

# Saskatchewan



Saskatchewan  
Financial Services  
Commission

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

and

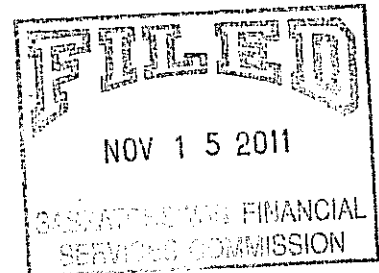
In the Matter of  
Dallas Robinson and  
Troy Metz  
(the Respondents)

## Settlement Agreement

This Settlement Agreement has been reached between Troy Metz (Metz) and the Director, Securities Division, Saskatchewan Financial Services Commission (the Director) to resolve the matters set out in this Agreement.

### Statement of Facts

1. Metz, a resident of Regina Saskatchewan was the former President and Chief Executive Officer of Prime Time Group Inc. (Prime Time), a Florida based corporation that had an interest in wireless products and services.
2. The United States Securities and Exchange Commission (the SEC) alleged that Prime Time and the Respondents participated in the dissemination of materially false and misleading press releases to the public concerning among other things, Prime Time's acquisition and ownership interest in a convenience store franchise in Puerto Rico, agreements the company purported to have with other wireless businesses, and purported acquisitions contrary to the *Securities Exchange Act* (the Exchange Act) of the United States.
3. Metz agreed to enter into a Final Judgment with the SEC on the condition that he was not admitting to or denying allegations of the Complaint made against him.
4. Based on Metz's agreement with SEC, the United States District Court issued the following Order against him:



- a. An Order permanently restraining Metz from violations of Section 10(b) and Rule 10b-5 of the Exchange Act;
  - b. An Order imposing a five year penny stock bar on Metz pursuant to Section 21(d) (6) of the Exchange Act; and
  - c. An Order imposing a civil penalty in the amount of \$25,000 on Metz pursuant to Section 21(d) of the Exchange Act.
5. Metz has paid the above civil penalty and satisfied and continues to satisfy the other conditions of the order.
  6. On April 7, 2011, staff of the Saskatchewan Financial Services Commission (SFSC) applied to the SFSC for a reciprocal order against the Respondents pursuant to subsection 134(1.1) of the Securities Act
  7. Metz responded to the application for a reciprocal order and has consented to the order attached hereto as Exhibit A.
  8. Metz agrees that all of the facts set out above are true and that there are no material facts related to these matters that are not set out in paragraphs 1 to 7 above.
  9. Metz agrees to waive any right to a hearing or appeal with respect to this matter; and
  10. Metz agrees to dispose of this proceeding by agreement without a hearing pursuant to section 135.3 of the Act.

**Director's Undertaking**

11. The Director will not initiate any further proceeding against Metz under Saskatchewan securities law in relation to the facts and circumstances that resulted in the application by staff of the SFSC for a reciprocal order against Metz dated April 7, 2011 that relates to the Securities and Exchange Commissions final judgment, provided that nothing shall prohibit the Director from considering and dealing with any new matter or any new complaint brought to the Director's attention against Metz that does not deal with the facts and circumstances underlying the final judgment of the Securities and Exchange Commission and/or the reciprocal order.

**Disclosure of Settlement Agreement**

12. The terms of this Settlement Agreement shall be treated as confidential by all parties until signed by all parties except with the consent of both Metz and the Director or as required by law.
13. Any obligations of confidentiality shall terminate upon execution of this Settlement Agreement.

**Execution of Settlement Agreement**

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

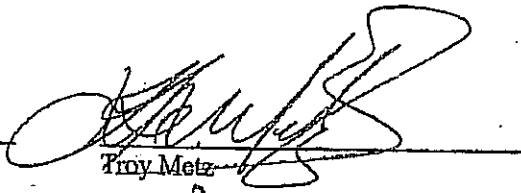
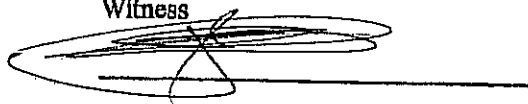
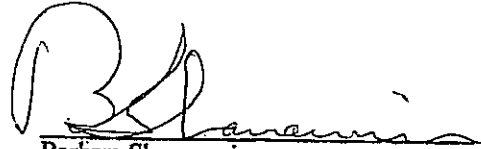
Dated *Nov. 7*, 2011

Witness



*November 8*  
Dated .*8*, 2011

Witness

  
Troy Metz

Barbara Shouromis  
Director, Securities Division  
Saskatchewan Financial Services Commission

**Schedule A**  
**In the Matter of**  
*The Securities Act, 1988, S.S. 1988, C. S-42.2*

**AND**

**In the Matter of**  
**Dallas Robinson and**  
**Troy Metz**

**Order**

WHEREAS an application has been received by the Chair, Saskatchewan Financial Services Commission (the "Commission") from the staff of the Commission for an order (the Order) pursuant to clause 134 (1)(a) of *The Securities Act, 1988, SS 1988, c. S-42.2* (the "Act") that the exemptions in Saskatchewan securities laws do not apply to Metz for the period ending August 9, 2013 unless he is registered under the Act as an exempt market dealer or a representative of an exempt market dealer.

AND WHEREAS by a Settlement Agreement dated 2011 between Metz and the Director of the Securities Division of the Saskatchewan Financial Services Commission (the Director), Metz has consented to the issuance of this Order;

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

THE CHAIR HEREBY ORDERS pursuant to clause 134 (1) (a) of the Act that the exemptions in Saskatchewan securities laws do not apply to Metz for the period ending August 9, 2013 unless he is registered under the Act as an exempt market dealer or a representative of an exempt market dealer

DATED at Regina, Saskatchewan, on ..... 2011

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Dave Wild,  
Chair, Saskatchewan Financial Services Commission