



In the Matter of

The Securities Act, 1988, S.S. 1988, C. S-42.2

and

**In the Matter of
James (Jake) H. Cameron
Arno Keller
Mohammed Khatri
Sonnum Capital Corporation
The Phoenix Group Inc
Phoenix Capital Corporation
Celestine Investments Inc**

Agreement & Undertaking

Facts

1. The Saskatchewan Financial Services Commission (the Commission) issued a temporary order (the Temporary Order) on May 20, 2004 pursuant to section 134 ordering James (Jake) H. Cameron, Arno Keller (Keller), Mohammed Khatri, Sonnum Capital Corporation (Sonnum), The Phoenix Group Inc, Phoenix Capital Corporation and Celestine Investments Inc (Celestine) to cease trading in all securities up to and including June 3, 2004 because they had traded in the securities of Sonnum without complying with the registration requirement in section 27 of the Act and the prospectus requirement in section 58 of the Act.
2. The Temporary Order was extended on June 3, 2004 and still remains in place.
3. The Commission has evidence that four Saskatchewan residents purchased the securities of Sonnum for approximately \$193,400.
4. Three of the investors made their cheques payable to Celestine and sent them to the attention of Keller.
5. Keller was the sole officer and director of Celestine.
6. The officers of Sonnum engaged Celestine and Keller to do the marketing of the securities of Sonnum and look after administrative matters.

7. Keller has applied to have the Temporary Order revoked as it applies to him.
8. This Agreement and Undertaking (Agreement) has been reached between the Director of the Securities Division of the Commission (the Director) and Keller to dispose of this matter.
9. The Director and Keller acknowledge that this Agreement is subject to the approval of the Commission and, if approved by the Commission, it will be published on the Commission's website.
10. The terms of this Agreement shall be treated as confidential by the Director and Keller until it is signed by them and approved by the Commission and may not be disclosed to any person, other than Keller's legal counsel, except with the consent of the Director and Keller or as required by law.
11. The Director and Keller agree that paragraph 12 of this Agreement represents undertakings by Keller to the Director under section 55.15 of the Act.

Undertakings by Keller

12. Keller hereby undertakes, agrees and consents, effective the date of execution of this Agreement:
 - (a) that all of the facts set out at paragraphs 1-11 above are true and that there are no material facts related to his involvement in this matter that are not set out above;
 - (b) that he will not trade in securities or exchange contracts in Saskatchewan without first complying with the Act;
 - (c) that he will pay an administrative penalty in the amount of \$500 upon execution of this Agreement;
 - (d) that he waives his right to a hearing and or appeal with respect to this matter;
 - (e) that he agrees that this proceeding be disposed of by agreement without a hearing pursuant to section 135.3 of the Act; and
 - (f) that he consents to the issuance of an order by the Commission in substantially the form attached hereto as Appendix "A".

Director's Agreement

13. The Director hereby agrees not to request the Commission to impose sanctions upon Keller with respect to the matters set out in this Agreement, provided that nothing herein shall prohibit the Director from considering and dealing with any

matter not set out in this Agreement or any new complaint brought to the Director's attention against Keller.

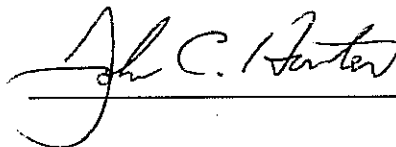
Execution of the Agreement

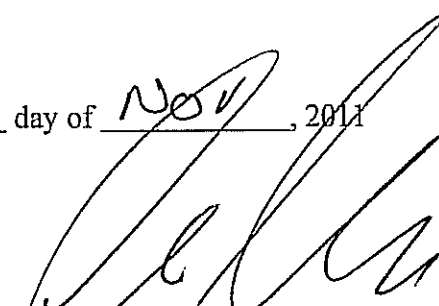
- 14. This Agreement may be signed in one or more counterparts and together shall constitute a binding agreement.
- 15. A facsimile copy of any signature shall be effective as an original signature.

IN WITNESS WHEREOF

Keller has executed this Agreement on this 2 day of Nov, 2011

SIGNED in the presence of:

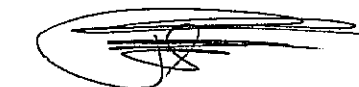

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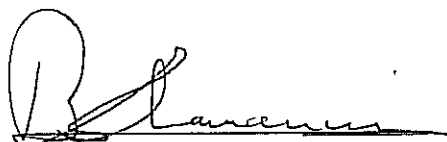


 Arno Keller

The Director has executed this Agreement on this 4th day of November, 2011.

SIGNED in the presence of:


 _____)
)
)
)
 SONNE UD EMBIK



 Barbara L. Shourounis, Director
 Securities Division

Appendix A

In the Matter of
The Securities Act, 1988, S.S. 1988, C. S-42.2 (the Act)

and

In the Matter of
James (Jake) H. Cameron
Arno Keller
Mohammed Khatri
Sonnum Capital Corporation
The Phoenix Group Inc
Phoenix Capital Corporation
Celestine Investments Inc

REVOCATION ORDER
(SUBSECTION 158(3))

WHEREAS the Saskatchewan Financial Services Commission (the Commission) issued a temporary cease trade order on May 20, 2004 (the Temporary Order) pursuant to section 134 of *The Securities Act, 1988, S.S. 1988, c. S-42.2* (the "Act") that trading in all securities by James (Jake) H. Cameron, Arno Keller, Mohammed Khatri, Sonnum Capital Corporation, The Phoenix Group Inc, Phoenix Capital Corporation and Celestine Investments Inc., (collectively the Respondents) cease until further ordered;

AND WHEREAS the Commission extended the Temporary Order on June 3, 2004

AND WHEREAS Arno Keller (Keller) has entered into an Agreement and Undertaking with the Director dated _____, 2011, a copy of which is attached hereto as Appendix "A", which has satisfied the Commission as to his future compliance with the provisions of the Act;

AND WHEREAS the Commission is of the opinion that it would not be prejudicial to the public interest to make this Order;

THE COMMISSION HEREBY ORDERS, pursuant to subsection 158(3) of the Act, that the Temporary Order be and is hereby revoked as against Keller effective the date of this Order;

DATED at Regina, Saskatchewan, on _____, 2011

Dave Wild
Chair,
Saskatchewan Financial Services Commission

AFFIDAVIT OF EXECUTION

I, John C. Hunter, of Calgary, in the province of Alberta

MAKE OATH AND SAY THAT:

- I was personally present and did see Arno Keller named in the within Agreement, duly sign and execute the same for the purposes named therein;
- The same was executed at Calgary, in the province of ~~BC~~ ^{MT} ALBERTA, on the 2 day of November, 2011 and that I am the subscribing witness thereto;
- The said Arno Keller is, in my belief, 18 years of age or more.

SWORN before me at the city)
of CALGARY in the province)
of Alberta this 2ND day of)
November, 2011)

[Signature]
A Commissioner for Oaths in and
for Province of Alberta

John C. Hunter

SHARI JEAN PUSCH
A COMMISSIONER FOR OATHS
IN AND FOR THE PROVINCE OF ALBERTA
EXPIRY: SEPTEMBER 4, 2014


AFFIDAVIT OF EXECUTION

I, Sonne Udemgba, of the city of Regina, in the province of Saskatchewan:

MAKE OATH AND SAY THAT:


1. I was personally present and did see Barbara Shourounis named in the within Agreement, who is personally known to me to be the person named herein, duly sign and execute the same for the purposes named therein;
2. The same was executed at the city of Regina in the province of Saskatchewan, on the 4th day of November, 2011 and that I am the subscribing witness thereto;
3. I know the said Barbara Shourounis and she is, in my belief, 18 years of age or more.

SWORN before me at the city of Regina)
in the Province of Saskatchewan this day of)
November, 2011.)



A Commissioner for Oaths in and for
Province of Saskatchewan

My Commission expires
September 30, 2016.



Sonne Udemgba