



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 -

**NORSHIELD ASSET MANAGEMENT (CANADA) LTD.,
OLYMPUS UNITED GROUP INC., JOHN XANTHOUDAKIS,
DALE SMITH AND PETER KEFALAS**

**NOTICE OF HEARING
OF STAFF OF THE ONTARIO SECURITIES COMMISSION
(Sections 127 and 127.1)**

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, Large Hearing Room, commencing on October 20, 2006 at 10 a.m., or as soon thereafter as the hearing can be held:

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

- (a) pursuant to clause 2 of subsection 127(1), trading in any securities by Norshield Asset Management (Canada) Ltd. ("Norshield"), Olympus United Group Inc. ("Olympus"), John Xanthoudakis ("Xanthoudakis"), Dale Smith ("Smith") and Peter Kefalas ("Kefalas") cease permanently or for such other period as specified by the Commission;
- (b) pursuant to clause 3 of subsection 127(1), any exemptions contained in Ontario securities law do not apply to Norshield, Olympus, Xanthoudakis, Smith and Kefalas permanently or for such other period as specified by the Commission;

- (c) pursuant to clause 8 of subsection 127(1), Xanthoudakis, Smith and Kefalas be prohibited from becoming or acting as a director or officer of any issuer;
- (d) pursuant to clause 7 of subsection 127(1), Xanthoudakis, Smith and Kefalas resign one or more positions they hold as a director or officer of an issuer;
- (e) pursuant to clause 9 of subsection 127(1), Norshield, Olympus, Xanthoudakis, Smith and Kefalas 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 or RSM Richter Inc. as receiver or trustee over the assets, undertakings and property of Norshield, Olympus and related entities (the "Receiver/Trustee"), for allocation to or for the benefit of third parties;
- (f) pursuant to clause 10 of subsection 127(1), Norshield, Olympus, Xanthoudakis, Smith and Kefalas or any of them, disgorge to the Commission any amount obtained as a result of non-compliance with securities law, for allocation, through the Receiver/Trustee, if appropriate, to or for the benefit of third parties;
- (g) pursuant to clause 6 of subsection 127(1), Xanthoudakis, Smith and Kefalas be reprimanded;
- (h) pursuant to section 127.1, Xanthoudakis, Smith and Kefalas 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;
- (i) if necessary, pursuant to clause 7 of subsection 127(7), the temporary orders made respectively against Norshield and Olympus on May 13, 2005 and May 20, 2005 be extended to the conclusion of the hearing; and
- (j) such other order as the Commission may consider appropriate.

BY REASON OF the allegations set out in the Statement of Allegations of Staff dated October 11, 2006, 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 in the event that the Commission determines that any of Norshield, Olympus, Xanthoudakis, Smith and Kefalas has 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 persons 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 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 11th day of October, 2006.

“John Stevenson”
Secretary to the Commission