

**New Life Capital et al.
Sales Process Re Portfolio
Offer Form**

TO: KPMG Inc.

Court Appointed Receiver and Manager of New Life Capital Corp. et al
Bay Adelaide Centre, Suite 4600, 333 Bay Street
Toronto, ON M5H 2S5
Attention: Mr. Bradley Butcher
Fax: 416-777-3364

OFFEROR:

Company

Address

Address

Telephone:

Fax:

Authorized Signatory:

Signature:

Name:

Title:

Date:

Parcel No.	Insurance Company	Policy #	Policy Issue Date (mm/dd/year)	Face Amount of Policy USD	Purchase Price USD
1	American General Life Insurance Company	U10034085L	11/01/2006	\$1,500,000.00	
2	American General Life Insurance Company	A10122060	11/01/1994	\$100,000.00	
3	Axa Equitable Life Insurance Company	158 208 597	06/18/2008	\$6,000,000.00	
4	Axa Equitable Life Insurance Company	157 207 899	05/15/2007	\$10,000,000.00	
5	Axa Equitable Life Insurance Company	157 213 763	07/11/2007	\$10,000,000.00	
6	Axa Equitable Life Insurance Company	157 213 765	07/11/2007	\$10,000,000.00	
7	Conseco Life Insurance Company	0703R01859	03/14/2003	\$50,000.00	
8	Conseco Life Insurance Company	0703R01858	03/14/2003	\$50,000.00	
9	ING – Security Life of Denver Insurance Company (b)	0519702510	09/28/1993	\$1,000,000.00	
10	ING – Security Life of Denver Insurance Company (b)	1560231	06/11/1997	\$255,000.00	
11	ING – Security Life of Denver Insurance Company (b)	1560230	06/11/1997	\$185,918.83	
12	ING – Security Life of Denver Insurance Company	1560223	06/11/1997	\$130,000.00	
13	Pacific Life Insurance Company	VF 51641220	09/13/2007	\$3,000,000.00	
14	PHL Variable Insurance Company	97528680	11/30/2007	\$4,000,000.00	
15	PHL Variable Insurance Company	97526175	01/10/2008	\$10,000,000.00	
16	PHL Variable Insurance Company	97523828	12/04/2007	\$5,000,000.00	
17	PHL Variable Insurance Company	97525875	01/29/2008	\$3,000,000.00	
18	PHL Variable Insurance Company	97522176	08/21/2007	\$6,000,000.00	
19	Phoenix Life Insurance Company	97304673	06/05/2007	\$2,500,000.00	
	Total			\$72,770,919.00	

Deposit attached calculated at 5% of Purchase Price \$

This Offer is made: (i) on an en bloc basis only Yes _____ No _____
(ii) on an individual parcel basis Yes _____ No _____

Notes:

(a) Offers submitted on this Offer Form are subject to the Terms and Conditions issued by the Receiver under date of August 18, 2011.

(b) These are the Advantage Policies.