

**IN THE MATTER OF THE SECURITIES ACT  
R.S.N.S. 1989, C.418, S. 135, AS AMENDED (the "Act")**

-and-

**IN THE MATTER OF  
TRI CLEAN ENTERPRISES INC.  
("Tri Clean")**

**STATEMENT OF ALLEGATIONS OF STAFF  
OF THE NOVA SCOTIA SECURITIES COMMISSION ("Staff")**

Staff makes the following allegations and identifies the following circumstances giving rise to the requested hearing:

1. Staff alleges that it is in the public interest for the Nova Scotia Securities Commission ("Commission") to issue an Order in Nova Scotia against Tri Clean on the basis of a Decision and Order of the Manitoba Securities Commission, pursuant to section 134(1A)(c) and 134(1)(c) of the Act.

**Background**

2. Tri Clean is a body corporate, incorporated under the laws of the Province of Ontario. The registered office of Tri Clean is located at Suite 11A, 60 Wilmont Street, Richmond Hill, Ontario.
3. Tri Clean is not a reporting issuer with the Commission nor are they registered to trade securities in Nova Scotia.
3. Tri Clean has not filed a preliminary prospectus or prospectus with the Commission and the Commission has never issued a receipt for same with respect to the securities of Tri Clean.
4. Tri Clean has failed to file any reports of trades relying on any exemptions from the prospectus requirements pursuant to Nova Scotia Securities laws.

**Nexus to Nova Scotia**

5. Despite the foregoing, on or about September 9, 2005, Tri Clean acted in furtherance of a trade by distributing securities to an investor resident in Nova Scotia.
6. On or about February 15, 2006, Tri Clean also acted in furtherance of a trade, by distributing securities to two investors resident in Nova Scotia.
7. Further, Tri Clean has acted in a manner contrary to the public interest, and in a manner which has undermined investors' confidence in the integrity, fairness and efficiency of the public markets.

**Circumstances**

***The Manitoba Securities Commission ("MSC") Proceedings:***


8. On or about October 6, 2008, the MSC issued a Notice of Hearing by reason of the Statement of Allegations of Staff of the MSC, citing violations of Manitoba securities laws similar to those allegations set out hereinabove, and giving notice of its intention to hold a hearing to consider, *inter alia*, whether or not it was in the public interest to grant an Order denying Tri Clean access to all registration exemptions under Manitoba securities laws.

9. On December 17, 2008, the MSC determined it was in the public interest to issue an Interim Order denying Tri Clean the use of registration exemptions under Manitoba securities laws pending the conclusion and decision of a further MSC hearing. A hearing was set for June 1 to June 6, 2009, inclusive.
10. On August 18, 2009, the MSC issued their Decision. The Order was issued on August 24, 2009. In their Decision and Order, the MSC found that Tri Clean had contravened Manitoba securities laws and ordered the following sanctions against Tri Clean:
  - a) compensation to their investors for losses incurred;
  - b) payment of certain administrative penalties; and
  - c) permanent denial of access to all registration exemptions available under Manitoba securities laws.

**Relief Sought**

11. Based on the foregoing Decision and Order of the MSC dated August 18, 2009 and August 24, 2009, respectively, Staff contends it is in the public interest for the Commission to grant and issue a Reciprocal Order in Nova Scotia against the Respondent, Tri Clean, pursuant to sections 134(1A)(c) and 134(1)(c) of the Act, ordering that Tri Clean be denied access to all registration exemptions available under Nova Scotia securities laws on a permanent basis.

DATED at Halifax, Nova Scotia, this 15<sup>th</sup> day of July, 2010.



R. Scott Peacock  
Director of Enforcement  
Nova Scotia Securities Commission