

**IN THE MATTER OF
USI TECH LIMITED, ELEANOR PARKER AND CASEY COMBDEN**

FILE NO.: 2018-8

**MOTION
OF THE ONTARIO SECURITIES COMMISSION
(Subsection 127(8) of the *Securities Act*)**

A. ORDER SOUGHT

The Applicant, Staff of the Ontario Securities Commission ("**Staff**"), request that the Ontario Securities Commission make the following order(s):

1. An order extending the temporary order dated April 5, 2018, attached hereto at Tab 2, under subsection 127(8) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended ("**Act**"), for a period of six months or until such further time as considered necessary by the Commission; and
2. such further orders as the Commission considers appropriate.

B. GROUNDS

The grounds for the request are:

1. The Commission made a temporary order in this matter on February 14, 2018 (the "**Temporary Order**").
2. On February 26, 2018, the Commission made an order extending the temporary order until April 6, 2018.
3. On April 5, 2018, the Commission made an order extending temporary order until July 19, 2018.
4. USI Tech Limited ("**USI Tech**") operates a multi-level marketing operation which is headquartered in Dubai. There is no evidence at this time, however, to confirm where it is based.

5. USI Tech carries on business as www.usitech-int.com (the "**Website**"). The Website is maintained by a third party administrator, and the information about the true registrant is private.
6. USI Tech markets itself as an "...Innovative and Automated Bitcoin Trading Platform."
7. Eleanor Parker ("**Parker**") is a resident of Ontario.
8. Casey Combden ("**Combden**") is a resident of Ontario.
9. Until the Temporary Order, Parker and Combden appeared to be promoting and soliciting Ontario residents to purchase packages of mining bitcoin offered through USI Tech.
10. According to USI Tech's terms and conditions, promoters of USI Tech are called "Sales Partners" who register with USI Tech as "entrepreneurs" and present services of and membership of USI Tech to the public;
11. USI Tech, Parker and Combden have never been registered with the Commission in any capacity;
12. USI Tech is not a reporting issuer in Ontario and has never filed a prospectus in Ontario;
13. Parker and Combden may have engaged in or held themselves out as engaging in the business of advising without the necessary registration or an applicable exemption from the registration requirement, contrary to section 25 of the Act;
14. USI Tech, Parker and Combden may have engaged in trading of securities which constituted a distribution without a prospectus or an applicable exemption from the prospectus requirement, contrary to section 53 of the Act;
15. USI Tech, Parker and Combden may have acted contrary to the public interest;
16. Staff are continuing to investigate the conduct described above;
17. Subsection 127(8) of the Act;
18. Rule 13 of the *Rules of Procedure*, as amended as of October 31, 2017; and

19. Such further or other grounds as Staff may advise and the Commission may permit.

C. EVIDENCE

Staff intend to rely on the following evidence at the hearing:

1. The affidavit of Jamie Stuart sworn on February 22, 2018 and filed on February 23, 2018.
2. The affidavit of Jamie Stuart sworn on March 13, 2018 and filed on March 22, 2018.
3. The affidavit of Jamie Stuart sworn on July 5, 2018 and attached hereto at Tab 3.

DATED this 5th day of July, 2018.

Ontario Securities Commission
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