

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

TUESDAY, THE 6TH DAY

)

JUSTICE MORAWETZ

)

OF APRIL, 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 undertakings 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 at 330 University Avenue, Toronto, Ontario.

UPON READING the Affidavit of J. Bradley Butcher sworn March 31, 2010 and on hearing the submissions of counsel for the Receiver, 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 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 the property described as PT LT 15 CON BROKEN FRONT SE ANGLE WILLOUGHBY AS IN AA77690; Fort Erie bearing PIN 64240-0293 and municipally known as 3629 Niagara Boulevard, Fort Erie, Ontario (the "**Fort Erie Property**").
3. **THIS COURT ORDERS** that all individuals, firms, corporations, governmental bodies or agencies or other entities having notice of this Order (collectively, "**Persons**"), including, where applicable, their respective directors and officers, employees, agents, assignees, advisors and tenants, in possession of the Fort Erie Property, shall grant immediate and continued access to the Fort Erie Property to the Receiver, and shall immediately surrender, relinquish, transfer, deliver, assign and/or convey the Fort Erie Property to the Receiver.
4. **THIS COURT ORDERS** that, notwithstanding the foregoing paragraph 3, the Receiver is authorized to take immediate possession and control of the Fort Erie Property using whatever legal means are available to the Receiver in its sole discretion.
5. **THIS COURT ORDERS** that all of the provisions of the Appointment Order are incorporated herein and apply to the Fort Erie Property. For greater certainty, paragraph 3(k) of the Appointment Order is incorporated herein such that the Receiver is authorized to market the Fort Erie Property, including advertising and soliciting offers in respect of the Fort Erie Property and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate.
6. **THIS COURT ORDERS** that the Receiver is authorized to engage the services of a realtor for the purpose of selling the Fort Erie Property and to pay all necessary fees associated with the sale of the Fort Erie Property, including, without limitation, any applicable taxes.
7. **THIS COURT ORDERS** that all Persons shall immediately advise the Receiver of any information related to the Fort Erie Property and provide the Receiver with copies of all

documentation relating thereto. For greater certainty, any Person that acquired the Fort Erie Property at any time and that subsequently remitted, transferred, assigned or in any way disposed of the Fort Erie Property shall disclose to the Receiver the identity of the recipient of the Fort Erie Property, whether or not New Life, Lexington Consulting Inc., Amarcord International Inc. 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 the Fort Erie Property including, without limitation, all documentary and electronic evidence and information known to such Person.

8. **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.

9. **THIS COURT ORDERS** that any other interested person may apply to this Court, within 10 days of the date of this Order, to vary or rescind this Order or seek other relief on five 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 paragraph shall act to extend any applicable appeal period.

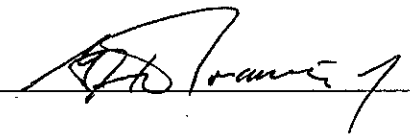
THIS IS TO CERTIFY THAT THIS DOCUMENT, EACH PAGE OF WHICH IS STAMPED WITH THE SEAL OF THE SUPERIOR COURT OF JUSTICE AT TORONTO, IS A TRUE COPY OF THE DOCUMENT ON FILE IN THIS OFFICE

LA PRÉSENT ATTEST QUE CE DOCUMENT, DONT CHACUNE DES PAGES EST REVÊTUE DU SCEAU DE LA COUR SUPÉRIEURE DE JUSTICE A TORONTO, EST UNE COPIE CONFORME DU DOCUMENT CONSERVÉ DANS CE BUREAU

DATED AT TORONTO THIS 6th DAY OF April 20 10
FAIT A TORONTO LE JOUR DE

REGISTRAR

GREFFIER



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

APR 06 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 Manager of New Life Capital Corp. et al.