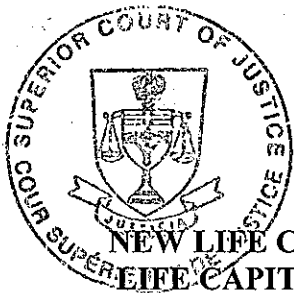


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) THURSDAY, THE 22<sup>ND</sup> DAY  
JUSTICE CAMPBELL ) OF APRIL, 2010

**BETWEEN:**



**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**

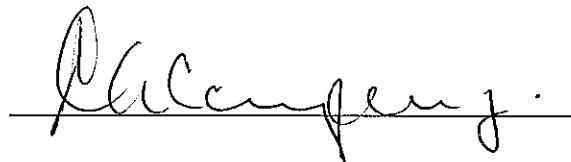
**THIS MOTION** made by KPMG INC., in its capacity as the Court-appointed Receiver and Manager (the “Receiver”) of the property, assets and undertaking of New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 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”) for the relief set out in its Notice of Motion dated April 16, 2010 (the “Notice of Motion”) was heard this day at 330 University Avenue, in the City of Toronto.

UPON READING the Receiver's Fifth Report to the Court dated April 16, 2010 (the "Fifth Report") and upon hearing the submissions of counsel for the Receiver, counsel for Staff of the Ontario Securities Commission, and Kevin McElcheran of McCarthy Tetrault LLP as representative counsel, no one else appearing although duly served:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and it is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the Release and Settlement Agreement dated March 29, 2010 between KPMG Inc., the Receiver and Massachusetts Mutual Life Insurance Company with respect to the life insurance policy bearing policy no. 15624626 which insured the life of an individual with a face amount death benefit of \$2.5 million be and it is hereby approved and that the Receiver is authorized and directed to complete the transactions contemplated therein.

3. **THIS COURT ORDERS** that the activities of the Receiver as described in the Fifth Report be and they are hereby approved.



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

APR 22 2010

PER / PAR: *N*

**ONTARIO SECURITIES COMMISSION**

Applicant(s)

and

**NEW LIFE CAPITAL CORP. et al.**

Respondent(s)

Court File No.: 08-CL-7832

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

Proceedings commenced at Toronto

**ORDER**

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Lawyers for KPMG Inc., in its capacity as the Receiver and  
Manager of New Life Capital Corp. et al