



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 -

**EMPIRE CONSULTING INC. and
DESMOND CHAMBERS**

**NOTICE OF HEARING
(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 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 June 29, 2011 at 2:30 p.m., or as soon thereafter as the hearing can be held, to consider:

1. Whether, in the opinion of the Commission, it is in the public interest, pursuant to sections 127 and 127.1 of the Act to order that:
 - (a) trading in any securities by Empire Consulting Inc. ("Empire") and Desmond Chambers ("Chambers") (collectively 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 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) each of 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) Chambers resign one or more positions that he holds as a director or officer of any issuer, registrant, or investment fund manager;
- (g) Chambers be prohibited from becoming or acting as a director or officer of any issuer, registrant, and investment fund manager;
- (h) Chambers be prohibited from becoming or acting as a registrant, as an investment fund manager and as a promoter;
- (i) the Respondents each pay an administrative penalty of not more than \$1 million for each failure by that Respondent to comply with Ontario securities law; and
- (j) the Respondents be ordered to pay the costs of the Commission investigation and the hearing; and

2. Whether to make such further orders as the Commission considers appropriate.

BY REASON OF the allegations as set out in the Statement of Allegations of Staff of the Commission dated May 26, 2011 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 proceedings.

DATED at Toronto this 26th day of May, 2011.

“Josée Turcotte” per

John Stevenson
Secretary to the Commission