



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, 19e 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 -

KEVIN WARREN ZIETSOFF

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

TAKE NOTICE that 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 Ontario Securities Commission located at 20 Queen Street West, 17th Floor, on September 5, 2013, at 1:00 pm or as soon thereafter as the hearing can be held;

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

- A. pursuant to clause 2 of subsection 127(1) of the Act that trading in any securities by Kevin Warren Zietsoff (“Zietsoff”) cease permanently;
- B. pursuant to clause 2.1 of subsection 127(1) of the Act that the acquisition of any securities by Zietsoff be permanently prohibited;
- C. pursuant to clause 3 of subsection 127(1) of the Act that any or all exemptions contained in Ontario securities law do not apply to Zietsoff permanently;
- D. pursuant to clause 6 of subsection 127(1) of the Act that Zietsoff be reprimanded;
- E. pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act that Zietsoff resign all positions he holds as an officer or director of any issuer, of any registrant or of any investment fund manager;
- F. pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act that Zietsoff be permanently prohibited from becoming or acting as an officer or director of any issuer, of any registrant or of any investment fund manager;
- G. pursuant to clause 8.5 of subsection 127(1) of the Act that Zietsoff be permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;

- H. pursuant to clause 9 of subsection 127(1) of the Act that Zietsoff pay an administrative penalty of not more than \$1 million for each failure to comply with Ontario securities law;
- I. pursuant to clause 10 of subsection 127(1) of the Act that Zietsoff disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law;
- J. pursuant to section 127.1 of the Act that Zietsoff pay the costs of the Commission's investigation and the costs of or related to any hearing before the Commission; and
- K. to make such other order as the Commission may deem appropriate.

BY REASON OF the allegations set out in the Statement of Allegations dated August 19, 2013, 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 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 19th day of August 2013.

"John Stevenson"

John Stevenson
Secretary to the Commission