

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

AND

IN THE MATTER OF J. WALTER THOMPSON

ORDER

(Conflict of Interest Rules, Section 10.1)

UPON the application of J. Walter Thompson (the "Applicant") to the Chairman of the Nova Scotia Securities Commission (the "Commission") for an order, pursuant to section 10.1 of the Conflict of Interest Rules ("Conflict Rules") which were adopted November 2, 1994 and continued in effect by subsection 150A(7) of the Act as rules made under section 150 of the Act, granting the Applicant an exemption from subsection 9.2(g) of the Conflict Rules;

AND UPON considering the application;

AND UPON it being represented to the Chairman by the Applicant that:

1. By Order in Council dated December 18, 2006 the Applicant was appointed a member of the Commission for a term of three years;
2. The Applicant is a member of the board of directors of The Great Eastern Corporation Limited ("Great Eastern");
3. Great Eastern is not a reporting issuer under the Act but is a reporting issuer under similar securities acts in Alberta and British Columbia;
4. The Applicant intends to stand for re-election to the board of directors of Great Eastern at Great Eastern's next annual meeting of shareholders, which is to be held in November, 2007;
5. Since his appointment the Applicant has not participated in any decision or discussions at the board of directors of Great Eastern of any transaction or other corporate issue involving a Securities Law Matter and will not do so while he remains a director; he intends to inform the board of directors of his appointment, his intention to stand for re-election and that he will not participate in any such decisions or discussions promptly after this Order is granted;

6. The Applicant's continuing to engage as a director in Great Eastern is prohibited by subsection 9.2(g) of the Conflict Rules;

AND UPON the Chairman being satisfied that it is desirable for the Commission to have available to it the knowledge and judgment of the Applicant, that therefore the prohibitions in section 9.2 of the Conflict Rules are inappropriate in the circumstances, and that the granting of an exemption from these prohibitions, subject to the appropriate conditions, will not bring the administration of the Act into disrepute;

IT IS ORDERED pursuant to section 10.1 of the Conflict Rules that the Applicant is not prohibited by subsection 9.2(g) from continuing to act as a director of Great Eastern, subject to the following conditions:

- A. that as long as the Applicant remains a director of Great Eastern, he shall not participate in or discuss with staff of the Commission (the "Staff") any Matter Before the Commission:
 - (i) in which Great Eastern is involved;
 - (ii) which would directly affect Great Eastern significantly, even though it is not involved in the Matter Before the Commission; or
 - (iii) in which a significant competitor of Great Eastern is involved if the Applicant is aware that a decision in the Matter Before the Commission may result in a significant competitive advantage to Great Eastern; and
- B. that the Applicant does not participate as a director of Great Eastern in any discussion of or decision concerning a transaction proposed by Great Eastern which may involve a Securities Law Matter or any discussion of a Securities Law Matter otherwise affecting Great Eastern.

AND IT IS ORDERED that the following terms, when used in this Order, shall have the meaning defined in or be construed in accordance with this paragraph:

- (i) a "Matter Before the Commission" means:
 - (a) an adjudicative proceeding, whether or not for disciplinary purposes, including an application for a ruling or order under the Act or the regulations;

- (b) an investigation or inquiry under the Act, including a decision to appoint a person to make an investigation or conduct an inquiry and any interim decision relating to an investigation or inquiry;
 - (c) with respect to condition A(i), the making of a rule, the adoption of a policy, or the making of an order pursuant to section 151A of the Act exempting a category of persons, companies, trades or distributions; and
 - (d) with respect to conditions A(ii) and (iii), the making of a rule, the adoption of a policy, or the making of an order pursuant to section 151A of the Act exempting a category of persons, companies, trades or distributions, where the rule, policy or order is likely to affect the client or competitor, as the case may be, in a manner that is significantly different than the manner in which the rule, policy or order is likely to affect other persons or companies subject to it;
- (ii) a “Securities Law Matter” means a matter involving advice with respect to the meaning or application of a provision of the Act or of any substantially identical act of another Province of Canada (“Another Provincial Act”), of a regulation, rule or policy under the Act or Another Provincial Act, or of any conduct or decision of the Commission under the Act or the regulations, but does not include advice or a matter relating to:
- (a) a regulation, rule or policy under Another Provincial Act the subject matter of which is not dealt with in the Act or a regulation, rule or policy under the Act, as long as the transaction or matter to which the regulation, rule or policy applies does not otherwise require consideration of a Securities Law Matter;
 - (b) the bylaws, rules, policies or conduct of a stock exchange, except conduct concerning which the stock exchange is acting as a delegate of the Commission; and
 - (c) a transaction in securities of a private issuer, as defined in National Instrument 45-106 Prospectus and Registration Exemptions, or any conduct of a private issuer, other than a public offering of its securities;

- (iii) the “significance” of a client, competitor, matter or effect shall be determined by the Applicant in light of the Applicant’s then existing knowledge, and if the Applicant has doubt about the significance of any client, competitor, matter or effect for purposes of this Order, he shall follow the procedure specified in section 10.2 of the Conflict Rules; and
- (iv) for greater certainty, the securities acts of the Provinces of Alberta, British Columbia, Manitoba, Newfoundland and Labrador, Ontario, Quebec, New Brunswick and Saskatchewan are “substantially identical to the Act” as of the date of this Order;

AND IT IS ORDERED that the Staff shall be advised by the Commission that they are to deal with any Matter Before the Commission that involves Great Eastern on the same basis as the Staff would deal with any matter having no connection with the Applicant.

DATED at Halifax, Nova Scotia, this 21st day of February, 2007.

“H. Leslie O’Brien”

Chairman