

**IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1990, c. S.5, AS AMENDED**

and

**IN THE MATTER OF
SHALLOW OIL & GAS INC., ERIC O'BRIEN, ABEL DA SILVA, GURDIP
SINGH GAHUNIA also known as MICHAEL GAHUNIA, and ABRAHAM
HERBERT GROSSMAN aka ALLEN GROSSMAN**

**TEMPORARY ORDER
Section 127(1) & 127(5)**

WHEREAS it appears to the Ontario Securities Commission that:

1. Shallow Oil & Gas Inc. ("Shallow Oil") is an Ontario corporation with a registered office in Toronto;
2. Eric O'Brien ("O'Brien") is the sole director of Shallow Oil;
3. Shallow Oil, O'Brien, Abel Da Silva ("Da Silva"), Gurdip Singh Gahunia, also know as Michael Gahunia, ("Gahunia"), and Abraham Herbert Grossman, also known as Allen Grossman, ("Grossman") are not registered with the Commission in any capacity;
4. Shares of Shallow Oil have been offered for sale and sold to members of the public, in Ontario and elsewhere in Canada, by representatives of Shallow Oil;
5. Shallow Oil appears to be merely a shell company with no assets;
6. Staff of the Commission ("Staff") are conducting an investigation into the trading of Shallow Oil shares, and based on the information collected by Staff to date, it appears that O'Brien, Da Silva, Gahunia, and Grossman have traded in shares of Shallow Oil or have acted in furtherance of trades in shares of Shallow Oil;
7. Representatives of Shallow Oil have made representations about the future listing of the shares of Shallow Oil in order to effect sales in those shares contrary to s. 38 of the *Act*;
8. No prospectus receipt has been issued for the Shallow Oil securities contrary to section 53 of the *Act*.

9. No exemption from the registration and prospectus requirements under the *Act* applies to the shares of Shallow Oil or to O'Brien, Da Silva, Gahunia and Grossman.
10. False or misleading information appears to have been posted on the Shallow Oil website in furtherance of the sale of shares contrary to s.126.1 of the *Act*. The sale of Shallow Oil shares to the public appears to have perpetrated a fraud on the members of the public who purchased the shares.

AND WHEREAS the Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest as set out in s. 127(5) of the *Act*;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

AND WHEREAS by Commission order made April 4, 2007 pursuant to section 3.5(3) of the *Act*, any one of W. David Wilson, James E.A. Turner, Lawrence E. Ritchie, Robert L. Shirriff, Harold P. Hands, Paul K. Bates and David L. Knight, acting alone, is authorized to make orders under section 127 of the *Act*;

IT IS ORDERED pursuant to clause 2 of subsection 127(1) of the *Act* that all trading in securities by Shallow Oil shall cease and that all trading in Shallow Oil securities shall cease;

IT IS FURTHER ORDERED that pursuant to clause 2 of subsection 127(1) of the *Act* that Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia, also known as Michael Gahunia, and Abraham Herbert Grossman, also known as Allen Grossman, cease trading in all securities; and,

IT IS FURTHER ORDERED that pursuant to subsection 127(6) of the *Act* this order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission.

Dated at Toronto this "16th" day of January, 2008

"David Wilson"
