



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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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 MEGA-C POWER CORPORATION, RENE PARDO,
GARY USLING, LEWIS TAYLOR SR., LEWIS TAYLOR JR., JARED TAYLOR,
COLIN TAYLOR and 1248136 ONTARIO LIMITED**

**NOTICE OF HEARING
(Section 127)**

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 “Act”), at the offices of the Commission, 20 Queen Street West, 17th floor, Toronto, Ontario, in the Large Hearing Room on January 31, 2006, at 10:00 a.m. or as soon thereafter as the matter may be heard.

TO CONSIDER whether, pursuant to sections 127(1) and 127.1 of the Act, it is in the public interest for the Commission to make an order:

- (a) under clause 2 of s. 127(1) of the *Act*, that trading in securities by the Respondents cease permanently or for such other period as specified by the Commission;
- (b) under clause 3 of s. 127(1) of the *Act*, that any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such a period as the Commission may order;
- (c) under clause 6 of s. 127(1) of the *Act*, that the Respondents be reprimanded;

- (d) under clause 7 of s. 127(1) of the *Act*, that any of the Respondents who are acting directors or officers of any issuer resign one or more positions that they may hold as a director or officer of an issuer;
- (e) under clause 8 of s. 127(1) of the *Act*, that the Respondents are prohibited from becoming or acting as director or officer of any issuer;
- (f) under clause 9 of s. 127(1) of the *Act*, that the Respondents pay an administrative penalty for each failure to comply with Ontario securities law;
- (g) under clause 10 of s. 127(1) of the *Act*, that the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law;
- (h) under s. 127.1 of the *Act*, that the Respondents pay the costs of Staff's investigation and the costs of, or related to, the proceeding that are incurred by or on behalf of the Commission; and
- (i) such further orders as the Commission considers appropriate.

BY REASON OF the allegations set out in the Statement of Allegations, and such additional allegations as counsel may advise and the Commission may permit;

AND FURTHER TAKE NOTICE that any party to the proceeding dated November 16^h, 2005 may be represented by counsel;

AND FURTHER TAKE NOTICE that in the event that the Commission determines that any of the named Respondents have not complied with Ontario securities law, Staff may request the Commission to consider whether, in the opinion of the Commission, an application should be made to the Superior Court of Justice for a declaration pursuant to section 128(1) of the Act that such Respondents have not complied with Ontario securities law, and that if such declaration be made, the Superior court of Justice make such orders pursuant to section 128(3) of the Act as it considers appropriate.

AND FURTHER TAKE NOTICE that upon the 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 16th day of November, 2005.

”Daisy Aranha”
Per: John Stevenson
Secretary for the Commission

TO: MEGA-C POWER CORPORATION
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