

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O.1990, C.S.5, AS AMENDED**

- and -

**IN THE MATTER OF LIVENT INC.,
GARTH H. DRABINSKY, MYRON I. GOTTLIEB,
GORDON ECKSTEIN AND ROBERT TOPOL**

ORDER

WHEREAS on July 3, 2001 the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990 c.S.5, as amended in respect of Livent Inc. (“Livent”), Garth H. Drabinsky (“Drabinsky”), Myron I. Gottlieb (“Gottlieb”), Gordon Eckstein (“Eckstein”) and Robert Topol (“Topol”);

AND WHEREAS Drabinsky, Gottlieb, Eckstein and Topol (the “Individual Respondents”) have each been charged with several counts of fraud in excess of \$5,000 contrary to the Criminal Code of Canada (the “Criminal Code”) pursuant to an information identified by police file no. 1998-2469 (referred to herein as the “Proceeding under the Criminal Code”), which alleged offences relate to their conduct as officers of Livent;

AND WHEREAS the Individual Respondents have agreed to certain bail conditions in relation to the Proceeding under the Criminal Code, including agreement by them to refrain from: acting as an officer or director of a “reporting issuer” as that term is defined in the Securities Act (Ontario) (except that in the case of Eckstein, he refrain from acting as a Chief Executive Officer, Chief Operating Officer, Chief Financial Officer or a director of a “reporting issuer” as that term is defined in the Securities Act (Ontario)); applying to become a “registrant” or from being an employee of a “registrant” as that term is defined in the Securities Act (Ontario); becoming a director of any company; and engaging directly or indirectly, in the solicitation of investment funds from the general public, with the exception of an “accredited investor” as that term is defined in Ontario Securities Commission Rule 45-501(1.1);

AND WHEREAS Staff of the Commission and the Individual Respondents, Drabinsky, Gottlieb and Eckstein request, in the particular circumstances, to an adjournment of this proceeding until the conclusion of the trial of the Proceeding under the Criminal Code, and have filed consents herein;

AND WHEREAS counsel for Livent Inc. consents to this request for an adjournment;

AND WHEREAS the Individual Respondent, Topol, opposes the request for an adjournment of the proceeding until the conclusion of the trial of the Proceeding under the Criminal Code;

AND WHEREAS the Respondents Drabinsky and Gottlieb have each previously given an undertaking to the Director of Enforcement of the Commission (the "Director"), that pending the conclusion of the proceedings commenced by the Notice of Hearing dated July 3, 2001, they will not apply to become a registrant or an employee of a registrant, or an officer or director of a reporting issuer without the express written consent of the Director or an Order of the Commission releasing them from the undertaking, as described in the Order of the Commission made on February 22, 2002;

AND WHEREAS the Respondents Eckstein and Topol have each previously given an undertaking to the Director of Enforcement of the Commission, that pending the conclusion of the proceedings commenced by the Notice of Hearing dated July 3, 2001, they will not apply to become a registrant or an employee of a registrant, or a Chief Executive Officer, Chief Financial Officer or Chief Operating Officer or director of a reporting issuer without the express written consent of the Director or an Order of the Commission releasing them from the undertaking, as described in the Order of the Commission made on February 22, 2002;

AND WHEREAS counsel for Staff, counsel for the individual respondents, Drabinsky, Gottlieb and Eckstein, and the respondent Topol, made submissions to the Commission at a hearing held on November 1, 2002 in relation to the request for an adjournment of the proceeding until the conclusion of the trial of the Proceeding under the Criminal Code;

AND WHEREAS the Commission considers it to be in the public interest to make this Order;

IT IS ORDERED THAT pursuant to section 21 of the *Statutory Powers Procedure Act*, R.S.O. 1990, c.S.22, as amended, the hearing before the Commission is adjourned *sine die*, pending the conclusion of the trial of the Proceeding under the Criminal Code, such hearing to be returnable on no less than seven days' notice, or until such further Order as may be made by the Commission.

DATED at Toronto this 15th day of November, 2002

Howard Wetston