



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

P.O. Box 55, 19<sup>th</sup> Floor  
20 Queen Street West  
Toronto ON M5H 3S8

CP 55, 19<sup>e</sup> étage  
20, rue queen ouest  
Toronto ON M5H 3S8

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**IN THE MATTER OF THE SECURITIES ACT,  
R.S.O. 1990, CHAPTER S.5, AS AMENDED (THE "ACT")**

**AND**

**IN THE MATTER OF  
SPRYLOGICS INTERNATIONAL CORP.**

**AND**

**IN THE MATTER OF  
MICHAEL FRANK AND DAVID BERMAN (the "Respondents")**

**NOTICE OF ORDER  
(Paragraph 127(1)2 and 2.1)**

**TAKE NOTICE** that the Director made an order under paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act that the Respondents cease trading in and acquisitions of, whether direct or indirect, the securities of

**SPRYLOGICS INTERNATIONAL CORP.**

until two full business days following the receipt by the Commission of all filings Spylogics International Corp. is required to make under Ontario securities law, or further order of the Director.

**DATED** at Toronto this 15<sup>th</sup> day of June, 2009.

Ontario Securities Commission

*"Jo-Anne Matear"*

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Jo-Anne Matear  
Assistant Manager, Corporate Finance Branch

CC: Computershare Investor Services Inc.



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**IN THE MATTER OF THE SECURITIES ACT  
R.S.O. 1990, c. S.5, AS AMENDED (the “Act”)**

**AND**

**IN THE MATTER OF**

**SPRYLOGICS INTERNATIONAL CORP.**

**AND**

**IN THE MATTER OF**

**MICHAEL FRANK AND DAVID BERMAN (the “Respondents”)**

**ORDER**

**(Paragraph 127(1)2 and 2.1)**

**WHEREAS** on June 2, 2009, the Respondents were notified that the Director made an order under paragraph 2 and paragraph 2.1 of subsection 127(1) and subsection 127(5) of the Act that the Respondents cease all direct or indirect trading in and acquisitions of securities of Sprylogics International Corp. (the “Reporting Issuer”) for a period of 15 days from the date of the order (the “Temporary Order”);

**AND WHEREAS** the Temporary Order was made because the Reporting Issuer failed to file the following continuous disclosure materials as required by Ontario securities law:

- a) audited annual financial statements for the year ended January 31, 2009;
- b) management’s discussion and analysis relating to the audited annual financial statements for the year ended January 31, 2009;

**AND WHEREAS** the Respondents were notified that a hearing (the “Hearing”) would be held to determine if it would be in the public interest to make an order under paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act that the Respondents cease all direct or indirect trading in and acquisitions of securities of the Reporting Issuer permanently or for such period as is specified in the order;

**AND WHEREAS** the Respondents have either advised the staff of the Commission (“Staff”) that the Respondents consent to the making of this order or have failed to respond to the Staff request that the Respondents advise Staff if the Respondents wish to attend at the Hearing or otherwise contest the making of this order;

**AND WHEREAS** the hearing was held on the 15<sup>th</sup> day of June, 2009;

**AND UPON** hearing the following evidence:

1. The Reporting Issuer is a reporting issuer in the Province of Ontario.
2. Each of the Respondents is, a director, officer or insider of the Reporting Issuer and had, or may have had access to material undisclosed information with respect to the Reporting Issuer.
3. The Reporting Issuer failed to file, and as of the date of this order has not filed, the following continuous disclosure materials as required by Ontario securities law:
  - a) audited annual financial statements for the year ended January 31, 2009;
  - b) management's discussion and analysis relating to the audited annual financial statements for the year ended January 31, 2009;

**AND WHEREAS** the Director is of the opinion that it is in the public interest to make this order;

**IT IS ORDERED** pursuant to paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act that, effective immediately, all trading in and all acquisitions of the securities of the Reporting Issuer, whether direct or indirect, by the Respondents shall cease until two full business days following the receipt by the Commission of all filings the Reporting Issuer is required to make under Ontario securities law, or further order of the Director.

**IT IS FURTHER ORDERED** under subsection 127(2) of the Act that the Reporting Issuer shall post a copy of this order prominently on its website as <http://www.sprylogics.com>.

**DATED** at Toronto, this 15<sup>th</sup> day of June, 2009.

Ontario Securities Commission

*“Jo-Anne Matear”*

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Jo-Anne Matear  
Assistant Manager, Corporate Finance Branch