



**IN THE MATTER OF
*THE SECURITIES ACT, 1988, S.S. 1988, c. S-42.2***

AND

**IN THE MATTER OF

VERTEX ONE ASSET MANAGEMENT INC.**

AGREEMENT & UNDERTAKING
(Section 135.3)

The following agreement & undertaking (Agreement) has been reached between Vertex One Asset Management Inc. (Vertex), and the director of the Securities Division (the Director), Saskatchewan Financial Services Commission (the Commission).

Facts

Vertex acknowledges and agrees as follows:

1. From February 1998 to January 31, 2004 Vertex opened approximately 7 individual or company accounts with assets totaling approximately \$4,120,000, for residents of Saskatchewan or businesses operating in Saskatchewan (the Saskatchewan Clients) and engaged in the business of advising the Saskatchewan Clients as to the investing in or the buying or selling of securities;
2. Between February 1998 to January 31, 2004, Vertex was not registered under *The Securities Act, 1988* (the Act);
3. In undertaking the activities described in paragraph 1 above, Vertex was acting as an adviser and thereby contravened the registration requirements in section 27 of the Act;
4. Staff of the Commission did not receive any complaints from the Saskatchewan Clients;
5. On February 5, 2007 Vertex was registered in Saskatchewan in the category of investment counsel/portfolio manager under section 27 of the Act;
6. Vertex is currently registered as an investment counsel/portfolio manager in Saskatchewan, Alberta, British Columbia, Manitoba, New Brunswick, Prince Edward Island and Nova Scotia; and

7. Vertex agrees that it breached section 27 of the Act by acting as an adviser to the Saskatchewan Clients between February 1998 and January 31, 2004.

Vertex's Agreement and Undertaking

1. Vertex hereby agrees and undertakes, effective the date of execution of this Agreement, as follows:
 - a. that all of the facts set out above are true;
 - b. that there are no key facts related to this matter that are not set out above;
 - c. to immediately pay to the Commission the sum of \$20,000, which includes registration fees of \$9000 that Vertex was required to pay to the Commission had it been registered in Saskatchewan during the relevant time, an administrative penalty of \$9,000 and costs of \$2,000; and
 - d. to comply with the provisions of Saskatchewan securities legislation.
2. Vertex hereby waives any right to a hearing and/or appeal with respect to this matter.

Director's Agreement

The Director hereby agrees that this Agreement is the only sanction the Director will seek to impose upon Vertex under the Act 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 in respect to Vertex.

In witness whereof Vertex has executed this Agreement and Undertaking on this 8th day of June, 2009.

(SEAL)

Vertex One Asset Management Inc.

Per: “Vertex One Asset Management Inc.”
Signing Officer

In witness whereof the Director has executed this Agreement and Undertaking on this 3rd day of June, 2009.

SIGNED, SEALED AND DELIVERED)
in the presence of:)
)
“Patti Pacholek”)

“Barbara Shourounis”
Barbara L. Shourounis, Director
Securities Division