



THE SECURITIES ACT)	Order No. 7500
)	
Sections 19(5), 148.1(1),)	December 3, 2019
148.1(1.1), 148.2, 148.3(1))	

WAYNE SOKAL AND ESP SOFTWARE INC.

WHEREAS:

(A) A hearing was scheduled before the The Manitoba Securities Commission ("Commission") for December 2 - 5, 2019, pursuant to an Amended Notice of Hearing dated April 5, 2019, and Amended Statement of Allegations of Staff dated April 5, 2019, to consider;

1. whether or not is in the public interest to order, pursuant to subsection 148.1(1) and/or s 148.1(1.1) of *The Securities Act* ("Act"), that Wayne Sokal ("Sokal") and ESP Software Inc. ("ESP") pay an administrative penalty;
2. whether or not it is in the public interest to order, pursuant to subsection 19(5) of The Act, that:
 - (a) subsection 19(1) of the Act does not, with respect to such of the trades referred to in that subsection, apply to Sokal and ESP;
 - (b) subsection 19(2) of the Act does not, with respect to such of the securities referred to in that section, apply to Sokal and ESP;
3. whether or not it is in the public interest to order that Sokal and ESP pay costs of and incidental to the hearing;
4. whether or not it is in the public interest to order, pursuant to subsection 148.3(1) of the Act, that Sokal be prohibited from being a director or officer of an issuer.
5. Whether or not, pursuant to section 148.2 of the Act, Sokal and ESP be required to pay compensation for financial loss to G.K.
6. such further and other matters and the making of such further and other orders as the Commission may deem appropriate.

(B) Counsel for G.K. filed a motion before the Commission returnable December 2, 2019, for a Declaration that G.K. will be a party entitled to seek or request an order of compensation from Wayne Sokal and ESP Software Inc. pursuant to section 148.2(3) of *The Securities Act* CCSM cS50 (the "Act") subject to G.K. obtaining a Discontinuance of Court of Queen's Bench action no. CI 13-01-86495 (the "Action"), or in the alternative an Order that the within proceedings be adjourned in order to permit G.K. to obtain a discontinuance of the Action;

(C) After reading the Amended Notice of Hearing and Amended Statement of Allegations of Staff, the Notice of Motion filed on behalf of G.K. dated November 26, 2019, and the Affidavit of G.K. dated November 28, 2019, and upon hearing submissions of Staff, counsel for the Respondents and counsel for G.K. the Commission is of the opinion it is in the public interest to make this Order.

IT IS ORDERED:

1. **THAT**, the commencement of the hearing is adjourned to March 4, 2020, at 9:00 a.m. and during the interim period Commission Staff, counsel for the Respondents and counsel for G.K. may bring a preliminary motion before a Panel of the Commission for any issue properly brought before the Panel, including a motion to determine the applicability of s. 148.2(7) of *The Securities Act* to this hearing.

BY ORDER OF THE COMMISSION



Director