

51. For example, around March 30, 1999, Balsillie directed Kavelman to issue grants for Balsillie and Lazaridis at the lowest March price. Kavelman then directed Loberto to create option agreements granting 100,000 options each to Balsillie and Lazaridis “at lowest March price (March 3rd, 11.55).” The exercise price was the lowest closing price for RIM stock in March and the lowest since mid-January 1999. Balsillie and Lazaridis signed and backdated their option agreements to March 3, 1999. Kavelman signed their backdated option agreements as a witness.

52. From 1999 through 2004, Kavelman received six backdated option grants. Balsillie approved these grants and repeatedly gave Kavelman the same backdated exercise price that Balsillie and Lazaridis received. Kavelman knew that at least some of his own options were backdated. Kavelman’s options were C\$2,594,700 in-the-money.

53. From 2000 through 2004, Loberto received four backdated option grants. The number of options Loberto received was sometimes recommended by Kavelman to Balsillie for approval and other times approved by Kavelman (who also approved grants to the rest of the finance group). Loberto knew that at least some of his own options were backdated. Loberto’s options were C\$517,100 in-the-money.

54. Between fiscal years 1999 and 2006, Kavelman, Loberto, Balsillie and Lazaridis exercised some of the backdated options they received. As a result of the Internal Review, they each paid RIM the in-the-money portion of the options that they exercised plus interest, and their unexercised options were repriced to the correct measurement dates. In addition, Balsillie and Lazaridis each agreed to pay \$4.7 million (C\$5 million) to cover some of the costs of the Internal Review.

55. From 1999 through 2006, RIM also backdated group grants to employees each year.

56. For instance, after RIM managers expressed concern that a large number of employees would leave the Company because their existing options were out-of-the-money due to RIM's declining stock price, Kavelman, Loberto, Balsillie and Lazaridis participated in issuing 654,670 backdated options to 639 employees in late 2001. As early as March and April 2001, managers had begun assembling lists of employees who would receive the new options. Kavelman and Loberto waited until the Fall of 2001 to start finalizing the details of the group grant because RIM's stock price continued to decline. On November 7, Balsillie directed Kavelman to pick "the lowest possible price over this past month," for one employee's options. That date was November 1, 2001. Loberto, with Kavelman's knowledge, then used this November 1 date to price the options for the rest of the employees, despite the fact that the date bore no relation to the dates when lists of employees were finalized (which occurred on a rolling basis in mid-November through mid-December). The options in this group grant had an in-the-money value of over C\$4.1 million.

The Defendants Backdated Option Grant Documents

57. Kavelman, Loberto, Balsillie and Lazaridis backdated documents, which made it appear that options were priced at fair market value on the grant date and that options to new hires were granted on their acceptance or start dates. In reality, the purported "grant" date in the option agreement was chosen because of the low exercise price on that date. So-called "offer" and "acceptance" dates in offer letters were selected to correspond with the low exercise prices.

58. Kavelman and Loberto were primarily responsible for preparing these documents, but Balsillie and Lazaridis backdated offer letters for some new hires and they signed backdated option agreements for their own options.

59. In some instances, when employees accurately dated documents, the employees were asked to change the date or sign a replacement document with a different date to correspond to a past low exercise price. On at least one occasion, RIM changed the date on its copy of an employee's option agreement to match the exercise price without notifying the employee.

60. In January 2001, the Canadian tax authority, Canada Customs and Revenue Agency ("CCRA") concluded an audit of RIM's recordkeeping and reporting of options, which were a taxable benefit to employees under Canadian law (the "CCRA Audit"). As a result of the CCRA audit, RIM agreed to pay \$14,500 and to prepare complete records of stock options granted, and Kavelman signed the settlement documents on behalf of RIM. Even after this agreement, however, Kavelman, Loberto and others at RIM failed to prepare and maintain complete and accurate records of the option grants.

61. Loberto initially used an electronic spreadsheet and in 2001 switched to an electronic database to keep track of options at RIM. The grant dates from offer letters and option agreements, including those that had been backdated, were entered into both systems. Even though the electronic database had protections against changing information or inputting grant dates that preceded RIM's filings, Loberto, with Kavelman's knowledge, approved overriding those protections so that RIM could reprice options and backdate options prior to its filings. Loberto used the electronic spreadsheet and later the electronic database to generate RIM's financial statements and other filings with the Commission and Canadian regulators. The false

grant date information in these records resulted in filings and financial statements that were false and misleading.

**Kavelman and Loberto Concealed the Backdating
From Regulators, Shareholders and RIM's Outside Lawyer**

62. Kavelman and Loberto took affirmative steps to hide the backdating from regulators. They usually picked low strike prices within reporting periods so regulators would not detect the backdating. For example, on May 12, 2003, before the compensation committee had approved grants to the chief executives, Loberto wrote to Kavelman, "Should I proceed with the Insider . . . Reports [to the OSC]. They are due today, assuming a grant date of May 2nd. The OSC now imposes penalties, \$50/day late. The fee is irrelevant, but the late filing will be highlighted."

63. In another example, on July 30, 2001, Balsillie e-mailed Loberto (copying Kavelman), "Please process another 10,000 options for [a RIM vice president]. Pick a low point in the past 30-60 days." Loberto e-mailed an options administrator (copying Balsillie and Kavelman), "Please grant 10,000 options to [the vice president] with a grant date of July 26, 2001 @ \$35.00. I have already submitted May's transactions to the TSE and the lowest price in June was \$38.65."

64. Kavelman and Loberto also tried to conceal the backdating by avoiding the lowest price in some instances. For instance, on September 26, 2001, Kavelman directed Loberto, "Please do option grants for [the two chief operating officers] for 50K options over 5 years at a recent low price for [Balsillie] to sign up tomorrow." Loberto replied to Kavelman, "I need to pick a price in the last 10 days. As this is going to be disclosed in the Insider . . . Report [to the OSC], I don't want to pick the absolute low." Kavelman approved Loberto's price choice - the second lowest price in the preceding week.

65. In addition, during the CCRA's Audit of RIM's options, the CCRA questioned why a number of employees' grant dates were different from their start dates. When RIM responded to the CCRA, it failed to disclose that some of the problematic grants had been backdated. Loberto was the main person at RIM providing information to the CCRA.

66. Furthermore, Kavelman asked a manager not to document improper pricing in e-mails. On October 3, 2000, a manager recommended backdating options for four recent new hires to low exercise prices from mid-September, before the recruits' start dates. The manager stated, "RIM has fewer financial incentive parameters in recruiting relative to the high tech companies in Ottawa and elsewhere . . . [I]n order to stay competitive . . . we should and need to make stock price adjustments." Kavelman approved backdating the options for these four recruits, but on October 4, 2000, he wrote to the manager (copying Loberto), "FYI, it is a major breach of protocol to be discussing (and documenting via email) using option pricing other than that allowable by the Ontario Securities Commission and the SEC in the US. You should call [Loberto] to discuss." The manager replied, "I understand and have full intention to comply with the serious nature of your FYI, thanks. I will communicate henceforth by phone to [Loberto] et. al."

67. Loberto also hid the backdating from RIM's outside lawyer. In November 2001 and again in April 2002, Balsillie sent e-mail messages directing Kavelman and Loberto to grant options to RIM executives at low prices. When Loberto forwarded Balsillie's e-mail messages to the lawyer for preparation of insider reports for these grants, Loberto deleted the portion of Balsillie's directions related to pricing, thus concealing from the lawyer that RIM picked the exercise prices with hindsight.

RIM's Materially False and Misleading Disclosures in Filings with the Commission

Materially False and Misleading Reports on Forms 40-F and 6-K

68. In all of RIM's annual reports on Form 40-F for fiscal years 1999 through 2006 and in a number of its reports on Form 6-K containing quarterly financial information through the first quarter of fiscal year 2007, RIM falsely stated that it granted options at the fair market value of the stock at the grant date and accordingly, no compensation expense was recognized under APB 25. In reality, RIM routinely granted in-the-money options and repriced options, but failed to record any compensation expense.

69. By failing to record compensation expenses for backdated and repriced options, RIM's financial statements in annual reports on Form 40-F and certain reports on Form 6-K, and its earnings releases on Form 6-K, were inaccurate and were not prepared in accordance with, or properly reconciled to, U.S. GAAP. Consequently, RIM reported inflated earnings or understated losses in each of the periods. If RIM had accounted for options consistent with its disclosures in its filings, RIM annually overstated income or understated (loss) due to backdating by material amounts in most years. RIM's annual reports on Form 40-F also misrepresented that its systems of accounting and internal controls were sufficient to prepare accurate financial statements.

70. Balsillie and Lazaridis reviewed RIM's reports on Forms 40-F and 6-K ("Exchange Act Reports") which explained options accounting under APB 25, they signed and beginning in fiscal year 2003 certified RIM's annual reports on Form 40-F, and they signed certain reports on Form 6-K that included quarterly financial statements. As Balsillie and Lazaridis approved or recommended backdating grants, they knew or should have known that: (i) the disclosures about RIM's pricing of options in RIM's Exchange Act Reports were

materially false and misleading, and (ii) RIM's financial statements and results, and its representations about the sufficiency of its accounting systems and internal controls, were materially false and misleading.

71. Kavelman prepared, reviewed and signed RIM's annual reports on Form 40-F and certain reports on Form 6-K including quarterly financial statements and earnings releases. Kavelman also certified RIM's annual reports on Form 40-F beginning in fiscal year 2003. Loberto helped to prepare and reviewed RIM's annual reports on Form 40-F and certain reports on Form 6-K that included quarterly financial statements. Loberto also signed an annual report on Form 40-F for fiscal year 2004, and reports on Form 6-K containing financial information for the third quarter of fiscal year 2004 and the first quarter of fiscal year 2005. Kavelman was responsible for, and Loberto participated in preparing, RIM's financial statements in RIM's Exchange Act Reports. Kavelman signed a number of reports on Form 6-K that contained earnings releases and Loberto signed at least one report on Form 6-K that contained the earnings release for the second quarter of fiscal year 2004. Kavelman and Loberto were responsible for RIM's systems of accounting and internal controls relating to options.

72. Kavelman and Loberto routinely backdated and repriced options and received advice that the Company was required to record compensation expenses for in-the-money options and repriced options. Nevertheless, they recorded no compensation expense for the millions of backdated (and repriced) in-the-money options. In fact, they took affirmative steps to hide their conduct from regulators, shareholders and RIM's outside lawyer. Accordingly, Kavelman and Loberto knew, or were reckless in not knowing, that: (i) the disclosures about RIM's pricing of options in RIM's Exchange Act Reports were materially false and misleading,

and (ii) RIM's financial statements and results, and its representations about the sufficiency of its accounting systems and internal controls were materially false and misleading.

Materially False and Misleading Management Information Circulars

73. RIM's management information circulars furnished to the Commission on Form 6-K contain a number of materially false and misleading statements concerning RIM's stock option plan. The 2000, 2002, 2004, 2005 and 2006 circulars correctly noted that RIM's stock option plan provides for options to be granted at prices not less than the closing price on the trading day before the grant. However, the circulars failed to disclose that RIM routinely violated this pricing provision in making grants and engaged in both backdating and repricing. RIM's management information circulars for 1999 through 2006 materially understated the compensation of the Company's most highly paid officers, including Balsillie, Lazaridis and in some years Kavelman, because those filings omitted the compensation resulting from the in-the-money options that they received in the current or prior years. The management information circulars also referenced, and in some instances were furnished to the Commission in the same Form 6-K with, RIM's materially false and misleading annual reports and financial statements.

74. Balsillie and Lazaridis reviewed and approved RIM's stock option plans and management information circulars. Balsillie approved backdating options for himself, other executives and employees. Lazaridis requested that Balsillie or Kavelman backdate option grants for employees and Lazaridis personally received backdated options. Accordingly, Balsillie and Lazaridis knew or should have known that the statements in RIM's management information circulars were materially false and misleading.

75. Kavelman and Loberto were familiar with the provisions of RIM's stock option plans and reviewed management information circulars. Kavelman and Loberto backdated

options for executives and other employees and they personally received backdated options, despite receiving advice detailing how to price and account for options. Therefore, Kavelman and Loberto knew, or were reckless in not knowing, that the statements in RIM's management information circulars were materially false and misleading.

Materially False and Misleading Registration Statements

76. RIM filed a registration statement on Form 40-FR on September 11, 1998. RIM filed registration statements and amendments thereto on Form F-10 on September 23, 1999, October 13, 1999, October 20, 2000, October 26, 2000, January 7, 2004 and January 14, 2004. RIM also filed registration statements on Form S-8 on March 28, 2002 and October 21, 2002.

77. RIM's registration statements and amendments included or incorporated by reference Forms 40-F and 6-K, which included annual and quarterly financial statements that were materially inaccurate because RIM failed to record any compensation expenses for in-the-money (and repriced) option grants. The registration statements falsely stated, or incorporated Exchange Act Reports that falsely stated, that RIM grants options at the fair market value on the day before the grant date and, therefore, no compensation expense is recognized under APB 25. Some of the registration statements also incorporated RIM's false and misleading management information circulars.

78. Balsillie and Lazaridis reviewed and/or signed RIM's registration statements and approved or recommended backdating options. Accordingly, Balsillie and Lazaridis knew or should have known that the registration statements were materially false and misleading.

79. Kavelman was responsible for the preparation of RIM's financial statements, which were incorporated into the registration statements. Kavelman also signed the registration statement filed on September 11, 1998, and authorized Balsillie to sign the March 28, 2002 and

October 21, 2002 registration statements on his behalf. Loberto helped prepare RIM's financial statements and options disclosures, which were incorporated into the registration statements.

Kavelman and Loberto backdated and repriced options without recording compensation expenses, despite receiving advice to record compensation expenses for such options. Therefore, Kavelman and Loberto knew, or were reckless in not knowing, that RIM's registration statements were materially false and misleading.

Kavelman's and Loberto's Material Misrepresentations to RIM's Auditor

80. From at least 1999 to 2006, Kavelman misrepresented in management representation letters to RIM's independent auditor that: (i) he had no knowledge of any fraud, suspected fraud or illegal acts; (ii) RIM's internal controls were adequate to permit the preparation of accurate financial statements; and (iii) the financial statements were fairly presented in conformity with U.S. GAAP.

81. In addition, Kavelman and Loberto were aware that inaccurate stock option grant dates from RIM's books and records, including backdated option agreements and information generated from the electronic database RIM used for tracking options, were provided to the auditor. Kavelman and Loberto understood that the auditor relied on those documents in conducting its audits and reviews. They also did not provide to the auditor e-mails revealing backdating.

Kavelman's Materially False and Misleading Statements to Investors at RIM's July 18, 2006 Annual General Meeting

82. On March 18, 2006, the Wall Street Journal published an article discussing the legal and accounting problems associated with backdating stock options. The article included charts showing that executives at six companies repeatedly received stock options with very low exercise prices that suggested backdating. Although RIM was not mentioned in the article, Kavelman obtained a copy of the Wall Street Journal article, as well as other articles about backdating problems at a number of companies. In addition, in May 2006, an institutional investor sent Kavelman its assessment of the risk that backdating had occurred at various companies in North America (although the assessment did not identify RIM). The assessment was based on option grant charts similar to those that appeared in the Wall Street Journal. By May 2006, Balsillie, Lazaridis and Loberto also were aware of backdating issues at other companies.

83. In May 2006, Kavelman attended an analyst meeting where analysts and investors asked questions about options backdating. Kavelman then directed RIM's Vice President of Tax ("VP Tax") to prepare a chart of options granted to Balsillie, Lazaridis and two RIM chief operating officers ("COOs"). The chart revealed that Balsillie, Lazaridis and both COOs received options with very low exercise prices. The VP Tax highlighted for Kavelman that the COOs' initial grants were well before their start dates. Kavelman told Balsillie, Loberto and others about this analysis.

84. On July 18, 2006, the four executives attended RIM's annual general meeting for shareholders, which was broadcast over the internet. At the meeting, an investor asked whether RIM engaged in options backdating. Kavelman responded, "That's been a major issue in the news and I'm sure some of you have read about it. We have very strict policies around how we

grant options. When employees start they get them on their start date. Any options that are granted to employees, during the course of the year to senior officers, are approved by the Board and certainly, no, there's no backdating.”

85. At the time Kavelman made these statements, he knew RIM had engaged in backdating because he was directly involved in backdating options. He also knew that employees often received options that were dated before their start dates to give them lower exercise prices. In fact, as noted above, just two months before the annual general meeting, the VP Tax highlighted for Kavelman that the two COOs had received options with favorable prices based on purported grant dates that were well before their start dates. Kavelman made these false and misleading statements to investors when he knew that regulators, investors and the media were concerned about backdating.

86. On September 28, 2006, RIM announced that it was conducting an internal review of the Company's stock option granting practices. This review culminated in the Restatement of \$248 million in additional expenses from 1999 through 2006. Kavelman and Loberto stepped down from their positions, and Balsillie stepped down as Chairman of the Board.

FIRST CLAIM
Violations of Exchange Act Section 10(b) and Exchange Act Rule 10b-5

87. The Commission realleges and incorporates by reference Paragraphs 1 through 86 above.

88. Defendants RIM, Kavelman and Loberto, directly or indirectly, by use of the means or instruments of interstate commerce, or of the mails, or of a facility of a national securities exchange, in connection with the purchase or sale of RIM securities, knowingly or recklessly: (i) employed devices, schemes or artifices to defraud; (ii) made untrue statements of material fact or omitted to state a material fact necessary to make the statements made, in light of

the circumstances under which they were made, not misleading; and/or (iii) engaged in acts, transactions, practices or courses of business that operated or would operate as a fraud or deceit upon other persons.

89. By engaging in the conduct alleged above, defendants RIM, Kavelman and Loberto violated Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5].

SECOND CLAIM
Violations of Securities Act Section 17(a)(1)

90. The Commission realleges and incorporates by reference Paragraphs 1 through 89 above.

91. Defendants RIM, Kavelman and Loberto, directly or indirectly, knowingly or recklessly, in the offer or sale of RIM's securities, by use of the means or instruments of transportation or communication in interstate commerce, or by use of the mails, employed devices, schemes or artifices to defraud.

92. By engaging in the conduct alleged above, defendants RIM, Kavelman and Loberto violated Securities Act Section 17(a)(1) [15 U.S.C. § 77q(a)(1)].

THIRD CLAIM
Violations of Securities Act Sections 17(a)(2) and 17(a)(3)

93. The Commission realleges and incorporates by reference Paragraphs 1 through 92 above.

94. Defendants RIM, Kavelman, Loberto, Balsillie and Lazaridis, directly or indirectly, knowingly, recklessly, or negligently, in the offer or sale of RIM securities, by use of the means or instruments of transportation or communication in interstate commerce, or by use of the mails: (i) obtained money or property by means of untrue statements of material fact or

omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and/or (ii) engaged in transactions, practices or courses of business that operated or would operate as a fraud or deceit upon purchasers of RIM securities.

95. By engaging in the conduct alleged above, defendants RIM, Kavelman, Loberto, Balsillie and Lazaridis violated Securities Act Sections 17(a)(2) and (3) [15 U.S.C. §§ 77q(a)(2) and (3)].

FOURTH CLAIM
Violations of Exchange Act Rule 13a-14

96. The Commission realleges and incorporates by reference Paragraphs 1 through 95 above.

97. Defendant Kavelman certified in RIM's annual reports on Form 40-F that, among other things, he reviewed each of the reports and, based on his knowledge, the reports: (i) did not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading; and (ii) included financial statements and other financial information that fairly presented, in all material respects, RIM's financial condition, results of operations and cash flows.

98. By engaging in the conduct alleged above, defendant Kavelman violated Exchange Act Rule 13a-14 [17 C.F.R. § 240.13a-14].

FIFTH CLAIM
Violations of Exchange Act Section 13(b)(5) and Exchange Act Rule 13b2-1

99. The Commission realleges and incorporates by reference Paragraphs 1 through 98 above.

100. Defendants Kavelman, Loberto, Balsillie and Lazaridis knowingly circumvented or knowingly failed to implement a system of internal accounting controls or knowingly falsified books, records or accounts subject to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)].

101. Defendants Kavelman, Loberto, Balsillie and Lazaridis directly or indirectly, falsified or caused to be falsified books, records or accounts subject to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)].

102. By engaging in the conduct alleged above, defendants Kavelman, Loberto, Balsillie and Lazaridis violated Exchange Act Section 13(b)(5) [15 U.S.C. § 78m(b)(5)] and Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1].

SIXTH CLAIM
Violations of Exchange Act Rule 13b2-2

103. The Commission realleges and incorporates by reference Paragraphs 1 through 102 above.

104. Defendants Kavelman and Loberto, directly or indirectly: (i) made, or caused to be made, materially false or misleading statements; or (ii) omitted to state, or caused others to omit to state, material facts necessary in order to make statements made, in light of the circumstances under which they were made, not misleading, to an accountant in connection with an audit, review, or examination of financial statements or the preparation or filing of a document or report required to be filed with the Commission.

105. By engaging in the conduct alleged above, defendants Kavelman and Loberto violated Exchange Act Rule 13b2-2 [17 C.F.R. § 240.13b2-2].

SEVENTH CLAIM
Violations of Exchange Act Section 13(a) and
Exchange Act Rules 12b-20, 13a-1 and 13a-16

106. The Commission realleges and incorporates by reference Paragraphs 1 through 105 above.

107. Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Exchange Act Rules 13a-1 and 13a-16 [17 C.F.R. §§ 240.13a-1 and 240.13a-16] require foreign private issuers of registered securities to file with the Commission factually accurate annual reports and furnish factually accurate documents it makes public or files with other regulators. Exchange Act Rule 12b-20 [17 C.F.R. § 240.12b-12] further provides that, in addition to the information expressly required to be included in a statement or report, there shall be added such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they were made not misleading.

108. As alleged above, defendant RIM filed with, or furnished to, the Commission false and misleading annual reports on Form 40-F and reports on Form 6-K that contained quarterly financial statements, earnings releases and management information circulars. In so doing, RIM violated Exchange Act Section 13(a) [15 U.S.C. § 78m(a)] and Exchange Act Rules 12b-20, 13a-1 and 13a-16 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-16].

109. By engaging in the conduct alleged above, defendants Kavelman, Loberto, Balsillie and Lazaridis knowingly or recklessly provided substantial assistance to RIM in its violations of Exchange Act Section 13(a) [15 U.S.C. § 78m(a)] and Exchange Act Rules 12b-20, 13a-1 and 13a-16 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-16].

110. By engaging in the conduct alleged above, defendants Kavelman, Loberto, Balsillie and Lazaridis aided and abetted RIM's violations of Exchange Act Section 13(a) [15

U.S.C. § 78m(a)] and Exchange Act Rules 12b-20, 13a-1 and 13a-16 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-16].

EIGHTH CLAIM
Violations of Exchange Act Sections 13(b)(2)(A) and 13(b)(2)(B)

111. The Commission realleges and incorporates by reference Paragraphs 1 through 110 above.

112. Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] requires issuers to make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of its assets. Section 13(b)(2)(B) of the Exchange Act [15 U.S.C. § 78m(b)(2)(B)] requires issuers to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain the accountability of assets.

113. By engaging in the conduct alleged above, defendant RIM violated Exchange Act Sections 13(b)(2)(A) and 13(b)(2)(B) [15 U.S.C. §§ 78m(b)(2)(A) and 78m(b)(2)(B)].

114. By engaging in the conduct alleged above, defendants Kavelman, Loberto, Balsillie and Lazaridis knowingly or recklessly provided substantial assistance to RIM in its violations of Exchange Act Sections 13(b)(2)(A) and 13(b)(2)(B) [15 U.S.C. §§ 78m(b)(2)(A) and 78m(b)(2)(B)].

115. By engaging in the conduct alleged above, defendants Kavelman, Loberto, Balsillie and Lazaridis aided and abetted RIM's violations of Exchange Act Sections 13(b)(2)(A) and 13(b)(2)(B) [15 U.S.C. §§ 78m(b)(2)(A) and 78m(b)(2)(B)].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that the Court:

- (a) permanently enjoin defendant RIM from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], Sections 10(b), 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78j(b), 78m(a), 78m(b)(2)(A) and 78m(b)(2)(B)], and Exchange Act Rules 10b-5, 12b-20, 13a-1 and 13a-16 [17 C.F.R. §§ 240.10b-5, 240.12b-20, 240.13a-1 and 240.13a-16];
- (b) permanently enjoin defendant Kavelman from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], Sections 10(b) and 13(b)(5) of the Exchange Act [15 U.S.C. §§ 78j(b) and 78m(b)(5)], and Exchange Act Rules 10b-5, 13a-14, 13b2-1 and 13b2-2 [17 C.F.R. §§ 240.10b-5, 240.13a-14, 240.13b2-1 and 240.13b2-2], and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(a), 78m(b)(2)(A) and 78m(b)(2)(B)], and Exchange Act Rules 12b-20, 13a-1 and 13a-16 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-16];
- (c) permanently enjoin defendant Loberto from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], Sections 10(b) and 13(b)(5) of the Exchange Act [15 U.S.C. §§ 78j(b) and 78m(b)(5)], and Exchange Act Rules 10b-5, 13b2-1 and 13b2-2 [17 C.F.R. §§ 240.10b-5, 240.13b2-1 and 240.13b2-2], and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(a), 78m(b)(2)(A) and 78m(b)(2)(B)], and Exchange Act Rules 12b-20, 13a-1 and 13a-16 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-16];

- (d) permanently enjoin defendants Balsillie and Lazaridis from violating Sections 17(a)(2) and (3) of the Securities Act [15 U.S.C. §§ 77q(a)(2) and (3)], Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)], and Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1], and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(a), 78m(b)(2)(A) and 78m(b)(2)(B)], and Exchange Act Rules 12b-20, 13a-1 and 13a-16 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-16];
- (e) order defendants Kavelman, Loberto, Balsillie and Lazaridis to disgorge, with prejudgment interest, all ill-gotten gains by virtue of the conduct alleged herein, and deem their disgorgement and interest to be satisfied in full because these defendants have already paid these amounts to RIM;
- (f) pursuant to Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)], order defendants Kavelman, Loberto, Balsillie and Lazaridis to pay civil money penalties;
- (g) pursuant to Securities Act Section 20(e) [15 U.S.C. § 77t(e)] and Exchange Act Section 21(d)(2) [15 U.S.C. § 78u(d)(2)], prohibit defendants Kavelman and Loberto from acting as officers or directors of any issuer that has a class of securities registered pursuant to Exchange Act Section 12 [15 U.S.C. § 78l] or that is required to file reports pursuant to Exchange Act Section 15(d) [15 U.S.C. § 78o(d)];
- (h) grant any equitable relief that may be appropriate or necessary for the benefit of investors pursuant to Exchange Act Section 21(d)(5) [15 U.S.C. § 78u(d)(2)]; and

(i) grant such other relief as the Court may deem just and appropriate.

Dated: February 17, 2009
Washington, DC

Respectfully submitted,



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