Republic of the Philippines
Department of Finance
Securities and Exchange Commission
COMMISSION EN BANC

IN THE MATTER OF:

ASTRAZION NOBLE TASK COMMUNITY FOUNDATION, ASTRAZION GLOBAL HOLDINGS PHILIPPINES, INC., and ASTRAZION INTERNATIONAL

SEC CDO Case No. 05-22-090

ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT (EIPD),
Movant.

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CEASE AND DESIST ORDER

This resolves the *Motion for Issuance of a Cease and Desist Order* (the "*Motion*") filed by the Enforcement and Investor Protection Department (EIPD) on 2 May 2022 praying that an order be issued (a) directing Astrazion Noble Task Community Foundation, Astrazion Global Holdings Philippines, Inc., and Astrazion International (collectively referred to as the "Astrazion Group"), their incorporators, operators, directors and officers namely: Napoleon Dela Cruz Visperas, Remus Pedroso Salgado, Joan Ganancial, Rolando Candelario Oso, Francisco Gadayan Baladjay, Jr., Pierre Martin D. Reyes, Esther M. Weigand, and Carol Joy Balbuena Visperas, and their representatives, salesmen, agents, uplines, influencers, enablers, (including Christopher "Toffy" Dimaguila), conduits, subsidiaries, and any and all persons, claiming and/or acting for and in their behalf (collectively referred to as the "Agents"), to immediately cease and desist from selling and/or offering unregistered securities until the requisite registration statements are duly filed with and approved by the Securities and Exchange Commission (the "Commission") and the permits to offer/sell securities are issued; and (b) prohibiting the Astrazion Group, their incorporators, operators, directors, officers and Agents from selling, encumbering, conveying, or disposing any of its properties and/or assets without the prior written authority from the Commission.

PARTIES

Movant , EIPD is one of the Commission's operating departments tasked, among others, to investigate *motu proprio* or upon complaint or referral, violations of laws, rules and regulations administered, implemented

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or issued by the Commission, and to seek the issuance of a *Cease and Desist Order* (CDO) whenever warranted by the circumstance.[1]

Astrazion Noble Task Community Foundation (Astrazion Foundation) and Astrazion Global Holdings Philippines, Inc. (Astrazion Global) are entities registered with the Commission.

The primary purpose of Astrazion Foundation, as stated in its Articles of Incorporation,

> "1.) To socially prepare partner beneficiaries in accordance to Sustainable Development and Sustainable Living Practices; 2.) To promote the integral human development of the people who are poor and marginalized, especially the urban poor in order to alleviate their cause through trainings, education and formation programs; 3.) To provide opportunities for people in need to improve the quality of their lives through efficient and effective management of resources; 4.) To provide and accept grants, contributions, donations, and other forms of assistance/financial aid, technical or in kind for the maintenance of the foundation and attainment of its purposes; 5.) To do such other things as are necessary for the accomplishment of its objectives.
>
> **Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.**"

The names, nationalities, and addresses of the incorporators and directors/trustees of Astrazion Foundation are as follows:

Name	Citizenship	Residence
NAPOLEON DELA CRUZ VISPERAS	Filipino	6060, 6th Street Lawaan Village, Jaro, Balantang, Iloilo City (Capital), Iloilo, Region VI (Western Visayas)
REMUS PEDROSO SALGADO	Filipino	Blk 3, Lot 8, Savannah Crest, Abilay Norte, Oton, Iloilo, Region VI (Western Visayas)
Jonnie Gaylan Ganancial	Filipino	Aparicio, Ibajay, Aklan, Region VI (Western Visayas)
ROLANDO CANDELARIO OSO	Filipino	San Isidro, Cagay, Roxas City (Capital), Capiz, Region VI (Western Visayas)
FRANCISCO GADAYAN BALADJAY, JR.	Filipino	Poblacion (Centro), Laua-an, Antique, Region VI (Western Visayas)

On the other hand, the primary purpose of Astrazion Global as stated in

[1] SEC Office Order No. 512, series of 2013.

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its Articles of Incorporation, is:

> "To invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of real and personal property of every kind and description and wherever situated and as to the extent provided by law, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign , where necessary or appropriate, and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; and to act as managers or managing agents of persons, firms, associations, corporations, partnerships, and other entities; to provide management, investment, and technical advise from commercial, industrial and other kinds of enterprises; and to undertake, carry on, assist or participate in the promotion , organization, management, liquidation, or reorganization of corporations, partnerships and other entities.
>
> **Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts."**

The names, nationalities, and addresses of the incorporators and directors of Astrazion Global are as follows:

Name	Citizenship	Residence
PIERRE MARTIN D. REYES	Filipino	Unit 602, Makati Prime Tower Suites, San Antonio, City of Makati (NCR)
ESTHER M. WEIGAND	Filipino	2607 Bonifacio Street, Bangkal, City of Makati (NCR)
NAPOLEON DELA CRUZ VISPERAS	Filipino	6060, 6th Street Lawaan Village, Jaro, Balantang, Iloilo City (Capital), Iloilo, Region VI (Western Visayas)
CAROL JOY BALBUENA VISPERAS	Filipino	6060, 6th Street Lawaan Village, Jaro, Balantang, Iloilo City (Capital), Iloilo, Region VI (Western Visayas)
REMUS PEDROSO SALGADO	Filipino	Blk 3, Lot 8, Savannah Crest, Abilay Norte, Oton, Iloilo, Region VI (Western Visayas)

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Astrazion International is not registered with the Commission, either as a corporation or partnership. It has no secondary license to solicit investments from the public.

RELEVANT FACTS

Acting on the numerous complaints, reports, and inquiries which the EIPD started receiving sometime in 2021 on the alleged unauthorized investment-taking activities of the Astrazion Group, the EIPD conducted a formal investigation[2] on the business operations of the Astrazion Group for possible violation(s) of the Securities Regulation Code (SRC)[3], the Revised Corporation Code (RCC)[4], and other laws, rules and regulations administered and implemented by the Commission.

On the basis of the information and data that were gathered in the course of its investigation, the EIPD concluded and confirmed that the Astrazion Group is operating an online multi-level marketing platform where it actively promotes, offers and sells its digital currency called "AZNT Token". The Astrazion Group is proactively inviting and enticing the public to invest and earn passive income by purchasing AZNT Tokens which it claimed to have been created for the purpose of changing the lives of the Filipino people by providing them an opportunity to have an unlimited source of income, the chance to gain lucrative returns and the opportunity to live an improved lifestyle with the acquisition of a new house, a new car, to go on vacation trips and to become rich.[5]

In the public presentation conducted by Napoleon Dela Cruz Visperas (Mr. Visperas), the Chairman and President of the Astrazion Group, before prospective investors in Panay island, which was uploaded on YouTube, he informed his audience and the public that the Astrazion Group will bring all their members to the highest point of their stars/dreams of becoming rich, as this is what the words "Astra" (star) and Zion (the highest point) stand for. Mr. Visperas emphasized in his presentation that to enable Astrazion Group to achieve its goal of making Filipinos rich, their current membership which at that time stood at 2,700 should exert effort to increase the same to 10,000 so that they can attain Level 2. This will enable it to conduct Pre-ICO and ICO where they will be selling 200,000,000 AZNT Tokens. The conduct of Pre-ICO and ICO will mark the official launching of the business of Astrazion Group. Mr. Visperas also assured their members and the public that after the ICO, the AZNT Tokens will be registered and listed as a cryptocurrency at Coin Market Cap (CNC) and will be traded in Binance where its value is

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[2] Annex "C" of the Motion.
[3] Republic Act No. 8799
[4] Republic Act No. 11232
[5] Annex "C-1" of the Motion.

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projected to be $10.00 from its current value of $0.10cents. Mr. Visperas finally instructed their members to get a Binance account as payouts will be made using the USD currency starting July 1, 2021.

In relation to the investment scheme that Astrazion Group is allegedly offering and peddling to the public, the EIPD presented evidence showing that even prior to the conduct of the planned Pre-ICO and ICO, Astrazion Group was already offering/selling AZNT Tokens at $0.10/token where investors were promised to receive a guaranteed return of three percent (3%) daily interest. To entice the public into investing with Astrazion Group, the latter has made available in its website and social media accounts the seven (7) packages that are being offered which provides the amount of the guaranteed return applying 3% daily interest after 100 days, as follows:

Package	Value (USD)	Duration	Total Earning
Starter	$100	100 Days	$300
Bronze	$300	100 Days	$900
Silver	$500	100 Days	$1,500
Gold	$1,000	100 Days	$3,000
Diamond	$3,000	100 Days	$9,000
Platinum	$5,000	100 Days	$15,000
Double Platinum	$10,000	100 Days	$30,000

Under the foregoing table, an investor who buys 10,000 pieces of AZNT Tokens at Pre-ICO price of $0.10 for $1,000.00, will earn $100,000.00 or 1000% within a period of 1 to 2 years.

The Astrazion Group also promises investors a residual income and direct referral income distribution amounting to 10% of the total amount paid by the downline and binary income earnings.[6] All of the accounts and earnings of investors will be processed and accessible through their respective online dashboard accounts, and payouts will be released through Coins.Ph application cellphone program.[7]

The EIPD also substantiated its allegation that the unauthorized investment-taking activities of Astrazion Group were being carried out online by the screenshots of the online videos posted on youtube.com, as well as posts in their Facebook page, "Astrazion – AZNT Crypto Token", and their announcements found in their website, *https://prada.astrazion.net*, which were submitted in evidence.

[6] Annex "C-1" of the Motion.
[7] Annex "C-1" of the Motion

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In support of its allegation that Astrazion Global and Astrazion Foundation have no license to sell/offer securities, the EIPD presented in evidence the Certifications issued by the Company Registration and Monitoring Department (CRMD), the Corporate Governance and Finance Department (CGFD) and the Markets and Securities Regulation Department (MSRD) of the Commission which confirmed that Astrazion Global and Astrazion Foundation has not been issued a secondary license to operate as a broker/dealer of securities, and is not a registered issuer of any securities pursuant to Sections 8 and 12 of the SRC, or of mutual funds, including exchange traded funds, membership certificates, and time shares.[8] Moreover, the CRMD also certified that Astrazion International is not registered with the Commission as a corporation, partnership, or one person corporation.[9]

On 3 February 2022, the Commission issued an Advisory[10] informing and warning the public not to invest or stop investing with the Astrazion Group and/or similar entities that are engaged in the sale/offer of investment contracts without the requisite license from the Commission.

On 21 February 2022, the EIPD issued a Show Cause Order directing the Astrazion Global and Astrazion Foundation, its directors and officers to explain within ten (10) days from receipt thereof (a) why their Certificates of Incorporation should not be revoked for violation of Section 6 (l)(2) of PD 902-A, and (b) why its directors and responsible officers should not be administratively sanctioned for violation of Section 44 of the RCC in relation to sections 8.1, 28.1 and 26.1 of the SRC, P.D. 902-A and Section 179 (j) of the RCC.

To date, the EIPD has not received any response from the Astrazion Group despite the lapse of the 10-day reglementary period.

Hence, the instant *Motion.*

ISSUE

Whether the allegations and the evidence submitted by the EIPD in support thereof warrant the issuance of a CDO.

RULING

The Commission finds the *Motion* meritorious.

AZNT Tokens which Astrazion Group sells or offers to the public are

[8] Annex D, E and F of the Motion
[9] Annex "D" of the Motion.
[10] Annex "G" of the Motion.

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securities in the form of investment contract.

At the outset, the Commission notes that the primary purpose of both Astrazion Global and Astrazion Foundation as stated in their respective Articles of Incorporation, specifically provides that they have no authority to solicit or accept investments from the public. This is specifically spelled out in the following phrase which is found in ARTICLE SECOND of their Articles of Incorporation, to wit:

"Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts."

After carefully considering the allegations in the Motion and the evidence submitted in support thereof, the Commission finds and so holds that the EIPD was able to establish that Astrazion Group, its directors, officers and Agents are selling and/or offering unregistered securities in the form of investment contracts to the public without the requisite license from the Commission, in violation not only of its AoI but also of the relevant provisions of the SRC and its IRR.

Section 3 of the SRC defines "securities" as follows:

"SEC. 3. Definition of Terms. –

3.1. "**Securities**" are **shares, participation or interests** in a corporation or **in a commercial enterprise** or profit-making venture and evidenced by a certificate, contract, instrument, whether written or electronic in character. It **includes**:

x x x

(b) **Investment contracts**, certificates of interest or participation in a profit sharing agreement, certificates of deposit for a future subscription;" (Emphasis supplied)

Moreover, an "investment contract" has been defined as follows:

An investment contract means a contract, transaction or scheme (collectively "contract") **whereby a person invests his money in a common enterprise and is led to expect profits primarily from the efforts of others**. An investment contract is presumed to exist whenever a person seeks to use the money or property of others on the promise of profits.

A common enterprise is deemed created when two (2) or more investors "pool" their resources, creating a common enterprise, even if the

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promoter receives nothing more than a broker's commission."[11] (Emphasis supplied)

Section 8.1 of the SRC categorically provides that securities cannot be sold or offered for sale within the Philippines if the same are not registered with the Commission in the form of an approved Registration Statement and a Permit to Offer/Sell issued in favor of the applicant, to wit:

> *"**SEC. 8. Requirement of Registration of Securities.** – 8.1 **Securities shall not be sold or offered for sale or distribution within the Philippines, without a registration statement duly filed with and approved by the Commission**. Prior such sale, information on the securities, in such form and with such substance as the Commission may prescribe, shall be made available to each prospective purchaser."* (Emphasis and underscoring supplied)

In the case of *Power Homes Unlimited v. Securities and Exchange Commission,*[12] the Supreme Court ruled that investment contracts are securities that are required to be registered with the Commission for the protection of the investing public, to wit:

> **"As an investment contract that is security under R.A. No. 8799, it must be registered with public respondent SEC, otherwise the SEC cannot protect the investing public from fraudulent securities**. The strict regulation of securities is founded on the premise that the capital markets depend on the investing public's level of confidence in the system." (Emphasis supplied)

The concept of an investment contract in the Philippines is of American origin. It traces its roots from the US Supreme Court case *Securities and Exchange Commission v. W.J. Howey Co.*[13] where the Court stated that an investment contract is a transaction, contract, or scheme whereby a person (1) makes an investment of money, (2) in a common enterprise, (3) with the expectation of profits, (4) to be derived solely from the efforts of others. Investment contracts have been used and adopted in various situations where individuals were led to invest money in a common enterprise with the expectation that they would earn a profit through the efforts of the promoter or of someone other than themselves.[14]

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[11] Rule 26.3.5 of the Implementing Rules and Regulations of the SRC.
[12] Note 24, *Supra.*
[13] 328 U.S. 293, 66 S. Ct. 1100, 90 L. Ed. 1244, 163 A.L.R. 1043 (1946).
[14] *Ibid.* Although the definition as stated in the Howey Case qualified that the earning of profit was expected to be solely through the efforts of another party, Rule 26.3 of the 2015 IRR of the SRC replaced the qualifier with *"primarily"*, acknowledging that an investment contract may still be present where the individual who placed the money exerted a small amount of effort in an attempt to earn the profits.

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The concept of an investment contract was thereafter adopted and applied in *Power Homes Unlimited Corporation v. Securities and Exchange Commission,*[15] where the Supreme Court ruled that for investment contracts to be considered as securities which are subject to the regulatory authority of the Commission in our jurisdiction, the following elements must be shown to exist i.e. *(1) there must be an investment of money; (2) in a common enterprise; (3) with expectation of profits, (4) primarily from efforts of others.* Under this definition, whenever an investor relinquishes control over his or her funds and submits their control to another for the purpose of deriving profits from them, he or she is in fact investing in securities.[16]

Applying the foregoing to the instant case, the Commission agrees with the EIPD's finding, and so holds that the Astrazion Group is engaged in the sale and/or offer of securities in the form of investment contracts in violation of Section 8 of the RCC because it has no license to carry out the same More importantly, the elements of Howey Test are present in the instant case.

First, the marketing presentation of Mr. Visperas which was uploaded and is currently being used to promote and sell AZNT Tokens, contains an admission that Astrazion Group has at least 2,700 investors who have purchased the same and have parted with their money. Moreover, the complaints received by the EIPD also show that investors who actually invested money to purchase AZNT Tokens have started coming forward after Astrazion Group has allegedly failed to pay them their guaranteed returns. These shows that there was actual investment of money by investors.

Second, the EIPD was able to show that the investment scheme and the AZNT Tokens that the Astrazion Group were offering/selling involves the pooling of amounts invested by its members which are actually utilized to satisfy and pay the guaranteed returns of its existing investors. This is the common enterprise that is being sustained by the investments received by the Astrazion Group from the public who believes that ANZT Tokens are existing and real cryptocurrency whose value will increase in due time.

Third, investors clearly expect a guaranteed lucrative daily earnings of 3% of the number of AZNR Tokens that they purchased in a period of 100 days. Investors are being lured by Astrazion Group to buy AZNT Tokens at Pre-ICO price which it guaranteed to be listed in the crypto exchange, and which value will steadily rise after a determined period.

Lastly, the expectation of profits is derived primarily from the managerial efforts of Astrazion Group, Mr. Visperas, and their Agents who continue to promote the investment-taking scheme and operate the business of the entities

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[15] G.R. No. 164182, 26 February 2008.
[16] Investment Co. Institute v. Camp, 274 F. Supp. 624 (D. D.C. 1967).

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to ensure that investors are paid. The investors are thus not required to do anything to earn guaranteed returns after they but AZNT Tokens and invite new members.

Astrazion Group is offering Securities to the Public in the Philippines without license from the Commission.

Section 8.1 of the SRC specifically proscribes the offering of securities within the Philippines without a Registration Statement duly filed with and approved by the Commission, to wit:

> *"**SEC. 8. Requirement of Registration of Securities.** – 8.1 **Securities shall not be sold or offered for sale or distribution within the Philippines, without a registration statement duly filed with and approved by the Commission**. Prior such sale, information on the securities, in such form and with such substance as the Commission may prescribe, shall be made available to each prospective purchaser."* (Emphasis and underscoring supplied)

Relative thereto, Rule 3.1.17 of the 2015 Implementing Rules and Regulations of the SRC defines "Public Offering" as follows:

> "3.1.17. **Public offering is any offering of securities to the public or to anyone, whether solicited** or unsolicited. Any solicitation or presentation of securities for sale through any of the following modes shall be presumed to be a public offering:
>
> x x x
>
> 3.1.17.3 Advertisement or announcement in radio, television, telephone, **electronic communications, information communication technology or any other forms of communication**;"[17] (Emphasis supplied)

In the instant case, the records show that the Astrazion Group is offering AZNT Token which the public can avail of through the investment packages that they can choose from using its website and social media platforms, i.e., Facebook and You Tube, without the requisite license.

The foregoing constitutes public offering as defined under SRC Rule 3.1.17 and thus, requires a registration statement duly approved by the Commission before the same can be lawfully undertaken. Considering that Astrazion Group has not secured a license from the Commission, its act of offering securities to the public thus constitutes a clear violation of Section 8 of the SRC.

[17] Rule 3.1.17 of the Implementing Rules and Regulations of the SRC.

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Relative to the issuance of a CDO, Section 64.1 of the SRC provides that the Commission may issue a CDO without the necessity of conducting a hearing if, to its mind, the act or practice will operate as a fraud on investors or is otherwise likely to cause grave or irreparable injury or prejudice to the investing public, thus:

> "Section 64. *Cease and Desist Order.* — 64.1. *The Commission,* after proper investigation or verification, *motu proprio* or upon verified complaint by any aggrieved party, **may issue a cease and desist order without the necessity of a prior hearing if in its judgment the act or practice, unless restrained, will operate as a fraud on investors or is otherwise likely to cause grave or irreparable injury or prejudice to the investing public.**" (Emphasis supplied)

Under the afore-quoted provision, there are two (2) essential requisites that must be complied with for a valid issuance of a CDO:

1) There must be a conduct of a proper investigation or verification; and

2) There must be a finding that the act or practice, unless restrained, will operate as a fraud on investors or is otherwise likely to cause grave or irreparable injury or prejudice to the investing public.[18]

After a careful review of the records of the case, the Commission finds and so holds that the EIPD was able to comply with the requirements prescribed by law which will justify the valid issuance of a CDO.

The EIPD conducted an independent investigation which resulted in the gathering and submission of information and evidence that supported its allegations.

The EIPD was also able to show that the act of the Astrazion Group in selling/offering AZNT Token packages sans the requisite license from the Commission operates as a fraud to the public which, if unrestrained, will likely cause grave or irreparable injury or prejudice to the investing public.[19] This finds support in the case of *Securities and Exchange Commission vs. CJH Development Corp.*[20] where the Supreme Court categorically held that:

> **"The law is clear on the point that a cease and desist order may be issued by the SEC *motu proprio*,** it being unnecessary that it results from a verified complaint from an aggrieved party. **A prior hearing is also not required whenever the Commission finds it appropriate to issue a cease and**

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[18] Securities and Exchange Commission vs. Performance Foreign Exchange Corporation, G.R. No. 154131, July 20, 2006.
[19] Section 64 of the Securities Regulation Code.
[20] (G.R. No. 210316, November 28, 2016)

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desist order that aims to curtail fraud or grave or irreparable injury to investors. There is good reason for this provision, as any delay in the restraint of acts that yield such results can only generate further injury to the public that the SEC is obliged to protect.

The act of selling unregistered securities would necessarily operate as a fraud on investors as it deceives the investing public by making it appear that respondents have authority to deal on such securities. Section 8.1 of the SRC clearly states that securities shall not be sold or offered for sale or distribution within the Philippines without a registration statement duly filed with and approved by the SEC and that prior to such sale, information on the securities, in such form and with such substance as the SEC may prescribe, shall be made available to each prospective buyer." (Emphasis supplied)

Finally, the Commission finds that Astrazion Group is willfully defrauding the investing public in its act of selling/offering AZNT Token and in promising a guaranteed return of 3% daily interest, because as admitted by Mr. Visperas, the AZNT Token will only be available during the Pre-ICO and ICO, hence the same is not yet in existence. Mr. Visperas' statement that the payouts being received by the current members of Astrazion Group is a blessing from the Lord and a foretaste of what is to come has all the more unmasked the true nature of Astrazion Group's operation i.e. an investment scam which this Commission is duty-bound to immediately stop. The sale of AZNT Tokens which are inexistent and the payment of guaranteed returns sans a legitimate and viable business, only means that Astrazion Group is using investors' money to make it appear to the public that its operations are legitimate, and enable it to continue perpetrating an illegal activity. This ends now.

WHEREFORE, premises considered, **Astrazion Noble Task Community Foundation, Astrazion Global Holdings Philippines, Inc., and Astrazion International**, and their incorporators, operators, directors and officers namely: Napoleon Dela Cruz Visperas, Remus Pedroso Salgado, Joan Ganancial, Rolando Candelario Oso, Francisco Gadayan Baladjay, Jr., Pierre Martin D. Reyes, Esther M. Weigand, and Carol Joy Balbuena Visperas, and its representatives, salesmen, agents, uplines, influencers, enablers such as Christopher "Toffy" Dimaguila, conduits, subsidiaries, and any and all persons, claiming, acting, and operating for and in their behalf, are hereby ordered to **IMMEDIATELY CEASE AND DESIST** from engaging in the unlawful/unauthorized solicitation, offer and/or sale of securities in the form of investment contracts or any others of the same nature, as discussed in this *Cease and Desist Order*, until the requisite registration statement is duly filed with and approved by the Commission.

Astrazion Noble Task Community Foundation, Astrazion Global Holdings Philippines, Inc., and Astrazion International, its operators,

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directors, officers, representatives, salesmen, agents and any and all persons claiming and acting for and in their behalf are likewise directed to **CEASE** their internet presence relating to the transactions and investment scheme covered by this *Cease and Desist Order.* The Commission will institute the appropriate administrative and criminal action against any persons or entities found to act as solicitors, information providers, salesmen, agents, brokers, dealers or the like for and in their behalf

Finally, the Commission hereby **PROHIBITS** Astrazion Noble Task Community Foundation, Astrazion Global Holdings Philippines, Inc., and Astrazion International, its operators, directors, officers, representatives, salesmen, agents and any and all persons claiming and acting for and in their behalf from transacting any business involving funds in its depository banks, and from transferring, disposing, or conveying in any manner, any and all assets, properties, real or personal, including bank deposits, if any, of which the named persons herein may have interest, claim or participation, whether directly or indirectly, under their custody, to ensure the preservation of the assets of the investors

The **EIPD** of the Commission is hereby **DIRECTED** to (a) serve a copy of this CDO to Astrazion Noble Task Community Foundation and Astrazion Global Holdings Philippines, Inc., and their incorporators, operators, directors and officers namely: Napoleon Dela Cruz Visperas, Remus Pedroso Salgado, Joan Ganancial, Rolando Candelario Oso, Francisco Gadayan Baladjay, Jr., Pierre Martin D. Reyes, Esther M. Weigand, and Carol Joy Balbuena Visperas, (b) cause the posting of this Order in the Commission's website, and (c) cause the publication of the same in a newspaper of general circulation as provided for under Section 4-2, Rule IV, Part I of the 2016 Rules of Procedure of the SEC.

The EIPD is **FURTHER DIRECTED** to (a) initiate the appropriate administrative proceedings against Astrazion Noble Task Community Foundation and Astrazion Global Holdings Philippines, Inc., their incorporators, operators, directors and officers namely: Napoleon Dela Cruz Visperas, Remus Pedroso Salgado, Joan Ganancial, Rolando Candelario Oso, Francisco Gadayan Baladjay, Jr., Pierre Martin D. Reyes, Esther M. Weigand, and Carol Joy Balbuena Visperas, and impose the appropriate penalties, including revocation of Certificate of Incorporation, if warranted, and (b) submit a formal compliance report, by way of pleading, to the Commission *En Banc* within ten (10) days from receipt of this *Cease and Desist Order*.

Let a copy of this Order be furnished to the Company Registration and Monitoring Department, Market and Securities Regulation Department, Corporate Governance and Finance Department and the Information and

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Communications Technology Department of this Commission, the Bangko Sentral ng Pilipinas, the Department of Trade and Industry, the National Privacy Commission and the Department of Information and Communications Technology for their information and appropriate action.

In accordance with the provisions of Section 64.3 of the SRC and Part II, Rule IV, Section 4-3 of the 2016 Rules of Procedure of the SEC, the Respondent may file a verified ***Motion to Lift the CDO*** to the Commission En Banc thru the Office of the General Counsel, within five (5) days from receipt of this Order.

FAIL NOT UNDER PENALTY OF LAW.

SO ORDERED.

Pasay City, Philippines; 12 May 2022.

EMILIO B. AQUINO
Chairperson

JAVEY PAUL D. FRANCISCO
Commissioner

KELVIN LESTER K. LEE
Commissioner

KARLO S. BELLO
Commissioner

MCJILL BRYANT T. FERNANDEZ
Commissioner

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