



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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20 Queen Street West  
Toronto ON M5H 3S8

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20, rue queen ouest  
Toronto ON M5H 3S8

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

**- and -**

**IN THE MATTER OF  
MARK STEVEN ROTSTEIN AND EQUILIBRIUM PARTNERS INC.**

**NOTICE OF HEARING  
(Sections 127 and 127.1 of the *Securities Act*)**

**TAKE NOTICE** that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “*Securities Act*”), at the offices of the Commission located at 20 Queen Street West, 17<sup>th</sup> Floor, in the City of Toronto, commencing on March 24, 2016, at 10:00 a.m. or as soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing is for the Commission to consider whether, in the Commission’s opinion, it is in the public interest for the Commission to make the following orders:

- (a) that trading in any securities or derivatives by each of Mark Steven Rotstein (“Rotstein”) and Equilibrium Partners Inc. (“EQ”) cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*;

- (b) that the acquisition of any securities by each of Rotstein and EQ is prohibited permanently or for such period as is specified by the Commission, pursuant to paragraph 2.1 of subsection 127(1) of the *Securities Act*;
- (c) that any exemptions contained in Ontario securities law do not apply to each of Rotstein and EQ permanently or for such period as is specified by the Commission, pursuant to paragraph 3 of subsection 127(1) of the *Securities Act*;
- (d) that each of Rotstein and EQ be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the *Securities Act*;
- (e) that Rotstein resign one or more positions that he holds as a director or officer of any issuer, registrant, or investment fund manager, pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the *Securities Act*;
- (f) that Rotstein be prohibited from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager, permanently or for such period as is specified by the Commission, pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the *Securities Act*;
- (g) that Rotstein be prohibited from becoming or acting as a registrant, an investment fund manager, or a promoter, permanently or for such period as is specified by the Commission, pursuant to paragraph 8.5 of subsection 127(1) of the *Securities Act*;
- (h) that each of Rotstein and EQ pay an administrative penalty of not more than \$1 million for each failure by each of them to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the *Securities Act*;
- (i) that each of Rotstein and EQ disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of subsection 127(1) of the *Securities Act*;
- (j) that each of Rotstein and EQ pay the costs of the investigation and the hearing, pursuant to section 127.1 of the *Securities Act*; and

(k) such other order as the Commission considers appropriate in the public interest;

**BY REASON OF** the allegations set out in the Statement of Allegations of Staff of the Commission, dated February 29, 2016, and such further 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 at the hearing;

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

**AND TAKE FURTHER NOTICE** that the Notice of Hearing is also available in French, participation may be in either French or English and participants must notify the Secretary's Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

**ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE** que l'avis d'audience est disponible en français, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

**DATED** at Toronto, this 29<sup>th</sup> day of February, 2016.

*“Josée Turcotte”*

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Josée Turcotte  
Secretary to the Commission