



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, c.S.5, AS AMENDED**

- AND -

**IN THE MATTER OF HOLLINGER INC.,
CONRAD M. BLACK, F. DAVID RADLER,
JOHN A. BOULTBEE AND PETER Y. ATKINSON**

**NOTICE OF WITHDRAWAL
F. DAVID RADLER**

WHEREAS on March 18, 2005 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Securities Act, R.S.O. 1990, c. S.5, as amended (the "Act") accompanied by a Statement of Allegations (the "Original Proceeding") issued by Staff of the Commission ("Staff") with respect to Hollinger Inc., Conrad M. Black ("Black"), F. David Radler ("Radler"), John A. Boulton and Peter Y. Atkinson (collectively, the "Respondents");

AND WHEREAS the Respondents brought a series of motions and requests to adjourn the Original Proceeding (the "Adjournment Requests") pending the outcome of certain proceedings in the United States which are described further below;

AND WHEREAS the Respondents tendered undertakings to the Commission in support of the Adjournment Requests which were attached to Orders of the Commission dated March 30, 2006 and April 4, 2007 (the "Current Undertakings");

AND WHEREAS by Order dated October 7, 2009 the Commission adjourned the hearing of the Original Proceeding *sine die* pending the outcome of certain proceedings in the United States discussed further below;

AND WHEREAS on November 12, 2012 Staff issued a Statement of Allegations against Radler alone (the "New Proceeding");

AND WHEREAS on November 13, 2012, Radler provided an undertaking to the Commission in the New Proceeding (the "New Undertaking");

AND WHEREAS on November 14, 2012 Staff and Radler entered into a Settlement Agreement resolving the New Proceeding (the "Settlement Agreement");

AND WHEREAS on November 14, 2012, the Commission convened a hearing and heard submissions from counsel for Staff and for Radler;

AND WHEREAS in that hearing pursuant to section 127(10) of the Act and pursuant to the Settlement Agreement Staff filed documents with the Commission evidencing the following facts:

- (a) On November 15, 2004, the United States Securities and Exchange Commission (the “SEC”) launched a complaint against Black, Radler and Hollinger Inc. (the “SEC Complaint”) in the United States District Court for the Northern District of Illinois (the “United States District Court”);
- (b) On August 18, 2005, a Grand Jury convened in the United States District Court filed an indictment charging Radler, amongst other accused, with seven counts of violating the United States Criminal Code;
- (c) On September 20, 2005, Radler signed a plea agreement admitting to one count of mail fraud contrary to Title 18, United States Criminal Code, Section 1341. On December 17, 2007, in the United States District Court he was sentenced to, amongst other terms, 29 months of incarceration and a fine of US\$ 250,000; and
- (d) On January 30, 2007, Radler signed a consent to the entry of a final judgment (the “Radler Consent Agreement”) in the SEC Complaint. In the Radler Consent Agreement, Radler neither admitted nor denied the allegations relating to him contained in the SEC Complaint, but consented to a final order in the proceeding. The final order provided, amongst other terms, that Radler would pay disgorgement and a civil penalty, and would be permanently barred from serving as a director or officer of a reporting issuer in the United States. On April 19, 2007, the United States District Court made the order outlined in the Radler Consent Agreement;

AND WHEREAS at the conclusion of the hearing the Commission approved the Settlement Agreement and made the Order requested by the parties in respect of the New Proceeding;

AND WHEREAS Staff agreed in the Settlement Agreement to withdraw the allegations contained in the Original Proceeding against Radler if the Settlement Agreement were approved by the Commission;

TAKE NOTICE that Staff of the Commission withdraw the allegations contained in the Original Proceeding against Radler.

Dated at Toronto this 15th day of November, 2012

STAFF OF THE ONTARIO SECURITIES COMMISSION
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