



Citation: 2020 BCSECCOM 64

Settlement Agreement

Firethorn Partners, LLC and Narinder Paul Singh Bains

Securities Act, RSBC 1996, c. 418

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director), Firethorn Partners LLC (Firethorn) and Narinder Paul Singh Bains (Bains), agree as follows:

Agreed Statement of Facts

Background

1. Firethorn was incorporated on July 21, 2017, in Delaware, USA. Its head office is in and it operates from Vancouver, BC.
2. Firethorn is not registered under the Act, but has been registered in the USA as an investment advisor since October 2017.
3. Bains is a BC resident who is not currently registered under the Act but has a history of registration including:
 - (a) Chief Compliance Officer (Investment Fund Manager) from January 25, 2011 to January 06, 2016,
 - (b) Chief Compliance Officer (Portfolio Manager) from January 26, 2011 to January 06, 2016, and
 - (c) Advising Representative (Portfolio Manager) from September 28, 2009 to January 06, 2016.
4. Bains owns a controlling interest in Firethorn.
5. Neither Bains nor Firethorn has a history of regulatory misconduct in Canada.
6. In January 2018, while residing in BC, Bains registered in the USA as an advising representative with Firethorn.



7. In November 2018, Bains applied for registration under the Act as an advising representative, chief compliance officer and ultimate designated person of a new firm that proposes to commence business as a registered adviser in BC.
8. Bains engaged a compliance consultant to assist him with the preparation and filing of his registration application. While all dealings with staff in relation to his application were handled through the compliance consultant, Bains was ultimately responsible for providing the information in and filing of his registration application.

Misconduct

9. From October 2018, to July 21, 2019, while based in BC:
 - (a) Firethorn held itself out as engaging in the business of advising without being registered, contrary to section 34(b) of the Act, and
 - (b) Bains held himself out as engaging in the business of advising and advised one US resident client, without being registered, contrary to section 34(b) of the Act (the registrable activities).
10. In the course of seeking registration, Bains filed a signed and certified Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* (Form F4). The Form F4 failed to disclose Bains' registration in the USA, ownership of Firethorn, and the registrable activities (the Form F4 required information).
11. On July 21, 2019, after staff twice asked that Bains consider the accuracy and completeness of the Form F4, Bains filed an updated Form F4 which included the Form F4 required information.
12. By filing the Form F4 without the Form F4 required information, Bains omitted facts necessary to make the Form F4 not false or misleading, contrary to section 168.1(1)(b) of the Act.

Mitigating Factors

13. Firethorn and Bains agreed to make admissions with respect to their contraventions of the Act, before the issuance of a Notice of Hearing.

Undertakings

14. Firethorn undertakes to pay \$10,000 to the British Columbia Securities Commission (the Commission) in respect of settlement of this matter which sum is due and payable immediately without further demand.



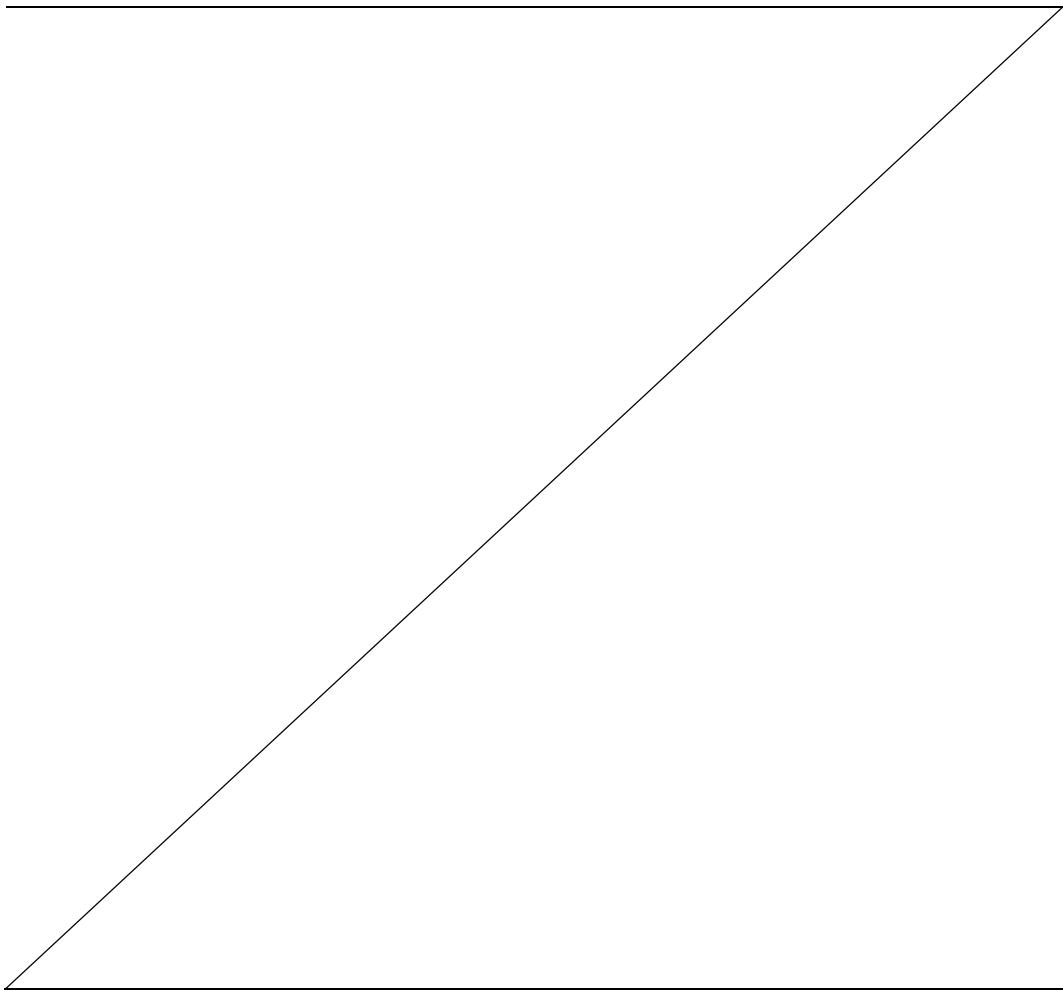
15. Bains undertakes to pay \$20,000 to the Commission in respect of settlement of this matter, \$10,000 of which sum is due and payable immediately without further demand and \$10,000 no later than ninety (90) days from the date of this Agreement.

Public Interest

16. In light of all of the circumstances, including the undertakings provided by Firethorn and Bains in paragraphs 14 and 15 of this Agreement, it is not in the public interest to issue orders under section 161 of the Act against Firethorn or Bains.

Waiver

¶ 2 Firethorn and Bains waive any right they may have, under the Act or otherwise, to a hearing, hearing and review, judicial review or appeal related to, in connection with, or incidental to this settlement.





Counterpart

¶ 3 This Settlement Agreement may be executed in counterpart or by facsimile execution and all such counterparts of executed copies or faxed copies shall be read or construed together as if they formed one originally executed document.

¶ 4 March 2, 2020

Narinder Paul Singh Bains

¶ 5 _____
Firethorn Partners LLC
(Signing Authority)

REDACTED)
Witness Signature)

REDACTED)
Witness Name (please print))

REDACTED)

REDACTED)
Address)

REDACTED)
Occupation)

¶ 6 March 2, 2020

Narinder Paul Singh Bains

¶ 7 _____
Narinder Paul Singh Bains

REDACTED)
Witness Signature)

REDACTED)
Witness Name (please print))

REDACTED)

REDACTED)
Address)

REDACTED)
Occupation)

¶ 8 March 2, 2020

Peter J. Brady

¶ 9 Peter J. Brady
Executive Director