

Appendix A

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

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COMMONWEALTH OF PENNSYLVANIA	:	ADMINISTRATIVE PROCEEDING
DEPARTMENT OF BANKING AND	:	
SECURITIES, BUREAU OF SECURITIES	:	
LICENSING, COMPLIANCE AND	:	
ENFORCEMENT	:	
v.	:	
CURING CAPITAL, INC.	:	DOCKET No. 130011 (SEC)
MICHAEL DION	:	

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Licensing, Compliance and Enforcement ("Bureau") initiated an investigation of the business practices of Curing Capital, Inc. ("Curing") and Michael Dion ("Dion") (Dion and Curing hereinafter are collectively referred to as the "Respondents") pursuant to the Pennsylvania Securities Act of 1972, 70 P.S. §1-101, et. seq. (1972 Act). The Respondents, in lieu of litigation, without admitting or denying the allegations herein, and intending to be legally bound by its requirements and conditions, hereby agree to the terms of this Consent Agreement and Order ("Agreement and Order").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.
2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. Curing was, at all times material herein, an entity domiciled in the State of Georgia with its principal office located at 5185 Sunburst Drive, Norcross, Georgia 30092.

4. At all times material herein, Curing was purportedly an investment consultant with a website at www.curingcapital.com ("Website").

5. At all times material herein, Dion was the president and sole officer of Curing.

6. At all times material herein, Dion acted as an "affiliate" of Curing within the meaning of Section 102(b) of the 1972 Act, 70 P.S. § 1-102(b).

7. Although Dion previously had been registered as a securities agent pursuant to Section 301 of the 1972 Act, 70 P.S. § 1-301, he was not so registered during the times relevant herein.

8. In or about March 2012, a Pennsylvania Resident ("PA Resident") viewed the Website, which stated that Curing is an investment consultant that specializes in introducing private and public companies (Companies) to a network of funding sources.

9. In or about March 2012, at least one PA Resident completed a form on the Website, and sent an e-mail to Curing requesting additional information about investing in companies identified on the Website.

10. In or about March 2012, the PA Resident received e-mail responses from Dion including executive summaries and information about certain companies listed on the Website.

11. In or about April 2012, Dion sent at least one PA Resident a private placement memorandum for one of the Companies issuing securities.

12. In or about April 2012, the PA Resident spoke with Dion during which time Dion offered the PA Resident employment as an independent contractor for Curing. Dion told the PA Resident that he/she would be responsible for promoting the companies that Curing represented

and earn compensation if the PA Resident was successful in finding investors to invest in the Companies represented by Curing.

13. In or about April 2012, the PA Resident received an independent contractor's agreement (the "Contract") from Curing which included terms pursuant to which the PA Resident would be compensated. Specifically, the Contract states that the PA Resident would be performing consultant work for Curing in finding investors, and that if the PA Resident finds and refers an investor who ultimately provides financing to one of Curing's clients, the PA Resident would receive compensation.

14. Curing has entered into an agreement with at least one company/issuer which sets forth the compensation Curing would receive should it be successful in finding investors for that company/issuer. Part of the compensation depended on the amount of money the investor invested in a particular company/issuer.

15. At all times material herein to this Agreement and Order, the records of the Bureau disclose that Curing was neither registered pursuant to Section 301 of the 1972 Act, 70 P.S. § 1-301 nor exempt from registration as a "broker-dealer."

16. At all times material herein to this Agreement and Order, the records of the Bureau disclose that Dion was neither registered pursuant to Section 301 of the 1972 Act, 70 P.S. § 1-301 nor exempt from registration as an agent.

17. On May 30, 2012 (and reissued on June 12, 2012), the Pennsylvania Securities Commission (the Department) issued a Summary Order to Cease and Desist (the "Order") against Curing and Dion for violations of Sections 301(a) and 301(b) of the 1972 Act.

18. On July 13, 2012, the Respondents requested a hearing to litigate the allegations of violations contained in the Order and also has denied the allegations in the Order.

VIOLATIONS

19. By engaging in the acts and conduct set forth in paragraphs 4 through 16, the Bureau has determined that the Respondents have violated Section 301(a) and 301(b) of the 1972 Act, 70 P.S. § 301(a) and 301(b).

AUTHORITY

20. The Department has the authority to issue a Summary Order to Cease and Desist against the Respondents pursuant to Section 606(c.1) of the 1972 Act, *see* 70 P.S. 1-606(c.1).

21. The Department has the authority to impose an “administrative assessment” of up to \$50,000 for any violation of Section 301(a) or (b) of the 1972 Act, and order the reimbursement of the costs of any investigation of any such violation, *see* 70 P.S. §1-602.1(c)(1)(iv) and 70 P.S. §1-602.1(b).

22. The Department has the authority in Section 512(a) of the 1972 Act to issue a statutory bar when it determines that a person wilfully violates the 1972 Act or any rule or order thereunder; *see* 70 P.S. 1-512(a).

RELIEF

23. The Summary Order to Cease and Desist issued on May 30, 2012 (reissued on June 12, 2012) is a FINAL Order as against Curing Capital, Inc. and Michael Dion.

24. Subsequent to the expiration of the one year bar period (denoted herein at paragraph 26), Michael Dion will employ the use of securities counsel for any securities offering in Pennsylvania for which he may engage for a period of five (5) years.

25. Curing Capital, Inc. will employ the use of securities counsel for any securities offering in Pennsylvania for which it may engage for a period of five (5) years from the effective date of this Agreement and Order.

26. Pursuant to Section 512(a) of the 1972 Act, 70 P.S. § 1-512(a), Michael Dion is BARRED for one (1) Year from:

- a. Representing an issuer offering or selling securities in the Commonwealth of Pennsylvania;
- b. Acting as promoter, officer, director or partner of an issuer (or individual occupying a similar status or performing similar functions) offering or selling securities in the Commonwealth of Pennsylvania or of a person who controls or is controlled by such issuer;
- c. Being an affiliate of any person registered under Section 301; and/or
- d. Relying upon any exemption from registration contained in Sections 202, 203, or 302.

25. Curing Capital, Inc. is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and, in particular, Sections 301(a) and (b), 70 P.S. §1-301(a) and (b).

26. Michael Dion is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and, in particular, Sections 301(a) and (b), 70 P.S. §1-301(a) and (b).

27. Should Curing Capital, Inc. and/or Michael Dion fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to their rights to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

28. Consent. The Respondents hereby knowingly, willingly, voluntarily, and irrevocably consent to the entry of this Agreement and Order pursuant to the Department's authority under the 1972 Act and agree that they understand all of the terms and conditions contained herein. The Respondents, each by voluntarily entering into this Agreement and Order,

waive any rights to a hearing or appeal concerning the terms and conditions set forth herein this Agreement and Order, so long as the Respondents comply with the terms and their obligations as identified herein this Agreement and Order.

29. Entire Agreement. This Agreement and Order contains the entire agreement between the Department and the Respondents. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Agreement and Order.

30. Binding Nature. The Department and the Respondents herein, and all officers, owners, directors, employees, heirs and assigns of the Respondents, intend to be, and are, legally bound by the terms of this Agreement and Order.

31. Counsel. The Agreement and Order is entered into by the parties upon full opportunity for advice from legal counsel.

32. Effectiveness. It is agreed that this Agreement and Order shall become effective on the date that the Bureau executes the Agreement and Order.

33. Other Enforcement Actions.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against the Respondents in the future regarding all matters not resolved by this Agreement and Order.

(b) The Respondents acknowledge and agree that this Order is only binding upon the Department.

34. Authorization. The parties below certify that they are authorized to execute this Order and to legally bind their respective parties.

35. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

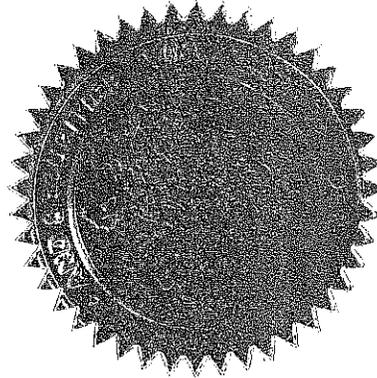
36. Titles. The titles used to identify the paragraphs of this document are for convenience and reference only, and do not control the interpretation of this document.

37. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Agreement and Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities and Curing Capital, Inc., and Michael Dion intending to be legally bound, do hereby execute this Consent Agreement and Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities; Curing Capital, Inc.; and Michael Dion; intending to be legally bound, do hereby execute this Consent Agreement and Order.

FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES



Date: ~~1/18/2013~~ 2/11/13

-AND-

CURING CAPITAL, INC.

(Signature, Officer)

Michael Dion - President
(Print, Officer Title)

-AND-

MICHAEL DION, President

(Signature)

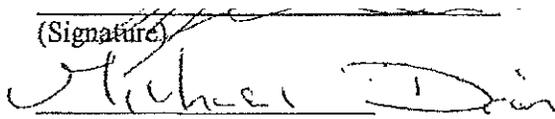
Michael Dion
(Print Name)

Date: 1/18/2013

-AND-

MICHAEL DION, INDIVIDUALLY

(Signature)



(Print Name)

Date: 1/18/2013