



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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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 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
(Subsection 127(1) and Section 127.1)**

WHEREAS on October 3, 2011, the Ontario Securities Commission (the “Commission”) issued a 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 dated September 6, 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 the Settlement Agreement between Staff and Ciccone;

AND UPON reviewing the Settlement Agreement, the Amended Notice of Hearing, and the Amended Statement of Allegations, 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)(b) 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)(b) 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 7th day of September, 2012.

“Edward P. Kerwin”

Edward P. Kerwin