



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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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 HILLCORP INTERNATIONAL SERVICES,  
HILLCORP WEALTH MANAGEMENT, SUNCORP HOLDINGS,  
1621852 ONTARIO LIMITED, 1694487 ONTARIO LIMITED,  
STEVEN JOHN HILL and DANNY DE MELO**

**ORDER  
(Section 127)**

**WHEREAS** on July 21, 2009 the Ontario Securities Commission (the “Commission”) issued a temporary cease trade order in this matter (the “Temporary Order”) and on July 24, 2009 issued an amended temporary cease trade order which added Suncorp Holdings as a respondent (the “Amended Order”) pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990 c. S.5, as amended (the “Act”);

**AND WHEREAS** the Commission ordered on August 5, 2009 that the Amended Order be extended until February 8, 2010 on certain terms set out in that Order;

**AND WHEREAS** the Commission ordered on February 5, 2010 that the Amended Order be further extended until July 12, 2010 on certain terms set out in that Order;

**AND WHEREAS** the Commission ordered on July 9, 2010 that the Amended Order be further extended until February 28, 2011;

**AND WHEREAS** the Commission ordered on February 25, 2011 that the Amended Order be further extended until July 18, 2011 and that the hearing be adjourned to July 15, 2011 at 10:00 am;

**AND WHEREAS** on December 22, 2009, Staff of the Commission swore an information in the Ontario Court of Justice alleging that Steven John Hill (“Hill”) and Danny De Melo (“De Melo”) had contravened section 122 of the Act by breaching the Temporary Order and the Amended Order;

**AND WHEREAS** on December 1, 2010, De Melo entered a plea of guilty to one count of breaching an Order of the Commission contrary to section 122 of the Act;

**AND WHEREAS** on January 7, 2011, Hill entered a plea of guilty to one count of breaching an Order of the Commission contrary to section 122 of the Act;

**AND WHEREAS** on April 18, 2011, Regional Senior Justice Bigelow sentenced each of Hill and De Melo to a term of imprisonment for 90 days, to a period of probation for a further 12 months, to perform 100 hours of community service and he imposed a restitution order totalling \$993,089.67 in favour of 22 Ontario investors;

**AND WHEREAS** on June 21, 2011, Staff of the Commission filed a Statement of Allegations and the Commission issued a Notice of Hearing in this matter;

**AND WHEREAS** on July 15, 2011, the Commission convened a hearing and received the written consents to the issue of this order executed by Hillcorp International Services (“Hillcorp International”), Hillcorp Wealth Management (“Hillcorp Wealth”), Suncorp Holdings, 1621852 Ontario Limited (“162 Limited”), 1694487 Ontario Limited (“169 Limited”), Hill and De Melo;

**AND WHEREAS** we find that it is in the public interest to make the following Order pursuant to subsection 127(1) of the Act in reliance upon subsection 127(10) of the Act;

**IT IS ORDERED THAT:**

1. Hillcorp International, Hillcorp Wealth, Suncorp Holdings, 162 Limited, 169 Limited, Hill and De Melo permanently cease trading in securities;

2. the exemptions contained in Ontario securities law do not apply to Hillcorp International, Hillcorp Wealth, Suncorp Holdings, 162 Limited, 169 Limited, Hill and De Melo permanently;
3. Hill and De Melo are permanently prohibited from acquiring securities;
4. If and at the time Hill and De Melo pay in full the amount of the restitution order imposed on them by the Provincial Court of Justice on April 18, 2011, paragraphs 1, 2 and 3 above shall be modified (by subsequent application to and order of the Commission) to permit trading through any registered retirement savings account and/or a registered retirement income fund (as defined in the *Income Tax Act* (Canada)) in which they and/or their spouses have sole legal and beneficial ownership provided that:
  - (a) the securities traded are listed and posted for trading on the Toronto Stock Exchange or the New York Stock Exchange (or their successor exchanges) or are issued by a mutual fund which is a reporting issuer;
  - (b) they do not own legally or beneficially (in the aggregate, together or with their spouses) more than one percent of the outstanding securities of the class or series of the class in question; and
  - (c) they carry out any trading through a registered dealer (which dealer must be given a copy of this Order) and through accounts opened in their names only;
5. Hill and De Melo are reprimanded;
6. Hill and De Melo are required to resign any positions that they hold as a director or officer of an issuer;

7. Hill and De Melo are permanently prohibited from becoming or acting as a director or officer of any issuer, registrant or investment fund manager; and
8. Hill and De Melo are permanently prohibited from becoming or acting as a promoter.

**DATED** at Toronto, this 15<sup>th</sup> day of July, 2011.

*“James E. A. Turner”*

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James E. A. Turner