

THE SECURITIES ACT)
)
Sections 148, 19(5), and 148.3)

Order No. 6731
May 29, 2013

**SHALLOW OIL & GAS INC. AND
ABRAHAM HERBERT GROSSMAN also known as ALLEN GROSSMAN**

WHEREAS:

(A) On December 21, 2012, the Ontario Securities Commission ("OSC") issued an order against Shallow Oil & Gas Inc. and Abraham Herbert Grossman also known as Allen Grossman ("OSC Order");

(B) On March 7, 2013, The Manitoba Securities Commission ("Commission") issued a Notice of Hearing ("Notice") giving notice of its intention to hold a hearing to consider whether or not it was in the public interest to grant orders pursuant to *The Securities Act*, R.S.M. 1988 c. S50 as amended ("Act") with respect to Shallow Oil & Gas Inc. ("SHALLOW OIL") and/or Abraham Herbert Grossman also known as Allen Grossman ("GROSSMAN");


(C) On May 29, 2013, this hearing matter came before a panel of the Commission;

(D) Upon reviewing the documentary evidence and hearing the submissions of counsel for staff of the Commission, no one appearing for the respondents, and upon reviewing the Affidavits of Service, filed, and being satisfied as to service upon the respondents, the Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED:

1. **THAT**, pursuant to section 148 of the Act, SHALLOW OIL and GROSSMAN cease trading in securities permanently.
2. **THAT**, pursuant to subsection 19(5) of the Act, subsection 19(1) of the Act, with respect to such of the trades referred to in that subsection, and subsection 19(2) of the Act, with respect to such of the securities referred to in that subsection, do not apply to SHALLOW OIL and GROSSMAN permanently.
3. **THAT**, pursuant to section 148.3 of the Act, GROSSMAN resign any positions that he holds as a director or officer of any issuer and be permanently prohibited from becoming or acting as a director or officer of any issuer.

BY ORDER OF THE COMMISSION



Director