

IN THE MATTER OF THE SECURITIES ACT,
S.N.B. 2004, c. S-5.5, as amended

AND

IN THE MATTER OF

**WILLIAM WATSON PRIEST,
CHRISTOPHER RAYMOND PHILLIPS,
613247 N.B. LTD.,
PRIEST PHILLIPS MANAGEMENT CORP. (carrying on business under the names DLC PRIEST
FINANCIAL and PRIEST FINANCIAL GROUP and formerly named PRIEST PHILLIPS
PROFESSIONAL CORP.), and
CENTUM HOME MORTGAGE CORP.**

(RESPONDENTS)

MOTION

1) The following relief and remedies are sought by Staff against the Respondents:

An Order pursuant to subsection 184(1)(c)(ii) of the Securities Act, S.N.B. 2004, c. S-5.5, as amended, that all respondents cease trading in securities until further order by the New Brunswick Securities Commission.

An Order pursuant to subsection 184(1)(d) of the *Securities Act*, S.N.B. 2004, c. S-5.5, as amended, that any exemptions under New Brunswick securities law do not apply to the respondents until further order by the New Brunswick Securities Commission.

An Order pursuant to subsection 184(1)(j) of the Securities Act, S.N.B. 2004, c. S-5.5, as amended, that the respondents William Watson Priest and Christopher Raymond Phillips be prohibited from becoming or acting as directors or officers of any issuer, registrant or mutual fund manager until further order by the New Brunswick Securities Commission.

2) The grounds for this motion are:

a) 613247 N.B. Ltd. ("613247"), a corporation incorporated in accordance with the laws of New Brunswick on or about 25 June 2004, has been dissolved since 31 March 2009.

b) Priest Phillips Management Corp. ("PPMC") is a corporation incorporated in accordance with the laws of the Province of New Brunswick on or about 18 February 2005.

- c) Centum Home Mortgage Corp. ("CHMC") is a corporation incorporated in accordance with the laws of the Province of New Brunswick on or about 13 January 2011.
- d) William Watson Priest ("Priest") is an individual resident at 110 Old Bridge Rd, Nackawic, New Brunswick. Priest is a director of PPMC and CHMC and he was at all material times a director of 613247. Priest has not been registered with the New Brunswick Securities Commission (the "Commission") since February 2003.
- e) Christopher Raymond Phillips ("Phillips") is an individual resident at 110 Old Bridge Rd, Nackawic, New Brunswick. Phillips is a director of PPMC and CHMC and he was at all material times a director of 613247.
- f) Phillips has been registered with the Commission as follows:
 - i) A salesperson with Berkshire Investment Group Inc. under the mutual fund dealer category from November 2005 to July 2008;
 - ii) A branch manager with Berkshire Investment Group Inc. under the mutual fund dealer category from May 2006 to July 2008;
 - iii) A dealing representative (formerly referred to as 'salesperson' until September 2009 when NI 31-103 came into force) with Manulife Securities Investment Services Inc. under the mutual fund dealer category from July 2008 to August 2011;
 - iv) A branch manager with Manulife Securities Investment Services Inc. under the mutual fund dealer category from July 2008 to October 2009; and
 - v) A dealer representative with Investia Financial Services Inc. under the mutual fund dealer category from September 2011 to October 2011.
- g) 613247, PPMC and CHMC have never been registered with the Commission in any capacity.
- h) 613247, PPMC and CHMC have never made any filings of any kind, including reports of exempt distribution, with the Commission.
- i) It appears there is comingling of funds between 613247, PPMC and CHMC.
- j) Priest traded in securities with New Brunswick residents without being registered.
- k) 613247 and Priest failed to keep proper records as required by section 162 of the Securities Act.

- l) 613247 failed to pay investors pursuant to investment obligations entered into by it and it now appears that the money provided by investors is gone.
- m) Phillips failed to provide the Commission with information involving his outside business activities, as required by National Instrument 33-109.
- n) Phillips breached MFDA Rule 2.2.1, on at least one occasion, by failing to obtain KYC information from a client and permitting registration activity on his behalf by Priest, who was not a registrant.
- o) Priest has made misrepresentations to investors.
- p) The investigation into the activities of the respondents is ongoing.
- q) The personal financial situation of the individual respondents is such that they may remain strongly motivated to continue to solicit funds from New Brunswick investors.
- r) The conduct of the respondents warrants that they be removed from the capital markets of New Brunswick pending completion of the investigation.
- s) The relief is sought in the public interest pursuant to section 184(1) of the Act.

3) Evidence being relied on:

- a) The affidavit of Ed LeBlanc, sworn 2 November 2011; and
- b) Such further and other evidence as Staff may adduce and the Commission permit, in support of this motion.

DATED at the City of Saint John this 2nd day of November, 2011.

“Original signed by”

Marc C. Wagg
Counsel to Staff of the Commission

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, New Brunswick E2L 2J2

Tel: (506) 658-3020
Fax: (506) 643-7793

marc.wagg@nbsc-cvmnb.ca