



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, AS AMENDED**

- AND -

**IN THE MATTER OF VINCENT CICCONE AND CABO CATOCHE
CORP. (A.K.A. MEDRA CORP. AND MEDRA CORPORATION)**

SETTLEMENT AGREEMENT BETWEEN STAFF AND VINCENT CICCONE

PART I - INTRODUCTION

1. The Commission will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c.S.5, as amended (the "Act"), it is in the public interest for the Commission to approve this Settlement Agreement and to make certain orders in respect of Vincent Ciccone ("Ciccone").

PART II - JOINT SETTLEMENT RECOMMENDATION

2. Staff agree to recommend settlement of the proceeding initiated by the Notice of Hearing dated October 3, 2011 and amended on May 3, 2012 against Ciccone (the "Proceeding") in accordance with the terms and conditions set out below. Ciccone consents to the making of an order in the form attached as Schedule "A", based on the facts set out below.

PART III - AGREED FACTS

3. Ciccone admits the facts set out in Part III of this Settlement Agreement solely for the purposes of this Settlement Agreement. This Settlement Agreement and the facts and admissions contained herein are made without prejudice to Ciccone in any other proceeding including, without limitation, any civil, administrative, criminal, bankruptcy or other proceeding currently pending or that may be pending in future by any person or agency, whether or not this agreement is approved by the Commission.

Overview

4. During the period April 2008 to June 2010, over \$19 million in investor funds were deposited into bank accounts belonging to or controlled by Ciccone Group Inc. (“Ciccone Group”), a company controlled by Ciccone. These investor funds were raised from various distributions of securities in breach of the Act and in a manner that was contrary to the public interest.

5. In relation to three of the distributions of securities, Ciccone and Ciccone Group used investor funds for purposes other than the investment purposes that were communicated to investors and/or described in various offering documents provided to investors.

6. In general, other than using the proceeds to pay interest and redemptions to investors, proceeds from the distributions were directed to business ventures that Ciccone was involved in, to charities or loaned to friends, associates and/or companies related to Ciccone in circumstances where there was no or very little prospect of ever generating the returns of over 20% returns stated in the promissory notes that Ciccone and Ciccone Group sold to investors.

7. Ciccone Group was assigned into bankruptcy on November 30th, 2010, at which time it owed over \$17 million to investors.

8. The conduct at issue occurred during the period December 2007 to December 2010 (the “Material Time”).

Background

9. Ciccone is a resident of Cambridge, Ontario. Ciccone was registered as a salesperson in the dealer category of a limited market dealer during the period November 1, 2004 to August 29, 2005. Ciccone was not registered in any capacity during the Material Time.

10. During the Material Time, Ciccone was the sole officer and director of Ciccone Group, an Ontario company incorporated on August 18, 1992 that was formerly named 990509 Ontario Inc. (collectively referred to as “Ciccone Group”). Ciccone Group purported to be one of the fastest growing niche financial venture companies in Canada.

11. From about March 2008 until December 31, 2009, Ciccone was also the CEO and President of Medra Corp. (a.k.a Medra Corporation), a Delaware company incorporated on or about July 13, 2006 that was formerly named DCH Technology, Inc. On or about January 13, 2010, Medra Corp. changed its name to Cabo Catoche Corp. (Cabo Catoche Corp., Medra Corp. and Medra Corporation collectively referred to hereinafter as “Medra”). During the time that Ciccone was the CEO and President of Medra, Medra represented to investors that it specialized in resort real-estate development and land acquisition.

A. Illegal Distributions and trading without registration

(i) Ciccone Group Promissory Notes

12. Since approximately 2006, Ciccone Group issued promissory notes to the public. During the period November 2008 to December 31 2009, Ciccone Group issued promissory notes (“Ciccone Group securities”) totalling \$2.7 million to approximately 46 investors.

13. During the Material Time, Ciccone Group and Ciccone traded in Ciccone Group securities when they were not registered with the Commission and when no exemptions from registration were available to them under the Act.

14. The sale of Ciccone Group securities were trades in securities not previously issued and were therefore distributions. Ciccone Group has never filed a preliminary prospectus or a

prospectus with the Commission, and no prospectus receipt has ever been issued to qualify the sale of Ciccone Group securities.

(ii) Medra shares and Founding Partners Program

15. During the period April 2008 to December 2009 (the “Medra Distribution Period”), Medra raised at least \$8 million from investors from the issuance and sale of over 80 million shares to over 370 investors and from the sale of units of Medra’s Founding Partners Program to at least 15 investors. During this period, Medra was quoted on the Pink Sheets under the symbol “MDRA”.

16. Each unit of Medra’s Founding Partners Program was an investment contract and thereby a security under the Act.

17. In particular, each unit of Medra’s Founding Partners Program was priced at \$50,000 and purported to grant investors 20 weeks of lease time in Medra’s Puerto Aventuras Resort during a 5 year period. At the end of the 5 year period, an investor could either seek a return of the \$50,000 or could purchase a right of first refusal to purchase a share of stock of the 13 shares issued by a not-for-profit Mexican corporation that owned a condo unit in the Puerto Aventuras Resort. If that option was exercised, the investor’s 1/13 share would be listed for sale by Medra and the investor would receive 50% of the net proceeds of the sale.

18. During the Medra Distribution Period, Ciccone Group, Ciccone and Medra traded in shares of Medra and in units of Medra’s Founding Partners Program when they were not registered with the Commission and when no exemptions from registration were available to them under the Act.

19. The sale of Medra shares and of units of Medra’s Founding Partners Program (collectively the “Medra securities”) were trades in securities not previously issued and were therefore distributions. Medra has never filed a preliminary prospectus or a prospectus with the Commission, and no prospectus receipt has ever been issued to qualify the sale of Medra securities.

(iii) GEMS Capital Limited Partnership II (“GEMS II”) units

20. GEMS II was registered under the *Limited Partnerships Act* on January 6, 2009.

21. During the period February 2009 to October 2009 (the “GEMS II Distribution Period”), GEMS II raised approximately \$6.1 million from the issuance and sale of GEMS II units (“GEMS II securities”) to approximately 27 investors.

22. During the GEMS II Distribution Period, Ciccone and Ciccone Group traded in GEMS II securities when they were not registered with the Commission and when no exemptions from registration were available to them under the Act.

23. The sale of GEMS II securities were trades in securities not previously issued and were therefore distributions. GEMS II has never filed a preliminary prospectus or a prospectus with the Commission, and no prospectus receipt has ever been issued to qualify the sale of GEMS II securities.

B. Misleading Statements - The GEMS II Offering Memorandum (“GEMS II OM”)

24. Ciccone received drafts of the GEMS II OM and provided the final GEMS II OM to investors.

25. 990509 Ontario Inc. (now known as Ciccone Group) was identified as the fund manager (the “GEMS II Fund Manager”) in the GEMS II OM.

26. The GEMS II OM contained statements that were, in a material respect and at the time and in light of the circumstances under which they were made, misleading or untrue or did not state a fact that was required to be stated or necessary to make the statements not misleading, contrary to section 126.2(1) of the Act and contrary to the public interest. In particular:

- (a) Carmine Domenicucci (“Domenicucci”) is referred to in the GEMS II OM as an investment advisor to the GEMS II Fund Manager. This reference remained in

the GEMS II OM and the GEMS II OM was provided to investors even when Domenicucci was not fulfilling that function;

(b) The GEMS II OM also stated that three investment advisors to the fund were supported by an experienced network of traders, analysts and operations staff when this statement was not true; and

(c) The GEMS II OM contained a certificate signed by Domenicucci to the effect that the GEMS II OM contained no misrepresentations when this statement was not true.

27. The misleading statements referred to above would reasonably be expected to have a significant effect on the market price or value of the GEMS II securities.

C. Ciccone and Ciccone Group engaged in advising

28. During the Material Time, Ciccone and Ciccone Group provided advice to investors regarding securities, including providing opinions on the merits of investments, their level of risk and by expressly or impliedly recommending or endorsing them.

29. Ciccone and Ciccone Group thereby acted as advisers without being registered with the Commission to advise in securities.

D. Misuse of Funds

(i) Use of Medra Investor Funds

30. During the Medra Distribution Period, while Medra was marketed as a company specializing in resort real-estate development and land acquisition, Ciccone, Ciccone Group and Medra misappropriated Medra investor funds and used those funds for purposes completely unrelated to real estate development and land acquisition.

31. Specifically, during the period April 2008 to June 2010, approximately \$2.6 million in Medra investor funds were transferred to Ciccone Group, \$818,000 of which funds were used to invest in Axxess Automation LLC (“Axxess”) (a company purportedly in the business of computerized trading) and the balance was primarily transferred to Ciccone personally and used by him to purchase Medra shares in the secondary market to create an artificial price and/or artificial volume for Medra shares.

32. Approximately \$1.6 million was paid back to Medra by Ciccone Group, leaving an unpaid balance of approximately \$1 million in misappropriated Medra investor funds.

(ii) Use of Minas and GEMS II Investor Funds

33. During the period October 2008 to May 2009 (the “Minas Distribution Period”), Minas Investments Limited Partnership (“Minas”), a limited partnership registered under the *Limited Partnerships Act* on June 3, 2008 raised approximately \$1.9 million from the issuance and sale of Minas units (“Minas securities”) to approximately 43 investors.

34. Neither Ciccone nor Ciccone Group sold Minas securities to investors.

35. \$1.63 million of the Minas investor funds were transferred to Ciccone Group in exchange for Ciccone Group Promissory Notes. Ciccone and Ciccone Group advised the General Partner of Minas that Minas investor funds would be invested in Axxess.

36. In addition, the GEMS II OM stated that its primary investment strategy was to utilize proprietary computerized trading programs with a secondary strategy of real estate development once the funds were sufficiently capitalized.

37. However, although Ciccone Group received at least \$6.8 million from Minas and GEMS II during the period November 2008 to June 2010, from November 2008 onwards, less than \$1 million was invested by Ciccone Group in computerized trading programs or real estate developments. Ciccone and Ciccone Group misappropriated the majority of Minas and GEMS II

investor funds and used those funds for purposes other than computerized trading programs or real estate.

E. Breach of Temporary Cease Trade Order by Ciccone and Ciccone Group

38. On April 21, 2010, the Commission made a temporary order that, among other things, all trading in any securities by Ciccone and 990509 Ontario Inc. (the predecessor name for Ciccone Group) shall cease (the “TCTO”).

39. On April 23, 2010, Ciccone confirmed his receipt of the TCTO.

40. Commencing in 2010 and continuing after April 23, 2010, Ciccone and Ciccone Group traded in Ciccone Group Class B shares.

41. The trades in Ciccone Group Class B shares by Ciccone and Ciccone Group after April 23, 2010 were done in breach of the TCTO and were contrary to the public interest.

F. Breach of Ontario Securities Law

42. By engaging in the conduct described above, Ciccone admits and acknowledges that he contravened Ontario securities law during the Material Time in the following ways:

- (a) Ciccone and Ciccone Group traded in securities of Ciccone Group without being registered to trade in securities, contrary to subsection 25(1)(a) of the Act (as that subsection existed prior to September 28, 2009) and, after September 28, 2009, engaged in the business of trading in securities without registration contrary to subsection 25(1) of the Act and contrary to the public interest;
- (b) Ciccone and Ciccone Group traded in securities of Ciccone Group when a preliminary prospectus and a prospectus had not been filed and receipts had not been issued for them by the Director, contrary to section 53 of the Act and contrary to the public interest;

- (c) After April 23, 2010, Ciccone and Ciccone Group breached the TCTO contrary to section 122(1)(c) of the Act and contrary to the public interest;
- (d) During the Medra Distribution Period, Ciccone, Ciccone Group and Medra traded in securities of Medra without being registered to trade in securities, contrary to subsection 25(1)(a) of the Act (as that subsection existed prior to September 28, 2009) and, after September 28, 2009, engaged in the business of trading in securities without registration contrary to subsection 25(1) of the Act and contrary to the public interest;
- (e) During the Medra Distribution Period, Ciccone, Ciccone Group and Medra traded in securities of Medra when a preliminary prospectus and a prospectus had not been filed and receipts had not been issued for them by the Director, contrary to section 53 of the Act and contrary to the public interest;
- (f) Ciccone and Ciccone Group traded in securities of GEMS II without being registered to trade in securities, contrary to subsection 25(1)(a) of the Act (as that subsection existed prior to September 28, 2009) and, after September 28, 2009, engaged in the business of trading in securities without registration contrary to subsection 25(1) of the Act and contrary to the public interest;
- (g) Ciccone and Ciccone Group traded in securities of GEMS II when a preliminary prospectus and a prospectus had not been filed and receipts had not been issued for them by the Director, contrary to section 53 of the Act and contrary to the public interest;
- (h) Ciccone and Ciccone Group engaged in advising without being registered to advise in securities, contrary to subsection 25(1)(c) of the Act (as that subsection existed prior to September 28, 2009) and, after September 28, 2009, engaged in the business of advising in securities without registration contrary to subsection 25(3) of the Act and contrary to the public interest;

- (i) During the Medra Distribution Period, Ciccone, Ciccone Group and Medra engaged or participated in acts, practices or courses of conduct relating to Medra securities that were contrary to subsection 126.1(b) of the Act and contrary to the public interest;
- (j) Ciccone and Ciccone Group engaged or participated in acts, practices or courses of conduct relating to GEMS II and Minas securities that were contrary to subsection 126.1(b) of the Act and contrary to the public interest;
- (k) Ciccone and Ciccone Group made statements in the GEMS II OM that were contrary to subsection 126.2(1) of the Act and contrary to the public interest; and
- (l) Ciccone, as the sole director and officer of Ciccone Group and as the president and CEO of Medra, did authorize, permit or acquiesce in the breaches of the Act by Ciccone Group and Medra referred to above, contrary to section 129.2 of the Act.

G. Conduct contrary to the public interest

43. Ciccone admits that the conduct referred to above was contrary to the Act and contrary to the public interest.

44. In addition, Ciccone admits that Ciccone, Medra and Ciccone Group engaged in other conduct that was contrary to the public interest. In particular, each of Ciccone, Medra and Ciccone Group was involved in a scheme whereby Medra shares were purchased in the secondary market for the specific purpose of creating an artificial price for Medra shares and/or an artificial volume for Medra shares.

H. Disgorgement

45. Ciccone agrees to disgorge \$15,497,586 as amounts obtained as a result of Ciccone's non-compliance with Ontario securities law, calculated as follows:

Distribution	Distribution Period	Amount Raised	Investor Funds Received by Ciccone Group	Amounts paid to Investors	Net Amount
Medra	April 08 to December, 09	\$8,395,778			\$8,395,778
Ciccone Group	April, 08 to December 7, 10		\$5,930,798	\$5,105,357 ¹	\$ 825,441
Minas	October, 08 to May. 09		\$1,633,480	\$613,103 ²	\$ 1,020,377
Gems II	February 09 to October 09	\$6,101,667		\$845,677	\$ 5,255,990
Total					\$15,497,586

PART IV – RESPONDENT'S POSITION

46. Ciccone was introduced to Medra by a person who held himself out to be "John Gel" ("Gel"). Gel represented to Ciccone that he was involved in the development of time share properties near Cancun, Mexico. Ciccone travelled with Gel and visited the properties and was interested in the opportunity.

47. Gel convinced Ciccone to accept the position of CEO of Medra. Ciccone regularly communicated with Gel during the Medra Distribution Period.

48. Ciccone is now aware that Gel's real name is Harris Ballow ("Ballow"). Unbeknownst to Ciccone during the Medra Distribution Period, Ballow had plead guilty to one count of money laundering in 2003 in the United States (the "U.S.") and, instead of appearing for sentencing, Ballow fled the U.S. in 2004.

¹ This amount includes amounts paid to Ciccone Group investors by Gems II;

² This amount was paid to the General Partner for Minas

49. In July 2010, Ballow was taken into custody in Mexico and returned to the U.S. in 2011. Ballow was indicted in the U.S. in relation to his involvement in various stock schemes, including Medra by indictment dated July 15, 2010, superseded by superseding indictment dated October 26, 2010. Nine other individuals were indicted on October 26, 2010 including Ciccone's successor CEO at Medra. Ciccone has not been charged in the U.S. with any offence relating to Medra.

50. Ciccone became aware of Gel's true identity in July 2010, when "Mr. Gel" was taken into custody in Mexico. As soon as Ciccone became aware of Gel's true identity and past criminal activities, he advised Staff of the Commission of these facts.

PART V – TERMS OF SETTLEMENT

51. Ciccone agrees to the terms of settlement listed below.

52. The Commission will make an order, pursuant to subsection 127(1) and section 127.1 of the Act, that:

- (a) the Settlement Agreement is approved;
- (b) trading in any securities by Ciccone shall cease permanently from the date of the order approving this Settlement Agreement (the "Order");
- (c) the acquisition of any securities by Ciccone is prohibited permanently from the date of this Order;
- (d) any exemptions contained in Ontario securities law do not apply to Ciccone permanently from the date of this Order;
- (e) Ciccone is reprimanded;
- (f) Ciccone is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant or investment fund manager;

- (g) Ciccone is prohibited permanently from the date of this Order from becoming or acting as a registrant, an investment fund manager or a promoter;
- (h) Ciccone shall pay to the Commission an administrative penalty in the amount of \$750,000 for his failure to comply with Ontario securities law, which is designated for allocation to or for the benefit of third parties or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets, in accordance with subsection 3.4(2) of the Act;
- (i) Ciccone shall disgorge to the Commission the amount of \$15,497,586 obtained as a result of his and Ciccone Group's non-compliance with Ontario securities law, which is designated for allocation to or for the benefit of third parties or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets, in accordance with subsection 3.4(2) of the Act; and
- (j) Ciccone shall pay costs to the Commission in the amount of \$100,000.

53. Ciccone undertakes to consent to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in subparagraphs 52(b) to (g) above.

PART VI - STAFF COMMITMENT

54. If this Settlement Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against Ciccone in relation to the facts set out in Part III herein, subject to the provisions of paragraph 55 below.

55. If this Settlement Agreement is approved by the Commission, and at any subsequent time Ciccone fails to honour the terms of the Settlement Agreement, Staff reserve the right to bring

proceedings under Ontario securities law against Ciccone based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement. In addition, if this Settlement Agreement is approved by the Commission and Ciccone fails to honour the financial terms of the Settlement Agreement, the Commission is entitled to bring any proceedings necessary to recover the amounts set out in subparagraphs 52(h), (i) and (j) above.

PART VII - PROCEDURE FOR APPROVAL OF SETTLEMENT

56. Approval of this Settlement Agreement will be sought at a hearing of the Commission scheduled on a date to be determined by the Secretary to the Commission, or such other date as may be agreed to by Staff and Ciccone for the scheduling of the hearing to consider the Settlement Agreement.

57. Staff and Ciccone agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding Ciccone's conduct, unless the parties agree that further facts should be submitted at the settlement hearing.

58. If this Settlement Agreement is approved by the Commission, Ciccone agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

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

60. Whether or not this Settlement Agreement is approved by the Commission, Ciccone agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

PART VIII - DISCLOSURE OF SETTLEMENT AGREEMENT

61. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule "A" is not made by the Commission:

- (a) this Settlement Agreement and its terms, including all settlement negotiations between Staff and Ciccone and leading up to its presentation at the settlement hearing, shall be without prejudice to Staff and Ciccone; and
- (b) Staff and Ciccone shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations in the Amended Notice of Hearing and the Amended Statement of Allegations of Staff, unaffected by the Settlement Agreement or the settlement discussions/negotiations.

62. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission. Any obligations of confidentiality shall terminate upon the commencement of the public hearing to obtain approval of this Settlement Agreement by the Commission. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of Ciccone and Staff or as may be required by law.

PART IX- EXECUTION OF SETTLEMENT AGREEMENT

63. This Settlement Agreement may be signed in one or more counterparts which together will constitute a binding agreement

64. A facsimile copy of any signature will be as effective as an original signature.

Dated this 6th day of September, 2012.

Signed in the presence of:

“Karen Thomson-Ciccone”

“Vincent Ciccone”

Witness

Vincent Ciccone

STAFF OF THE ONTARIO SECURITIES COMMISSION

“Tom Atkinson”

Tom Atkinson
Director, Enforcement Branch

Dated this 5th day of September, 2012.



SCHEDULE "A"

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**IN THE MATTER OF THE *SECURITIES ACT*
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- AND -

**IN THE MATTER OF VINCENT CICCONE AND CABO CATOCHE
CORP. (A.K.A. MEDRA CORP. AND MEDRA CORPORATION)**

- AND -

**IN THE MATTER OF A SETTLEMENT AGREEMENT BETWEEN STAFF
OF THE ONTARIO SECURITIES COMMISSION AND VINCENT
CICCONE**

**ORDER
(Subsections 127(1) and 127.1(1))**

WHEREAS on October 3, 2011, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing (the "Notice of Hearing") pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c.S.5, as amended (the "Act") in connection with the allegations set out in the Statement of Allegations of Staff of the Commission ("Staff") dated September 30, 2011;

AND WHEREAS on May 3, 2012, the Notice of Hearing was amended (the "Amended Notice of Hearing") and on May 2, 2012 the Statement of Allegations was amended (the "Amended Statement of Allegations");

AND WHEREAS Vincent Ciccone (“Ciccone”) entered into a Settlement Agreement with Staff of the Commission dated September 5, 2012 (the "Settlement Agreement") in which Ciccone agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing and as amended by the Amended Notice of Hearing, subject to the approval of the Commission;

AND WHEREAS on September 5, 2012, the Commission issued a notice of hearing pursuant to sections 127 and 127.1 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a settlement agreement entered into between Staff and Ciccone;

AND UPON reviewing the Settlement Agreement, the Amended Notice of Hearing, and the amended Statement of Allegations of Staff, and upon hearing submissions from Staff and counsel for Ciccone;

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

IT IS HEREBY ORDERED THAT:

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Ciccone cease permanently from the date of this Order;
- (c) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of securities by Ciccone is prohibited permanently from the date of this Order;
- (d) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Ciccone permanently from the date of this Order;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Ciccone is reprimanded;

- (f) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Ciccone is prohibited permanently from the date of this Order from becoming or acting as a director or officer of any issuer, registrant or investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Ciccone is prohibited permanently from the date of this Order from becoming or acting as a registrant, an investment fund manager or a promoter;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Ciccone shall pay to the Commission an administrative penalty in the amount of \$750,000 for his failure to comply with Ontario securities law, which is designated for allocation to or for the benefit of third parties or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets, in accordance with subsection 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Ciccone shall disgorge to the Commission the amount of \$15,497,586 obtained as a result of his non-compliance with Ontario securities law which is designated for allocation to or for the benefit of third parties or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets, in accordance with subsection 3.4(2) of the Act; and

- (j) pursuant to section 127.1 of the Act, Ciccone shall pay costs to the Commission in the amount of \$100,000.

DATED AT TORONTO this day of September, 2012.
