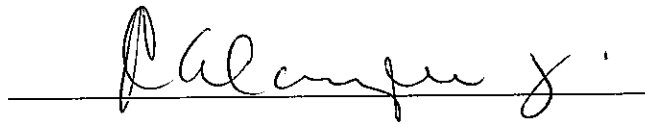


1. **THIS COURT ORDERS** that that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Order of this Honourable Court dated January 22, 2010 made in this proceeding be and it is hereby amended in the form attached hereto as Schedule "A", a copy of which shall be issued and entered in this proceeding.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAR 05 2010

PER / PAR:

JSN

Joanne Nicoara
Registrar, Superior Court of Justice

Schedule "A"

Court File No.08-CL-7832

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 22nd DAY
)
JUSTICE CAMPBELL) OF JANUARY, 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

AMENDED 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 January 21, 2010 and on hearing the submissions of counsel for the Receiver:

1. **THIS COURT ORDERS** that this motion is properly made without notice and returnable today.
2. **THIS COURT ORDERS** that the Order of the Honourable Mr. Justice Campbell dated December 17, 2008 appointing KPMG Inc. as Receiver of all of the property, assets and undertakings of the Companies (the “**Appointment Order**”) be and it is hereby extended to include all of the bank accounts (the “**Bank Accounts**”) of Lexington Consulting Inc. and Amarcord International Inc. (collectively, the “**Bahamian Companies**”) located at FirstCaribbean International Bank (Bahamas) Ltd. (“**FirstCaribbean**”) in the Commonwealth of The Bahamas and all Property (as defined in the Appointment Order) acquired using funds from the Bank Accounts.
3. **THIS COURT ORDERS** that all Persons (as defined in the Appointment Order) shall forthwith advise the Receiver of the existence of any funds received from the Bahamian Companies that are or were in such Person’s possession or control and provide the Receiver with copies of all documentation relating thereto provided that such funds were transferred to such Person from the Bank Accounts.
4. **THIS COURT ORDERS** that any Person (as defined in the Appointment Order) on whom a request for information and/or documentation by the Receiver has been made, shall not until the expiry of 30 days from compliance with such request disclose to any other Person (as defined in the Appointment Order) (including for the avoidance of any doubt Jeffrey Pogachar, Paola Lombardi, Alan Price and/or their legal counsel) any information concerning the said request or the terms of this Order without the consent in writing of the Receiver, save for obtaining legal advice.
5. **THIS COURT ORDERS** that (i) each of the Bahamian Companies, (ii) all of their respective current and former directors, officers, employees, persons registered or previously registered with the Ontario Securities Commission or subject or formerly subject to the jurisdiction of the Ontario Securities Commission or any other regulatory body, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf, and (iii) all other Persons (as defined in the Appointment Order) shall forthwith advise the Receiver of the existence of any Property (as defined in

the Appointment Order) in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request. For greater certainty, any Person that received any Property at any time and that subsequently remitted, transferred, assigned or in any way disposed of that Property shall disclose to the Receiver the identity of the recipient of that Property, whether or not Lexington, Amarcord or their principals, Jeffrey Pogachar and Paola Lombardi, or any one of them, shall have a direct or indirect interest in such recipient or no interest at all, and full particulars of the transaction relating to the disposal of that Property including, without limitation, all documentary and electronic evidence and information known to such Person.

6. **THIS COURT ORDERS AND DIRECTS** FirstCaribbean to pay all funds on deposit to the credit of the Bahamian Companies to the Receiver.
7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere including, without limitation, the Commonwealth of The Bahamas to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All such courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
8. **THIS COURT ORDERS** that the within motion record and this Order are hereby sealed pending further Order of this Honourable Court.
9. **THIS COURT ORDERS** that, notwithstanding the foregoing paragraph 7, the Receiver is authorized to disclose (i) this Order to any Person (as defined in the Appointment Order); and (ii) the within motion record and this Order to any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere including, without limitation, the Commonwealth of The Bahamas, for the purposes of giving effect to this Order and assisting the Receiver and its agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that any other interested person may apply to this Court to vary or rescind this order or seek other relief on seven days' written notice to the Receiver and to any other person likely to be affected by the order sought, or on such other notice as this Court may order, provided that nothing in this section shall act to extend any applicable appeal period.
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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at **Toronto**

ORDER

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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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