IN THE MATTER OF THE SECURITIES ACT, S.N.B. 2004, c. S-5.5 (ACT)

AND IN THE MATTER OF

CENTRE DE TRAITEMENT D'INFORMATION DE CREDIT (C.T.I.C.) INC., doing business as GROUPE FINANCIER CTIC, CITCAP GROUPE FINANCIER INC., and PATRICK GAUTHIER

(Respondents)

CONSENT ORDER

WHEREAS on 5 March, 2009, Staff of the New Brunswick Securities Commission (Staff) did file a Motion setting out certain allegations against the respondents, Centre de Traitement d'Information de Credit (C.T.I.C.) Inc. (C.T.I.C.), CITCAP Groupe Financier Inc. and Patrick Gauthier (Gauthier), and seeking relief against said Respondents; and

WHEREAS on 19 March 2009, the New Brunswick Securities Commission issued a Notice of Hearing of Motion providing that the hearing of Motion would be held on 15 April, 2009 at 9:00 a.m.; and

WHEREAS the Respondents admit to having issued securities in New Brunswick without complying with New Brunswick securities law; and

WHEREAS the Respondents are willing to consent to and abide by the relief sought in the Motion filed by Staff and have further agreed to produce audited financial statements in accordance with certain terms and conditions; and

WHEREAS the Respondents acknowledge that the investigation of the Respondents by Staff of the New Brunswick Securities Commission shall be ongoing; and

WHEREAS the New Brunswick Securities Commission is of the opinion that it is in the public interest to make this Order;

NOW THEREFORE IT IS ORDERED THAT:

- 1. Pursuant to section 184(1)(d) of the *Act*, any exemptions under New Brunswick securities law do not apply to the Respondents until such time as Staff's investigation has been completed and there has been final determination of any associated Statement of Allegations filed by Staff as a result thereof;
- 2. Pursuant to section 184(1)(i) of the *Act*, the respondent Gauthier is prohibited from becoming or acting as an officer or director of any issuer, registrant or mutual fund manager until such time as Staff's investigation has been completed and there has been final determination of any associated Statement of Allegations filed by Staff as a result thereof;
- 3. Pursuant to section 184(1)(f) of the *Act*, the respondents C.T.I.C. and Gauthier shall:
 - (a) engage, at the sole expense of the respondents C.T.I.C. and Gauthier, an audit firm, to be approved by Staff, and direct such audit firm to conduct an audit of the affairs of the respondent C.T.I.C. and produce audited financial statements for the fiscal years 2006 and 2007, setting out specific breakdown of revenue by business activity type and disclosing all related party transactions;
 - (b) provide full cooperation and collaboration to the audit firm in the conduct of the audit:
 - (c) deliver, or cause to be delivered, to Ed LeBlanc, New Brunswick Securities Commission investigator, no later than October 15, 2009, the audited financial statements mentioned in paragraph 3(a), above.

DATED this <u>14th</u> day of April, 2009.

<u>"original signed by"</u>
CÉLINE TRIFTS, PANEL MEMBER

New Brunswick Securities Commission Suite 300, 85 Charlotte Street Saint John, New Brunswick E2L 2J2

Tel: 506-658-3060 Fax: 506-658-3059

The Respondents consent to this Order.
DATED at the City of Saint John, New Brunswick, this <u>14</u> day of April, 2009.
Staff of the New Brunswick Securities Commission consents to this Order.
DATED at the City of Saint John, New Brunswick, this <u>14th</u> day of April, 2009.
<u>"original signed by"</u> Mark McElman Counsel to Staff of the Commission