



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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Toronto ON M5H 3S8

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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 FREDERICK JOHNATHON NIELSEN, previously known as
FREDERICK JOHN GILLILAND**

**ORDER
(Subsections 127(1) and 127(10))**

WHEREAS on November 23, 2012, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing in this matter pursuant to sections 127(1) and 127(10) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in respect of Frederick Johnathon Nielsen, previously known as Frederick John Gilliland ("Nielsen");

AND WHEREAS on November 22, 2012, Staff of the Commission ("Staff") filed a Statement of Allegations in this matter;

AND WHEREAS Nielsen entered into a settlement agreement with the British Columbia Securities Commission dated March 25, 2011 ("Settlement Agreement");

AND WHEREAS in the Settlement Agreement, Nielsen consented to any securities regulator in Canada relying on the facts admitted in the Settlement Agreement for the purpose of making a similar order;

AND WHEREAS the Respondent is subject to an order dated March 25, 2011 made by the British Columbia Securities Commission, that imposes sanctions, conditions, restrictions or requirements upon him within the meaning of paragraph 4 of subsection 127(10) of the Act (the "BC Order");

AND WHEREAS on December 14, 2012, the Commission heard an application by Staff to convert this matter to a written hearing in accordance with Rule 11.5 of Commission's *Rules of Procedure* (2012), 35 OSCB 10071, and section 5.1(2) of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended;

AND WHEREAS the Commission granted Staff's application to proceed by written hearing and established a schedule for the submission of materials by the parties;

AND WHEREAS Staff filed written submissions, a hearing brief and a brief of authorities;

AND WHEREAS Nielsen did not appear and did not file any materials;

AND WHEREAS I find that it is in the public interest to issue this order pursuant to subsection 127(1) of the Act, in reliance upon subsection 127(10) of the Act;

IT IS HEREBY ORDERED THAT:

- (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities by Nielsen shall cease until March 25, 2036, except that Nielsen may trade and purchase securities and exchange contracts through a registrant in one cash and one RSP account if Nielsen first provides to the registrant a copy of the BC Order and this Order;
- (b) pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Nielsen is prohibited until March 25, 2036, except that Nielsen may trade and purchase securities and exchange contracts through a registrant in one cash and one RSP account if he first provides to the registrant a copy of the BC Order and this Order;
- (c) pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law shall not apply to Nielsen until March 25, 2036;
- (d) pursuant to paragraph 7 of subsection 127(1) of the Act, Nielsen shall resign any positions that he holds as a director or officer of any issuer;
- (e) pursuant to paragraph 8 of subsection 127(1) of the Act, Nielsen is prohibited from becoming or acting as a director or officer of any issuer until March 25, 2036; and
- (f) pursuant to paragraph 8.5 of subsection 127(1) of the Act, Nielsen is prohibited from becoming or acting as a registrant, an investment fund manager or a promoter until March 25, 2036.

DATED at Toronto this 27th day of March, 2013.

"James E. A. Turner"

James E. A. Turner