

**IN THE MATTER OF THE SECURITIES ACT
R.S.N.S. 1989, CHAPTER 418, AS AMENDED ("Act")**

- and -

IN THE MATTER OF WILLIAM FLEMING ("Respondent")

**ORDER
(Sections 134(1)(a)(i), 135 and 135A)**

WHEREAS on December 9, 2010 the Nova Scotia Securities Commission ("Commission") issued a Notice of Hearing to the Respondent pursuant to sections 134(1)(a)(i), 135 and 135A of the Act;

AND WHEREAS the Respondent entered into a Settlement Agreement with Staff of the Commission ("Staff") whereby he agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS Staff and the Respondent recommended approval of the Settlement Agreement;

AND WHEREAS the Commission is of the opinion that the Respondent has contravened the Act and it is in the public interest to make this Order;

AND UPON reviewing the Settlement Agreement;

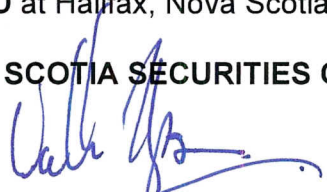
AND UPON hearing submissions of counsel for Staff and the Respondent;

IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated November 18, 2010, a copy of which is attached is approved; and
2. Pursuant to section 134(1)(a)(i), the Respondent shall comply with Nova Scotia securities laws;
3. Pursuant to section 135 of the Act, the Respondent shall pay an administrative penalty in the amount of the two thousand five hundred dollars (\$2,500.00) forthwith; and
4. Pursuant to section 135A of the Act, the Respondent shall pay costs in connection with Staff's investigation and conduct of this proceeding before the Commission in the amount of five hundred dollars (\$500.00) forthwith.

DATED at Halifax, Nova Scotia, this 13th day of January, 2011.

NOVA SCOTIA SECURITIES COMMISSION



(Chairman)