

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

**- and -**

**IN THE MATTER OF  
TD-WATERHOUSE CANADA INC.**

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**NOTICE OF HEARING  
(Section 127 and Section 127.1)**

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**TAKE NOTICE** that the Ontario Securities Commission will hold a hearing pursuant to section 127 of the *Securities Act*, (the *Act*) R.S.O. 1990, c. S. 5, as amended at the offices of the Commission, 20 Queen Street West, 17<sup>th</sup> Floor Hearing Room commencing on September 30, 2005 at 2:00 p.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, pursuant to sections 127(1) and 127.1 of the *Act*, it is in the public interest for the Commission:

- (a) to consider a settlement agreement entered into by Staff of the Commission and the Respondent
- (b) to make an order pursuant to subsection 127(1) clause 6 that the Respondent be reprimanded;
- (c) to make an order pursuant to section 127.1 of the *Act* that the Respondent pay the costs of Staff's investigation and costs related to this proceeding; and

(d) to make such other order as the Commission may deem appropriate.

**AND TAKE FURTHER NOTICE** that any party to the proceedings may be represented by counsel at the hearing;

**AND TAKE FURTHER NOTICE** that if any party to the proceedings fails to attend, the hearing may proceed in the absence of the party and the party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 19th day of September, 2005

"Daisy Aranha"  
per/John Stevenson  
A/Secretary to the Commission

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