

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) WEDNESDAY, THE 24TH 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 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 23, 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 a 2007 Maserati Quattro.Spgt.Au bearing vehicle identification number ZAMFG39F370029562 (the “**Maserati**”).
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 Maserati, shall grant immediate and continued access to the Maserati to the Receiver, and shall immediately surrender, relinquish, transfer, deliver, assign and/or convey the Maserati 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 Maserati 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, except for paragraph 3(l) of the Appointment Order, are incorporated herein and apply to the Maserati. For greater certainty, paragraph 3(k) of the Appointment Order is incorporated herein such that the Receiver is authorized to market the Maserati, including advertising and soliciting offers in respect of the Maserati and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate.
6. **THIS COURT ORDERS** that paragraph 3(l) of the Appointment Order does not apply to the Maserati and that the Receiver is authorized to sell, convey, transfer, lease or assign the Maserati out of the ordinary course of business without the approval of this Honourable Court and notice under subsection 63(4) of the Ontario *Personal Property*

Security Act, R.S.O. 1990, c. P.10 shall not be required and the Ontario *Bulk Sales Act*, R.S.O. 1990, c. B.14, shall not apply.

7. **THIS COURT ORDERS** that all Persons shall immediately advise the Receiver of any information related to the Maserati including, without limitation, the whereabouts of the Maserati, and provide the Receiver with copies of all documentation relating thereto. For greater certainty, any Person that received the Maserati at any time and that subsequently remitted, transferred, assigned or in any way disposed of the Maserati shall disclose to the Receiver the identity of the recipient of the Maserati, 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 Maserati including, without limitation, all documentary and electronic evidence and information known to such Person.

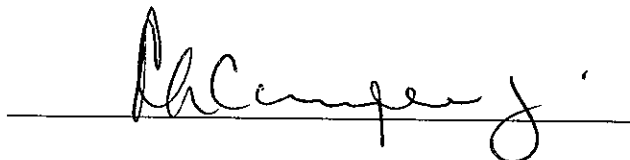
8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere including, without limitation, the Commonwealth of The Bahamas to give effect to this Order and to assist the Receiver and 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.

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

MAR 24 2010

PER / PAR: JV

A handwritten signature in black ink, appearing to read 'McCombes', is written over a horizontal line.

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.

Nov 24/10

Welling need the books record
opened from counsel I'm
satisfied the relief sought
is appropriate & appropriate
terms of the order filed &
received

Alexander D.

Court File No. 08 - CL - 7832

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced at Toronto

MOTION RECORD

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