



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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

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20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF
THE *SECURITIES ACT*, RSO 1990, c S.5**

- and -

**IN THE MATTER OF
LAWRENCE ZEIBEN, GRIT INTERNATIONAL INC.
and TEXAS PETROLEUM INC.**

**ORDER
(Subsection 127(1) of the *Securities Act*)**

WHEREAS:

1. on August 4, 2015, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing in this matter, in respect of a Statement of Allegations filed by Enforcement staff ("Staff") of the Commission on August 4, 2015, in which Staff requested that the Commission make an order against Lawrence Zeiben ("Zeiben"), Grit International Inc. ("Grit") and Texas Petroleum Inc. ("Texas Petroleum") (collectively, the "Respondents") pursuant to subsection 127(1) of the *Securities Act* (the "Act");
2. Staff served and filed written submissions on September 8, 2015, and the Respondents did not respond to Staff's submissions;
3. The Respondents are subject to sanctions, conditions, restrictions and requirements imposed by a regulatory authority, within the meaning of paragraph 4 of subsection 127(10) of the Act; and

4. the Commission is of the opinion that it is in the public interest to make this order.

IT IS HEREBY ORDERED:

1. against Zeiben that:
 - i. pursuant to paragraphs 2 and 2.1 of subsection 127(1) of the Act, trading in, or acquisition of, any securities by Zeiben shall cease permanently, except that Zeiben is not precluded from trading in, or purchasing, securities through a registrant (if, prior to such trade or acquisition, he gives the registrant a copy of this order) in:
 - (a) registered retirement savings plans, registered retirement income funds or tax-free savings accounts (as defined in the *Income Tax Act* (Canada)) or locked-in retirement accounts for Zeiben's benefit;
 - (b) one other account for Zeiben's benefit; or
 - (c) both, provided that:
 1. the securities are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange or NASDAQ (or their successor exchanges) or are issued by a mutual fund that is a reporting issuer; and
 2. Zeiben does not own legally or beneficially more than 1% of the outstanding securities of the class or series of the class in question;
 - ii. pursuant to paragraph 3 of subsection 127(1) of the Act, none of the exemptions contained in Ontario securities laws shall apply to Zeiben permanently;
 - iii. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Zeiben resign any positions that he holds as director or officer of any issuer, registrant or investment fund manager; and
 - iv. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Zeiben be prohibited permanently from becoming or acting as

an officer or director of any issuer, registrant or investment fund manager;

2. against Grit that:
 - i. pursuant to paragraphs 2 and 2.1 of subsection 127(1) of the Act, trading in, or acquisition of, any securities by Grit shall cease permanently; and
 - ii. pursuant to paragraph 3 of subsection 127(1) of the Act, none of the exemptions contained in Ontario securities laws shall apply to Grit permanently; and
3. against Texas Petroleum that:
 - i. pursuant to paragraphs 2 and 2.1 of subsection 127(1) of the Act, trading in, or acquisition of, any securities by Texas Petroleum shall cease permanently; and
 - ii. pursuant to paragraph 3 of subsection 127(1) of the Act, none of the exemptions contained in Ontario securities laws shall apply to Texas Petroleum permanently.

DATED at Toronto this 4th day of February, 2016.

"Timothy Moseley"

Timothy Moseley