



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e 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
IAC - INDEPENDENT ACADEMIES CANADA INC., MICRON SYSTEMS INC.,
THEODORE ROBERT EVERETT and ROBERT H. DUKE**

**NOTICE OF HEARING
(Subsections 127(1) and 127(10))**

TAKE NOTICE THAT the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to subsections 127(1) and 127(10) 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, commencing on December 1, 2014 at 10:00 a.m.;

TO CONSIDER whether, pursuant to paragraph 4 of subsection 127(10) of the Act, it is in the public interest for the Commission to make an order:

1. against IAC – Independent Academies Canada Inc. (“IAC”) that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of IAC cease permanently; and
 - b. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by IAC cease permanently;
2. against Micron Systems Inc. (“Micron”) that:

- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of Micron cease permanently; and
 - b. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Micron cease permanently;
3. against Theodore Robert Everett (“Everett”) that:
- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Everett cease permanently;
 - b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Everett be prohibited permanently;
 - c. pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Everett resign any positions that he holds as director or officer of any issuer or registrant; and
 - d. pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Everett be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant;
4. against Robert H. Duke (“Duke”) that:
- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Duke cease permanently;
 - b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Duke be prohibited permanently;
 - c. pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Duke resign any positions that he holds as director or officer of any issuer or registrant; and
 - d. pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Duke be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant;

5. To make such other order or orders as the Commission considers appropriate.

BY REASON of the allegations set out in the Statement of Allegations of Staff of the Commission dated October 27, 2014 and by reason of an order of the British Columbia Securities Commission dated July 3, 2014, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that at the hearing on December 1, 2014 at 10:00 a.m., Staff will bring an application to proceed with the matter by written hearing, in accordance with Rule 11 of the Ontario Securities Commission *Rules of Procedure* (2014), 37 OSCB 4168 and section 5.1 of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended, and any party to the proceeding may make submissions in respect of the application to proceed by written hearing;

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 upon failure of any party to attend at the time and place, the hearing may proceed in the absence of the party and such party is not entitled to any further notice of the proceeding;

AND TAKE FURTHER NOTICE that the Notice of Hearing is also available in French, participation may be in either French or English and participants must notify the Secretary's Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE que l'avis d'audience est disponible en français, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

DATED at Toronto this 27th day of October, 2014.

“Josée Turcotte”

Josée Turcotte
Acting Secretary to the Commission