencies and CFDs." "Currencies" is defined to include "various similar trading products in energies, metals and indices."
15. Investors are asked to wire funds to an account in the name of MCM in Frankfurt, Germany.
16. The salespersons dismiss any concerns expressed by putative investors about lack of knowledge of options trading and advise that the decision of when to buy and sell will be made by them.

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


**AND WHEREAS** the Commission is of the opinion that the length of time required to hold a hearing could be prejudicial to the public interest.


**NOW THEREFORE IT IS ORDERED THAT:**

1. For a period of fifteen (15) days from the date of this Temporary Order:
  - (a) all trading in securities, including but not limited to the solicitation of trades or any acts constituting attempts or acts in furtherance of trading in securities by the Respondents, their officers, directors, employees and/or agents shall cease, and
  - (b) any exemptions in New Brunswick securities law do not apply to the Respondents.
2. Service of this Order is to be effected by email, fax or courier.
3. A hearing will be held in this matter on July 27, 2007 at 10:00 a.m. at the offices of the Commission to determine:
  - (a) whether the temporary order should be made permanent; and

(b)whether any further or other order, as the Commission may deem just or necessary, should be issued.

**DATED** at the City of Saint John this 13<sup>th</sup> day of July, 2007.

  
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David T. Hashey, Q.C., Panel Chair

  
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Donne W. Smith, Panel Member

  
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Hugh J. Flemming, Q.C., Panel Member

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