



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
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

PETER BECK,

SWIFT TRADE INC. (continued as 7722656 Canada Inc.), BIREMIS, CORP.,
OPAL STONE FINANCIAL SERVICES S.A., BARKA CO. LIMITED,
TRIEME CORPORATION and CALM OCEANS L.P.

SETTLEMENT AGREEMENT BETWEEN STAFF AND THE RESPONDENTS

PART I – INTRODUCTION

1. The Ontario Securities Commission (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 (“**Settlement Agreement**”) and make certain orders in respect of Peter Beck (“**Beck**”); Swift Trade Inc. (continued as 7722656 Canada Inc.) (“**Swift Trade**”); Biremis, Corp. (“**Biremis**”); Opal Stone Financial Services S.A. (“**Opal Stone**”); Barka Co. Limited (“**Barka**”); Trieme Corporation (“**Trieme**”); and Calm Oceans L.P. (“**Calm Oceans**”), which is a limited partnership sometimes referred to as “**Anguilla LP**” (collectively, the “**Swift Trade Group**” or “**Group**”, or the “**Respondents**” and each, individually, a “**Member**”).
2. All terms shall have the same meaning as in the Act, except where otherwise provided.

PART II – JOINT SETTLEMENT RECOMMENDATION

3. Staff of the Commission (“**Staff**”) agrees to recommend settlement of the proceeding commenced by the Notice of Hearing dated March 23, 2011, as subsequently amended, issued in connection with the allegations as set out in the Statement of Allegations of Staff dated March 23, 2011 (the “**Statement of Allegations**”), including the hearing (“**TCTO Hearing**”) referenced by Notice of Hearing dated July 19, 2011 (collectively, the “**Proceeding**”) against the Respondents in accordance with the terms and conditions

set out in Part V of this Settlement Agreement. The Respondents agree to the making of an order in the form attached as Schedule "A", based on the facts set out below.

PART III – AGREED FACTS

4. The Respondents admit the facts set out in Part III of this Settlement Agreement solely for the purposes of this Settlement Agreement.
5. This Settlement Agreement and the facts and admissions as set out herein are wholly without prejudice to the Respondents in any other proceeding including, without limitation, any civil, administrative or other action or proceeding currently pending or that may be brought by any person or agency in Canada or elsewhere, whether or not this Settlement Agreement is approved by the Commission. Without limiting the generality of the foregoing, the Respondents expressly deny that this Settlement Agreement is intended to be an admission of liability in any such other proceeding and expressly deny any such admission of liability in any such other proceeding.

i. The Respondents

A. Peter Beck

6. Beck is an Ontario resident. Beck has, or had, a direct or indirect ownership interest in each of the other Respondents, except for: (i) Barka, which is owned by the estate of Beck's father; and (ii) Calm Oceans, the general partner of which is owned by a trust settled by Beck's late father. Beck is a beneficiary of that trust.
7. Beck was the co-founder of Swift Trade and he was also its President and director. Beck is the director and majority shareholder of BRMS Holdings Inc. ("**BRMS**"), which owned 100% of Swift Trade. Beck had been registered under the Act as the trading officer for Swift Trade from September, 2002 to December, 2010. He was also the designated compliance officer of Swift Trade from November, 2004 to August, 2006. From December, 2009 until Swift Trade's dissolution in December, 2010, Beck was registered under the Act as the ultimate designated person (the "**UDP**") and dealing representative for Swift Trade. Beck has not been registered under the Act since December, 2010.

B. Swift Trade Inc.

8. Swift Trade was incorporated by Beck under the laws of Ontario in 2002. Swift Trade was registered under the Act as an "exempt market dealer" from September 28, 2009 until its dissolution in December, 2010. From September 18, 2002 to September, 2009, Swift Trade was registered under the Act as a "limited market dealer".
9. In December 2010, Swift Trade participated in a series of corporate actions which resulted in its continuation as 7722656 Canada Inc. On December 13, 2010, 7722656 Canada Inc. dissolved.

C. Biremis, Corp.

10. Biremis was incorporated under the laws of Massachusetts in 2004 and became a Canadian corporation in July, 2011. Beck is the President and a director of Biremis, and Biremis is a subsidiary of BRMS. Biremis is registered with the U.S. Securities and Exchange Commission (the "SEC") as a "broker-dealer" and is a licensed member of the Financial Industry Regulatory Authority ("FINRA"). On July 15, 2011, Biremis requested that its registration with the SEC and its membership in FINRA be terminated.

D. Opal Stone Financial Services S.A.

11. Opal Stone was incorporated under the laws of Uruguay in 2007. Opal Stone has never been registered under the Act. Beck's late father settled a private family trust, which wholly owns Opal Stone. Beck was the President of Opal Stone in or about the time it was created. Opal Stone was Biremis' client from September 2007 until July 2011, and Swift Trade was a client of Opal Stone from May, 2009 until Swift Trade's dissolution in December, 2010.

E. Barka Co. Limited

12. Barka was incorporated under the laws of Cyprus in 2004 for the sole purpose of trading securities for its own account using individual traders. It has never been registered under the Act. Barka was a client of Swift Trade. Barka is owned 100% by the estate of Beck's father.

F. Trieme Corporation

13. Trieme was incorporated under the laws of Ontario in 2005 for the sole purpose of trading securities for its own account using individual traders. It has never been registered under the Act. Trieme was a client of Swift Trade. Trieme ceased all trading activities on November 30, 2010. Beck is the director and sole shareholder of Trieme.

G. Calm Oceans L.P.

14. Calm Oceans is a limited partnership organized under the laws of Anguilla. Barka, Trieme and other entities are limited partners in Calm Oceans. The general partner of Calm Oceans is Calm Seas Inc. (the "**General Partner**"), which is an Anguillan company owned by a trust settled by Beck's late father. Beck is a beneficiary of that trust.

ii. Overview of the Respondents' Business

15. Since approximately 2002, the Respondents, together with certain other affiliated and unaffiliated entities, have been involved in a large-volume, day-trading business using individual traders ("**Traders**"), retained by certain Members of the Group, to place orders to buy and sell securities (the "**Business**").

16. The Traders work from offices ("**Trader Locations**") in Ontario, elsewhere in Canada and around the world, and place buy/sell orders for certain Members of the Group using proprietary software (the "**Software**"). The Software runs on both the Traders' terminals and network servers located at third-party facilities ("**Data Centers**").
17. The Traders place orders for the purchase and sale of securities (each a "**Trade Order**") using the Software. Trade Orders are executed on marketplaces in Canada ("**Canadian Marketplaces**") and marketplaces outside of Canada ("**International Marketplaces**").
18. In 2008, there were approximately 4,500 Traders in 190 offices around the world, including in Canada, China, Europe, India, Israel, Kazakhstan, Nicaragua, Panama, and Russia. The Traders traded approximately 22 billion shares on Canadian and International Marketplaces.
19. None of the Traders is or has been registered under the Act to trade on behalf of any of the Respondents.
20. Since late 2010, the Business has been carried on by Calm Oceans. The General Partner retains the Traders directly to trade for Calm Oceans' account. Previously, at various times, the Traders were retained by Barka, Trieme and/or other entities.
21. Calm Oceans is an offshore, international, proprietary day-trading limited partnership based in Costa Rica. It does not solicit anyone to buy or sell securities and it gives no advice or recommendations.
22. Calm Oceans has never been registered under the Act. With respect to trading on Canadian Marketplaces, Calm Oceans currently relies on the exemption from the dealer registration requirement contained in section 25 of the Act ("**Dealer Registration Requirement**") where such exemption applies to trades solely through a registered dealer where the dealer is registered in a category that permits the trades. This exemption is contained in section 8.5 of National Instrument 31-103 *Registration Requirements and Exemptions* ("**NI 31-103**").
23. Calm Oceans currently licenses the Software from Orbixa Technologies Inc. (previously named Orbixa Management Services Inc.) ("**Orbixa**"), which also supports and develops the Software. Orbixa designs and maintains Calm Oceans' network infrastructure. Orbixa also provides certain accounting, legal and compliance consulting and administrative services to Calm Oceans, that were described to Staff and the Consultant (as defined below) by the Respondents and/or Orbixa. Orbixa's office is located in Toronto, Ontario.

iii. The Compliance and Consultants' Review

24. Staff of the Compliance and Registrant Regulation Branch ("**CRR**") of the Commission conducted a compliance review of Swift Trade in or around March, 2009 (the "**Compliance Review**"). This Compliance Review took place at Swift Trade's offices at 55 St. Clair Avenue West in Toronto, Ontario and related to compliance with Ontario securities law for the year ended December 31, 2008 (the "**Review Period**"). As part of

the Compliance Review process, CRR issued a deficiency report to Swift Trade, dated August 7, 2009 (the "**Deficiency Report**").

25. A review (the "**Consultant's Review**") by a consultant retained by Staff (the "**Consultant**") was initiated in response to deficiencies identified in the Deficiency Report. The purpose of the Consultant's Review was to obtain a comprehensive understanding of the business operations and affairs of Swift Trade and certain of its affiliates and related parties. The nature and scope of the Consultant's Review were specified in the terms and conditions (the "**ST Terms and Conditions**") imposed on Swift Trade's registration by the Director on December 21, 2009 (for an aggregate period of 12 months). The Consultant focused on the records and operations of Swift Trade and certain related parties for the three-month period from October 1 to December 31, 2008. The Consultant completed its report in February, 2011.

iv. Breaches of Ontario Securities Law and Conduct Contrary to the Public Interest

26. As described below, Swift Trade, under the direction of Beck, breached Ontario securities law by failing to establish, maintain and enforce a supervisory system of controls and/or written supervisory procedures that were reasonably designed to provide reasonable assurance that it complied with Ontario securities law, and to manage its risks in accordance with prudent business practices. The Respondents breached Ontario securities law and/or engaged in conduct contrary to the public interest, as detailed below.

A. Financial Management Deficiencies

27. During the Review Period, Swift Trade was deficient in the management of its financial affairs in that it failed to properly record its business transactions and financial affairs completely and accurately. Specifically, Swift Trade failed to reconcile its accounting records with those of third-party service providers, and to record accounting entries correctly.
28. Swift Trade and Beck failed to hire, retain and supervise adequate finance personnel. During the Compliance Review and the Consultant's Review, the finance personnel were not able to demonstrate complete or satisfactory knowledge of Swift Trade's structure and operations.
29. Also, Beck failed to adequately supervise Swift Trade's process for hiring the 2008 Director of Finance (and Controller for Biremis), who had resigned from his previous employment where his conduct had been under investigation by his employer. At the time he hired this individual, Beck was not aware of the basis for the investigation, however, he did not adequately investigate this individual's employment history. Within days of being charged with numerous criminal violations, this individual informed Beck that criminal charges had been filed against him but misled Beck as to the nature of those charges. Although Beck was misled, he failed to investigate the criminal allegations against this individual further. This individual was subsequently convicted in Ontario of

two counts of breach of public trust and one count of theft in relation to his previous employment. This individual's employment was subsequently terminated after Beck learned that he had concealed his criminal charges.

30. Swift Trade's conduct was contrary to the requirements of Ontario securities law and in particular, sections 1.3 and 3.1 of the then applicable OSC Rule 31-505 *Conditions of Registration* ("OSC Rule 31-505") and section 11.1 of NI 31-103. Swift Trade's conduct was also contrary to the public interest.

B. Trade Review Deficiencies

31. For the period of 2008 to 2010, Swift Trade had inadequate compliance practices and it failed to perform or demonstrate that it had performed adequate reviews of trading for possible instances of manipulative or deceptive trading activities. In particular:
- (a) Swift Trade and Beck failed to hire, retain and supervise adequate compliance personnel. During the Compliance Review, the compliance personnel were not able to demonstrate complete or satisfactory knowledge about the Swift Trade Group's structure and operations. In 2008, Swift Trade's compliance personnel consisted of two individuals, each with limited compliance experience, who were responsible for monitoring all Trade Orders and trading activity described in paragraph 18.
 - (b) The trade reviews that were performed by compliance personnel for the purpose of identifying potential illegal trades known as "wash trades" were inadequate, and Swift Trade did not detect, or failed to demonstrate that it had detected, certain instances of questionable trading, as it had maintained unclear and insufficient records of trade review findings.
 - (c) By failing to perform, or demonstrate that it had performed, adequate trade reviews, Swift Trade was in breach of the requirements of Ontario securities law, and in particular, the provisions of the then applicable OSC Rule 31-505 and/or section 11.1 of NI 31-103. By failing to perform, or demonstrate that it had performed, adequate trade reviews, Swift Trade also acted contrary to the public interest.

C. Failure to Maintain or Produce Complete and Accurate Records

32. Swift Trade failed to maintain or produce all of the records that were requested by CRR during the Compliance Review or by the Consultant during the Consultant's Review. Swift Trade failed to comply with subsection 19(3) of the Act, and the ST Terms and Conditions by failing to produce records that it was required to keep pursuant to section 19 of the Act.

33. Swift Trade and Beck also failed to supervise adequately Swift Trade's designated compliance officer and chief compliance officer in their performance of these regulatory obligations.

D. Beck's Non-Compliance with Ontario Securities Law

34. As the registered UDP of Swift Trade, in the period from December, 2009 until the dissolution of Swift Trade in December, 2010, Beck failed to adequately supervise the activities of Swift Trade and each individual acting on its behalf to ensure their compliance with Ontario securities law, contrary to section 5.1 of NI 31-103.
35. As a director or officer of Swift Trade, Beck authorized, permitted or acquiesced in the non-compliance with Ontario securities law by these companies in the circumstances described above, and as such, is deemed by section 129.2 of the Act to also have not complied with Ontario securities law.

E. Conduct Contrary to the Public Interest Relating to the Dealer Registration Requirement

36. Prior to December, 2011, due to the network's legacy structure, all buy/sell orders for Canadian and International Marketplaces (other than in Asia) were routed through trading-related servers in a Data Center located, up to December 2011, at 1 Yonge Street in Toronto, Ontario (the "**Toronto Data Center**").
37. Each of Calm Oceans, Swift Trade, Biremis, Opal Stone, Barka and Trieme transmitted and/or received orders to sell securities on International Marketplaces via the Toronto Data Center.
38. Once submitted, these trade orders were transmitted and received by other Members of the Group through the Toronto Data Center. These trade orders would be transmitted through and received by various Members in accordance with various contractual arrangements entered into between Members and then transmitted to a marketplace for execution on a virtually instantaneous basis.
39. By December 7, 2011, all trading-related servers and certain equipment were moved from the Toronto Data Center to a similar facility outside of Canada. As a result, buy/sell orders no longer route through the Toronto Data Center. Servers other than trading-related servers remain in Toronto, Ontario.
40. Particulars of the conduct contrary to the public interest related to the Dealer Registration Requirement are as follows:

(i) Swift Trade

Since at least March, 2007, Swift Trade received and transmitted orders to sell securities from its two clients, Barka and Trieme (collectively the "**ST Related Clients**"), for execution on International Marketplaces. Swift Trade transmitted these orders through Opal Stone and Biremis, and not through appropriately registered dealers under the Act, for execution on International Marketplaces in circumstances for which it had no exemption from the Dealer Registration Requirement.

(ii) Biremis

From 2007 until 2011, Biremis received sale orders from its clients (Swift Trade and Opal Stone), which originated from Trader Locations in Ontario and elsewhere and were routed through the Toronto Data Center. Biremis then transmitted these orders for execution on International Marketplaces. Biremis engaged in such conduct without the use of appropriately registered dealers under the Act and in circumstances in which it had no exemption from the Dealer Registration Requirement. Biremis has advised Staff that it has ceased all trading activity in 2011 and is currently inactive.

(iii) Opal Stone

Since at least 2007, Opal Stone had been receiving sale orders from its clients (including, since May, 2009, Swift Trade, and included orders originating from Trader Locations in Ontario and elsewhere) which were routed through the Toronto Data Center. Opal Stone then transmitted these orders to Biremis for execution on International Marketplaces. Opal Stone engaged in such conduct without the use of appropriately registered dealers under the Act and in circumstances in which it had no exemption from the Dealer Registration Requirement. Opal Stone has advised Staff that it has ceased all trading activity in 2011.

(iv) ST Related Clients: Barka and Trieme

From May, 2009 to December 2010, the ST Related Clients transmitted sale orders to Swift Trade for execution on International Marketplaces, which orders originated from Trader Locations in Ontario and elsewhere, and which were routed through the Toronto Data Center. The ST Related Clients engaged in such conduct without the use of appropriately registered dealers under the Act and in circumstances in which they had no exemption from the Dealer Registration Requirement.

(v) Calm Oceans

Calm Oceans became a client of Opal Stone on November 1, 2010. From that date until July, 2011, Calm Oceans submitted sale orders to Opal Stone, using the Toronto Data Center, for execution through or by Biremis on Canadian and International Marketplaces. The orders for execution on International Marketplaces were placed without the use of appropriately registered dealers under the Act and in circumstances in which Calm Oceans had no exemption from the Dealer Registration Requirement.

As of July 15, 2011, Calm Oceans submitted orders for execution directly to (or via sponsored access by) unaffiliated dealers for execution on Canadian and International Marketplaces.

Prior to January, 2012, individual Traders (located in Ontario and elsewhere) submitted orders on behalf of Calm Oceans, using the Toronto Data Center, directly to (or via sponsored access by) unaffiliated dealers, who were not registered as investment dealers under the Act, for execution on International Marketplaces. Calm Oceans engaged in such conduct without the use of appropriately registered dealers under the Act and in circumstances in which it had no exemption from the Dealer Registration Requirement.

On January 18, 2012 the Respondents, including Calm Oceans, undertook that individual Traders retained by the Respondents and located in Ontario would only place orders to purchase or sell securities on marketplaces within or outside of Ontario on the Respondents' behalf if such orders were placed directly (or via sponsored access) with a dealer that is registered as an investment dealer under the Act.

Calm Oceans has advised Staff that in or about January, 2012, individual Traders located in Ontario ceased placing orders on behalf of Calm Oceans for execution on International Marketplaces.

41. None of Biremis, Opal Stone, Barka, Trieme, or Calm Oceans has ever been registered under the Act.
42. It is Staff's position that the conduct described above in paragraph 40 was in breach of the Dealer Registration Requirement contained in section 25 of the Act. Notwithstanding that the Respondents take issue with Staff's position on this particular matter, they acknowledge that this conduct was contrary to the public interest and have given the undertakings as set out in paragraph 48 below.

**PART IV – CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND
THE PUBLIC INTEREST**

43. By engaging in the conduct described above, Swift Trade and Beck admit and acknowledge that they contravened Ontario securities law and the Respondents admit and acknowledge that they acted contrary to the public interest.

PART V – TERMS OF SETTLEMENT

44. The Respondents agree to the terms of settlement listed below.
45. The Commission will make an order, pursuant to subsection 127(1) and section 127.1 of the Act, that:
- (a) This Settlement Agreement is approved;
 - (b) Beck be reprimanded;
 - (c) The Respondents be ordered to pay:
 - (i) an administrative penalty in the aggregate amount of \$100,000 (jointly and severally) for their failure to comply with Ontario securities law as specified above, and this administrative penalty shall be for the allocation to or for the benefit of third parties; and
 - (ii) the aggregate amount of \$300,000 on a joint and several basis, representing a portion of Staff's costs in this matter;
 - (d) Each of Swift Trade, Biremis, and Opal Stone be prohibited, for a period of 6 years, from:
 - (i) becoming or acting as a registrant;
 - (ii) trading in any securities in Ontario; or
 - (iii) acquiring any securities in Ontario;
 - (e) Each of Barka and Trieme be prohibited, for a period of 4 years, from:
 - (i) becoming or acting as a registrant;
 - (ii) trading in any securities in Ontario; or
 - (iii) acquiring any securities in Ontario;
 - (f) where, for the purposes of the above subparagraphs (d)(ii) and (iii) and (e)(ii) and (iii), "trading" or "acquiring" shall, for greater certainty, include,
 - 1. at any location in Ontario, receiving or transmitting an order to purchase or sell securities (regardless of the location from which the order originates, whether inside or outside of Ontario), and
 - 2. at any location outside of Ontario,
 - a. receiving an order to buy or sell securities from a person or company located in Ontario, or
 - b. transmitting an order to buy or sell securities to a person or company located in Ontario,

provided that, for greater certainty, Barka and Trieme may each continue to act as limited partners of Calm Oceans and/or partners or investors in any successor of Calm Oceans, and, in that capacity, perform related activities that do not constitute "trading" or "acquiring", such as receiving trading-related profits from, or funding trading-related losses incurred by, Calm Oceans or its successors; and

despite the foregoing, Trieme may, for investment purposes, acquire debt securities through or from a registered dealer, and trade such debt securities solely through or to a registered dealer in the circumstances described in section 8.5 of NI 31-103;

(g) Calm Oceans be prohibited, for a period of 4 years, from:

(i) becoming or acting as a registrant

provided that, for greater certainty, the prohibition referred to in the above subparagraph (g)(i) shall not affect its ability to trade in Ontario in reliance on applicable exemptions from registration;

(h) Beck be:

(i) ordered to resign all positions that he holds as a director or officer of a registrant; and

(ii) prohibited, for a period of 2 years, from becoming or acting as a:

(A) registrant;

(B) director or officer of a registrant which, for greater certainty, shall include acting as an integral part of the mind and management of a registrant or performing functions similar to those normally performed by an officer or director for a registrant;

provided that, for greater certainty, the prohibition referred to in the above subparagraph (h)(ii) shall not prevent Beck or companies he owns or family trusts related to him or accounts of his from (i) trading securities in Ontario in reliance on applicable exemptions from registration except where herein, or otherwise, prohibited, or (ii) acting on behalf of technology providers to registrants in the support and development of software and the design and maintenance of network infrastructure.

46. The Respondents agree to make the payments ordered above in subparagraph 45(c) by certified cheque promptly following the approval by the Commission of this Settlement Agreement. None of the Respondents will be reimbursed for, or receive a contribution toward, this payment from any other person or company who is not a Respondent.
47. The Respondents undertake 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 45 (b), (d), (e), (f), (g) and (h) above. These

prohibitions may be modified to reflect the provisions of the relevant provincial or territorial securities law.

48. Each of:

- (a) Biremis,
- (b) Trieme,
- (c) Orbixa.
- (d) Beck, on behalf of himself, and any other person or company under his direction or control (Biremis, Trieme, Orbixa and any other person or company under Beck's direction or control being referred to as a "**Beck Entity**"),
- (e) Barka,
- (f) Opal Stone and
- (g) Calm Oceans,

makes the following undertakings on its own behalf (or, in the case of Beck, on behalf of himself and the Beck Entities), which will be executed in the form attached as Schedule "B", and which shall remain in effect as against each person or company giving such undertaking, unless and until that person or company becomes registered under the Act as an investment dealer or as otherwise ordered by the Commission. Each undertakes to the Commission that:

- (i) it will not be a Controlling Person¹ of a registrant if, at the relevant time, it is prohibited from becoming or acting as a registrant pursuant to the above-referenced order of the Commission,

provided that, with respect to Beck's current ownership interest in Omega Securities Inc. ("**OSI**"),

- (A) the undertaking in this subparagraph shall not preclude Beck from continuing to hold his current beneficial ownership interest in OSI or its direct and indirect parent companies, Omega ATS Inc. and/or BRMS Holdings Inc., or any successor to any of such entities, including by way of securities exchange transaction, so long as, for a period of two years, Beck shall not participate in the management of, or management decision-making of, OSI (but for greater certainty he may act on behalf of a technology provider to OSI in the support and development of software and the design and maintenance of network infrastructure); and

¹ In these Terms of Settlement, "Controlling Person" of a registrant means a person or company that, alone or in combination with any other person or company, has beneficial ownership of, or direct or indirect control or direction over, 10% or more of any class or series of voting securities of the registrant.

- (B) Beck shall provide a copy of the Settlement Agreement and the order made in the form attached as Schedule "A" to the President, Chief Executive Officer and the board of directors of OSI.
- (ii) any order to purchase or sell securities for or on behalf of Beck, a Beck Entity, Barka, Opal Stone or Calm Oceans, originating from a Trader Location in Ontario must proceed directly to (or via sponsored access by) a dealer that is registered as an investment dealer under the Act before the purchase or sale is executed on any marketplace, and, for greater certainty, shall not be routed through any Beck Entity, or any other entity in a circumstance where that other entity is itself engaged in trading unless that other entity is registered as an investment dealer under the Act;
- (iii) any order to purchase or sell securities for or on behalf of Beck, a Beck Entity, Barka, Opal Stone or Calm Oceans, originating from a Trader Location outside of Ontario must proceed to (or via sponsored access by) a dealer that is registered as an investment dealer under the Act before the purchase or sale is executed on any marketplace in Ontario, and, for greater certainty, shall not be routed in Ontario through any Beck Entity, or any other entity in a circumstance where that other entity is itself engaged in trading unless that other entity is registered as an investment dealer under the Act; provided that such order may, before being transmitted into Ontario, be routed by or on behalf of a foreign intermediary; and
- (iv) none of Beck, the Beck Entities, Barka, Opal Stone or Calm Oceans will use any trading-related servers that are located in Ontario and that are owned or operated by any of them to receive or transmit orders to purchase or sell securities.

PART VI – STAFF COMMITMENT

49. If the Commission approves this Settlement Agreement, Staff will not commence or continue any proceedings under Ontario securities law against the Respondents, Orbixa or any other Beck Entity complying with the undertaking in Schedule "B", in relation to the allegations in the Statement of Allegations, and the facts contained in Part III of this Settlement Agreement, subject to the provisions of paragraph 50, below.
50. If the Commission approves this Settlement Agreement and the Respondents fail to comply with any of the terms of this Settlement Agreement, Staff may bring proceedings under Ontario securities laws against the Respondents. 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 this Settlement Agreement.
51. Nothing in this Part VI shall preclude Staff from seeking an order from the Commission in relation to inter-jurisdictional enforcement pursuant to subsection 127(10) of the Act.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

52. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for June 22, 2012, or on another date agreed to by Staff and the Respondents, according to the procedures set out in this Settlement Agreement and the Commission's *Rules of Procedure*.
53. Staff and the Respondents agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing, unless the parties agree that additional facts should be submitted at the settlement hearing.
54. If the Commission approves this Settlement Agreement, the Respondents agree to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.
55. If the Commission approves this Settlement Agreement, none of the parties will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.
56. Whether or not the Commission approves this Settlement Agreement, the Respondents will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement 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 VIII – DISCLOSURE OF SETTLEMENT AGREEMENT


57. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:
 - (i) this Settlement Agreement and all discussions and negotiations between Staff and the Respondents before the settlement hearing takes place will be without prejudice to Staff and the Respondents and shall not be disclosed or referred to in any way by any party; and
 - (ii) Staff and the Respondents will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits 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 Settlement Agreement.
58. The parties will keep the terms of this Settlement Agreement confidential until the Commission approves this Settlement Agreement. At that time, the parties will have no further obligations to maintain the confidentiality of the Settlement Agreement. If the Commission does not approve this Settlement Agreement, all parties must continue to keep the terms of this Settlement Agreement confidential, unless they agree in writing not to do so or are required by law to disclose the terms.

PART IX - EXECUTION OF SETTLEMENT AGREEMENT

- 59. The parties may sign separate copies of this Settlement Agreement. Together, these signed copies will form a binding agreement.
- 60. A copy of any signature will be treated as an original signature.

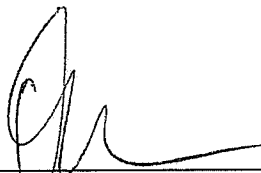
DATED this 20 day of June, 2012.

_____)
 Daria Gavrikova)
 Witness)

_____)
)
 Peter Beck)

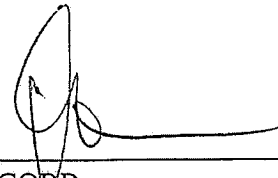
DATED this 20 day of June, 2012.

_____)
 Daria Gavrikova)
 Witness)

_____)
)
 7722656 CANADA INC. (formerly)
 Swift Trade Inc.)
 Per: Peter Beck)
 Title: Former Director, solely for the)
 purposes of this Settlement Agreement)

DATED this 20 day of June, 2012.

_____)
 Daria Gavrikova)
 Witness)

_____)
)
 BIREMIS, CORP.)
 Per: Peter Beck)
 Title: President)

DATED this 20 day of June, 2012.

Dalia Gavrikova
Witness

DATED this day of , 2012.

Witness

DATED this 20 day of June, 2012.

Dalia Gavrikova
Witness

DATED this day of , 2012.

Witness


RICHARD GOMEZ
OPAL STONE FINANCIAL SERVICES S.A.

OPAL STONE FINANCIAL
SERVICES S.A.

Per: Richard Gómez Fernández
Title: Director

BARKA CO. LIMITED

Per:
Authorized Signatory



TRIEMER CORPORATION

Per: Peter Beck
Title: President

CALM OCEANS L.P.

Per: CALM SEAS INC.
(General Partner)
Herbert F. Rodriguez Chaves,
Title: President

DATED this day of , 2012.

Witness

OPAL STONE FINANCIAL
SERVICES S.A.
Per: Richard Gómez Fernández
Title: Director

DATED this day of , 2012.

Witness

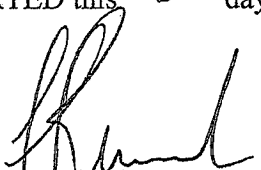
BARKA CO. LIMITED
Per:
Authorized Signatory

DATED this day of , 2012.


Witness

TRIEME CORPORATION
Per: Peter Beck
Title: President

DATED this, *20* day of *June*, 2012.



Witness



CALM OCEANS L.P.
Per: CALM SEAS INC.
(General Partner)
Herbert F. Rodriguez Chaves,
Title: President

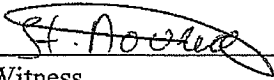
DATED this day of , 2012.

Witness

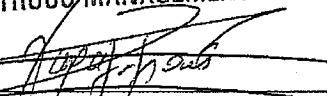
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OPAL STONE FINANCIAL
SERVICES S.A.
Per: Richard Gómez Fernández
Title: Director

DATED this 19th day of June, 2012.



Witness

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ALTRUCO MANAGEMENT LIMITED


BARKA CO. LIMITED
Per: Panagiota Charalambous
Authorized Signatory

DATED this day of , 2012.

Witness

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TRIEME CORPORATION
Per: Peter Beck
Title: President

DATED this day of , 2012.

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CALM OCEANS L.P.
Per: CALM SEAS INC.
(General Partner)
Herbert F. Rodriguez Chaves,
Title: President

DATED this 19th day of June, 2012.



Witness Brooke Shulman

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TOM ATKINSON
Director, Enforcement Branch



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19^e étage
20, rue queen ouest
Toronto ON M5H 3S8

SCHEDULE "A"

**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, c. S.5, AS AMENDED**

- and -

**IN THE MATTER OF
PETER BECK,
SWIFT TRADE INC. (continued as 7722656 Canada Inc.), BIREMIS, CORP.,
OPAL STONE FINANCIAL SERVICES S.A., BARKA CO. LIMITED,
TRIEME CORPORATION and CALM OCEANS L.P.**

ORDER

(Sections 127 and 127.1 of the Securities Act)

WHEREAS on March 23, 2011, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing in connection with a Statement of Allegations dated March 23, 2011, to consider whether it is in the public interest to make orders, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), against Peter Beck ("Beck"); Swift Trade Inc. (continued as 7722656 Canada Inc.) ("Swift Trade"); Biremis, Corp. ("Biremis"); Opal Stone Financial Services S.A. ("Opal Stone"); Barka Co. Limited ("Barka"); Trieme Corporation ("Trieme"); and a limited partnership sometimes referred to as "Anguilla LP", legally known as Calm Oceans L.P. ("Calm Oceans");

AND WHEREAS on July 19, 2011, the Commission issued a Notice of Hearing to consider whether, in the opinion of the Commission, it is in the public interest for the Commission to issue a Temporary Order as specified therein, pursuant to subsections 127(1) and (5) of the Act;

AND WHEREAS on June •, 2012, the Commission issued an amended Notice of Hearing and related Amended Statement of Allegations to amend the title of proceedings to replace the reference to Anguilla LP with Calm Oceans;

AND WHEREAS the Respondents and Staff of the Commission (“Staff”) entered into a settlement agreement dated June, 2012 (the “Settlement Agreement”) in which they agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated March 23, 2011, as subsequently amended, including the hearing referenced by the Notice of Hearing dated July 19, 2011, subject to the approval of the Commission;

AND WHEREAS on June •, 2012, the Commission issued a Notice of Hearing pursuant to section 127 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 the Respondents;

AND UPON reviewing the Settlement Agreement, the Notices of Hearing and Statement of Allegations of Staff, and upon hearing submissions from counsel for Staff and the Respondents;

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

IT IS ORDERED THAT:

- A. This Settlement Agreement is approved;
- B. Beck is hereby reprimanded, pursuant to clause 6 of subsection 127(1) of the Act;
- C. The Respondents shall pay:
 - (i) pursuant to clause 9 of subsection 127(1) of the Act, an administrative penalty in the aggregate amount of \$100,000 (jointly and severally), for the allocation to or for the benefit of third parties in accordance with subsection 3.4(2)(b) of the Act; and
 - (ii) pursuant to section 127.1 of the Act, the aggregate amount of \$300,000 on a joint and several basis, representing a portion of Staff’s investigation and hearing costs in this matter;
- D. Each of Swift Trade, Biremis, and Opal Stone be prohibited, for a period of 6 years from the date of approval of the Settlement Agreement, from:
 - (i) becoming or acting as a registrant, pursuant to clause 8.5 of subsection 127(1) of the Act;
 - (ii) trading in any securities in Ontario, pursuant to clause 2 of subsection 127(1) of the Act; and
 - (iii) acquiring any securities in Ontario, pursuant to clause 2.1 of subsection 127(1) of the Act;
- E. Each of Barka and Trieme be prohibited, for a period of 4 years from the date of approval of the Settlement Agreement, from:
 - (i) becoming or acting as a registrant, pursuant to clause 8.5 of subsection 127(1) of the Act;

- (ii) trading in any securities in Ontario, pursuant to clause 2 of subsection 127(1) of the Act; and
- (iii) acquiring any securities in Ontario, pursuant to clause 2.1 of subsection 127(1) of the Act;

F. where, for the purposes of the above subparagraphs (D)(ii) and (iii) and (E)(ii) and (iii), "trading" or "acquiring" shall, for greater certainty, include,

- 1. at any location in Ontario, receiving or transmitting an order to purchase or sell securities (regardless of the location from which the order originates, whether inside or outside of Ontario), and
- 2. at any location outside of Ontario,
 - a. receiving an order to buy or sell securities from a person or company located in Ontario, or
 - b. transmitting an order to buy or sell securities to a person or company located in Ontario,

provided that, for greater certainty, Barka and Trieme may each continue to act as limited partners of Calm Oceans and/or partners or investors in any successor of Calm Oceans, and, in that capacity, perform related activities that do not constitute "trading" or "acquiring", such as receiving trading-related profits from, or funding trading-related losses incurred by, Calm Oceans or its successors; and

despite the foregoing, Trieme may, for investment purposes, acquire debt securities through or from a registered dealer, and trade such debt securities solely through or to a registered dealer in the circumstances described in section 8.5 of NI 31-103;

G. Calm Oceans be prohibited, for a period of 4 years from the date of approval of the Settlement Agreement, from:

- (i) becoming or acting as a registrant, pursuant to clause 8.5 of subsection 127(1) of the Act;

provided that, for greater certainty, the prohibition referred to in the above subparagraph (G)(i) shall not affect its ability to trade in Ontario in reliance on applicable exemptions from registration;

H. Beck be:

- (i) ordered to resign all positions that he holds as a director or officer of a registrant, pursuant to clause 8.1 of subsection 127(1) of the Act; and
- (ii) prohibited, for a period of 2 years, from the date of approval of the Settlement Agreement, from becoming or acting as a:
 - (A) registrant, pursuant to clause 8.5 of subsection 127(1) of the Act;

- (B) director or officer of a registrant, pursuant to clause 8.2 of subsection 127(1) of the Act which, for greater certainty, shall include acting as an integral part of the mind and management of a registrant or performing functions similar to those normally performed by an officer or director for a registrant;

provided that, for greater certainty, the prohibition referred to in the above subparagraph (H)(ii) shall not prevent Beck or companies he owns or family trusts related to him or accounts of his from (i) trading securities in Ontario in reliance on applicable exemptions from registration except where herein, or otherwise, prohibited, or (ii) acting on behalf of technology providers to registrants in the support and development of software and the design and maintenance of network infrastructure.

DATED at Toronto this day of June, 2012.

SCHEDULE "B"

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, AS AMENDED**

- and -

IN THE MATTER OF

**PETER BECK,
SWIFT TRADE INC. (continued as 7722656 Canada Inc.), BIREMIS, CORP.,
OPAL STONE FINANCIAL SERVICES S.A., BARKA CO. LIMITED,
TRIEME CORPORATION and CALM OCEANS L.P.**

**UNDERTAKING TO THE
ONTARIO SECURITIES COMMISSION**

This Undertaking is given in connection with a settlement agreement between the Respondents and Staff of the Commission ("**Staff**") dated June 2012 (the "**Settlement Agreement**"), and Order of the Commission dated June 21, 2012 (the "**Order**"), and all terms shall have the same meaning as therein.

Each of:

- (a) Biremis, Corp. ("**Biremis**")
- (b) Trieme Corporation ("**Trieme**"),
- (c) Orbixa Technologies Inc. ("**Orbixa**"),
- (d) Peter Beck ("**Beck**"), on behalf of himself, and any other person or company under his direction or control (Biremis, Trieme, Orbixa and any other person or company under Beck's direction or control being referred to as a "**Beck Entity**"),
- (e) Barka Co. Limited ("**Barka**"),
- (f) Opal Stone Financial Services S.A. ("**Opal Stone**") and
- (g) Calm Oceans L.P. ("**Calm Oceans**"),

undertakes to the Commission on its own behalf (or, in the case of Beck, on behalf of himself and the Beck Entities) that:

1. Unless and until that person or company becomes registered under the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Securities Act**") as an investment dealer, or as otherwise ordered by the Commission:

- i. it will not be a Controlling Person¹ of a registrant if, at the relevant time, it is prohibited from becoming or acting as a registrant pursuant to the above-referenced Order of the Commission,

provided that, with respect to Beck's current ownership interest in Omega Securities Inc. ("OSI"),

- (A) the undertaking in this subparagraph shall not preclude Beck from continuing to hold his current beneficial ownership interest in OSI or its direct and indirect parent companies, Omega ATS Inc. and/or BRMS Holdings Inc., or any successor to any of such entities, including by way of securities exchange transaction, so long as, for a period of two years, Beck shall not participate in the management of, or management decision-making of, OSI (but for greater certainty he may act on behalf of a technology provider to OSI in the support and development of software and the design and maintenance of network infrastructure); and
- (B) Beck shall provide a copy of the Settlement Agreement and the Order to the President, Chief Executive Officer and the board of directors of OSI.
- ii. any order to purchase or sell securities for or on behalf of Beck, a Beck Entity, Barka, Opal Stone or Calm Oceans, originating from a Trader Location in Ontario must proceed directly to (or via sponsored access by) a dealer that is registered as an investment dealer under the Act before the purchase or sale is executed on any marketplace, and, for greater certainty, shall not be routed through any Beck Entity, or any other entity in a circumstance where that other entity is itself engaged in trading unless that other entity is registered as an investment dealer under the Act;
- iii. any order to purchase or sell securities for or on behalf of Beck, a Beck Entity, Barka, Opal Stone or Calm Oceans, originating from a Trader Location outside of Ontario must proceed to (or via sponsored access by) a dealer that is registered as an investment dealer under the Act before the purchase or sale is executed on any marketplace in Ontario, and, for greater certainty, shall not be routed in Ontario through any Beck Entity, or any other entity in a circumstance where that other entity is itself engaged in trading unless that other entity is registered as an investment dealer under the Act; provided that such order may, before being transmitted into Ontario, be routed by or on behalf of a foreign intermediary; and

¹ "Controlling Person" of a registrant means a person or company that, alone or in combination with any other person or company, has beneficial ownership of, or direct or indirect control or direction over, 10% or more of any class or series of voting securities of the registrant.

Dated at Toronto this 20 day of June , 2012.

Daria Gavrikova
Witness

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ORBIXA TECHNOLOGIES INC.
Per: Peter Beck
Title: President


Dated at this day of , 2012.

Witness

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BARKA CO. LIMITED
Per:
Authorized Signatory

Dated at Toronto this 20 day of June , 2012.

Daria Gavrikova
Witness

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RICHARD GOMEZ
FINANCIAL SERVICES S.A.

OPAL STONE FINANCIAL
SERVICES S.A.
Per: Richard Gómez Fernández
Title: Director

Dated at this day of , 2012.

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CALM OCEANS L.P.
Per: CALM SEAS INC.
(General Partner)
Herbert F. Rodriguez Chaves,
Title: President

Dated at this day of , 2012.

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 Witness _____))
) ORBIXA TECHNOLOGIES INC.
) Per: Peter Beck
) Title: President

Dated at 19th this ~~Monday~~ day of , 2012.

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 Witness ~~St. Aoua~~ _____))
) ~~ALTRUCO MANAGEMENT LIMITED~~
) ~~[Signature]~~
) ~~BARKA CO. LIMITED~~
) Per: Panagiota Charalambous
) Authorized Signatory

Dated at this day of , 2012.

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 Witness _____))
) OPAL STONE FINANCIAL
) SERVICES S.A.
) Per: Richard Gómez Fernández
) Title: Director

Dated at this day of , 2012.

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 Witness _____))
) CALM OCEANS L.P.
) Per: CALM SEAS INC.
) (General Partner)
) Herbert F. Rodriguez Chaves,
) Title: President

