



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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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
KEVIN WARREN ZIETSOFF**

ORDER

WHEREAS on August 19, 2013, the Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the “Act”) in respect of Kevin Warren Zietsoff (“Zietsoff” or the “Respondent”);

AND WHEREAS on August 19, 2013, Staff of the Commission filed a Statement of Allegations;

AND WHEREAS the Respondent entered into a Settlement Agreement dated January 3, 2014, (the “Settlement Agreement”) in relation to the matters set out in the Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated January 3, 2014, setting out that it proposed to consider the Settlement Agreement;

UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations, and upon considering submissions from the Respondent through their counsel and from Staff of the Commission;

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

IT IS HEREBY ORDERED THAT:

1. The Settlement Agreement is hereby approved;
2. Pursuant to clause 2 of subsection 127(1) of the Act that trading in any securities by Zietsoff shall cease permanently;
3. Pursuant to clause 2.1 of subsection 127(1) of the Act the acquisition of any securities by Zietsoff is permanently prohibited;
4. Pursuant to clause 3 of subsection 127(1) of the Act any or all exemptions contained in Ontario securities law do not apply to Zietsoff permanently;
5. Pursuant to clause 6 of subsection 127(1) of the Act Zietsoff is reprimanded;
6. Pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act Zietsoff shall resign all positions he holds as an officer or director of any issuer, of any registrant or of any investment fund manager;
7. Pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act Zietsoff is permanently prohibited from becoming or acting as an officer or director of any issuer, of any registrant or of any investment fund manager; and,
8. Pursuant to clause 8.5 of subsection 127(1) of the Act Zietsoff is permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter.

DATED at Toronto this 6th day of January, 2014.

“Alan. J. Lenczner”

Alan. J. Lenczner

