



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19^e étage
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 -

**IN THE MATTER OF SHALLOW OIL & GAS INC., ERIC O'BRIEN, ABEL DA SILVA,
GURDIP SINGH GAHUNIA also known as MICHAEL GAHUNIA, ABRAHAM HERBERT
GROSSMAN also known as ALLEN GROSSMAN, MARCO DIADAMO, GORD
McQUARRIE, KEVIN WASH, and WILLIAM MANKOFSKY**

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

TAKE NOTICE THAT the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") at the offices of the Commission at 20 Queen Street West, 17th Floor Hearing Room on Wednesday, June 18, 2008 at 10 a.m., or as soon thereafter as the hearing can be held, to consider:

- (i) whether, in the opinion of the Commission, it is in the public interest, pursuant to s. 127(7) and (8), to extend the original temporary cease trade order dated January 16, 2008 (the "Original Temporary Order"), made against Shallow Oil & Gas Inc. Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia, also known as Michael Gahunia, and Abraham Herbert Grossman, also known as Allen Grossman;
- (ii) whether, in the opinion of the Commission, it is in the public interest, pursuant to s. 127(5) of the Act to issue a temporary order that:
 - (a) the respondents, Marco Diadamo ("Diadamo"), Gord McQuarrie ("McQuarrie"), Kevin Wash ("Wash"), and William Mankofsky

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(“Mankofsky”) shall cease trading in the shares of Shallow Oil & Gas Inc. (“Shallow Oil”); and

- (b) the respondents shall cease trading in any securities;
- (iii) whether, in the opinion of the Commission, it is in the public interest, pursuant to ss. 127 and 127.1 of the Act to order that:
- (a) trading in any securities by the respondents cease permanently or for such period as is specified by the Commission;
 - (b) the acquisition of any securities by the respondents is prohibited permanently or for such other period as is specified by the Commission;
 - (c) any exemptions contained in Ontario securities law do not apply to the respondents permanently or for such period as is specified by the Commission;
 - (d) the respondents disgorge to the Commission any amounts obtained as a result of non-compliance by that respondent with Ontario securities law;
 - (e) the respondents be reprimanded;
 - (f) the individual respondents resign one or more positions that they hold as a director or officer of any issuer;
 - (g) the individual respondents be prohibited from becoming or acting as a director or officer of any issuer;
 - (h) the respondents pay an administrative penalty of not more than \$1 million for each failure by that respondent to comply with Ontario securities law;
 - (i) the respondents be ordered to pay the costs of the Commission investigation and the hearing;

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- (j) such other orders as the Commission may deem appropriate;
- (iv) whether, in the opinion of the Commission, an order should be made pursuant to section 37 of the Act that the respondents cease permanently to telephone from within Ontario to any residence within or outside Ontario for the purpose of trading in any security or any class of securities; and
- (v) whether to make such further orders as the Commission considers appropriate.

BY REASON OF the allegations as set out in the Statement of Allegations dated June 10, 2008 and such further additional allegations as counsel may advise and the Commission may permit;

AND BY REASON OF the evidence filed with the Commission and the testimony heard by the Commission;

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 proceedings.

DATED at Toronto this 11th day of June, 2008

“John Stevenson”

John Stevenson
Secretary to the Commission

TO: Shallow Oil & Gas Inc.

AND TO: Eric O'Brien

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AND TO: Abel Da Silva

AND TO: Gurdip Singh Gahunia, also known as Michael Gahunia

AND TO: Abraham Herbert Grossman, also known as Allen Grossman

AND TO: Marco Diadamo

AND TO: Gord McQuarrie

AND TO: Kevin Wash

AND TO: William Mankofsky