ALBERTA SECURITIES COMMISSION

DECISION

Citation: Re McBean, 2024 ABASC 158 **Date: 20241008**

William Jordan McBean

Panel:	Tom Cotter Kari Horn, K.C.
Representation:	Justin Dunphy Yasifina Somji for Commission Staff
Submissions Completed:	August 14, 2024
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I. INTRODUCTION

[1] Staff (**Staff**) of the Alberta Securities Commission (the **ASC**) applied for an order to permanently prohibit William Jordan McBean (**McBean**) from participating in the capital market. Staff's application was made pursuant to s. 198.1(2)(a)(i) of the *Securities Act* (Alberta) (the **Act**), which allows the ASC to issue a public-interest order under ss. 198(1)(a) to (h) in respect of a person who has been convicted in Canada of an offence arising from a transaction, business or course of conduct related to securities or derivatives.

[2] On January 12, 2023, McBean was convicted in the Court of King's Bench of Alberta on 12 counts of fraud over $5,000, contrary to s. 380(1)(a) of the *Criminal Code* (Canada) (the **Code**). On May 31, 2023, he was sentenced to seven years' imprisonment and ordered to pay restitution of $1,628,431 million and US$424,000. He was also prohibited for a period of 12 years from seeking, obtaining or continuing any employment, or becoming or being a volunteer in any capacity, that involves having authority over the real property, money or valuable security of another person, pursuant to s. 380.2(1) of the Code.

[3] McBean received notice of Staff's application, including copies of Staff's affidavit evidence and written submissions, but he did not provide any evidence or submissions, nor did he request an opportunity to make oral submissions. Having considered Staff's materials, we are satisfied that McBean was convicted of offences arising from a business or course of conduct related to securities or derivatives, and from a transaction relating to securities. In the circumstances, we determined that the public interest warrants the imposition of permanent market-access bans.

II. FACTUAL BACKGROUND

[4] On January 20, 2022, McBean was charged with 13 counts of fraud contrary to s. 380(1)(a) of the Code. Twelve of those counts alleged that he engaged in fraudulent misconduct against various corporate entities (the **Corporate Fraud**) between February 2013 and February 2016, and the final count alleged that he engaged in fraudulent misconduct against an individual (the **Individual Fraud**) between July 2017 and April 2018.

[5] On January 12, 2023, Justice Sullivan found McBean guilty on 12 counts of fraud over $5,000 contrary to s. 380(1)(a) of the Code, and dismissed one of the Corporate Fraud allegations. In his oral reasons (the **Conviction Reasons**) for the convictions, Justice Sullivan referenced numerous trial exhibits and summarized witness testimony.

A. McBean's Corporate Fraud Convictions

[6] The Corporate Fraud convictions arose from a fundraising scheme that McBean began promoting in the fall of 2013 and continued into at least mid-2015. During that time, McBean knowingly engaged in a fraudulent scheme in which he received fees from several companies, many of the principals of which were Alberta residents, based on false promises that McBean would raise capital so that the complainants could obtain business loans for their respective companies.

[7] McBean's fraudulent scheme was carried out through The McBean Group Limited (the **McBean Group**), an Alberta company that has since been struck from the corporate registry. McBean controlled the company as sole director and shareholder and was considered the

company's "operating mind". References to McBean include his activity as the McBean Group's operating mind, unless otherwise specified.

[8] McBean's misconduct targeted entrepreneurs seeking working capital for business projects being undertaken through their companies (the Conviction Reasons collectively referred to the individual entrepreneurs and their companies as **Investors**, and we do the same).

[9] The details of the financing scheme differed somewhat for each project but invariably involved representations from McBean that he would establish offshore "micro-hedge" funds to raise capital, which could be accessed by the corporate Investors through loan facilities. McBean told Investors that he could raise significant capital out of the Bahamas, ranging from $5 million to as much as $100 million per fund. Based on McBean's statements, Investors anticipated that the loan facilities would be available through the private investment funds within a few months. Access to the loan facility was contingent on execution of loan documentation and payment by each Investor of a "buy-in" or "setup" fee, ranging from approximately $120,000 to $160,000.

[10] McBean made numerous written and oral misrepresentations to Investors. Among them were representations in offering memoranda given to Investors that grossly exaggerated McBean's capital market experience and expertise. Those statements referred to McBean's purported experience as a mutual fund manager, his subsequent employment as a Royal Canadian Mounted Police (**RCMP**) financial crimes investigator in which he ". . . continued to evaluate over 300 automated trading systems in both FOREX . . . and commodities markets", and his consulting or executive roles with several companies. He also professed to have connections with well-known "international funding organizations".

[11] McBean provided Investors with a "facts sheet" containing further misrepresentations, notably that the McBean Group used trading strategies that consistently earned annual returns in excess of 20%. He also indicated that he would (via the McBean Group) be the investment manager for the "micro-hedge" funds.

[12] Investors had differing recollections about what they were told as to how capital would be raised in the "micro-hedge" funds. Some apparently understood that capital would come from investor subscriptions, which was consistent with a statement in the facts sheet that McBean's marketing team would sell the funds to ensure they were fully subscribed. One Investor understood that McBean was waiting for the Bahamian government to issue a licence, following which subscription proceeds would flow into a newly opened bank account, and that the Investor could then access loans once the funds had been transferred to a Canadian intermediary. The Investor was also told by McBean that roughly half of the funds might come from a "Macedonian bank investment arm" once applicable anti-money laundering requirements were satisfied.

[13] Some Investors understood that McBean would generate capital for their loans by trading foreign exchange currencies (**FOREX**), based on his professed market expertise. Other Investors expected that only some of the capital raised in the investment funds would be used for their loans, and that McBean would use any excess capital to trade FOREX.

[14] McBean's financing scheme was a sham; he did not create any "micro-hedge" funds or otherwise raise capital, either from subscriptions or from trading FOREX. None of the Investors

received the promised loans for their projects. McBean gave Investors several excuses when it came time for the loans to be advanced. McBean frequently told Investors that funding had fallen through but assured them that money could be secured from alternative sources. In some instances, his explanations were supported by forged bank documents or false narratives that were later contradicted by witness testimony. Most Investors were unable to recoup the fees paid to McBean, and a number of them lost their business projects.

[15] This process recurred several times as McBean continued to promote his financing scheme to new Investors after previous financing arrangements failed.

[16] Investors deposited approximately $3.7 million in the McBean Group's bank account, much of which was repaid to other Investors in a manner akin to a Ponzi scheme. Other payments from the account went to "fund setup fees", payroll charges, law firm fees, referral fees, and vehicles, while significant amounts were also transferred to McBean personally or otherwise used to pay his personal debts and credit cards.

B. McBean's Individual Fraud Conviction

[17] The Individual Fraud conviction was a different type of arrangement, involving the purchase of shares of a company associated with McBean. The individual investor, L.H., was a recent widow who wanted to invest funds from her spouse's estate. She was told that McBean was earning 12% annually on FOREX trading and that he had a pool of money that would be used to trade FOREX and generate similar returns. L.H.'s investment was to yield a stipulated monthly dividend, paid quarterly.

[18] Before she died in December 2018, L.H. participated in a recorded interview with two police officers. According to transcripts of that interview, she understood:

> . . . that Jordan McBean managed this investment account. It's based on currency exchange, and supposedly a computer is taking track of between I think it was seven to twelve currencies around the world and selling and buying based on their performances. And it was doing it several times a minute.
>
> I was told . . . that the teachers – the Ontario Teachers' Pension Fund was invested in this, that it was a multi-billion-dollar fund and that Jordan McBean is a retired RCMP inspector, whatever he is. This is what I was told.
>
> . . .
>
> I suspect it's all lies.

[19] McBean provided an offering memorandum in respect of the investment, which disclosed that the McBean Group, with McBean as sole director, would serve as fund manager and investment manager of the fund. It also stated that "[t]he fund has secured a 144A Senior Secured Note valued at 20 billion US dollars to secure both the principle [sic] and the minimum return of 7.5 percent per annum with payout within 30 days of August 30, 2027".

[20] In September 2017, L.H. paid US$400,000 plus fees (for a total payment of US$424,000) to the McBean Group for a subscription of shares in MDV Resource Fund Limited, a Bahamian company of which McBean was the sole director. The investment funds were not used for the

intended purpose, and approximately $150,500, plus an additional US$70,000, was deposited directly into McBean's personal accounts.

C. Reasons for McBean's Convictions

[21] Justice Sullivan found McBean guilty on all but one charge, where no evidence was called to support the allegation. On the remaining charges, he found "ample evidence" that McBean engaged in deceitful conduct by repeatedly making false representations. The trial judge found that the McBean Group's business was fraud. Other misrepresentations in the private offering memorandums about McBean's background and experience were "nowhere close" to his actual history. McBean was found to have subjective knowledge of the prohibited acts and an intention to cause deprivation to the Investors and to L.H.

D. Submissions and Reasons for McBean's Sentence

[22] On May 31, 2023, Justice Sullivan heard sentencing submissions from the Crown and counsel for McBean. It was acknowledged by McBean's counsel that McBean had been unable to provide any restitution to the victims.

[23] The Crown sought a global term of seven years' imprisonment, along with a restitution order and an order pursuant to s. 380.2 of the Code that would ban McBean from being employed or otherwise volunteering in any capacity where he would have authority over the real property, money or valuable security of another person. McBean submitted that an appropriate sentence was in the range of four to five years incarceration, a restitution order and a ten-year ancillary order.

[24] In oral submissions, Crown counsel emphasized certain elements of McBean's misconduct, including:

- the loss from his fraud amounted to $1,628,431, plus an additional US$424,000, which did not include other financial losses that ". . . essentially destroyed the financial wellbeing of some of the complainants . . .";
- the negative impact experienced by "small businessmen and entrepreneurs", whose projects would have provided benefits to the greater community;
- that McBean gained the trust of Investors who believed that he was on their side, while the fraud against L.H. was "just a straight out lie of what he would do with her money, and he turned around and did something entirely different"; and
- that McBean's fraud involved considerable planning and sophistication, including preparation of an offering memorandum for each financial scheme, creation of a website, leasing of office space adorned with "tombstones" in recognition of prior deals, and hiring of employees, all of which created the façade of a genuine and legitimate business.

[25] McBean's counsel argued that the fraud did not involve a breach of trust – a statutorily aggravating factor – and therefore warranted a lower sentence. He also submitted that McBean genuinely meant to establish a successful business rather than to engage in fraud for personal gain, and that it snowballed out of his control.

[26] In his oral reasons for McBean's sentence (the **Sentencing Reasons**), Justice Sullivan identified general deterrence as the primary consideration. He found that the nature of the fraud was serious and grave, involved continued planning and deliberation, and that a term of imprisonment was mandatory. He also identified various aggravating factors, including that:

- the fraud was significant in its magnitude, complexity, duration and degree of planning, including the use of forged documents to ". . . influence potential investors and continue the fraud";
- the fraud involved a large number of victims;
- there was a significant impact on the victims, many of whom were in "desperate circumstances", and the manner in which McBean took advantage of L.H. was "very aggravating" as she was recovering from the death of her husband and in the midst of physical and mental stress; and
- McBean engaged in additional frauds after earlier ones had failed, and he used some payments to repay fees to earlier Investors, similar to a Ponzi scheme.

[27] Justice Sullivan also considered McBean's lack of criminal record and determined that the misconduct did not involve a breach of a position of trust, although he observed that McBean's representations about his RCMP experience were "significant, bold, and convincing . . .".

[28] As mentioned, McBean was given a global sentence of seven years' incarceration, along with a restitution order requiring him to pay $1,628,431 and US$424,000, and an order pursuant to s. 380.2 of the Code prohibiting McBean, for a period of 12 years, from obtaining or continuing or seeking any employment or becoming a volunteer in any capacity that involves having authority over the real property, money, or valuable security of another person.

III. STAFF'S APPLICATION

[29] Staff issued a Notice of Hearing (the **NOH**) dated July 11, 2024, which, along with Staff's affidavit evidence and written submissions, was served on McBean on July 17, 2024.

[30] Staff's evidence included an affidavit sworn by an investigator of the Joint Serious Offences Team of the Enforcement division of the ASC. That affidavit appended McBean's indictment dated January 20, 2022, and transcripts of the Conviction Reasons dated January 12, 2023, and of the Sentencing Reasons dated May 31, 2023. Staff's evidence also included an affidavit confirming that McBean was not registered in any capacity under the Act from March 2003 up to, and including, July 14, 2023.

[31] We understand that at the time of Staff's application, McBean had appealed both his conviction and sentence to the Alberta Court of Appeal, but that neither appeal had been scheduled.

IV. ANALYSIS

[32] As mentioned, Staff's request for an order imposing permanent market-access bans against McBean relied on ss. 198.1(2)(a)(i) and 198(1) of the Act.

A. Offence Arising From a Transaction, Business or Course of Conduct Related to Securities or Derivatives

[33] Section 198.1(2)(a)(i) provides that the ASC may make an order under s. 198(1) in respect of a person if the person has been convicted in Canada of an offence arising from a transaction, business or course of conduct related to securities or derivatives. This provision was meant to enhance the effectiveness of the ASC's regulatory oversight over the Alberta capital market by establishing an efficient process that allows a panel to issue a public-interest order based on a respondent's securities-related, criminal conviction (*Re Koorbatoff*, 2024 ABASC 98 at para. 33).

[34] McBean was convicted on 12 counts of fraud, thus satisfying the first requirement of s. 198.1(2)(a)(i). The remaining issue is whether McBean's fraud convictions arose from a transaction, business or course of conduct related to securities or derivatives.

[35] Staff submitted that McBean's convictions arose from transactions, business or conduct involving multiple fraudulent investments, and related to investment contracts which fall within the definition of "security" under s. 1(ggg)(xiv) of the Act. Staff also argued that McBean acted as a dealer by engaging in the business of trading by holding himself out as fund manager and investment manager for the "micro-hedge" funds, each of which purported to engage in FOREX or currency trading.

[36] Having reviewed the trial judge's findings in the Conviction Reasons and the Sentencing Reasons, we are satisfied that the Corporate Fraud arose from a business or course of conduct relating to securities or derivatives and the Individual Fraud arose from a transaction relating to securities.

[37] We construe s. 198.1(2)(a)(i) of the Act as requiring a causal relationship or nexus between the respondent's conviction and a transaction, business or course of conduct involving securities or derivatives. This approach was articulated by the Supreme Court of Canada in *1704604 Ontario Ltd. v. Pointes Protection Association*, 2020 SCC 22 at para. 24, where the court considered the phrase "arises from" to imply "an element of causality" in which one item is "somehow causally related to" another.

[38] We adopt a similar interpretation of the phrase "relating to", which has been construed as allowing a somewhat loose connection between two related subjects (*Slattery (Trustee of) v. Slattery*, [1993] 3 S.C.R. 430 at pp. 445-446, citing *Nowegijick v. The Queen*, [1983] 1 S.C.R. 29 at p. 39). This approach was adopted in *Re Conrad Black*, 2015 ONSEC 4, where an Ontario Securities Commission panel construed the comparable provision in the *Securities Act* (Ontario) as requiring ". . . the establishment of 'some connection' between two related subject matters", such that "the offense or offenses [sic] of which the Respondents were convicted arose from a transaction or course of conduct that had some connection to securities" (*Black* at para. 102). In *Black*, the conduct underlying a fraud conviction was found to have arisen from a transaction or course of conduct related to securities because certain payments were not disclosed in accordance with U.S. securities laws. The panel in *Black* also found that an obstruction of justice conviction arose from a course of conduct related to securities because the misconduct obstructed (or attempted to obstruct) an investigation into breaches of U.S. securities laws (*Black* at para. 107).

[39] Applying a broad interpretation to s. 198.1(2)(a)(i), we consider that McBean's Corporate Fraud convictions had a clear connection or nexus to his business or course of conduct. Indeed, the basis for McBean's conviction was the finding that the McBean Group's "business was fraud". As stated in the Conviction Reasons:

> The key factual contest in this case is about what was said to investors, and there is no doubt that there was repeated and complete and talented misrepresentation of the business of the McBean Group and Jordan McBean by Jordan McBean. [emphasis added]

[40] That finding was reiterated later in the Conviction Reasons:

> The key factual understanding of note in this case are the representations made by McBean and his corporate entity to the individuals and corporations identified in the indictment. McBean and his corporate entity misrepresented the business of The McBean Group Limited and what was that business. [emphasis added]

[41] We also find that the McBean Group's purported business had a clear connection to securities or derivatives. According to the Conviction Reasons, that business involved creating private investment funds in the Bahamas, which we considered to be related to securities or derivatives because:

- McBean was to raise investment capital for the investment funds using subscription agreements, seemingly in reliance on offering memoranda;
- the McBean Group, with McBean as sole director, was to manage the investment funds in its capacity as fund manager and investment manager; and
- the facts sheet represented that the McBean Group (again, with McBean as sole director) traded FOREX – an activity that has been consistently found to involve trading in derivatives.

[42] Viewed in isolation, it is arguable that the expected provision of loan capital to the Investors may not constitute a transaction, business or course of conduct related to securities or derivatives. However, we are of the view that all of McBean's activities in relation to the Investors must be taken into account in applying s. 198.1(2) of the Act. The provision of the fictitious loan capital was inextricably connected to the creation of the equally fictitious "micro-hedge" funds, the purported raising of capital through an offering memorandum and from trading derivatives, and the funds being controlled indirectly by McBean in his professed capacity as an investment fund manager. All of these connected activities relate to either securities or derivatives. Accordingly, we find that the Corporate Fraud conviction arose from a business or course of conduct that related to securities or derivatives.

[43] We also find that the Individual Fraud conviction involved the purchase of shares from McBean, and therefore clearly arose from a transaction relating to securities.

B. Public Interest Order Under Section 198(1)

[44] Having determined that McBean's criminal convictions arose from a business or course of conduct related to securities or derivatives (in the case of the Corporate Fraud) and from a transaction relating to securities (in the case of the Individual Fraud), we consider whether an order under s. 198(1) is in the public interest, and if so, the extent of any such order.

1. Sanctioning Principles and Factors

[45] An order under s. 198(1) of the Act stems from the ASC's public interest mandate to protect investors and to foster a fair and efficient capital market. While a public-interest order must be preventive in nature and prospective in orientation, it can consider both specific and general deterrence so long as it is proportionate to the individual and reasonable in the circumstances (*Committee for the Equal Treatment of Asbestos Minority Shareholders v. Ontario (Securities Commission)*, 2001 SCC 37 at paras. 39-45; *Cartaway Resources Corp.*, 2004 SCC 26 at paras. 52-62; *Walton v. Alberta (Securities Commission)*, 2014 ABCA 273 (leave to appeal to the Supreme Court of Canada refused [2014] S.C.C.A. No. 476) at para. 154).

[46] In *Re Homerun International Inc.*, 2016 ABASC 95 (at para. 20), an ASC panel enumerated four factors relevant to the sanctioning assessment, namely the seriousness of the misconduct, the respondent's characteristics and history, any benefit sought or obtained by the respondent, and any other mitigating or aggravating considerations. We address these factors applicable to McBean below.

(a) Seriousness of the Misconduct

[47] McBean's convictions are unquestionably serious crimes. Fraud is generally considered to be one of the most serious forms of capital market misconduct because it inherently involves some combination of deceit or falsehood and the risk of financial loss (*Homerun* at para. 23). Such misconduct strikes at the heart of the ASC's public-interest objectives:

> Fraud is among the most serious types of capital-market misconduct, and previous ASC decisions have consistently emphasized the serious implications it has for the public interest. For example, an ASC panel in *Re TransCap Corporation*, 2013 ABASC 201 (at para. 155) stated that it is ". . . self-evident that conduct that perpetrates a fraud on Alberta investors is wholly inconsistent with the welfare of investors and the integrity of our capital market". Securities commissions from other jurisdictions have taken a consistent view on the seriousness of fraud, including in *Re Reeve*, 2018 ONSEC 55 (at para. 28) where a panel of the Ontario Securities Commission indicated that: ". . . fraud is one of the most egregious violations of securities law" and "causes direct and immediate harm to its investors, and it significantly undermines confidence in the capital markets". [*Re Neilson*, 2022 ABASC 137 at para. 27]

[48] Where Staff seek a public-interest order based on a criminal conviction for fraud committed against Alberta investors, ". . . it is difficult to conceive of a circumstance when orders under section 198(1) would not be considered to be in the public interest" (*Re Carruthers*, 2020 ABASC 177 at para. 32; *Neilson* at para. 28).

[49] McBean, an Alberta resident, received millions of dollars based on fraudulent misrepresentations he repeatedly made to Alberta residents. He also defrauded a recently widowed retiree, causing her to lose her entire investment. The trial judge characterized McBean's offences as serious and grave, and found that they warranted a lengthy term of imprisonment, in part because McBean knowingly lied to Investors with the intent to deprive them of their money. He also considered the elaborate steps taken by McBean to influence potential investors and maintain his fraudulent scheme, including the hiring of employees, leasing office space, and fabricating "tombstones". He also relied on forged documents in an attempt to prolong and cover-up his crimes.

[50] McBean's misconduct was extremely serious, having caused considerable losses to his victims, both in Alberta and elsewhere. Those losses were not limited to the amounts actually paid to McBean, as many Investors incurred additional losses as they were unable to salvage their businesses without the promised loans.

(b) Respondent's Characteristics and History

[51] As described by an ASC panel in *Homerun* (at para. 30):

> A disciplinary history – in the securities sector, or perhaps elsewhere – may itself demonstrate considerable risk and a need for commensurate deterrence. An individual who has already been sanctioned for a transgression should be particularly mindful of the need to behave in accordance with the law. Such an individual who engages in further misconduct may be thought to present a distinct risk of further recidivism, demanding specific deterrence. This may also call for general deterrence, to discourage like-minded others from similar misconduct.

[52] Although Staff acknowledged that McBean has no prior history of criminal convictions or securities-related misconduct, they submitted that this was not mitigating in the circumstances. McBean continued to perpetrate frauds "one after another" despite knowing of the failure of his investment schemes. Further, the Individual Fraud occurred nearly three years after the Corporate Frauds.

[53] We agree with Staff and do not consider McBean's lack of disciplinary history as mitigating.

(c) Benefit Sought or Obtained by the Respondent

[54] It was clear that McBean's deceit was motivated by his desire to personally benefit from his misconduct – the Conviction Reasons indicated that McBean knew that his actions would deprive Investors and that the deprivation of L.H. was "planned".

[55] Expert evidence established that of the $3.7 million deposited into the McBean Group's bank account related to the Corporate Fraud, approximately $580,000 went to McBean personally or was otherwise used to pay his personal debts and credit cards. An additional $150,500 and US$70,000 was transferred to McBean's personal accounts from the Individual Fraud.

[56] This factor calls for a significant public-interest order against McBean.

(d) Aggravating or Mitigating Factors

[57] Staff argued that permanent bans in the circumstances are reasonable and proportionate, in part due to the absence of mitigating factors. Staff also pointed to the aggravating factors identified in the Sentencing Reasons, including the sophistication, complexity, duration and magnitude of McBean's fraudulent behaviour and the significant impact experienced by his victims.

[58] We did not identify any relevant mitigating or aggravating factors from McBean's misconduct or his personal background that was not previously considered in applying the other sanctioning factors.

(e) Conclusion From Sanctioning Factors

[59] McBean knowingly perpetrated frauds that caused considerable harm to Alberta residents. That he was motived to personally benefit at the expense of his victims underscores the gravity of his actions and the degree of risk he poses to the Alberta capital market. In the circumstances, we find that permanent market bans are necessary to preclude McBean from future participation in the capital market, while also sending a strong message to others that engaging in similar conduct will result in similar sanctions.

V. SANCTIONS ORDERED

[60] Accordingly, we make the following orders against McBean:

- under s. 198(1)(d) of the Act, he must immediately resign all positions he holds as a director or officer of any issuer, registrant, investment fund manager, recognized exchange, recognized self-regulatory organization, recognized clearing agency, recognized trade repository, designated rating organization or designated benchmark administrator;
- with permanent effect:
    - under ss. 198(1)(b) and (c), he must cease trading in or purchasing securities or derivatives, and all of the exemptions contained in Alberta securities laws do not apply to him;
    - under s. 198(1)(e), he is prohibited from becoming or acting as a director or officer (or both) of any issuer (or other person or company that is authorized to issue securities), registrant, investment fund manager, recognized exchange, recognized self-regulatory organization, recognized clearing agency, recognized trade repository, designated rating organization or designated benchmark administrator; and
    - under ss. 198(1)(c.1), (e.1), (e.2) and (e.3), he is prohibited from:
        - engaging in investor relations activities;
        - advising in securities or derivatives;
        - becoming or acting as a registrant, investment fund manager or promoter; and
        - acting in a management or consultative capacity in connection with activities in the securities market.

[61] This proceeding is concluded.

October 8, 2024

For the Commission:

"original signed by"
Tom Cotter

"original signed by"
Kari Horn, K.C.