



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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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
SHALLOW OIL & GAS INC., ERIC O'BRIEN, ABEL DA SILVA and ABRAHAM
HERBERT GROSSMAN aka ALLEN GROSSMAN and KEVIN WASH
AMENDED NOTICE OF HEARING
Section 127 and 127.1**

TAKE NOTICE THAT the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") at the offices of the Commission at 20 Queen Street West, 17th Floor Hearing Room, commencing on June 18, 2012 at 10:00 a.m. and continuing on June 20, 21 and 22, 2012, or as soon thereafter as the hearing can be held:

AND TAKE NOTICE THAT Gurdip Singh Gahunia also known as Michael Gahunia, Marco Diadamo, Gord McQuarrie, and William Mankofsky have entered into settlement agreements with the Commission;

AND TAKE NOTICE THAT the purpose of the hearing is to consider whether it is in the public interest for the Commission to make an order:

- (a) pursuant to paragraph 2 of subsection 127(1), that trading in any securities by Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Abraham Herbert Grossman aka Allen Grossman, and Kevin Wash (collectively, the "Respondents") cease permanently or for such other period as specified by the Commission;
- (b) pursuant to paragraph 2.1 of subsection 127(1), that the acquisition of any securities by the Respondents is prohibited permanently or for such other period as is specified by the Commission;
- (c) pursuant to paragraph 3 of subsection 127(1), that any exemptions contained in Ontario securities law do not apply to the Respondents, or any of them, permanently or for such other period as specified by the Commission;
- (d) pursuant to paragraph 6 of subsection 127(1), that the Respondents be reprimanded;
- (e) pursuant to paragraph 8 of subsection 127(1), that the Respondents be prohibited from becoming or acting as a director or officer of any issuer;

- (f) pursuant to paragraph 8.1 of subsection 127(1), that the Respondents resign one or more positions that they hold as a director or officer of any issuer;
- (g) pursuant to paragraph 9 of subsection 127(1), that the Respondents, or any of them, pay an administrative penalty of not more than \$1 million for each failure to comply with Ontario securities law to the Commission for allocation to or for the benefit of third parties;
- (h) pursuant to paragraph 10 of subsection 127(1), that the Respondents, or any of them, disgorge to the Commission any amounts obtained as a result of non-compliance with securities law for allocation to or for the benefit of third parties;
- (i) pursuant to paragraph 3 of subsection 127(10), that an order be made against Eric O'Brien, Abel Da Silva, Abraham Herbert Grossman aka Allen Grossman, and Shallow Oil & Gas Inc. under subsection 127(1) or (10);
- (j) pursuant to section 127.1, that the Respondents be ordered to pay the costs of the investigation and the costs of or related to the hearing incurred by or on behalf of the Commission; and
- (k) such other order as the Commission may consider appropriate.

BY REASON OF the allegations set out in the Amended Statement of Allegations of Staff dated May 14, 2012 and such additional allegations as counsel may advise and the Commission may permit;

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 aforesaid, the hearing may proceed in the absence of that party and such party is not entitled to any further notice of the proceeding.

DATED at Toronto this 14th day of May 2012.

“John Stevenson”
