



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

22<sup>nd</sup> 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  
THOMAS HOCHHAUSEN and DOUGLAS BENDER**

**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, 17<sup>th</sup> Floor, commencing on March 2, 2015 at 10:00 a.m.;

**TO CONSIDER** whether, pursuant to paragraph 5 of subsection 127(10) of the Act, it is in the public interest for the Commission to make an order:

1. against Thomas Hochhausen (“Hochhausen”) that:
  - a. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Hochhausen resign any positions that he holds as a director or officer of any issuer, registrant or investment fund manager, except that Hochhausen may act as a director or officer of private issuers with fewer than 10 shareholders that do not issue shares to the general public;
  - b. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Hochhausen be prohibited until February 27, 2024 from becoming or acting as a director or officer of any issuer, registrant or investment fund manager, except that Hochhausen may act as a director or officer of private issuers with fewer than 10 shareholders that do not issue shares to the general public; and

- c. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities laws do not apply to Hochhausen until February 27, 2024;
2. against Douglas Bender (“Bender”) that:
    - a. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Bender resign any positions that he holds as a director or officer of any issuer, registrant or investment fund manager, except that Bender may act as a director or officer of private issuers with fewer than 10 shareholders that do not issue shares to the general public;
    - b. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Bender be prohibited until February 27, 2019 from becoming or acting as a director or officer of any issuer, registrant or investment fund manager, except that Bender may act as a director or officer of private issuers with fewer than 10 shareholders that do not issue shares to the general public; and
    - c. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities laws do not apply to Bender until February 27, 2019;
  3. 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 January 20, 2015 and by reason of a Settlement Agreement and Undertaking between Hochhausen, Bender and the Alberta Securities Commission dated February 27, 2014, and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that at the hearing on March 2, 2015 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 aforesaid, 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 20<sup>th</sup> day of January, 2015.

*“Josée Turcotte”*

---

Josée Turcotte  
Secretary to the Commission