



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, as amended**

- and -

**IN THE MATTER OF
IRWIN BOOCK, STANTON DEFREITAS, JASON WONG,
SAUDIA ALLIE, ALENA DUBINSKY, ALEX KHODJAINTS
SELECT AMERICAN TRANSFER CO.,
LEASESMART, INC., ADVANCED GROWING SYSTEMS, INC.,
INTERNATIONAL ENERGY LTD., NUTRIONE CORPORATION,
POCKETOP CORPORATION, ASIA TELECOM LTD.,
PHARM CONTROL LTD., CAMBRIDGE RESOURCES CORPORATION,
COMPUSHARE TRANSFER CORPORATION,
FEDERATED PURCHASER, INC., TCC INDUSTRIES, INC., FIRST NATIONAL
ENTERTAINMENT CORPORATION, WGI HOLDINGS, INC.
and ENERBRITE TECHNOLOGIES GROUP**

SETTLEMENT AGREEMENT

PART I. Introduction

1. By Notice of Hearing dated October 19, 2009, the Ontario Securities Commission (the "Commission") announced that it proposed to hold a hearing to consider whether pursuant to subsection 127(1) of the Securities Act (the "Act") it is in the public interest for the Commission to make an order that:

- (a) all trading in, and all acquisitions of, the securities of the Respondent, NutriOne Corporation ("NutriOne"), whether direct or indirect, shall cease; and
- (b) any exemptions contained in the Act do not apply to NutriOne.

PART II. Joint Settlement Recommendation

2. By Notice of Hearing dated October 19, 2009, the Ontario Securities Commission (the "Commission") announced Staff of the Commission ("Staff") recommend settlement of the proceeding commenced by Notice of Hearing dated October 16, 2008 against NutriOne according to the terms and conditions set out in Part VI of this Settlement Agreement. NutriOne agrees to the making of an order in the form attached as Schedule "A" based on the facts set out below.

PART III. Statement of Facts

3. For the purpose of only this proceeding and any other regulatory proceeding commenced by a securities regulatory authority, NutriOne agrees with the facts set out in Part III of this Settlement Agreement.

4. Nothing in this Settlement is intended to be an admission of civil or criminal liability by NutriOne or any of its directors, officers, or shareholders, to any person, agent or company; such liability is expressly denied.

Background

5. The conduct in issue relates to certain of the other Respondents' incorporation and use of NutriOne and its predecessor companies, as a vehicle to be used for personal gain in a breach of securities statutory and regulatory requirements (the "Misconduct").

6. NutriOne's current principals (the "Principals") sought to patent certain food technology and market the said food technology in the United States ("U.S."). For this purpose the Principals sought to purchase a clean shell company publicly listed on the NASDAQ exchange.

7. Without knowledge of the Misconduct, the Principals purchased NutriOne from a third party on the understanding and with the good faith expectation that NutriOne was a company validly incorporated under U.S. laws and publicly listed on the Pink Sheets LLC, an electronic quotation and trading system for over-the-counter securities market in the US (the "Pink Sheets"), which would be used as an operating vehicle with the capability of raising funds through a public offering of securities in compliance with all statutory and regulatory requirements. NutriOne was not in fact registered in any capacity with this Commission nor is it a reporting issuer in Ontario.

8. However, unbeknownst to the Principals, NutriOne was not a US public company, but in fact had been used in connection with the unauthorized and unregistered issuance of shares in the Pink Sheets. In particular, Staff allege that:

- (a) On July 7, 2005, documents evidencing the incorporation of Biscayne Apparel, Inc. (“Biscayne”) were filed with the State of Florida by persons related to Select American Transfer Co. (“Select American”);
- (b) Biscayne had the same name as a defunct Florida public corporation (“Old Biscayne”) which had made its last SEC filing on May 14, 1999;
- (c) Biscayne assumed the corporate identity of Old Biscayne;
- (d) On July 8, 2005, Biscayne amended its articles of incorporation resolving to change its name to El Apparel, Inc. (“El Apparel”) and resolving that the issued and outstanding shares of Biscayne be consolidated on a one (1) new for one (1000) thousand old basis;
- (e) On July 11, 2005; amending documents were filed with the State of Florida to change the name of Biscayne to El Apparel;
- (f) On June 14, 2006, amending documents were filed with the State of Florida to change the name of El Apparel to NutriOne; and
- (g) certain Respondents then issued unauthorized and unregistered share certificates in the name of NutriOne.

PART IV. Conduct Contrary to the Public Interest

9. The Principals’ agents and consultants failed to conduct the necessary due diligence to alert the Principals’ of the Misconduct prior to the Principals’ purchase of NutriOne. By the foregoing reason and by engaging in the conduct described above, NutriOne has acted contrary to the public interest.

PART V. Respondent’s Position

10. NutriOne requests that the settlement hearing panel consider the following mitigating circumstances.

11. When the Principals subsequently learned of the Misconduct and discovered that NutriOne was not in fact a public company, the Principals ceased any active operations in NutriOne, including without limitation, any effort to offer securities for sale or for access to the public markets.

12. As a result, NutriOne ceased operation as a public company.

13. NutriOne also cooperated with the Ontario Securities Commission during its investigation and consented to a cease trade order and its renewal from time to time, as follows:

(a) on or about May 18, 2007 the Commission made a temporary order pursuant to clauses 2 and 3 of subsections 127(1) of the Act that:

(i) all trading in and all acquisitions of the securities of NutriOne, whether direct or indirect, shall cease from the date of the Temporary Order; and

(ii) any exemptions contained in the Act do not apply to NutriOne (the "Temporary Order").

(b) subsequent to May 18, 2007, NutriOne consented to extensions of the Temporary Order; and

(c) on or about November 24, 2008 NutriOne consented to an extension of the Temporary Order until the conclusion of the within proceeding.

14. The Principals:

(a) are not named Respondents in this proceeding;

(b) have fully cooperated with Staff during the proceedings in this matter; and

(c) have not been previously been sanctioned by Staff.

PART VI. Terms of Settlement

15. NutriOne agrees to the terms of settlement listed below:

- (a) all trading in, and all acquisitions of, the securities of NutriOne, whether direct or indirect, will cease permanently; and
- (b) any exemptions contained in the Act will not apply to NutriOne permanently.

PART VII. Staff Commitment

16. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding under Ontario securities law in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 17 below.

17. If the Commission approves this Settlement Agreement and the Respondent fails to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against NutriOne. These proceedings may be based on, but are not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement.

PART VIII. Procedure for Approval of Settlement

18. Approval of this Settlement shall be sought at a public hearing of the Commission on a date as agreed to by Staff and NutriOne, according to the procedures set out in this Settlement Agreement and the Commission's Rules of Practice.

19. Staff and NutriOne agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on NutriOne's conduct, unless the parties agree that additional facts will be submitted at the settlement hearing.

20. If the Commission approves this Settlement Agreement, NutriOne agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

21. If the Commission approves this Settlement Agreement, neither party will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.

22. Whether or not the Commission approves this Settlement Agreement, NutriOne will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART IX. Disclosure of Settlement Agreement

23. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:

(a) this Settlement Agreement and all discussions and negotiations between Staff and the Respondent before the settlement hearing takes place will be without prejudice to Staff and the Respondent; and

(b) Staff and the Respondent will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this agreement.

24. Both parties will keep the terms of the Settlement Agreement confidential until the Commission approves the Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does not approve the Settlement Agreement, both parties must continue to keep the terms of the Settlement Agreement confidential, unless they agree in writing not to do so or if required by law.

PART X. Execution of Settlement Agreement

25. The parties may sign separate copies of this agreement. Together, these signed copies will form a binding agreement.

26. A fax copy of any signature will be treated as an original signature. "

Date: October 21, 2009

Date: October 14, 2009

“Ryan Hauk”

Ryan Hauk
Macleod Dixon LLP
Lawyers for NutriOne

“Tom Atkinson”

Tom Atkinson
Director of Enforcement
Ontario Securities Commission



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“Schedule A”

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FEDERATED PURCHASER, INC., TCC INDUSTRIES, INC., FIRST NATIONAL
ENTERTAINMENT CORPORATION, WGI HOLDINGS, INC.
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ORDER

WHEREAS on October 16, 2008 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing and Statement of Allegations pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5 (the "Act") in respect to the above respondents, including NutriOne Corporation ("NutriOne");

AND WHEREAS on May 18, 2007 the Commission made a temporary order prior to the commencement of the within proceeding pursuant to subsections 127(1) and 127(5) of the Act (the "Temporary Order") that: (i) all trading in and all acquisitions of the securities of NutriOne, whether direct or indirect, shall cease from the date of the Temporary Order; and (ii) any exemptions contained in the Act do not apply to NutriOne;

AND WHEREAS on or about November 24, 2008 NutriOne consented to an extension of the Temporary Order until the completion of the within proceeding;

AND WHEREAS NutriOne has entered into a Settlement Agreement with the Staff of the Commission on October 14, 2009;

AND WHEREAS Staff of the Commission recommended approval of the Settlement Agreement in relation to the matter set out in the Statement of Allegations;

AND UPON reviewing the Settlement Agreement and the Notice of Hearing of Staff of the Commission, and upon hearing submissions of Counsel for Staff of the Commission and NutriOne;

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

IT IS HEREBY ORDERED that pursuant to ss. 127(1) of the Act:

1. the Settlement Agreement is hereby approved;
2. all trading in and all acquisitions of the securities of NutriOne, whether direct or indirect, shall cease permanently; and
3. any exemptions contained in the Act do not apply to NutriOne permanently.

Dated: At Toronto this ____ day of _____, 2009.