



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor CP 55, 19^e étage
20 Queen Street West 20, rue queen ouest
Toronto ON M5H 3S8 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
LIVENT INC.
GARTH H. DRABINSKY
MYRON I. GOTTLIEB
GORDON ECKSTEIN
ROBERT TOPOL**

**NOTICE OF WITHDRAWAL
LIVENT INC. AND ROBERT TOPOL**

WHEREAS on July 3, 2001 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 and 127.1 of the *Securities Act*, R.S.O. 1990 c.S.5, as amended (the "Act") in respect of Livent Inc. ("Livent"), Garth H. Drabinsky ("Drabinsky"), Myron I. Gottlieb ("Gottlieb"), Gordon Eckstein ("Eckstein") and Robert Topol ("Topol");

AND WHEREAS Drabinsky and Gottlieb each gave an undertaking to the Director of Enforcement of the Commission (the "Director") that pending the conclusion of the proceedings before the Commission (the "Commission Proceeding"), they would not apply to become a registrant or an employee of a registrant, or an officer or director of a reporting issuer without the express written consent of the Director or an Order of the Commission releasing them from the undertaking, as described in the Order of the Commission made on February 22, 2002;

AND WHEREAS Eckstein and Topol each gave an undertaking to the Director that pending the conclusion of the Commission Proceeding, they would not apply to become a registrant or an employee of a registrant, or a Chief Executive Officer, Chief Financial Officer or Chief Operating Officer or director of a reporting issuer without the express written consent of the Director or an Order of the Commission releasing them from the undertaking, as described in the Order of the Commission made on February 22, 2002;

AND WHEREAS on October 22, 2002, Drabinsky, Gottlieb, Eckstein and Topol (together, the “Individual Respondents”) were charged with multiple counts of criminal fraud in relation to their conduct as directors and officers of Livent and contrary to the *Criminal Code of Canada* (the “Criminal Code”);

AND WHEREAS the Individual Respondents agreed to certain bail conditions in relation to the proceeding brought against them under the Criminal Code (“the Criminal Proceeding”), including agreement by them to refrain from: acting as an officer or director of a “reporting issuer” as that term is defined in the Act (except that in the case of Eckstein, he refrain from acting as a Chief Executive Officer, Chief Operating Officer, Chief Financial Officer or a director of a “reporting issuer” as that term is defined in the Act); applying to become a “registrant” or from being an employee of a “registrant” as that term is defined in the Act; becoming a director of any company; and engaging directly or indirectly in the solicitation of investment funds from the general public, with the exception of an “accredited investor” as that term is defined in Commission rules and regulations;

AND WHEREAS by Order dated November 15, 2002, the Commission adjourned the hearing of the Commission Proceeding *sine die* pending the outcome of the Criminal Proceeding;

AND WHEREAS on or about November 19, 1998, Livent filed for protection under the *Companies’ Creditors Arrangement Act* in Canada, and courts subsequently approved the sale of substantially all of Livent’s assets, property and undertakings to a third party;

AND WHEREAS on September 29, 1999, the Ontario Superior Court of Justice approved Livent’s request to appoint Ernst & Young Inc. as receiver and manager of all of the remaining property, assets and undertakings of Livent;

AND WHEREAS on February 26, 2007, Eckstein pled guilty in the Criminal Proceeding to one count of criminal fraud over \$5000;

AND WHEREAS on June 22, 2007, charges against Topol in the Criminal Proceeding were dismissed without trial by the Ontario Superior Court of Justice after it concluded that there had been an unreasonable delay in bringing the case against him to trial;

AND WHEREAS on March 25, 2009, Drabinsky and Gottlieb were found guilty in the Criminal Proceeding of two counts of criminal fraud over \$5000 and one count of forgery;

AND WHEREAS Drabinsky and Gottlieb appealed their convictions in the Criminal Proceeding to the Ontario Court of Appeal and their convictions were upheld on September 13, 2011;

AND WHEREAS Drabinsky and Gottlieb sought leave from the Supreme Court of Canada to appeal the ruling of the Ontario Court of Appeal, but their application was dismissed without reasons on March 29, 2012;

AND WHEREAS on February 19, 2013, Staff of the Commission issued an Amended Statement of Allegations in the Commission Proceeding against Drabinsky, Gottlieb and Eckstein in relation to the criminal fraud convictions entered against them in the Ontario Superior Court of Justice;

TAKE NOTICE that Staff of the Commission withdraw the allegations in the Commission Proceeding as against Livent and Topol, and Topol is hereby released from the undertaking recited in the February 22, 2002 Order of the Commission.

DATED at Toronto this 20th day of February, 2013.