

THE SECURITIES ACT

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Order No. 4983

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Section 19(5)

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January 25, 2006

AMENDED AND RESTATED

JAMES NELSON McCARNEY and 526053 B.C. LTD.

WHEREAS:

(A) On May 30, 2005, the Executive Director of the British Columbia Securities Commission ("BCSC") entered into a settlement ("Settlement") with James Nelson McCarney ("McCARNEY") and with 526053 B.C. Ltd. ("526053") and made an order against them ("BCSC Order");

(B) In paragraph 7 of the Settlement, McCARNEY and 526053 each undertook to consent to any securities regulator anywhere relying on the facts admitted in the Settlement to make orders against each of them;

(C) The Manitoba Securities Commission issued a Notice of Hearing ("Notice") giving notice of its intention to hold a hearing to consider whether or not it was in the public interest to grant an order pursuant to subsection 19(5) of The Securities Act ("Act") with respect to McCARNEY and 526053;

(D) McCARNEY and 526053 have each consented to the issuance of this Order and have waived their respective rights to a full hearing;

(E) The Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED:

1. THAT, pursuant to subsection 19(5) of the Act, subsections 19(1) and 19(3) of the Act, with respect to such of the trades referred to in those subsections, and subsection 19(2) of the Act, with respect to such of the securities referred to in that subsection, do not apply to McCARNEY and 526053 and that McCARNEY and 526053 be prohibited from purchasing any securities until the later of May 30, 2025 and of 20 years from the date McCARNEY has paid \$100,000 to the BCSC in accordance with the BCSC Order, except that McCARNEY may trade and purchase securities in one account in his name held with a registered dealer to whom McCARNEY has first provided a copy of this Order.

2. THAT McCARNEY resign any position he holds as a director or officer of any issuer, and be prohibited from becoming or acting as a director or officer of any issuer, until the later of May 30, 2025 and of 20 years from the date McCARNEY has paid \$100,000 to the BCSC in accordance with the BCSC Order, except that he may continue to act as a director and officer of 550258 B.C. Ltd. and 550255 B.C. Ltd. for as long as their securities remain wholly owned by

him and their activities remain restricted to acting as his personal holding and engineering business corporations.

3. THAT McCARNEY be prohibited from engaging in investor relations activities on behalf of any issuer until the later of May 30, 2025 and of 20 years from the date McCARNEY has paid \$100,000 to the BCSC in accordance with the BCSC Order.

BY ORDER OF THE COMMISSION

Director, Legal and Enforcement