



THE SCHEDULE ABOVE REFERRED TO:

TRINIDAD AND TOBAGO SECURITIES AND EXCHANGE COMMISSION

**In the Matter of the Contraventions of By-law 56 (1)
of The Securities Industry By-Laws, 1997 and Section 66 (1) (a)
of the Securities Industry Act, 1995 and**

By GraceKennedy Limited

And

**In The Matter of A Proposed
Settlement Agreement Pursuant To
Part VIII of
Securities Industry (Hearings And Settlements)
Practice Rules, 2008 (“the Rules”)**

ORDER OF THE COMMISSION

Dated this 26th day of March, 2010

WHEREAS GraceKennedy Limited (“the Respondent”) failed to file its 2008 audited Comparative Financial Statement with the Commission on or before March 31, 2009;

AND WHEREAS the Respondent filed its 2008 Annual Report with the Commission on May 20, 2009, past the due date of April 30, 2009;

AND WHEREAS by Amended Notice of Contravention S.I. No. 69 of 2009, dated December 31, 2009, the Commission advised the Respondent that it was in contravention of By-Law 56 (1) of the Securities Industry By-Laws, 1997 (“the By-Laws”) by failing to file its 2008 audited Comparative Financial Statement with the Commission on or before March 31, 2009;

AND WHEREAS by Notice of Contravention S.I. No. 70 of 2009 dated December 23, 2009, the Commission advised the Respondent that it was in contravention of Section 66 (1) (a) of the Securities Industry Act, 1995 (“the Act”) by filing a copy of its 2008 Annual Report on May 20, 2009, past the due date of April 30, 2009;

AND WHEREAS by letter dated February 23, 2010 the Staff of the Commission and the Respondent entered into settlement discussions to determine whether the matter could be settled;

AND WHEREAS on the 24th day of March, 2010 the Respondent entered into a proposed settlement agreement with the Staff of the Commission which was signed by the General Manager (Ag.) of the Commission and the Chief Corporate Secretary / Senior Legal Counsel of the Respondent (“**the Settlement Agreement**”), in which the parties agreed to a settlement, subject to the approval of the Settlement Panel;

AND WHEREAS the Settlement Panel approved the Settlement Agreement and agreed to submit the Settlement Agreement to the Commission;

AND WHEREAS the Respondent has agreed to pay the sum of nine thousand Trinidad and Tobago dollars (\$9,000.00) to the Commission;

AND WHEREAS the Commission has considered the Settlement Agreement and is of the opinion that it is in the public interest to make this Order.

IT IS HEREBY ORDERED THAT:

- (a) The procedure outlined under the Securities Industry (Hearings and Settlements) Practice Rules, 2008 has been followed;
- (b) The Respondent has contravened By-Law 56 (1) of the By-Laws and Section 66 (1) (a) of the Act and that pursuant to Section 143 (1) of the Act, that the Respondent pay to the Commission, as agent for the Comptroller of Accounts, a fine in the sum of \$4,000.00 for the contravention of By-Law 56 (1) of the By-Laws and \$5,000.00 for the contravention of Section 66 (1) (a) of the Act within

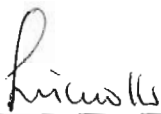
Settlement Agreement Between The Commission and GraceKennedy Limited / In The Matter of Rule 61 and Rule 62 of Securities Industry (Hearings And Settlements) Practice Rules, 2008

28 days of the date on which this Order is entered, a maximum fine of \$9,000.00;
and

- (c) This Order shall be published in the Trinidad and Tobago Gazette, in the daily newspapers and on the Commission's Website.



Deborah Thomas-Felix (Chairman)



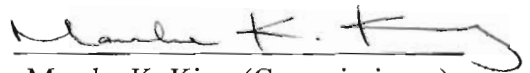
Shelton Nicholls (Commissioner)



Vishnu Dhanpaul (Commissioner)



Francis Lewis (Commissioner)



Marsha K. King (Commissioner)