

IN THE MATTER OF
THE *SECURITIES ACT*, R.S.N.S. 1989, CHAPTER 418, AS AMENDED ("Act")

-and-

IN THE MATTER OF
Unique CEDC Ltd. ("Respondent")

ORDER
(Sections 134(1)(a), 135 and 135A)

WHEREAS on October 14, 2014, the Nova Scotia Securities Commission ("Commission") issued a Notice of Hearing to the Respondent pursuant to sections 134, 135, and 135A of the Act;

AND WHEREAS the Respondent entered into a Settlement Agreement with the Director of Enforcement for the Commission ("Director of Enforcement") whereby it agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS the Director of Enforcement recommends approval of the Settlement Agreement;

AND WHEREAS the Commission is of the opinion that the Respondent has contravened the Act and it is in the public interest to make this Order;

AND UPON reviewing the Settlement Agreement, and upon hearing the submissions of Stephanie Atkinson, counsel for Director of Enforcement and the submissions of the Respondent;

IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated September 26, 2014, a copy of which is attached, is approved;
2. Pursuant to section 134(1)(a) of the Act, the Respondent shall comply with Nova Scotia securities laws;
3. Pursuant to section 135(a) and 135(b) of the Act, the Respondent shall forthwith pay an administrative penalty in the amount of two thousand five hundred dollars (\$2,500.00); and
4. Pursuant to section 135A of the Act, the Respondent shall forthwith pay costs in the amount of seven hundred fifty dollars (\$750.00) in connection with the investigation and conduct of this proceeding.

DATED at Halifax, Nova Scotia, this 24th day of October, 2014.

NOVA SCOTIA SECURITIES COMMISSION



Michael Deturbide Q.C.
Chair

IN THE MATTER OF
THE *SECURITIES ACT*, R.S.N.S. 1989, CHAPTER 418, AS AMENDED ("Act")

-and-

IN THE MATTER OF
UNIQUE CEDC LTD. ("Respondent")

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The parties to this Settlement Agreement ("Agreement") are the Respondent and the Director of Enforcement for the Nova Scotia Securities Commission, Enforcement Branch ("Director of Enforcement").
2. The parties agree that the Nova Scotia Securities Commission ("Commission") has jurisdiction over this matter.
3. The parties agree to recommend to the Commission approval of this Agreement in accordance with the terms and process set out herein.

PART II – PROCEDURE FOR APPROVAL OF THE AGREEMENT

4. The Director of Enforcement agrees to request that a Notice of Hearing be issued setting down a hearing ("Settlement Hearing") wherein the Commission will consider whether it is in the public interest to approve this Agreement and to issue an order in the form attached as **Schedule "A"**.
5. The parties agree that this Agreement constitutes the entirety of evidence to be submitted to the Commission at the Settlement Hearing.
6. The Director of Enforcement agrees to recommend that the allegations acknowledged and admitted by the Respondent be resolved and disposed of in accordance with this Agreement.
7. The parties acknowledge that this Agreement will become a public document upon its approval by the Commission at the Settlement Hearing.

PART III – STATEMENT OF AGREED FACTS

8. The parties agree with the facts and conclusions set out in this Part of the Agreement.


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9. The Respondent is a Nova Scotia Limited Company, incorporated and registered with the Nova Scotia Registry of Joint Stock Companies on September 13, 2004. Its registered office is located at 1100-1959 Upper Water Street, Halifax, B3J 3N2.
10. The Respondent is a community economic-development corporation in Nova Scotia as defined by section 2(1)(e) of the *Community Economic-Development Regulations*, O.I.C. 1998-517 (15 October 1998), N.S. Reg. 79/98 as rep. by O.I.C. 2011-139 (12 April 2011), N.S. Reg. 168/2011 and section 2(1) of the *Community Economic-Development Regulations*, O.I.C. 2011-139 (12 April 2011), N.S. Reg. 168/2011.
11. The Respondent is not a reporting issuer in Nova Scotia or elsewhere.
12. The Respondent has a financial year-end of December 31 and a semiannual year-end of June 30.
13. The Respondent's annual financial statements for its 2008 financial year-end were due to be filed within 140 days from December 31, 2008 on or before May 20, 2009.
14. The Respondent failed to file its annual financial statements for its 2008 financial year-end by the May 20, 2009 filing deadline.
15. The Respondent's annual financial statements for the 2009 financial year-end were due to be filed within 140 days from December 31, 2009 on May 20, 2010.
16. The Respondent failed to file its annual financial statements for its 2009 financial year-end by the May 20, 2010 filing deadline.
17. The Respondent's semiannual financial statements for the period ending June 30, 2009 were due to be filed within 60 days from June 30, 2009 on or before August 29, 2009.
18. The Respondent failed to file its semiannual financial statements for the period ending June 30, 2009 by the August 29, 2009 filing deadline.
19. On July 17, 2010, at the request of the Respondent, the Commission granted an extension of the filing deadlines for its annual and semiannual financial statements set out herein to September 1, 2010.
20. Despite the granting of this extension, the Respondent failed to file its annual financial statements for its 2008 and 2009 financial year-ends until November 21, 2011.
21. By failing to file its annual and semiannual financial statements in a timely manner, the Respondent violated section 23 of the *Community Economic-Development Regulations*, O.I.C. 1998-517 (15 October 1998), N.S. Reg. 79/98 as rep. by O.I.C.

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2011-139 (12 April 2011), N.S. 168/2011; the Exemption Order issued by the Director of Corporate Finance on 23 July 2004, effective 30 June 2004 (Blanket Order No. 51-503) as rep. by Exemption Order Issued by the Director of Corporate Finance on 13 April 2011 (Blanket Order No. 51-504); and Parts 4.1(1), 4.3(1), and 4.3(2) of National Instrument 51-102 Continuous Disclosure Obligations, NSSC Rule 51-102 (4 January 2004, effective 30 March 2004) as amended.

22. As a result of the Respondent's failure to file its annual and semiannual financial statements in a timely manner as set out herein, the Respondent acted contrary to the public interest and failed to maintain the integrity of continuous disclosure for a community economic-development corporation.

PART IV – STATEMENT OF ALLEGATIONS ACKNOWLEDGED AND ADMITTED BY THE RESPONDENT

23. The Respondent admits the facts set forth in Part III herein and acknowledges that it violated Nova Scotia securities laws.
24. The Respondent acknowledges and admits that it violated section 23 of the *Community Economic-Development Regulations*, O.I.C. 1998-517 (15 October 1998), N.S. Reg. 79/98 as rep. by O.I.C. 2011-139 (12 April 2011), N.S. Reg. 168/2011; the Exemption Order issued by the Director of Corporate Finance on 23 July 2004, effective 30 June 2004 (Blanket Order No. 51-503) as rep. by Exemption Order issued by the Director of Corporate Finance on 13 April 2011 (Blanket Order No. 51-504); and Parts 4.1(1), 4.3(1), and 4.3(2) of National Instrument 51-102 Continuous Disclosure Obligations, NSSC Rule 51-102 (4 January 2004, effective 30 March 2004) as amended.
25. The Respondent acknowledges that its actions undermined investor confidence in the fairness and efficiency of capital markets and were contrary to the public interest.

PART V – MITIGATING FACTORS

26. The Respondent acknowledges and accepts responsibility for its conduct which is the subject matter of this Agreement.
27. The Respondent has since filed its requisite annual financial statements.
28. The Respondent has no prior disciplinary record with the Commission.

PART VI – TERMS OF SETTLEMENT

29. The terms of settlement are set forth in the order contained in **Schedule "A"** to this

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Agreement which is expressly incorporated herein.

30. The Respondent consents to the order contained in **Schedule "A"**.

PART VII – COMMITMENTS

31. If this Agreement is approved and the order set out in **Schedule "A"** is granted, the parties agree to waive any right to a full hearing and judicial review and appeal of this matter.
32. If this Agreement is approved by the Commission, the parties will not in any way make any statement, public or otherwise, that is inconsistent with the terms of this Agreement.
33. If this Agreement is approved by the Commission, the Respondents agree to abide by all terms of this Agreement as set out in the order attached as **Schedule "A"**.
34. If, for any reason whatsoever, this Agreement is not approved, or the order set forth in **Schedule "A"** is not granted by the Commission:
- (a) The Director of Enforcement and the Respondent will be entitled to proceed to a hearing of the allegations which are the subject matter of this Agreement unaffected by the Agreement of the settlement negotiations;
 - (b) The terms of the Agreement will not be raised in any other proceeding or disclosed to any person except with the written consent of the Director of Enforcement and the Respondent or as may otherwise be required by law; and
 - (c) The Respondent agrees that they will not raise in any proceeding the Agreement or the negotiations or process of approval thereof as a basis of any attack or challenge of the Commission's jurisdiction, alleged bias, appearance of bias, alleged unfairness or any other challenge that may otherwise be available.
35. The Respondent acknowledges that the Director of Enforcement has the discretion to withdraw from this Agreement if additional facts or issues are discovered that cause him to conclude that it would not be in the public interest to request approval of this Agreement. In the event of such withdrawal, notice will be provided to the Respondent in writing and the provisions of paragraphs 34(a) and 34(b) of this Agreement will apply.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

36. The Director of Enforcement or the Respondent may refer to any or all parts of this


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Agreement as required by the General Rules of Practice and Procedure and in the course of the Settlement Hearing. Otherwise, this Settlement Agreement and its terms will be treated as confidential by all parties to it until approved by the Commission, and forever if, for any reason whatsoever, this settlement is not approved by the Commission.

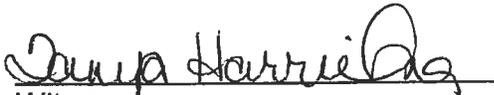
PART IX – EXECUTION OF SETTLEMENT AGREEMENT

37. This Agreement may be signed in one or more counterparts that together shall constitute a binding agreement and a facsimile copy of any signature shall be as effective as an original signature.

DATED at Dartmouth , Nova Scotia, this 25th day of September, 2014.

SIGNED, SEALED AND DELIVERED
In the presence of:

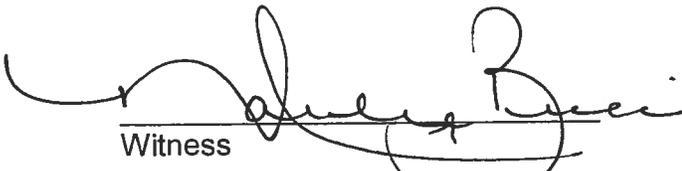
UNIQUE CEDC LTD.


Witness


Per: TANYA SHAW
Position: PRESIDENT

DATED at Halifax, Nova Scotia, this 26th day of September, 2014.

SIGNED, SEALED AND DELIVERED
In the presence of:


Witness
Marlene E. Bucci
A Commissioner of the
Supreme Court of Nova Scotia


Randy Gass
Director of Enforcement
Nova Scotia Securities Commission
Enforcement Branch


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SCHEDULE "A"

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-and-

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Unique CEDC Ltd. ("Respondent")

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AND UPON reviewing the Settlement Agreement, and upon hearing submissions of Stephanie Atkinson, counsel for Director of Enforcement, and the Respondent;

IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated _____, 2014, a copy of which is attached, is approved;
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3. Pursuant to section 135(a) and 135(b) of the Act, the Respondent shall forthwith pay an administrative penalty in the amount of two thousand five hundred dollars (\$2,500.00); and



4. Pursuant to section 135A of the Securities Act, the Respondent shall forthwith pay costs in the amount of seven hundred fifty dollars (\$750.00) in connection with the investigation and conduct of this proceeding.

DATED at Halifax, Nova Scotia, this day of , 2014.

NOVA SCOTIA SECURITIES COMMISSION

Chair


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