



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

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

- and -

**IN THE MATTER OF
FREDERICK JOHNATHON NIELSEN, previously known as
FREDERICK JOHN GILLILAND**

**NOTICE OF HEARING
(Subsections 127(1) and 127(10))**

TAKE NOTICE THAT the Ontario Securities Commission (the “Commission”) will hold a hearing, pursuant to subsections 127(1) and 127(10) of the Securities Act, R.S.O. 1990, c. S.5, as amended (the “Act”), at the temporary offices of the Commission, 333 Bay Street, Suite 900, Toronto, Ontario, commencing on December 14, 2012 at 10:00 a.m.;

TO CONSIDER whether, pursuant to paragraphs 4 and 5 of subsection 127(10), it is in the public interest for the Commission:

1. to make an order pursuant to paragraph 2 of subsection 127(1) of the Act that trading in any securities by Frederick Johnathon Nielsen, previously known as Frederick John Gilliland (“Nielsen”) cease until March 25, 2036, except that Nielsen may trade in securities through a registrant in one cash and one RSP account if he first provides a copy of the order to the registrant;

2. to make an order pursuant to paragraph 2.1 of subsection 127(1) of the Act that the acquisition of any securities by Nielsen be prohibited until March 25, 2036 except that Nielsen may trade in securities through a registrant in one cash and one RSP account if he first provides a copy of the order to the registrant;
3. to make an order pursuant to paragraph 3 of subsection 127(1) of the Act that any exemptions contained in Ontario securities law do not apply to Nielsen until March 25, 2036;
4. to make an order pursuant to paragraph 7 of subsection 127(1) of the Act that Nielsen resign any positions that he holds as director or officer of an issuer;
5. to make an order pursuant to paragraph 8 of subsection 127(1) of the Act that Nielsen be prohibited from becoming or acting as an officer or director of an issuer until March 25, 2036;
6. to make an order pursuant to paragraph 8.5 of subsection 127(1) of the Act that Nielsen is prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter until March 25, 2036; and,
7. to make such other order or orders as the Commission considers appropriate.

BY REASON of the allegations set out in the Statement of Allegations of Staff dated November 22, 2012 and by reason of an order of the British Columbia Securities Commission dated March 25, 2011, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that at the hearing on December 14, 2012, Staff will bring an application to proceed with the matter by written hearing, in accordance with Rule 11 of the Ontario Securities Commission *Rules of Procedure* (2012), 35 O.S.C.B. 10071, and section 5.1 of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel if that party attends or submits evidence at the hearing;

AND TAKE FURTHER NOTICE that upon failure of any party to attend at the time and place, the hearing may proceed in the absence of the party and such party is not entitled to any further notice of the proceeding.

DATED at Toronto this 23rd day of November, 2012.

“John Stevenson”

John Stevenson
Secretary to the Commission