

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

- AND -

IN THE MATTER OF LARRY ENOS BEATON
(the "RESPONDENT")

ORDER

(Sections 134, 135 and 135A)

WHEREAS on January 10, 2011 the Nova Scotia Securities Commission ("Commission") issued a Notice of Hearing to the Respondent pursuant to sections 134, 135 and 135A of the Act, and on March 22, 2011 the Commission issued an Amended Notice of Hearing to the Respondent pursuant to sections 134, 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 and upon hearing submissions of counsel for Staff and the Respondent;

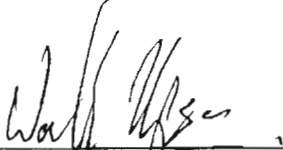
IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated May 29, 2011, a copy of which is attached, is approved;
2. Pursuant to section 134(1)(c) of the Act, that any or all of the exemptions contained in Nova Scotia securities laws do not apply to the Respondent permanently;
3. Pursuant to section 134(1)(d)(ii) of the Act, the Respondent be permanently prohibited from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager;
4. Pursuant to section 134(1)(h) of the Act, the Respondent be reprimanded;

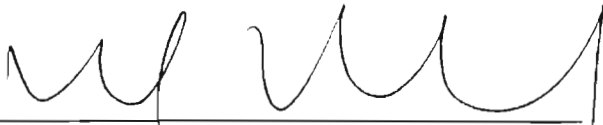
5. Pursuant to section 135 of the Act, the Respondent shall pay an administrative penalty in the amount of twenty thousand dollars (\$20,000.00) forthwith; and
6. Pursuant to section 135A of the Act, the Respondent shall pay costs in connection with the investigation and conduct of the proceedings before the Commission in the amount of five thousand dollars (\$5,000.00) forthwith.

DATED at Halifax, Nova Scotia, this 30th day of May 2011.


NOVA SCOTIA SECURITIES COMMISSION



J. Walter Thompson, Q.C.



Paul E. Radford, Q.C.



Sarah P. Bradley