

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 24th DAY
)
JUSTICE CAMPBELL) OF JANUARY, 2012

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 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, the “Companies”) was heard this day, via teleconference.

ON READING the Affidavit of Elizabeth J. Murphy sworn January 23, 2012 and all Exhibits attached thereto and on hearing the submissions of counsel for the Receiver, no one else

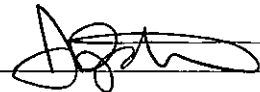
appearing although duly served as appears from the affidavit of Danny M. Nunes sworn January 23, 2012:

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion dated January 23, 2012 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 hereof.

2. **THIS COURT ORDERS** that, in accordance with section 151(1) of the *Securities Act*, R.S.O. 1990, c. S.5, the ruling of the Ontario Securities Commission *In the Matter of L. Jeffrey Pogachar, Paola Lombardi, Alan S. Price, et al.* dated January 20, 2012, attached hereto as Schedule "A", is hereby deemed to be an order of the Ontario Superior Court of Justice and shall be given full force and effect as an order of the Ontario Superior Court of Justice.

3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or abroad, including but not limited to 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.



Giuseppe Di Pietro
Registrar

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

JAN 25 2012



SCHEDULE

A

JANUARY 20, 2012

OSC - L. JEFFREY POGACHER, ET AL

EXCERPT - RULING

Page 1

1 IN THE MATTER OF THE SECURITIES ACT

2 R.S.O. 1990, c. S.5, as amended

3

4 - and -

5

6 IN THE MATTER OF

7 L. JEFFREY POGACHAR, PAOLA LOMBARDI, ALAN S. PRICE,

8 ET AL.

9

10 SECTION: 127

11

12

13 PUBLIC

14

15

16 PURPOSE: Ruling.

17 HELD ON: Friday, January 20, 2012

18 VOLUME: 6

19 HELD AT: Ontario Securities Commission

20 20 Queen Street West

21 17 Floor

22 Toronto, Ontario

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24 HELD BEFORE: Edward P. Kerwin (Chair)

25 Paulette L. Kennedy (Commissioner)

DISK
ENCLOSED

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APPEARANCES:

Matthew Britton For Staff of the Commission
Stephanie Collins
James H. Grout For the Receiver

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RULING: 4

1 --- Upon resuming at 1:27 p.m.

2 RULING:

3 CHAIR: Please be seated. The panel
4 has considered this unusual request and we've
5 considered the matter and we are prepared to go forward
6 today with our decision on the merits in this matter.

7 The following is our decision on the
8 merits in this matter. We are not issuing reasons for
9 our decision at this time. Reasons will be issued in
10 due course.

11 Staff's evidence in this matter is
12 uncontroverted. The respondents were given full notice
13 and were well aware of the timing and dates for the
14 hearings on the merits and today's final session. They
15 have chosen not to attend and they have chosen not to
16 testify.

17 We accept staff's view of the facts as
18 presented. We will set out in our reasons our specific
19 findings of fact. For today, we wish to state that we
20 find that the respondents breached the Securities Act
21 as alleged.

22 Specifically, (a), the respondents,
23 Pogachar and Lombardi, perpetrated a fraud on investors
24 by using funds raised from the sale of securities for
25 their own personal purposes contrary to section

1 126.1(1)(b) of the Securities Act, R.S.O. 1990 chapter
2 S.5, as amended.

3 (B), the respondents, Pogachar and
4 Lombardi, traded securities without being registered to
5 trade securities in accordance with Ontario securities
6 law contrary to section 25(1)(a) of the Act.

7 (C), the respondents, Pogachar and
8 Lombardi, being officers and directors of the corporate
9 respondents, authorized, permitted or acquiesced in the
10 breaches of Ontario securities law by the corporate
11 respondents contrary to section 129.2 of the Act. We
12 also find that the respondents breached Ontario
13 securities law and acted contrary to the public
14 interest.

15 Those are determinations at this time.
16 Following issuance of our reasons in due course, the
17 secretary of the Commission will set a date for a
18 sanctions hearing in this matter. That's all.

19 MR. BRITTON: Thank you.

20 MR. GROUT: Thank you.

21

22 --- Whereupon the proceedings adjourned at 1:31 p.m.

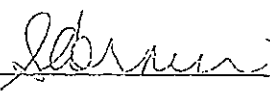
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I HEREBY CERTIFY THE FOREGOING
to be a true and accurate
transcription of my shorthand notes
to the best of my skill and ability.



per. Voula Kirkos, CSR
Computer-Aided Transcription

ONTARIO SECURITIES COMMISSION

and

Applicant

NEW LIFE CAPITAL CORP., et al

Respondent

Court File No.: 08-CL-7832

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

Proceedings commenced at **Toronto**

ORDER

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