



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
MRS SCIENCES INC. (FORMERLY MORNINGSIDE CAPITAL CORP.),
AMERICO DEROSA, RONALD SHERMAN,
EDWARD EMMONS AND IVAN CAVRIC**

**NOTICE OF HEARING
Sections 127 and 127(1)**

TAKE NOTICE that the Commission will hold a hearing pursuant to section 127 of the *Securities Act*, at its offices at 20 Queen Street West, 17th Floor Hearing Room on Friday, the 21st day of December, 2007 at 10:00 a.m. or as soon thereafter as the hearing can be held:

TO CONSIDER whether, pursuant to section 127 and section 127.1 of the *Securities Act*, it is in the public interest for the Commission:

- (i) at the conclusion of the hearing, to make an order pursuant to paragraph 2 of subsection 127(1) that trading in the securities of MRS Sciences cease until further order of this Commission;
- (ii) at the conclusion of the hearing, to make an order against any or all of the Respondents that:
 - (a) trading in any securities of or by the Respondents cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of subsection 127(1);
 - (b) any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such period as is specified by the Commission, pursuant to paragraph 3 of subsection 127(1);
 - (c) the Respondents be reprimanded, pursuant to paragraph 6 of subsection 127(1);

(d) the individual Respondents be prohibited from becoming or acting as a director or officer of any issuer pursuant to paragraph 8 of subsection 127(1);

(e) the Respondents be prohibited from telephoning residences within or outside Ontario for the purpose of trading in securities, pursuant to subsection 37(1);

(f) the Respondents pay an administrative penalty for failing to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1);

(g) the Respondents 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); and

(h) the Respondents be ordered to pay the costs of the Commission investigation and the costs of, or related to, this hearing, pursuant to subsection 127.1; and

(iii) to make such further orders as the Commission considers appropriate.

BY REASON OF the allegations set out in the Statement of Allegations dated November 28, 2007 and such further additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceedings 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 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 “30th” day of November, 2007.

“John Stevenson”
