



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 VINCENT CICCONE and CABO CATOCHE CORP. (a.k.a.
MEDRA CORP. and MEDRA CORPORATION)**

ORDER

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 a Statement of Allegations filed by Staff of the Commission (“Staff”) on September 30, 2011, with respect to Vincent Ciccone (“Ciccone”) and Medra Corp.;

AND WHEREAS on March 7, 2012, the Commission ordered that the hearing on the merits in this matter take place on September 5, 2012, at 10:00 a.m. and continue on September 6, 7, 10, 12, 13, 14, 19, 20 and 21, 2012, each day commencing at 10:00 a.m.;

AND WHEREAS on May 3, 2012, the Commission issued an Amended Notice of Hearing in connection with an Amended Statement of Allegations filed by Staff on May 2, 2012, to amend the title of proceedings by replacing the name “Medra Corp.” with “Cabo Catoche Corp. (a.k.a Medra Corp. and Medra Corporation)” (collectively, “Medra”);

AND WHEREAS on August 23, 2012, the parties were advised by the Office of the Secretary that September 10, 2012, was no longer available for the hearing on the merits in this matter;

AND WHEREAS on September 5, 2012, the first day of the hearing on the merits, Staff appeared before the Commission, counsel for Ciccone did not appear and no one appeared on behalf of Medra;

AND WHEREAS on September 5, 2012, Staff advised the Commission that Staff and counsel for Ciccone requested that the hearing be adjourned to September 7, 2012, at 11:00 a.m. in view of the settlement negotiations between Staff and Ciccone;

AND WHEREAS on September 5, 2012, the Commission ordered that the matter be adjourned to September 7, 2012, at 11:00 a.m. and continue on September 12, 13, 14, 19, 20 and 21, 2012, each day commencing at 10:00 a.m.;

AND WHEREAS on September 7, 2012, another Panel of the Commission approved the Settlement Agreement between Staff and Ciccone;

AND WHEREAS on September 7, 2012, the second day of the hearing on the merits, no one appeared on behalf of Medra although the Commission was satisfied that Medra had been served with notice of the hearing;

AND WHEREAS the Office of the Secretary received an e-mail dated September 5, 2012, from a representative of Medra requesting Staff disclose all relevant documents in their possession by sending copies of said documents to Medra at their offices in Mexico:

AND WHEREAS on September 7, 2012, Staff made submissions in response to Medra's request, and further requested that the Panel proceed with the hearing of the merits of the allegations against Medra by means of a hearing in writing pursuant to Rule 11 of the Commission *Rules of Procedure* (2010), 33 O.S.C.B. 8017;

AND WHEREAS on September 7, 2012, the Panel adjourned the hearing to September 13, 2012, and directed Staff to make written submissions on its disclosure obligations with respect to Medra, including submissions on the law, policy, jurisprudence and its position on this issue;

AND WHEREAS on September 13, 2012, the third day of the hearing of the merits, Staff filed written submissions and the Affidavits of Allister Field, sworn September 7 and 13,

2012, and made oral submissions to the Commission in support of Staff's position that it has complied with its disclosure obligations with respect to Medra pursuant to Subrule 4.3(2) of the Commission *Rules of Procedure*;

AND WHEREAS on September 13, 2012, no one appeared on behalf of Medra although the Commission was satisfied that Medra had been served with notice of the hearing;

AND WHEREAS on September 13, 2012, the Commission reserved its decision on the disclosure issue and ordered that the hearing on the merits in this matter be adjourned to September 20, 2012 and that the hearing dates of September 14 and 19, 2012 be vacated;

AND WHEREAS on September 20, 2012, the Commission convened the hearing for the purposes of giving the Panel's ruling on the disclosure issue, at which Staff appeared but no one appeared on behalf of Medra;

AND WHEREAS on September 20, 2012, the Panel ruled that Staff had not met its disclosure obligations to Medra, such obligations requiring Staff to provide copies of the disclosure material to Medra in accordance with their written request for copies of the material;

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

IT IS ORDERED THAT:

- (i) Subject to the receipt from Medra of a written undertaking to comply with the terms of this Order as described in subparagraph (iii)(e) below, Staff shall provide copies of all relevant materials in their possession ("the Material") to Medra, subject to redaction of personal information relating to third parties;
- (ii) If Medra believes that any of the redacted information is necessary for the purpose of making full answer and defence to the allegations made against it in these proceedings, Medra may bring a motion pursuant to Rule 3 of the Commission *Rules of Procedure* for a determination as to whether the redacted information is relevant to said allegations;

- (iii) The Material will be provided to Medra on the following conditions:
- (a) Medra and its counsel shall not use the Material for any purposes other than for making full answer and defence to the allegations made against it in these proceedings;
 - (b) any use of the Material other than for the purpose of making full answer and defence to the allegations made against Medra in these proceedings will constitute a violation of this order;
 - (c) Medra and its counsel shall maintain custody and control over the Material, so that copies of the Material are not improperly disseminated;
 - (d) the Material shall not be used for a collateral or ulterior purpose, including for purposes of other proceedings; and
 - (e) Medra shall sign an undertaking accepting the conditions set out at subparagraphs (a) to (d) above prior to any Material being provided to Medra by Staff, which undertaking shall be signed and returned to Staff within 5 business days of receipt of this Order.

IT IS FURTHER ORDERED THAT the hearing on the merits is adjourned to October 5, 2012, at 11:00 a.m. at which time Staff will provide the Commission with a status update;

IT IS FURTHER ORDERED THAT the hearing date of September 21, 2012 is vacated.

DATED at Toronto this 20th day of September, 2012.

“Vern Krishna”

Vern Krishna, Q.C.