



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue queen ouest
Toronto ON M5H 3S8

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

**AMENDED APPLICATION OF STAFF
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 February 14, 2018 (“**Temporary Order**”), attached hereto as Appendix A, 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 the Temporary Order on February 14, 2018.
2. USI Tech Limited (“USI Tech”) operates a multi-level marketing operation which is headquartered in Dubai. There is no evidence, however, to confirm where it is based or to identify its directing mind or management.

3. 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.
4. USI Tech markets itself as an “...Innovative and Automated Bitcoin Trading Platform.”
5. Eleanor Parker (“Parker”) is a resident of Ontario.
6. Casey Combden (“Combden”) is a resident of Ontario.
7. Parker and Combden appear to be promoting and soliciting Ontario residents to purchase packages of mining bitcoin offered through USI Tech.
8. 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;
9. USI Tech, Parker and Combden have never been registered with the Commission in any capacity;
10. USI Tech is not a reporting issuer in Ontario and has never filed a prospectus in Ontario;
11. 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;
12. 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;
13. USI Tech, Parker and Combden may have acted contrary to the public interest;
14. Staff are continuing to investigate the conduct described above;

15. Subsection 127(8) of the Act;
16. Rule 13 of the *Rules of Procedure*, as amended as of October 31, 2017; and
17. 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 to be filed.

DATED this 6th day of April, 2018.

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**L. Di Giulio, Senior Litigation Counsel, Joint
Serious Offences Team,
Enforcement Branch**
Tel.: 416-263-3872
Email: ldigiulio@osc.gov.on.ca

Counsel for the Applicant,
Ontario Securities Commission

TO: USI TECH LIMITED
PO Box 65736,
Dubai, UAE

PO Box 122036, Dubai UAE
Fairmont Hotel, Skeikh Zayed Rd
Dubai, UAE

Email: info@usitech-int.com

AND TO: ELEANOR PARKER
3 Stonegate Walk
Chatham, Ontario
N7M 0A3
Email: eleanorparker98@gmail.com

AND TO: CASEY COMBDEN
968 Elgin Street
Newmarket, Ontario
L3Y 3C1

Email: casey@caseyjamescombden.com

Appendix "A"



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**TEMPORARY ORDER
(Subsections 127(1) & 127(5))**

WHEREAS:

1. it appears to the Ontario Securities Commission (the "Commission") that:
 - (a) USI Tech Limited ("USI Tech") operates a multi-level marketing operation which is headquartered in Dubai. There is no evidence, however, to confirm where it is based or to identify its directing mind or management.
 - (b) USI Tech carries on business as www.usitech-int.com
 - (c) Eleanor Parker and Casey Combden appear to be promoting and soliciting Ontario residents to purchase packages of mining bitcoin offered through USI Tech.
 - (d) Eleanor Parker and Casey Combden may have traded securities without registration and without an exemption to the registration requirement contrary to section 25 of the *Securities Act*, R.S.O. 1990, c. S.5 (the "Act");
 - (e) USI Tech, Eleanor Parker and Casey Combden may have distributed securities without a prospectus having been filed and receipted by the Director contrary to section 53 of the Act;
2. the Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest as set out in subsection 127(5) of the Act;
3. the Commission is of the opinion that it is in the public interest to make this order;

4. by Authorization Order made on August 11, 2017, pursuant to subsection 3.5(3) of the Act, the Commission authorized each of Maureen Jensen, D. Grant Vingoe, Philip Anisman, Robert P. Hutchison, Janet Leiper, Timothy Moseley and Mark J. Sandler acting alone, to exercise the powers of the Commission to make orders under section 127 of the Act;

IT IS ORDERED pursuant to section 127 of the Act that:

1. pursuant to clause 2 of subsection 127(1) of the Act, all trading in any securities by USI Tech, Eleanor Parker and Casey Combden shall cease;
2. pursuant to clause 3 of subsection 127(1) of the Act, that the exemptions contained in Ontario securities law do not apply to USI Tech, Eleanor Parker and Casey Combden; and
3. pursuant to subsection 127(6) of the Act, this order shall take effect immediately and shall expire on the 15th day after its making unless extended by order of the Commission.

Dated at Toronto this "14th" day of "February", 2018.

"Maureen Jensen"