



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 CARMINE DOMENICUCCI**

**ORDER  
(Subsections 127(1) and 127.1(1))**

**WHEREAS** on March 23, 2012, 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 the allegations set out in the Statement of Allegations of Staff of the Commission ("Staff") dated March 23, 2012;

**AND WHEREAS** Domenicucci entered into a Settlement Agreement with Staff dated March 24, 2012 (the "Settlement Agreement") in which Domenicucci agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

**AND WHEREAS** on March 26, 2012, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a settlement agreement entered into between Staff and Domenicucci;

**AND UPON** reviewing the Settlement Agreement, the Notice of Hearing, and the Statement of Allegations of Staff, and upon hearing submissions from Staff and Domenicucci;

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

**IT IS HEREBY ORDERED THAT:**

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Domenicucci shall cease permanently from the date of this Order, with the exception that once the entire amount of payments set out in paragraphs (h), (i) and (j) are paid in full, Domenicucci shall be permitted to trade securities for the account of his registered retirement savings plan as defined in the *Income Tax Act*, 1985, c.1 as amended (the "*Income Tax Act*") solely through a registered dealer or, as appropriate, a registered dealer in a foreign jurisdiction (which dealer must be given a copy of this Order) in (a) any "exchange-traded security" or "foreign exchange-traded security" within the meaning of National Instrument 21-101 provided that he does not own beneficially or exercise control or direction over more than 5 percent of the voting or equity securities of the issuer(s) of any such securities; or (b) any security issued by a mutual fund that is a reporting issuer;
- (c) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of securities by Domenicucci is prohibited permanently from the date of this Order, with the exception that once the entire amount of payments set out in paragraphs (h), (i) and (j) are paid in full, Domenicucci shall be permitted to acquire securities for the account of his registered retirement savings plan as defined in the *Income Tax Act*, in accordance with the exception requirements as set out in paragraph (b) above;
- (d) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Domenicucci permanently from the date of this Order;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Domenicucci is reprimanded;

- (f) pursuant to clauses 8 and 8.2 of subsection 127(1) of the Act, Domenicucci is prohibited for a period of fifteen (15) years from the date of this Order from becoming or acting as a director or officer of any reporting issuer or registrant;
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Domenicucci is prohibited permanently from the date of this Order from becoming or acting as a registrant;
- (h) pursuant to clause 9 of subsection 127(1) of the Act, Domenicucci shall pay to the Commission an administrative penalty in the amount of \$50,000 for his failure to comply with Ontario securities law to be paid to or for the benefit of third parties in accordance with subsection 3.4(2) of the Act;
- (i) pursuant to clause 10 of subsection 127(1) of the Act, Domenicucci shall disgorge to the Commission the amount of \$100,000 obtained as a result of his non-compliance with Ontario securities law to be paid to or for the benefit of third parties in accordance with subsection 3.4(2) of the Act;
- (j) pursuant to section 127.1 of the Act, Domenicucci shall pay costs to the Commission in the amount of \$5,000 payable by way of certified cheque on the date of this Order;
- (k) with respect to the amounts ordered to be paid above at paragraphs (h) and (i), Domenicucci shall make a payment of \$17,000 by certified cheque or bank draft on the date of this Order and at least \$19,000 by way of certified cheque or bank draft every three months thereafter until the amounts set out in paragraphs (h) and (i) are paid in full; and
- (l) until the entire amount of payments set out in paragraphs (h), (i) and (j) are paid in full, the order in paragraph (f) above shall continue in force without any limitation as to time period.

**DATED** at Toronto this 29<sup>th</sup> day of March, 2012.

*“James E. A. Turner ”*

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James E.A. Turner