

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 16th DAY
)
JUSTICE CAMPBELL) OF MARCH, 2010



ONTARIO SECURITIES COMMISSION

Applicant

- and -

**NEW LIFE CAPITAL CORP., NEW LIFE CAPITAL INVESTMENTS INC., NEW LIFE
CAPITAL ADVANTAGE INC., NEW LIFE CAPITAL STRATEGIES INC., 1660690
ONTARIO LTD., 2126375 ONTARIO INC., 2108375 ONTARIO INC., 2126533
ONTARIO INC., 2152042 ONTARIO INC., 2100228 ONTARIO INC. and 2173817
ONTARIO INC.**

Respondents

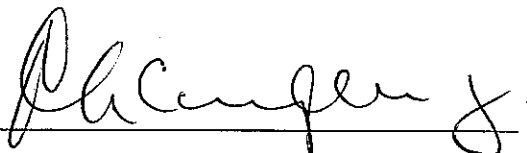
ORDER

THIS MOTION made by KPMG Inc. in its capacity as the receiver and manager (the "Receiver"), without security, of all of the property, assets and undertaking of New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc. and 2173817 Ontario Inc. (collectively, "New Life" or the "Companies") was heard this day without notice at 330 University Avenue, Toronto, Ontario, in Chambers.

UPON READING the Affidavit of J. Bradley Butcher sworn March 5, 2010 and on hearing the submissions of counsel for the Receiver, Gowling Lafleur Henderson LLP ("Gowlings") no one else appearing although duly served:

1. **THIS COURT ORDERS** that that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that notwithstanding any duties which Gowlings may owe to clients, including duties of confidentiality, loyalty or duties to maintain in confidence all information subject to legal privilege, Gowlings is required to immediately comply with the Receiver's requests for information contained in the letter dated January 22, 2010 from the Receiver to Gowlings and the letter dated March 4, 2010 from the Receiver's legal counsel, ThorntonGroutFinnigan LLP, to Gowlings; provided that Gowlings shall not be required to disclose to the Receiver any direct communications between Gowlings and its client(s) to which solicitor-client privilege attaches.
3. **THIS COURT ORDERS** that notwithstanding any duties which Gowlings may owe to clients, including duties of confidentiality, loyalty or duties to maintain in confidence all information subject to legal privilege, Gowlings is required to immediately disclose to the Receiver:
 - (a) the amount of Amarcord Transfers or Other Transfers remaining, if any, in Gowlings' trust account;
 - (b) the purpose for which the Amarcord Transfers or Other Transfers were transferred to Gowlings, including, all documentation in respect thereof which is not direct communications between Gowlings and its client(s);
 - (c) the identity and contact information of any persons to whom Gowlings subsequently transferred the Amarcord Transfers or Other Transfers; and
 - (d) the identity and contact information of the person(s) from whom Gowlings received instructions regarding the Amarcord Transfers, the Other Transfers and any transactions relating to the Amarcord Transfers or Other Transfers.

4. **THIS COURT ORDERS** that Gowlings shall immediately disburse to the Receiver the amount of any Amarcord Transfers or Other Transfers remaining, if any, in Gowlings' trust account.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAR 16 2010

PER / PAR: 

ONTARIO SECURITIES COMMISSION

and

NEW LIFE CAPITAL CORP. et al.

Applicant

Respondents

Court File No.: 08-CL-7832

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at **Toronto**

ORDER

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and

Respondents

Nov. 16/10.

16 MAR 2010

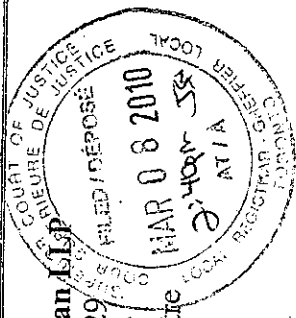
Court File No.: 08-CL-7832

*Having read the motion record & heard
from Counsel I am satisfied that
when two party served a copy of the
relief sought opposing that there
is an direct public interest in the
relief sought & it is here by affirmed
in terms of the draft order filed & signed*

Rh Campen

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceeding commenced in Toronto

MOTION RECORD
(returnable March 16, 2010)



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