

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) THURSDAY, THE 4<sup>TH</sup> DAY  
JUSTICE COLIN L. CAMPBELL ) OF JUNE, 2009

**B E T W E E N:**



**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"), without security, of all the property, assets and undertaking of the Respondents for the relief set out in its Notice of Motion dated May 20, 2009 herein was heard this day at 330 University Avenue, in the City of Toronto.

**UPON READING** the Second Report of the Receiver dated May 20, 2009 (the "Second Report"), upon hearing the submissions of counsel for the Receiver and upon being advised of the consent of Kevin McElcheran to act as the Representative Counsel (hereinafter defined):

1. **THIS COURT ORDERS** that Kevin McElcheran of the law firm McCarthy Tetrault LLP be and he is hereby appointed as representative counsel (the “Representative Counsel”) to represent the interests of persons who purchased preferred or common shares in the capital stock of one or more of the Respondents excluding Jeffrey Pogachar and Paola Lombardi (the “Investors”) for the sole purpose of advising the Investors in respect of the realization plan being developed by the Receiver in respect of the Respondents’ portfolio of 22 life insurance policies or life settlements (the “Mandate”).

2. **THIS COURT ORDERS** that, in fulfilling the Mandate, the Representative Counsel:

- (a) may consult with individual Investors but shall not be obligated to follow the instructions of nor provide opinions to individual Investors;
- (b) may consult with and provide his views to the Receiver;
- (c) shall act in the best interest of the Investors as a whole and take such necessary and appropriate actions and steps as the Representative Counsel deems fit from time to time; and
- (d) shall incur no liability or obligation as a result of his appointment or the carrying out of the provisions of this Order save and except for any gross negligence or wilful misconduct on his part.

3. **THIS COURT ORDERS** that the Representative Counsel be and he is hereby authorized to delegate his duties hereunder to members of the law firm McCarthy Tetrault LLP to assist the Representative Counsel in fulfilling his duties as Representative Counsel, which members of McCarthy Tetrault LLP shall be entitled to rely upon the provisions of this Order as if they were the Representative Counsel.

4. **THIS COURT ORDERS** that the Representative Counsel be and he is hereby granted leave to apply to this Court for advice and direction with respect to carrying out the Mandate upon notice to the Receiver and the Service List.

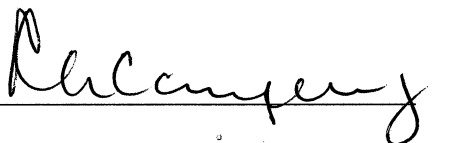
5. **THIS COURT ORDERS** that any expenditure or liability which shall be properly made or incurred by the Representative Counsel, including the fees and disbursements of the Representative Counsel incurred at the rates to be agreed upon by the Representative Counsel and the Receiver, shall be allowed to him in passing his accounts and shall form a first charge on the Property (as defined in the Order of this Honourable Court dated December 17, 2008) (the "Appointment Order") ranking pro rata and pari passu with the Receiver's Charge (as defined in the Appointment Order).

6. **THIS COURT ORDERS** that the Representative Counsel shall pass his accounts from time to time and, for this purpose, the accounts of the Representative Counsel are referred to a Judge of the Commercial List of the Ontario Superior Court of Justice.

7. **THIS COURT ORDERS** that, prior to the passing of the accounts of the Representative Counsel, the Receiver shall be at liberty from time to time to pay reasonable amounts out of the monies in its hands against the fees and disbursements of the Representative Counsel and such amount shall constitute an advance against his remuneration and disbursements when and as approved by this Court.

8. **THIS COURT ORDERS** that the activities of the Representative Counsel shall be restricted to fulfilling the Mandate.

9. **THIS COURT ORDERS** that the Receiver's activities as described in the Second Report are hereby approved.



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**ONTARIO SECURITIES COMMISSION**  
Applicant

and

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

Court File No.: 08-CL-7832

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

Proceeding commenced in Toronto

**ORDER**

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