

IN THE MATTER OF
The Securities Act, R.S.N.S. 1989, c. 418, as amended ("Act")

- and -

IN THE MATTER OF
QUINTIN EARL SPONAGLE, TREVOR WAYNE HILL AND
LARRY ENOS BEATON (collectively the "Respondents")

ORDER

(respecting private and confidential information of non-parties)

WHEREAS Staff of the Commission was ordered to make disclosure pursuant to sections 8.1 and 8.2 of the General Rules of Practice and Procedure ("Rules") on or before April 30, 2011 ("Order for Disclosure")

AND WHEREAS compliance with the Order for Disclosure requires disclosure of documents such as account documents and emails that relate to persons who are not parties to this proceeding;

AND WHEREAS counsel for Staff of the Commission, Heidi Schedler and Stephanie Atkinson, have conducted a review of the documents to be disclosed and have noted numerous references to personal information of non-parties, and the redaction of such information would require a significant commitment of time and resources, thereby significantly delaying the progress of this proceeding;

AND WHEREAS it is important to protect the private information of non-parties consistent with securing the most expeditious and least expensive determination of every Hearing before the Commission pursuant to section 18.5 of the Rules;

AND WHEREAS on March 10, 2011, the Commission ordered that the hearing in this matter shall commence on May 30, 2011, and on March 22, 2011, the Commission issued an Amended Notice of Hearing setting out the dates of the hearing and confirming that the hearing may proceed in the absence of any party;

AND UPON receiving a request for an order from counsel for Staff of the Commission;

IT IS HEREBY ORDERED that:

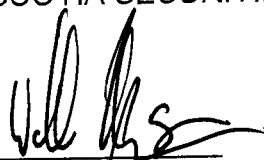
1. Staff shall provide notice via personal service as previously ordered in this matter to each of the Respondents on or before April 30, 2011 that its disclosure pursuant to sections 8.1 and 8.2 of the Rules is prepared and available to be sent to each of the Respondents;
2. Each Respondent shall deliver to the Staff of the Commission as quickly as possible after service of the notice by Staff in paragraph 1 of this Order, written

confirmation that he agrees to keep confidential all documents which are disclosed in this proceeding pursuant to the Rules, unless otherwise ordered;


3. Promptly upon receipt of the written confirmation in paragraph 2 of this Order from each Respondent, Staff of the Commission shall make disclosure to that Respondent in accordance with section 8.1 and 8.2 of the Rules;
4. The failure of a Respondent to promptly provide Staff of the Commission with the written confirmation in paragraph 2 of this Order which results in Staff being unable to provide that Respondent with the disclosure at least fifteen days before the date the hearing is to commence as otherwise required in Sections 8.1 and 8.2 of the Rules, shall not be grounds for objection by that Respondent that disclosure was not given within the time frames required in Sections 8.1 and 8.2 of the Rules, and disclosure given promptly by Staff of the Commission to a Respondent after receipt of written confirmation from that Respondent shall be considered compliance with Sections 8.1 and 8.2 of the Rules;
5. Staff shall not provide its disclosure to the Respondents pursuant to sections 8.1 and 8.2 of the Rules unless and until it receives the written confirmation in paragraph 2;
6. All documents disclosed in this proceeding shall be used for the purposes of this proceeding only, unless otherwise ordered; and
7. All parties shall keep confidential all documents which have been disclosed in this proceeding pursuant to the Rules, unless otherwise ordered.

DATED at Halifax, Nova Scotia this 27th day of April, 2011.

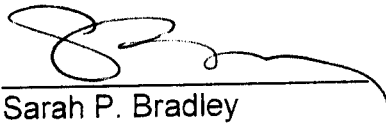
NOVA SCOTIA SECURITIES COMMISSION



J. Walter Thompson, Q.C.



Paul Radford, Q.C.



Sarah P. Bradley